

A PROMISING ROADMAP

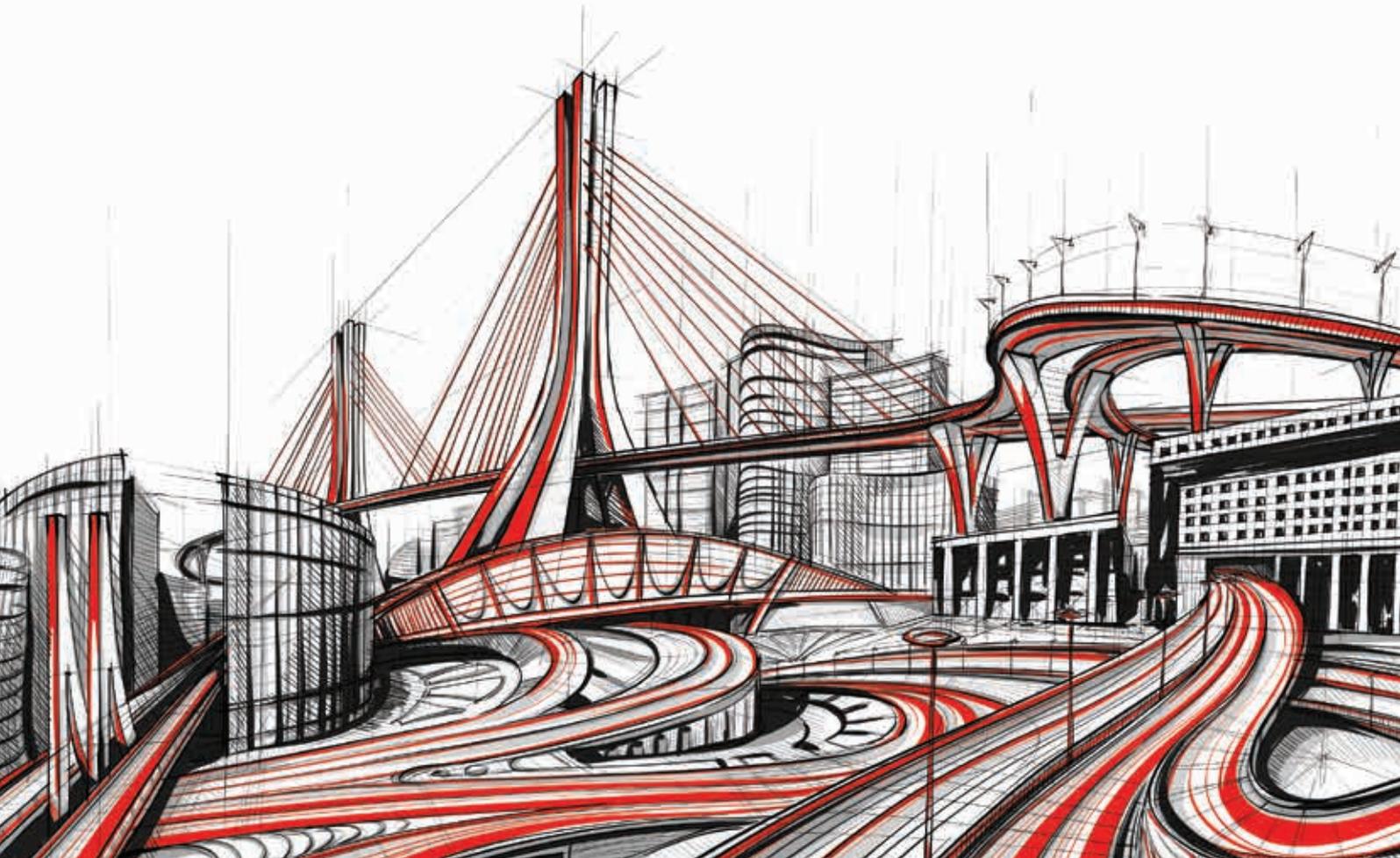
HARNESSING NEW
OPPORTUNITIES

EXECUTION
EXCELLENCE

STRENGTHENING
BALANCE SHEET

TOUCHING
MORE LIVES

2015-16 ANNUAL REPORT | IL&FS TRANSPORTATION NETWORKS LIMITED



CONTENTS

01

CORPORATE OVERVIEW

- 02** Charting an Attractive Growth Trajectory
- 04** Financial Performance
- 06** Operational Highlights
- 08** Chairman's Message
- 10** Opportunities Drive Promise
- 12** Execution Excellence Drives Promise
- 14** Robust Balance Sheet Drives Promise
- 16** Community Initiatives Drive Promise
- 22** Snapshot of our Projects
- 40** Board of Directors
- 42** Iconic Projects
- 43** Corporate Information

02

STATUTORY REPORTS

- 44** Management Discussion and Analysis
- 58** Directors' Report
- 90** Report on Corporate Governance

03

FINANCIAL STATEMENTS

Standalone

- 106** Independent Auditor's Report
- 112** Balance Sheet
- 113** Statement of Profit & Loss
- 114** Cash Flow Statement
- 116** Notes to Financial Statements

Consolidated

- 169** Independent Auditor's Report
- 176** Balance Sheet
- 177** Statement of Profit & Loss
- 178** Cash Flow Statement
- 180** Notes to Financial Statements

Forward looking Statement

In this Annual Report, we have disclosed forward looking information to enable investors to comprehend our prospects and take investment decisions. This report and other statements - written and oral - that we periodically make contain forward looking statements that set out anticipated results based on the management's plans and assumptions. We have tried, wherever possible, to identify such statements by using words such as 'anticipate', 'estimate', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in our assumptions. The achievements of results are subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should keep this in mind. We undertake no obligation to publicly update any forward looking statement, whether as a result of new information, future events or otherwise.



INDIA'S ECONOMY HAS LIVED UP TO WIDE-RANGING EXPECTATIONS IN A SLUGGISH GLOBAL ECONOMIC SCENARIO. IT IS ALREADY THE WORLD'S FASTEST GROWING MAJOR ECONOMY, AND HAS BREACHED THE TWO TRILLION DOLLAR MARK. HOWEVER, THE PROCESS OF TRANSFORMATION IS ONLY NASCENT, AS A LOT MORE NEEDS TO HAPPEN TO FULFIL ASPIRATIONS OF A BILLION PLUS POPULATION

THE GAP NEEDS TO BE BRIDGED BY RAPID AND ROBUST INFRASTRUCTURE CREATION. GIVEN THE GOVERNMENT'S FOCUS ON EXPEDITING CAPACITY CREATION AND ALLOCATING HIGHER BUDGETARY ALLOCATIONS, ITNL IS GEARED TO CONTRIBUTE TO THIS NEW PHASE OF TRANSFORMATION

OUR PRIMARY AGENDA IS TO BUILD BETTER AND SAFER ROADS, HIGHWAYS AND BRIDGES BY LEVERAGING OUR EXPERIENCE AND EXPERTISE OF PROJECT MANAGEMENT NATIONALLY AND INTERNATIONALLY

FY 2015-16 SAW US LEVERAGE OPPORTUNITIES TO BID FOR NEW PROJECTS, ACCELERATE EXECUTION, AND PUT IN PLACE STRATEGIES TO MONETISE ASSETS IN A SUSTAINABLE MANNER

WE HAVE THE RIGHT RESOURCES, TALENT AND TECHNOLOGY TO CONTRIBUTE TO NATION-BUILDING

WE ARE DESIGNING AND BUILDING A PROMISING ROADMAP FOR THE NATION AND OUR STAKEHOLDERS

10,176 LANE KM
OPERATIONAL

14,680 LANE KM
ROAD PORTFOLIO

Charting an Attractive Growth Trajectory

AT IL&FS TRANSPORTATION NETWORKS LIMITED (ITNL), OUR MANDATE IS TO HELP TRANSFORM INDIA'S SURFACE TRANSPORTATION INFRASTRUCTURE, PAVING THE WAY FOR SOCIO-ECONOMIC GROWTH AND EMPOWERMENT. WITH ENHANCED GOVERNMENT IMPETUS ON ROAD INFRASTRUCTURE, WE ARE LEVERAGING OUR EXPERIENCE AND EXPERTISE TO BE IN STEP WITH A NATION ON THE MOVE.

ITNL in brief

ITNL has been actively involved towards transforming India's surface transportation infrastructure and thereby helping drive India's economic growth trajectory

Engaged in developing, designing, operating, maintaining and facilitating surface transportation infrastructure projects across India and overseas

The Company's portfolio of projects comprise national and state highways, roads (including urban roads), flyovers and bridges and non-road sectors like metro rail, city bus service and border check-posts

We take pride in our strong track record of promoting and financing public infrastructure projects in India for over 15 years

We have strategic relations with Governments of various states across India. This benefits us in negotiating bilateral contracts with the state and central government entities when such bodies are seeking customised proposals

Being an integrated infrastructure enterprise, we are capable of taking on the most challenging infrastructure projects having accumulated vast experience in design, project execution and management

Key certifications

ISO 9001:2008
for quality management systems

ISO 14001:2004
for environmental management system

OHSAS 18001:2007
for occupational health and safety system

Pan- India Presence



PAN India presence with 31 BoT projects in several states

- | | |
|---------------------|--------------------|
| 1. Jammu & Kashmir | 11. Jharkhand |
| 2. Himachal Pradesh | 12. West Bengal |
| 3. Punjab | 13. Gujarat |
| 4. Haryana | 14. Odisha |
| 5. Delhi | 15. Maharashtra |
| 6. Uttar Pradesh | 16. Telangana |
| 7. Rajasthan | 17. Andhra Pradesh |
| 8. Assam | 18. Karnataka |
| 9. Meghalaya | 19. Kerala |
| 10. Madhya Pradesh | |

Global Footprint



- | | |
|---------------------------|----------------|
| 1. USA | 13. Spain |
| 2. Mexico | 14. Nigeria |
| 3. Haiti | 15. Botswana |
| 4. The Dominican Republic | 16. Mozambique |
| 5. Panama | 17. Ethiopia |
| 6. Columbia | 18. Qatar |
| 7. Ecuador | 19. UAE |
| 8. Peru | 20. China |
| 9. Bolivia | 21. Vietnam |
| 10. Paraguay | 22. Singapore |
| 11. Chile | |
| 12. Portugal | |

22
Countries

19
Indian states

31
Road projects

14,680
Lane km road portfolio

10,176
Lane km Operational

6
Non Road projects

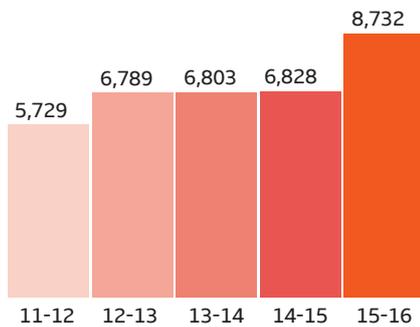
Financial Performance

Toll/Annuity & Construction income increased by **49%** and **37%** respectively

On an absolute basis, EBITDA increased by **31%** to **₹ 3,235 Crore** as compared to FY15

Revenue

(₹ in Crore)

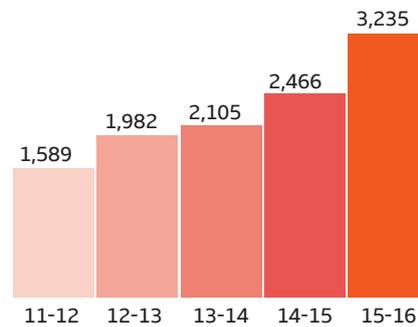


11% 5 year CAGR



EBITDA

(₹ in Crore)

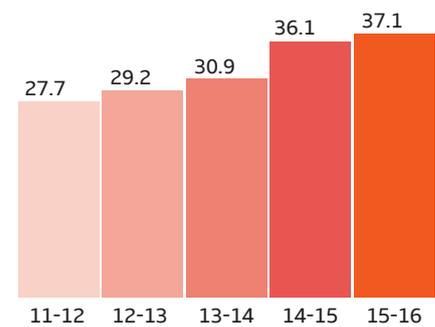


19% 5 year CAGR



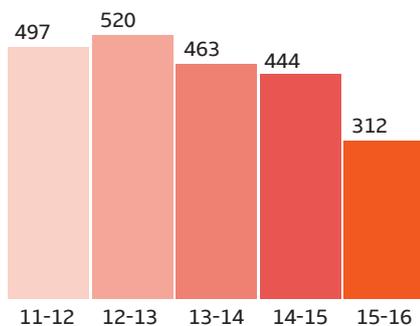
Operating Margins

(%)



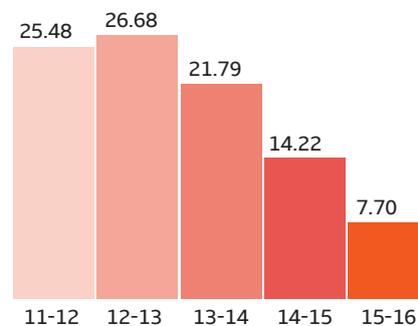
Profit After Tax

(₹ in Crore)



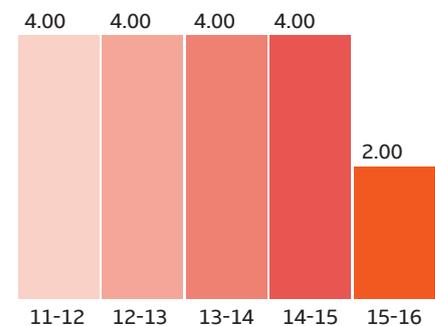
Earnings per share

(₹)



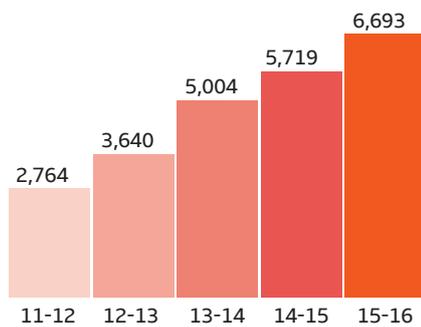
Dividend per share

(₹)



Net Worth

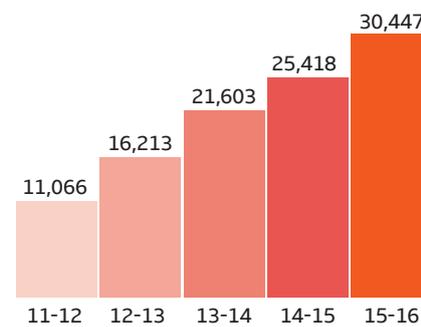
(₹ in Crore)



25% 5 year CAGR

Net Fixed Assets

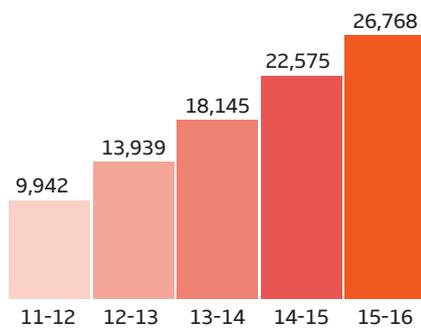
(₹ in Crore)



29% 5 year CAGR

Net Debt

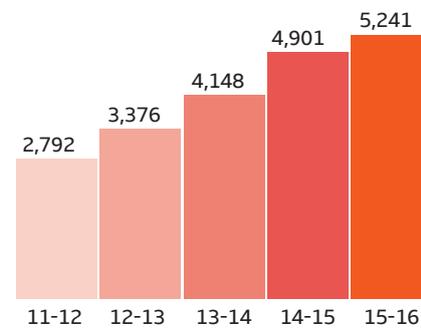
(₹ in Crore)



28% 5 year CAGR

Investments

(₹ in Crore)



17% 5 year CAGR

Operational Highlights

FY 2015-16



Trivandrum City Roads Project



Khed Sinnar Road Project

- The appointed date was declared as May 1, 2015 for the construction, operation and maintenance of Z-MORH Tunnel, including approaches on NH-1 in the state of Jammu & Kashmir
- ITNL achieved a historic and significant milestone by breaking through the last wall between Chenani (South End) and Nashri (North End) of India's Longest Road Tunnel (9 km) in the state of Jammu & Kashmir on July 13, 2015.
- Sikar Bikaner road project in Rajasthan received the provisional completion certificate effective October 10, 2015 and started commercial operations in a length of 212.56 Km out of 237.57 Km
- Provisional completion certificate was also received for an additional length of 15.30 Km in Moradabad Bareilly road project, thus increasing the tollable length to 118.82 Km effective November 19, 2015
- Baleshwar Kharagpur road project in Odisha/West Bengal, received completion certificate effective December 26, 2015
- Jorabat Shillong road project in Assam/Meghalaya received provisional completion certificate effective January 28, 2015 and started commercial operations in 56 km
- Pune Solapur road project received completion certificate for the complete length of 101.30 Km of NH-9 in Maharashtra on February 3, 2016 and commenced tolling operations on the entire length
- Provisional completion certificates were received for eight check posts under the Madhya Pradesh Border Checkpost Project, taking the total number of operational check posts to 19 out of 24
- The Company was awarded two projects by the National Highways Authority of India to be executed on BOT Toll Basis in the state of Maharashtra for which Concession Agreement were executed, namely;
 - (i) Four-laning of Amravati-Chikli (Package – I) section of NH-6 from 166 Km to 360 Km, and,
 - (ii) Four-laning of Fagne – Gujarat/ Maharashtra Border (Package-III) section of NH-6 from 510 Km to 650 Km



● Belgaum Maharashtra Border Road Project

- Jharkhand Infrastructure Implementation Company Ltd was awarded the project for development of six-laning of Ranchi Ring Road (Section VII) by Government of Jharkhand
- The Company's Subsidiary has signed the Concession Agreement for development of 8 Rail Over Bridges (ROB) in the state of Gujarat
- Projects under operations and maintenance:

Road Projects

- Vadodara - Halol Project, Gujarat
- Delhi Noida flyway, Uttar Pradesh
- Ahmedabad - Mehsana Project, Gujarat
- Belgaum - Maharashtra Border Project, Karnataka
- Jetpur - Gondal - Rajkot Project, Gujarat

- Kotakatta Bypass - Kurnool Project, Andhra Pradesh
- Hyderabad Outer Ring Road, Telangana
- Pedda Amberpet - Bongalur Project (Hyderabad Outer Ring Road), Telangana
- Various road stretches under the Mega Highways Project, Phase-I, II & III in Rajasthan
- Thiruvananthapuram City Road Improvement Project, Kerala
- Beawar - Gomti Project, Rajasthan
- Hazaribagh Ranchi Project, Jharkhand
- Five projects under Jharkhand Road Projects Implementation Company Ltd, Jharkhand
- Pune Solapur Project, Maharashtra
- Narketpally Medarametla Project, Andhra Pradesh
- Moradabad Bareilly Project, Uttar Pradesh
- Warora Chandrapur Project, Maharashtra

- Sikar Bikaner Project, Rajasthan
- Baleshwar Kharagpur Project, Odisha/West Bengal
- Jorabat Shillong Project, Assam/Meghalaya
- Autovia A-4, Madrid
- Yuhe Expressway, Chongqing China

Non-Road Projects

- 19 Border check posts in Madhya Pradesh
- Rapid MetroRail Gurgaon
- Nagpur City Bus Service
- Karyavattom Sports Stadium

Chairman's Message

Dear Friends,

2015-16 was a year of contrasts. On the one hand, we had the global economy, mired in uncertainty and volatility. On the other, India delivered a stand-out performance as the fastest growing large economy, reinforced with policy support. The Indian economy has been steadily moving towards greater structural strength and fiscal efficiency, helped in no small measure by the crude price crash and deftly controlled Government expenditure. The Government maintained momentum by unveiling multiple new initiatives like Start Up India, Stand Up India and Digital India in addition to its focus on Make in India and Ease of doing Business. These initiatives are expected to come together and provide stimulus to the Indian economy, and accelerate growth

Growing opportunity

2015-16 was a year in which ITNL braved various challenges and came out stronger and wiser. As India's infrastructure sector continues to be at the crossroads, we too have faced our fair share of angst. Despite the economic slowdown and hardened lending scenario, we managed to stand firm. We also ensured that construction progressed as per schedule and completed three highway projects and eight border check posts. We are determined as ever to deliver consistent and sustained value for our shareholders



We are growing stronger each day with a constant focus on innovation and quality. With intrinsic strengths of project execution and our engineering proficiencies, we have an optimistic and sustained commitment to build value for the nation

Infrastructure opportunity

India's infrastructure development is set to accelerate, supported by the underlying commitment that extra fiscal allowance will be directed primarily into infrastructure spend. Road transportation has gradually increased over the years with improvement in connectivity between cities, towns and villages in the country. The Union Budget 2016 has proposed a high budgetary allocation for the infrastructure sector to give a boost to infrastructure and investment with a major focus on

roads, alongside railways and ports. Plan allocation for 2016-17 in the roads and highways sector has been enhanced by around 24%. Over the last three years, allocation to roads and highways has increased at a CAGR of around 33% considering the importance of this sector.

The target for national highways construction has been set at 15,000 km during 2016-17 compared to around 4,400 km and 6,000 km constructed during 2014-15 and 2015-16 respectively. The Ministry of Road Transport and Highways has undertaken the development of about 7,000 km of national highways under the Bharatmala Pariyojana at an estimated cost of ₹ 80,000 Crore in consultation with state governments. The long-term outlook for the infrastructure sector appears satisfactory on the back of

major investment expected both from the Government and Private sector. Our long and impressive track record, diversified project mix and strong order book augur well for the Company. There will always be new challenges and new hurdles, but we are geared to capitalize on the opportunity that each such situation will usher in

Financial Performance

During 2015-16, consolidated revenues increased by 28% from ₹ 6,828.22 Crore in 2014-15 to ₹ 8,732.03 Crore due to an increase in construction, toll and other operating earnings. The EBIDTA increased from ₹ 2,465.78 Crore in 2014-15 to ₹ 3,235.39 Crore in 2015-16, showing a growth of 31% due to higher construction margin. Debt equity ratio as at March 31, 2016 on a consolidated basis stood at 4.08

The Company is widening its geographic footprint, by actively foraying into global markets. With global economies gradually returning to an encouraging growth path, the global infrastructure landscape is expected to improve. Our confidence to do well globally stems from a diversified mix of assets across infrastructure segments and healthy operational cash flows. We are performing today, while transforming for tomorrow

Rising to the Challenge

Our mission continues to be to complete each project before time by optimally utilising our technological strengths and domain expertise. The overall operational capabilities and competence in executing large scale infrastructure projects have enabled the Company to emerge as a leading infrastructure player. It has executed and delivered several projects for Governments and their related agencies, allowing the Company to expand its pan India presence and establish a strong

brand name in the industry. The 42.06 km Thiruvananthapuram City Road Improvement Project, an iconic project got recognised as a great initiative by the United Nations in its document on Urban Infrastructure Projects as well as by International Road Federation for the best project in the world in the category of urban mobility. The order book which stood at around ₹ 14,625 Crore as on March 31, 2016 is spread across states and includes both annuity and toll projects

This is despite the difficult external environment where operationally and financially, there was significant pressure on the infrastructure companies. ITNL has remained resilient on the strength of its balance sheet and execution strength, where we were able to withstand the headwinds commendably

We will continue to leverage our inherent strengths and expand our horizons to capture a larger share of the infrastructure opportunity and be seen as a preferred infrastructure partner. Our passion, professionalism and perseverance give us an exceptional future outlook. Our objective is to drive innovation across each aspect of our business and make that an integral part of a sustainable approach

We are hopeful that the current issues that the industry is facing, related to bank lending, land acquisition and multiple disputes will be progressively solved, as the Government embarks on its ambitious agenda of infrastructure creation. We have a promising roadmap ahead given the economic potential of India and the intent of the government, both at a vision level and seriousness of implementation from a regulatory and administrative standpoint

Safety

We focus on maintaining high safety levels at our construction and operational sites. During the year under review, we obtained renewed certifications for QMS and Environmental, Health and Safety Management System (EHSMS- ISO 14001:2004 and OHSAS 18001:2007), and appreciation for the level of implementation and conviction shown. We have adopted the ESPF format of project screening for all our new project bids. These certifications ensure that the Company also has an environmentally and socially sustainable business model in the long run

Looking Ahead

We are committed to build strong, lasting relationships with the communities where we operate and foster the creation of shared prosperity through empowerment and development. Employees are the soul of the company; and our performance has been driven by their commitment and perseverance. Honest hard work, a progressive attitude and adaptability by motivated members of the ITNL family have been the keys to the growth of the Company. As we move forward, we intend to carry forward our legacy by creating standards in quality execution and high degree of engineering skills, resulting in enhanced value creation for our shareholders

I would like to thank shareholders for their support and encouragement during the year.

Best Wishes

Deepak Dasgupta
Chairman

OPPORTUNITIES DRIVE PROMISE

SURFACE INFRASTRUCTURE CONTINUES TO BE A PRIORITY OF THE GOVERNMENT TO ELEVATE INDIA TO THE NEXT LEVEL OF GROWTH AND OPPORTUNITY. THE VISIBLE OBJECTIVE IS TO FAST-TRACK STRANDED INFRASTRUCTURE PROJECTS, AS WELL AS UNVEILING NEW ONES. THE GOVERNMENT IS ACTIVELY ENCOURAGING PRIVATE PARTICIPATION IN THESE PROJECTS TO ACCELERATE THE PACE OF EXECUTION. THIS TREND IS ALSO VISIBLE IN OTHER DEVELOPING ECONOMIES IN WHICH ITNL IS PRESENT

AT ITNL, WE ARE ENTHUSED BY THIS OPPORTUNITY LANDSCAPE, TO STRENGTHEN OUR VALUE PROPOSITION AND PERFORMANCE

Diversifying our portfolio

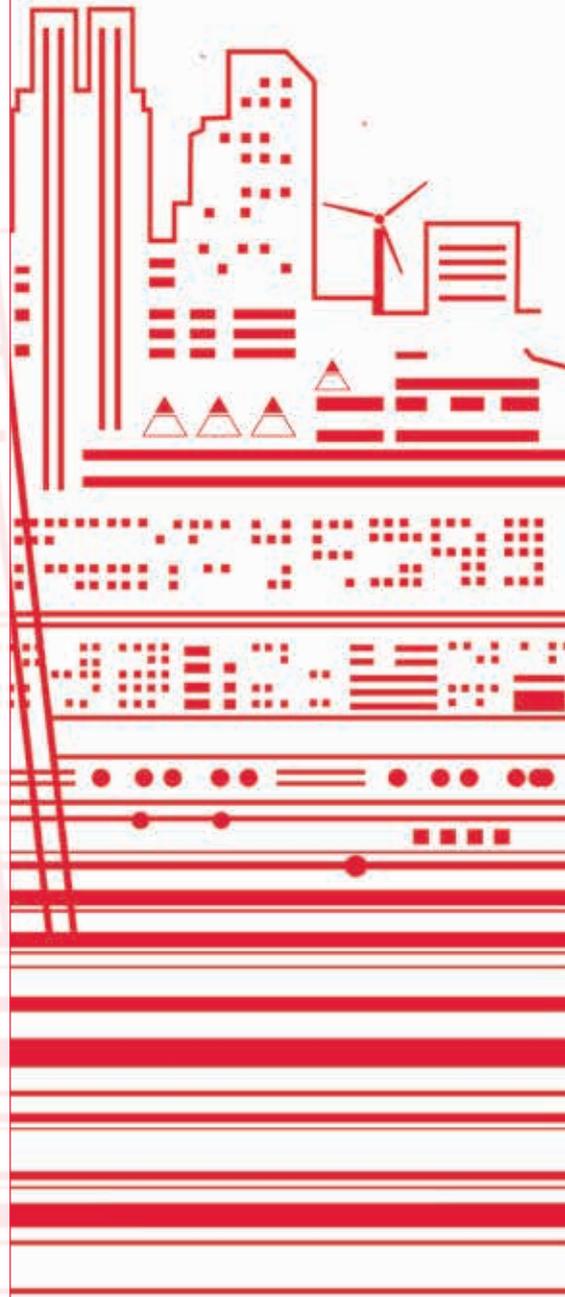
Over the years, we have leveraged our experience in the road transportation infrastructure sector and IL&FS's track record in infrastructure projects to expand our business in other surface transportation infrastructure. Our portfolio of assets primarily consists of a diverse mix of annuity and toll based BOT road projects spread across several states in India, which are in different stages of development, construction and operation & maintenance. Our presence across various surface transportation verticals equip us with flexibility to enter newer ones. For instance, with the Government's growing focus on EPC projects, we will evaluate venturing into EPC contracts provided they meet our overall investment objectives

Geographical and sector diversification has made our growth trajectory robust. It has also equipped us with effective risk-mitigation strategies. We have been able to maintain our leadership and track record in the surface transportation infrastructure sector in India, a significant competitive advantage

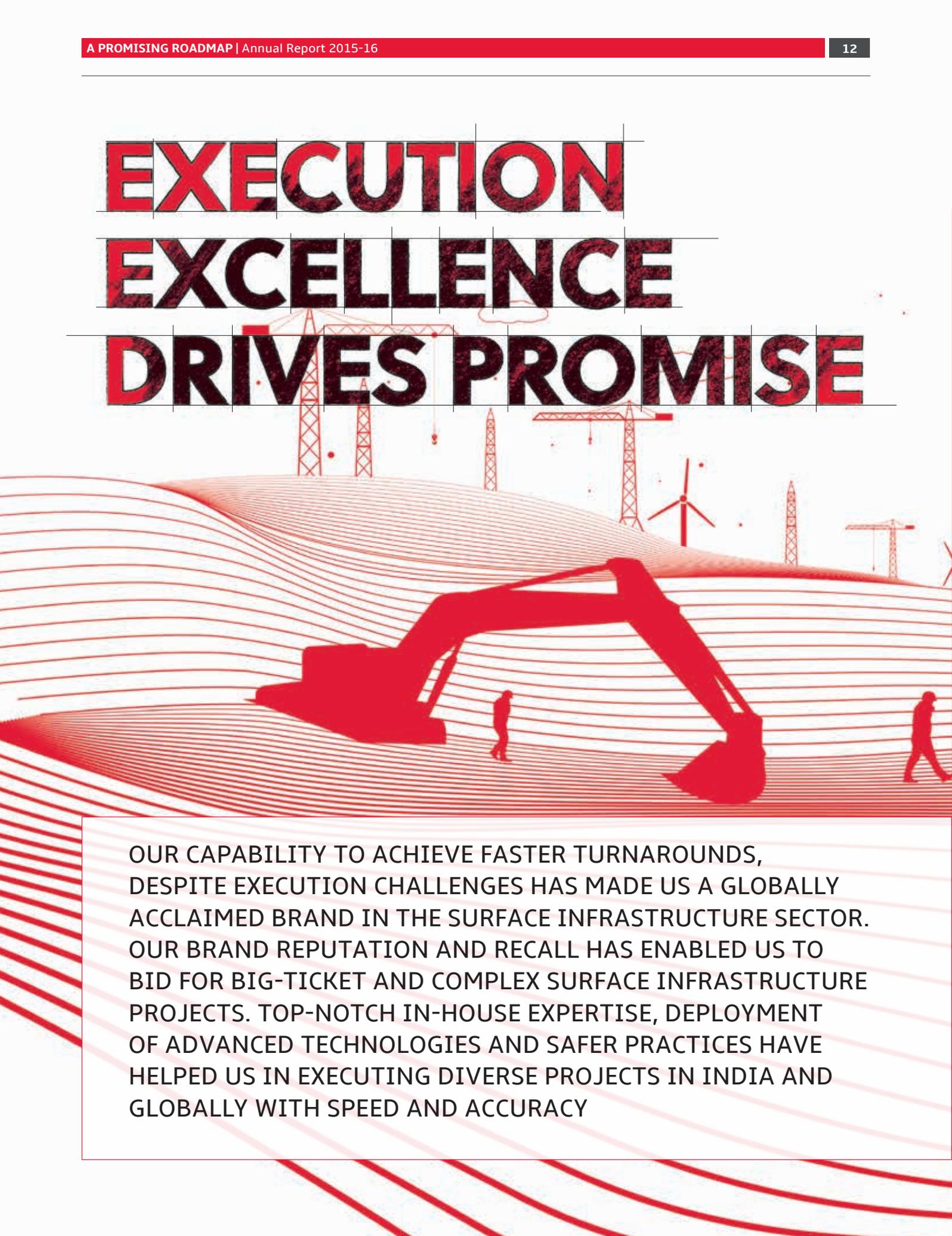
The Government of India continues to encourage private participation and strengthen investor confidence

for infrastructure investments. The regulatory clarity on investment trusts (INVITs) and dividend distribution, together with easing the dispute resolution process are all steps in this direction. This comes at a time when private participation in infrastructure development is low and balance sheets of many developers in the sector remain stretched. We believe the rise in overall government spends will bolster execution of national highways and create a robust construction opportunity for us

We have extended our presence in Spain, Portugal, Latin America, UAE, Ethiopia, Botswana and China. Our international operations were strengthened by the excellent performance of Elsamex SA, despite a volatile economic environment in Europe. In Africa we are going beyond our traditional areas of presence by securing Output and Performance based Road Contracts (OPRC) projects in countries such as Ethiopia, and this will continue to be a focus area for us. Our development experience and O&M strengths through Elsamex make us well-positioned to exploit the OPRC opportunity in Africa, funded by multilateral organisations



EXECUTION EXCELLENCE DRIVES PROMISE



OUR CAPABILITY TO ACHIEVE FASTER TURNAROUNDS, DESPITE EXECUTION CHALLENGES HAS MADE US A GLOBALLY ACCLAIMED BRAND IN THE SURFACE INFRASTRUCTURE SECTOR. OUR BRAND REPUTATION AND RECALL HAS ENABLED US TO BID FOR BIG-TICKET AND COMPLEX SURFACE INFRASTRUCTURE PROJECTS. TOP-NOTCH IN-HOUSE EXPERTISE, DEPLOYMENT OF ADVANCED TECHNOLOGIES AND SAFER PRACTICES HAVE HELPED US IN EXECUTING DIVERSE PROJECTS IN INDIA AND GLOBALLY WITH SPEED AND ACCURACY

Project Snapshot

FY 2015-16	Toll	Annuity	Non-Road	Total
Projects				
Completed	14	8	4	26
Under Implementation	3	2	2	7
Under Development	2	2	-	4
Total	19	12	6	37
Lane km	11,549	3,131		14,680

Some of the most important strengths of our execution excellence comprise

In-house Expertise

Our in-house design team evaluates potential projects for bidding, prepares feasibility studies and assists in matters related to project development and implementation for speedy execution and design

We have established contractor relationships and the ability to source competitively. It has also enabled us to assess project value and assess risks better before bidding

Our advanced capabilities such as captive ISO 9001-2008 certified testing laboratory at Ahmedabad helps us plan our O&M activities better and ensure higher quality

Project Management

Our project management expertise encompasses a whole range of activities, beginning with a detailed design, collaborating with authorities and agencies to supervising construction and ensuring quality performance

Operation & Maintenance

Our in-house Operations & Maintenance of all road projects

through a highly skilled and adequately experienced team is a key competitive advantage. All necessary resources and equipment are mobilised for enabling the team to undertake all activities. Use of state-of-the-art technologies and material for effective maintenance of assets help increase the life of road and optimising whole life cycle costing of road projects

Accident and Emergency Services

At ITNL, we deploy round-the-clock monitoring and surveillance for emergency services on the project road. An efficient route patrol team ensures availability of smooth and hindrance free passage to users. Our accident prevention strategy prioritises provision of new safety features, such as pedestrian overpasses, concrete barriers, speed limit controls, improved signals and road widening at required locations during construction phase itself. Further, emergency equipment such as patrol vehicles, ambulances and tow cranes are stationed at appropriate locations along all our project highways to respond

immediately to any eventuality and remove any obstructions. Our proactive measures result in minimizing injury and fatalities on our roads

Tolling System

ITNL's in-house Tolling Systems Development team has developed and implemented a Semi-Automatic Toll Collection system, which is being used in our projects for greater efficiency and smoother traffic management

Cutting-edge technology

We benefit from our interactive web-based project management information system ("PMIS") in monitoring activities such as road inspection and maintenance, arboriculture, accident management, traffic updates and providing project information to our project teams. We have implemented a compliance management application called RSA Archer. It provides an access controlled environment for keeping track of compliances and ensure adherence to Standard Operating Procedures

ROBUST BALANCE SHEET DRIVES PROMISE

OUR CONTINUOUSLY GROWING BALANCE SHEET ADDS STRENGTH TO OUR OPERATIONS. OUR ROBUST NET WORTH, TOGETHER WITH HIGH-QUALITY INVESTMENTS AND ASSETS PROVIDE US MUCH NEEDED STABILITY. THIS IS CRUCIAL TO AUGMENT THE ORDER BOOK YEAR-ON-YEAR AND EXECUTE PROJECTS EFFICIENTLY AND ON TIME, DESPITE CHALLENGES POSED BY THE EXTERNAL ENVIRONMENT

STRATEGIC INITIATIVES SUCH AS ASSET MONETISATION, PROJECT DEBT REFINANCING AND A FOCUSED APPROACH TOWARDS NEW ORDER BOOKS WILL BE KEY TO FURTHER DELEVERAGING AND BUILDING STRENGTH IN THE BALANCE SHEET

Asset Monetisation

As infrastructure development gathers momentum in India, investor interest in owning infrastructure assets is growing. We will use this opportunity and focus on ways to free capital by monetising some of our matured assets. The capital that gets freed will be used judiciously to meet future expansion plans and bid for new projects

Debt Refinancing

The benign interest rate regime is an interesting and exciting opportunity to take advantages of the softer interest rates and refinance the high cost debt in our operational assets. We do this through issuing very competitively priced bonds and other instruments. We are confident of completing refinance of a few of our projects in the coming fiscal and optimize our interest rate in each of these projects by at least 250 bps

Focused project selection

To further strengthen our balance sheet, we have sharpened our focus towards Output and Performance based Road Contracts (OPRC) bids. This type of contract significantly expands the role of the private sector, from simple execution of work to the management and maintenance of the road asset, while increasing efficiency and effectiveness. The OPRC as a model for road asset management is similar to Design, Build, Maintain, Operate and Transfer (DBMOT) model of contracts, which addresses the issue of inadequate incentives. Such contracts require limited capital and hence place fewer demands on the financial resources of the company. We are concentrating on selected countries such as Senegal, Mozambique, Ethiopia, Angola, Vietnam, Myanmar and Papua New Guinea for OPRC projects

COMMUNITY INITIATIVES DRIVE PROMISE

ITNL IN LINE WITH GROUP'S ETHOS, HAS FOCUSED ON BUILDING COMMUNITIES WHILE BUILDING NATION'S HIGHWAYS. IT ENDEAVOURS TO CONTINUALLY STRENGTHEN DEVELOPMENT MULTIPLIERS OF INFRASTRUCTURE PROJECTS THROUGH SUPPORTING CSR INTERVENTIONS THAT ARE INNOVATIVE, STRATEGIC AND IMPACTFUL. PARIVARTAN, MEANING TRANSFORMATION, IS A UNIQUE CSR INITIATIVE GUIDED BY THE CONVICTION THAT EDUCATION, EMPLOYABILITY AND EMPLOYMENT ARE THE TRANSFORMATIONAL TOOLS IN THE PROCESS OF COMMUNITY DEVELOPMENT. THEY BRING IN CHANGE IN THE COMMUNITY AND BUILD A LONG-TERM LINKAGE MECHANISM TO ENSURE SUSTAINABILITY



ITNL'S VISION TO BRING POSITIVE CHANGE THROUGH THE CSR PROGRAMME IN FY 2015-16 FOCUSED ON SKILLS AND LIVELIHOODS, EDUCATION, HEALTHCARE, SANITATION, ROAD SAFETY AND RURAL INFRASTRUCTURE. DURING THE YEAR, ITNL WORKED IN CATCHMENT AREAS OF 13 ROAD PROJECTS DIRECTLY IMPACTING ABOUT 55,000 PEOPLE

SKILLS AND LIVELIHOODS

During the year, several skilling and livelihood initiatives were undertaken across areas of ITNL operations. These initiatives aimed to improve employment and livelihood generation opportunities for the community in the catchment area of the road project

Employment Linked Skill Training

We trained 620 youth in various trades including welding and hospitality and have helped them getting placed or start their enterprises. The youth were mobilized from catchment areas of the projects, namely, Kiratpur Ner Chowk, Moradabad Barielly, Hazaribagh Ranchi and Baleshwar Kharagpur



Fisheries as Alternate Livelihood in Waterlogged Areas

The rainy season used to be a curse for the paddy farmers of Basta, Jaleswar and Balasore Sadar blocks in Orissa due to submergence of the area under water. The Company designed a fishery development programme for the farmers from flood affected areas of Balasore district under its CSR activity. Started in September 2014, the programme has reached 148 farmers in 18 villages covering 6.8 acres of waste and marginal lands and 60.2 acres of unmanaged and undermanaged ponds. The farmers were supported with training, capital support and input support for fish rearing activity



Strengthening Farm based Livelihoods – Kiratpur Ner Chowk Catchment

For those embedded into local farming and off-farm activities in villages along highway, we have worked to innovate and create new livelihood options through Self Help Groups (SHGs) and individual farmers. Marginal farmers at Maura cluster, District Ropar, Punjab, were trained through partner, Yuvamitra and supported to take up seasonal vegetable cultivation (brinjal, gourd, chillies etc.) to improve their farm incomes besides learning improved agri practices for their regular crops- wheat & maize. The intent is to ensure local and substantive returns from their small land holdings to

enhance family income through changes and institutionalised support in cultivation, aggregation and marketing. In the last year, 50 Joint Liability Groups have been formed with almost 300 farmers. A farmer producer company, Kiratpur Sahib Kisan Mitra Agri Producer Company, has been incorporated with the farmers being shareholders and directors in the company

Enhancing Incomes of Poor and Marginalised Women – Khed Sinner Catchment

With aim to create livelihood security for 500 poor & marginalised women in drought prone area of Sinner in Nashik District of Maharashtra by 2018, we have started the sustainable goat rearing programme in April 2015 using Joint Liability Group (JLG) format. About 210 women from 5 villages are institutionalised into 42 JLGs and are supported with revolving fund and veterinary services to reduce mortality rate from 15% to less than 5%, technical and capacity building training



Creating Livelihoods for Women – Chenani-Nashri Catchment

With very limited economic opportunities available for women outside farm sector and no cash income, we have trained 50 women from Kud and Madlot villages in Udhampur District in J&K. They have

been trained in the field of tailoring, stitching and making marketable stitched products and help build their capability to run Group Enterprise. Currently, the Group Enterprise is working on establishing the market linkages for its product

EDUCATION

- ITNL is imparting educational programmes for English and Maths subject to more than 1,200 students in primary schools in villages across the Ranchi Hazaribagh project
- In Balasore-Karagpur, a mobile toy bus 'Fantoosh' is launched for fun learning based on game activities for 8 primary schools reaching out to 1,225 children
- ITNL in partnership with Magic bus provided life-skills training using sports as a medium to learn leadership, grit, team work and physical development including gender sensitisation and team building skills to more than 2,200 students in 8 rural government schools in Bilaspur District of Himachal Pradesh





● ITNL has been running education improvement programme in 12 Government Schools across the Chenani-Nashri Tunnel project since 2012 to improve quality of education of 1,950 students

HEALTHCARE

ITNL runs Mobile Medical Unit (MMU) in catchment areas of projects, namely, Chenani- Nashri Tunnelway, Hazaribagh-Ranchi, Kiratpur-Ner Chowk and Barwa-Adda providing access to healthcare to unserved

and underserved people. Footfall of 86,000 patients was recorded in the FY 2015-16 across these MMUs. The 4 MMUs conducted around 80 medical and health awareness camps last year. Some of the key activities included

● Telemedicine Vision Centre at Batote in Chenani-Nashri catchment provided free eye check-up to about 800 needy patients last year. The equipment has been donated by Rotary Club for setting the centre at Chenani

● We supported 223 cataract surgeries in Bilaspur District in Himachal Pradesh. The surgeries were conducted through Rotary Hospital

● In partnership with District Health Department, we conducted an awareness program on snake bites in Bilaspur district and trained doctors in treating the snake bite cases. Voluntary Snake Bite Mitigation Committees were established in seven villages to spread awareness to avoid snake bites and to provide first aid treatment. The programme has





helped bring down the risk of snake bite deaths by more than half

- More than 3,000 people were trained from Bilaspur, Mandi & Ropar districts including policemen, home guards, and students for first aid treatment

SANITATION

ITNL with vision to contribute to development agenda of the nation has aligned its CSR activity to Swachh Bharat Mission. With this objective in view, we have implemented sanitation programmes

across our project catchment areas. The initiatives taken included construction/repairing of toilets and creating water facilities in various schools and households

RURAL INFRASTRUCTURE DEVELOPMENT

Accessibility and lack of approach roads is one of the challenges in the economic development of the hilly area. With view to improve accessibility and transportation, 4 pipe culvert bridges and a steel foot bridge were constructed in Lower Kud and Sanasar Panchayat of Chenani. This initiative has benefited around 2,750 people in transportation of agricultural produce, plying of tractors and crossing during rainy season



Snapshot of our Projects

1 PROJECTS UNDER OPERATION

Gujarat Road and Infrastructure Company Limited

Vadodara Halol Road



Scope

Development of approximately 190 lane km on State Highway No. 87, from Vadodara to Halol in Gujarat

Concession

Concession was awarded to our promoter by the Government of Gujarat on a BOOT (toll) basis from the date of signing of the concession agreement. It shall extend till a period of 30 years from the operations date

Date of Concession Agreement

October 17, 1998

Commercial Operation Date

October 24, 2000

Value (₹ Crore)

156

Noida Toll Bridge Company Limited

Delhi to Noida, Uttar Pradesh



Scope

Development of a toll bridge and approach roads of approximately 60 lane km, connecting Delhi to Noida, Uttar Pradesh

Concession

Concession was awarded to our promoter by the New Okhla Industrial Development Authority (NOIDA) on a BOT (toll) basis for a period of 30 years (including a construction period of two and half years)

Date of Concession Agreement

November 12, 1997

Commercial Operation Date

February 7, 2001

Value (₹ Crore)

589

Gujarat Road and Infrastructure Company Limited

Ahmedabad Mehsana Road



Scope

Development of approximately 333 lane km section of State Highway No. 41 and 133, from Ahmedabad to Mehsana in Gujarat

Concession

Concession was awarded to our promoter by the Government of Gujarat on a BOOT (toll) basis from the date of signing of the concession agreement. It shall extend till a period of 30 years from the operations date

Date of Concession Agreement

May 12, 1999

Commercial Operation Date

February 20, 2003

Value (₹ Crore)

310

North Karnataka Expressway Limited

Belgaum Maharashtra Border Road



Scope

Development of four-lane highway with service roads on both sides, aggregating to approximately 472 lane km from Belgaum in Karnataka up to Maharashtra border

Concession

Concession was awarded by NHAI on a BOT (annuity) basis for a period of 17.5 years (including a construction period of two and half years)

Date of Concession Agreement

November 20, 2001

Commercial Operation Date

July 19, 2004

Value (₹ Crore)

600

Snapshot of our Projects

1 PROJECTS UNDER OPERATION

West Gujarat Expressway Limited Jetpur-Rajkot-Gondal Road



Scope

Four-laning of the existing two-lane Jetpur-Gondal Highway, improvement of the existing four-lane highway between Gondal and Rajkot, four-laning of the existing Rajkot bypass on NH8B and construction of service roads, with an aggregate length of approximately 389 lane km, in Gujarat

Concession

Concession was awarded by NHAI on a BOT (annuity) basis for a period of 20 years (including a construction period of two and half years)

Date of Concession Agreement

March 22, 2005

Commercial Operation Date

March 17, 2008

Value (₹ Crore)

276

Road Infrastructure Development Company of Rajasthan Limited Mega Highways Road Project



Scope

Development of two/four-lane roads with paved shoulder in Rajasthan with an aggregate length of 3,312 lane km

Concession

Concession awarded to the promoter by the Government of Rajasthan on a BOT (toll) basis for a period of 32 years (including a construction period of two and half years)

Date of Concession Agreement

January 17, 2006

Commercial Operation Date

Phase I: December 28, 2007

Phase II: October 1, 2011

Phase III: December 16, 2015

Value (₹ Crore)

2,704

Andhra Pradesh Expressway Limited

Kotakatta Kurnool Road



Scope

Development of 328 lane km connecting Kotakatta bypass to Kurnool on National Highway 7 in Andhra Pradesh and Telangana

Concession

Concession was awarded by NHAI on a BOT (annuity) basis for a period of 20 years (including a construction period of two and half years)

Date of Concession Agreement

March 20, 2006

Commercial Operation Date

September 30, 2009

Value (₹ Crore)

863

Ramky Elsamex Hyderabad Ring Road Limited

Hyderabad Outer Ring Road



Scope

Development of eight-lane access-controlled expressway and two-lane service roads on both sides with an aggregate length of 152 lane km for the section from Tukkuguda to Shamshabad on the Hyderabad Outer Ring Road in Telangana

Concession

Concession was awarded by the Hyderabad Urban Development Authority for a period of 15 years (including construction period of thirty months)

Date of Concession Agreement

August 18, 2007

Commercial Operation Date

November 26, 2009

Value (₹ Crore)

399

Snapshot of our Projects

1 PROJECTS UNDER OPERATION

ITNL Road Infrastructure Development Company Limited (Phase I) Beawar Gomti Road



Scope

Development of two-lane highway with paved shoulder for an aggregate length of approximately 248 lane km, with an option to upgrade to a four-lane highway on the NH-8, connecting Beawar to Gomti in Rajasthan

Concession

Concession was awarded by the Department of Road Transport & Highways, Government of India, on a DBFOT (toll) basis for a period of 11 years (including construction period of eighteen months) and extendable to 30 years upon four-laning

Date of Concession Agreement

April 1, 2009

Commercial Operation Date

August 26, 2010

Value (₹ Crore)

351

East Hyderabad Expressway Limited Hyderabad Outer Ring Road



Scope

Development of eight-lane access controlled expressway and two-lane service roads on both sides, with an aggregate length of 173 lane km for the section from Pedda Amberpet to Bongulur on the Hyderabad Outer Ring Road in Telangana

Concession

Concession was awarded by Hyderabad Urban Development Authority for a period of 15 years (including construction period of thirty months)

Date of Concession Agreement

August 3, 2007

Commercial Operation Date

March 1, 2011

Value (₹ Crore)

472

Hazaribagh Ranchi Expressway Limited Hazaribagh Ranchi Road



Scope

Development of four-lane highway with an aggregate length of approximately 319 lane km on NH-33, connecting Hazaribagh to Ranchi in Jharkhand

Concession

Concession was awarded by NHAI on a BOT (annuity) basis for a period of 18 years (including a construction period of two and half years)

Date of Concession Agreement

October 8, 2009

Commercial Operation Date

September 15, 2012

Value (₹ Crore)

1,141

Pune Sholapur Road Development Company Limited Pune Sholapur Road



Scope

Development of four-lane highway with an aggregate length of approximately 571 lane km on Pune – Sholapur stretch of NH-9 in Maharashtra

Concession

Concession was awarded by NHAI on a DBFOT (toll) basis for a period of 19.75 years (including an initial construction period of two and half years)

Date of Concession Agreement

September 30, 2009

Commercial Operation Date

August 13, 2013

Value (₹ Crore)

2,111

Snapshot of our Projects

1 PROJECTS UNDER OPERATION

N.A.M Expressway Limited Narketpally-Addanki-Medarametla Road



Scope

Widening of an existing two-lane carriageway to a four-lane carriageway, including the strengthening of the existing carriageway for an aggregate length of approximately 888 lane km from Narketpally to Medarametla, via Addanki section of SH-2 in Andhra Pradesh and Telangana

Concession

Concession was awarded by the Roads & Building Department, Government of Andhra Pradesh under PPP on a BOT (annuity) basis for a concession period of 24 years (including an initial construction period of two and half years)

Date of Concession Agreement

July 23, 2010

Commercial Operation Date

March 11, 2014

Value (₹ Crore)

1,816

Warora Chandrapur Ballarpur Toll Road Limited Warora Chandrapur Ballarpur Road



Scope

Development of four-lane highway for an aggregate length of approximately 275 lane km on Warora - Chandrapur - Ballarpur - Bamni stretch of SH-264, including Chandrapur bypass on SH-266, and a part of SH-267 in Maharashtra

Concession

Concession was awarded by Public Works Development (PWD), Government of Maharashtra on DBFOT (toll) basis for a period of 30 years

Date of Concession Agreement

March 18, 2010

Commercial Operation Date

Dec 26, 2014

Value (₹ Crore)

689

Jharkhand Road Projects Implementation Company Limited

Jharkhand Accelerated Road Development Programme



Scope

Development of 664 lane km of roads in Jharkhand includes:

- Six-lane dual carriageway road in Ranchi Ring Road (RRR)
- Two/four-lane road, connecting Ranchi to Patratu Dam (RPR I)
- Four-lane road with service road on both sides, connecting Adityapur to Kandra (AK)
- Two/four-lane road connecting Patratu Dam to Ramgarh (RPR II)
- Two-lane road connecting Chaibasa to Kandra Chowka (CKC)

Concession

Concession was awarded by the Government of Jharkhand on a BOT (annuity) basis for a period of 17.5 years (including construction period of two and half years)

Date of Concession Agreement

RRR – September 23, 2009
 RPR I – October 14, 2009
 CKC – May 28, 2011
 AK – August 06, 2011
 RPR II – October 14, 2009

Commercial Operation Date

RRR – September 21, 2012
 RPR I – October 12, 2012
 AK – January 31, 2013
 RPR II – April 30, 2014
 CKC – November 30, 2014

Value (₹ Crore)

2,454

Snapshot of our Projects

1 PROJECTS UNDER OPERATION

Moradabad Bareilly Expressway Ltd. Moradabad Bareilly Road



Scope

Development of four-lane highway for an aggregate length of approximately 522 lane km on Moradabad – Bareilly stretch of NH-24 in Uttar Pradesh

Concession

Concession was awarded by NHA on a BOT (toll) basis for a period of 25 years (including a construction period of two and half years)

Date of Concession Agreement

February 19, 2010

Commercial Operation Date

January 6, 2015

Value (₹ Crore)

2,586

Thiruvananthapuram Road Development Company Limited

Thiruvananthapuram City Roads (Phase I, II and III)



Scope

Development of roads for an aggregate length of approximately 144 lane km in Thiruvananthapuram city, Kerala

Concession

Concession was awarded by the Kerala Road Fund Board on a BOT (annuity) basis for a period of 17.5 years (including a construction period of two and half years)

Date of Concession Agreement

March 16, 2004 (Phase I)
May 1, 2009 (Phase II and III)

Commercial Operation Date

Phase I – November 15, 2006
Phase II – February 22, 2012
Phase III – February 20, 2015

Value (₹ Crore)

591

Sikar Bikaner Highway Limited

Sikar Bikaner Road



Scope

Development and operation of Sikar Bikaner section of NH-11 via Sikar Bypass and Bikaner Bypass, ending on NH-89 (approximately 540 lane km) by two-laning with paved shoulder, in Rajasthan

Concession

Concession was awarded by Public Works Department (PWD) Government of Rajasthan on a DBFOT (toll) basis for a period of 25 years (including an initial construction period of two years)

Date of Concession Agreement

June 29, 2012

Commercial Operation Date

October 10, 2015

Value (₹ Crore)

937

Baleshwar Kharagpur Expressway Limited

Baleshwar Kharagpur Road



Scope

Construction of new bridges/ structures, repairing of existing four-lane highway from Baleshwar to Kharagpur section of NH-60 for an aggregate length of approximately 477 lane km in Orissa and West Bengal

Concession

Concession was awarded by NHAI on a DBFOT (toll) basis for a period of 24 years (including an initial construction period of two and half years)

Date of Concession Agreement

April 24, 2012

Commercial Operation Date

December 26, 2015

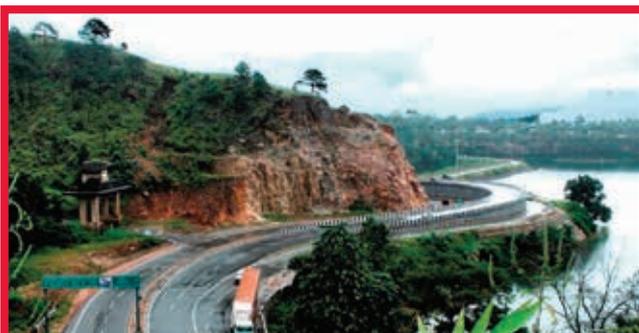
Value (₹ Crore)

732

Snapshot of our Projects

1 PROJECTS UNDER OPERATION

Jorabat Shillong Expressway Limited Jorabat Shillong Road



Scope

Development of four-lane highway between Jorabat to Shillong (Barapani) section of NH-40 for an aggregate length of approximately 262 lane km in Assam and Meghalaya

Concession

Concession was awarded by NHAI on a DBFOT (annuity) basis under SARDP-NE for a period of 20 years (including an initial construction period of three years)

Date of Concession Agreement

July 16, 2010

Commercial Operation Date

January 28, 2016

Value (₹ Crore)

1,060

Sociedad Concesionaria A-4 A-4 Highway, Spain



Scope

Four/ six-laning of the existing road between 3.78 km and 67.5 km of A-4 Madrid (approximately 256 lane km), operation and maintenance of the same

Concession

Concession was awarded by the Ministry of Public Works, Madrid, Spain on DBFOT (shadow toll) basis for a period of 19 years to the JV of Elsamex SA & Isolux

Date of Concession Agreement

December 27, 2007

Commercial Operation Date

November 1, 2010

Value (₹ Crore)

659

Chongqing Yuhe Expressway Company Limited

Yuhe Expressway, China



Scope

Operations, management and maintenance of Yuhe Expressway consisting of four-lane dual carriageway, connecting downtown Chongqing with Hechuan County in Chongqing, China for a length of approximately 235 lane km

Concession

Concession was granted by Chongqing Municipal People's Government, China on a PPP basis for a period of 30 years with revenues from toll collections, annuities and from operations of service areas along the expressways

Date of Concession Agreement

June 28, 2002

Commercial Operation Date

December 09, 2011

Value (₹ Crore)

2,275

Snapshot of our Projects

2 PROJECTS UNDER CONSTRUCTION

Chenani Nashri Tunnelway Limited Chenani Nashri Tunnel



Scope

Development of 9 km long two-lane tunnel with parallel intermediate lane escape tunnel from Chenani to Nashri section of NH-1A in Jammu & Kashmir

Concession

Concession was awarded by NHAI on DBFOT (annuity) basis for a period of 20 years (including an initial construction period of five years)

Date of Concession Agreement

June 28, 2010

Value (₹ Crore)

3,720

Barwa Adda Expressway Limited Barwa Adda Panagarh Road



Scope

Six-laning of existing four lane highway between Barwa Adda and Panagarh section of NH-2, including Panagarh Bypass (approximately 727 lane km) in Jharkhand and West Bengal

Concession

Concession was awarded by NHAI on a DBFOT (toll) basis for a period of 20 years (including an initial construction period of two and half years)

Date of Concession Agreement

May 08, 2013

Value (₹ Crore)

2,452

Khed Sinnar Expressway Limited

Khed Sinnar Road



Scope

Development of four-lane highway between Khed and Sinnar section of NH-50 (approximately 557 lane km) in Maharashtra

Concession

Concession was awarded by NHAI on a DBFOT (toll) basis for a period of 20 years (including an initial construction period of two and half years)

Date of Concession Agreement

May 08, 2013

Value (₹ Crore)

2,015

Kiratpur Ner Chowk Expressway Limited

Kiratpur-Ner Chowk Road



Scope

Development of four-lane highway between Kiratpur and Ner Chowk section of NH-21 (approximately 327 lane km) in Punjab and Himachal Pradesh

Concession

Concession was awarded by NHAI on a DBFOT (toll) basis for a period of 28 years (including an initial construction period of three years)

Date of Concession Agreement

March 16, 2012

Value (₹ Crore)

2,291

Srinagar Sonmarg Tunnelway Limited

Z Morh Tunnel



Scope

Development of two-lane tunnel with parallel intermediate lane escape tunnel (Z Morh tunnel) and approach roads on Srinagar Sonamarg Gumri section of NH-1 (approximately 34 lane km) in Jammu & Kashmir

Concession

Concession was awarded by BRO on a DBFOT (annuity) basis for a period of 20 years (including an initial construction period of five years)

Date of Concession Agreement

April 30, 2013

Value (₹ Crore)

3,289

Snapshot of our Projects

3 PROJECTS UNDER DEVELOPMENT

ITNL Road Infrastructure Development Company Limited (Phase II) Beawar Gomti Road



Scope

Four-laning of the existing two-lane Beawar Gomti Section of NH-8 of approximately 216 lane km in Rajasthan

Concession

Concession was awarded by the Department of Road Transport & Highways, Government of India, on a DBFOT (toll) basis for two-laning of the project for an initial period of 11 years, which was extended to 30 years as the concessionaire has been notified for undertaking four-laning of the project

Date of Concession Agreement

April 1, 2009

Value (₹ Crore)

1,387

GRICL Rail Bridge Development Company Limited Eight Rail Over Bridges in Gujarat



Scope

Development of eight Rail Over Bridges (ROBs) in Gujarat.

Concession

Concession was awarded by the Roads and Buildings Department of Government of Gujarat on BOT (annuity) basis for a period of 17.5 years (including a construction period of two and half years)

Date of Concession Agreement

March 25, 2015

Value (₹ Crore)

251

Fagne Songarh Expressway Limited
Fagne to Gujarat /
Maharashtra Border Road



Scope

Development of four-lane highway between Fagne to Gujarat/Maharashtra border section of NH-6 of approximately 698 lane km in Maharashtra

Concession

Concession was awarded by NHAI on DBFOT (toll) basis for a period of 19 years (including an initial construction period of two and half years)

Date of Concession Agreement

September 08, 2015

Value (₹ Crore)
2,289

Amravati Chikhli Expressway Limited
Amravati Chikhli Road



Scope

Development of four-lane highway between Amravati and Chikhli section of NH-6 of approximately 970 lane km in Maharashtra

Concession

Concession was awarded by NHAI on DBFOT (toll) basis for a period of 19 years (including an initial construction period of two and half years)

Date of Concession Agreement

Sept 08, 2015

Value (₹ Crore)
2,760

Jharkhand Infrastructure Implementation Co Limited
RRR-VII: Ranchi Ring Road
(Section VII)



Scope

Six-laning of Ranchi Ring Road (Section VII) of approximately 162 lane km in Jharkhand

Concession

Concession was awarded by Road Construction Department, GoJ on BOT (annuity) basis for a period of 17.5 years

Date of Concession Agreement

August 07, 2015

Value (₹ Crore)
627

Snapshot of our Projects

4 NON ROAD PROJECTS

Rapid MetroRail Gurgaon Limited

Gurgaon Metro Rail Link



Scope

Development of approximately 4.9-km long elevated metro rail link, connecting the Delhi Metro Sikanderpur station on MG Road to NH-8 in Gurgaon, Haryana

Concession

Concession was awarded by the Haryana Urban Development Authority for a period of 99 years (including an initial construction period of two and a half years)

Date of Concession Agreement

December 9, 2009

Commercial Operation Date

November 14, 2013

Value (₹ Crore)

1,239

Rapid MetroRail Gurgaon South Limited

Gurgaon Metro Rail South Extension



Scope

Development of approximately 7-km long elevated metro rail link extension from Sikanderpur Station to Sector 56 in Gurgaon, Haryana

Concession

Concession was awarded by the Haryana Urban Development Authority for a period of 98 years (including an initial construction period of two and a half years)

Date of Concession Agreement

January 3, 2013

Value (₹ Crore)

2,143

MP Border Checkpost Development Company Limited

MP Border Checkpost



Scope

Construction, upgradation, modernisation, operation and maintenance of 24 border check post across Madhya Pradesh on BOT basis

Concession

Concession was awarded by Madhya Pradesh Road Development Corporation on BOT (user fee basis) for a period of 4,556 days (including an initial construction period of 730 days)

Date of Concession Agreement

November 10, 2010

Value (₹ Crore)

1,350

Vansh Nimay Infra-projects Limited

Nagpur City Bus Project



Scope

Mobilisation, operation and maintenance of the Nagpur city bus services in Nagpur on BOO basis

Concession

Concession was awarded by Nagpur Municipal Corporation to Vansh Nimay Infra-Projects Limited for a period of 10 years (and renewable for another five years)

Date of Concession Agreement

February 9, 2007

Value (₹ Crore)

1,134

Karyavattom Sports Facility Limited

Trivandrum International Stadium



Scope

Development of International Standard Cricket Cum Football Stadium with ancillary facilities on DBOT basis in Trivandrum, Kerala

Concession

Concession was awarded by Government of Kerala for a period of 15 years (including two years of construction period)

Date of Concession Agreement

April 04, 2012

Commercial Operation Date

February 29, 2016

Value (₹ Crore)

345

Charminar Robo Park Limited

Car Parking Project, Charminar, Hyderabad



Scope

Development of Integrated Multi-level Automatic Car Parking in the city of Hyderabad, Telangana

Concession

Concession was awarded by Greater Hyderabad Municipal Corporation (GHMC) on BOT basis for a period of 30 years (including an initial construction period of two years)

Date of Concession Agreement

May 25, 2012

Value (₹ Crore)

72.5

Board of Directors

Deepak Dasgupta

Chairman & Independent Director

Mr. Deepak Dasgupta, a retired Indian Administrative Services officer, has served the Government of Haryana and the Central Government for over 37 years

During his tenure, he headed various departments including those related to infrastructure development and policy formulation. He also served as the Chairman of National Highways Authority of India for over five years and as an advisor to the Asian Development Bank. Mr. Dasgupta was also a member of the Senior Expert Committee of IDFC Private Equity Fund and the Special Task Force on Bihar

Mr. Dasgupta holds a master's degree in Science from the University of Delhi

R C Sinha

Independent Director

Mr. R. C. Sinha, a retired Indian Administrative Services officer served the Government of Maharashtra and the Central Government for over three decades. During his tenure with the Central Government, he worked as Joint Secretary, Ministry of Information & Broadcasting. He also served as collector, district magistrate, secretary and additional chief secretary in the Government of Maharashtra

Mr. Sinha also served as the Vice-Chairman and Managing Director of (i) Maharashtra State Road Transport Corporation Limited, (ii) City Industrial Development Corporation of Maharashtra Limited, (iii) Maharashtra State Road Development Corporation Limited, and (iv) Maharashtra Airport Development Company Limited. He holds a bachelor's degree in law

and master's degree in economics from Lucknow University and a post-graduation in 'Urban Development' from the London University

Deepak Satwalekar

Independent Director

Mr. Deepak Satwalekar retired as the Managing Director and Chief Executive Officer of HDFC Standard Life Insurance Company Limited. Prior to this, he was the Managing Director of HDFC Limited since 1993 and also as consultant with multi-lateral and bi-lateral agencies. He is a recipient of the 'Distinguished Alumnus Award' from the Indian Institute of Technology, Mumbai, and is now, on the Advisory Council of this institution. He is also an Independent Director on the Boards of several other companies. Currently, Mr. Satwalekar is active on the Board of Trustees of 'Isha Education Trust' (ishavidhya.org) and 'Teach to Lead' (teachforindia.org), engaged in spreading primary education to the economically and socially-disadvantaged members in rural and urban India, respectively. He holds a bachelor's degree in technology from the Indian Institute of Technology, Mumbai and a master's degree holder in business administration from the American University, Washington DC

H P Jamdar

Independent Director

Mr. H. P. Jamdar has headed various departments of the Government of Gujarat including as Secretary and Principal Secretary. During his tenure, he also served as chairman of various state-owned corporations, especially in the roads and ports sector. He has served as the President of Indian Roads Congress and the Institution of Engineers

(India)

Mr. Jamdar holds a bachelor's degree in civil engineering from the Gujarat University

Neeru Singh

Independent Director

Ms. Neeru Singh, Indian Administrative Service Officer of the 1982 batch, has over 28 years of global experience in implementing developmental projects with the United Nations and the Government of India. She has an exposure to international business with experience in budgeting and finance, procurement, programme management and human resource management. She is an advisor on various CSR initiatives

Ms. Singh holds a bachelor's degree in arts from the University of Delhi and a masters' degree in international relations from Jawaharlal Nehru University. She also possesses MPhil in American Studies from Jawaharlal Nehru University, Delhi

Ravi Parthasarathy

Non-Executive Director

Mr. Ravi Parthasarathy is the Chairman of IL&FS Group and has been associated with the Company since January 6, 2001 and with the IL&FS Group since 1988. Prior to joining the IL&FS Group, he has served 20th Century Finance Corporation Limited, as executive director

He holds a bachelor's degree in science from the University of Mumbai and a post-graduation in business administration from the Indian Institute of Management, Ahmedabad

Hari Sankaran

Non-Executive Director

Mr. Hari Sankaran, the Vice Chairman & Managing Director of IL&FS, has been associated with the Company since November 29, 2000 and with the IL&FS Group since 1990. He has been instrumental in developing and overseeing the business canvas of the IL&FS Group. He has been closely involved in the implementation of all the IL&FS Group infrastructure projects. Mr. Sankaran has also participated in various high-powered committees set up by the Government of India for policy and legal reforms, including as the Chairman of the FCCI Infrastructure Committee

Mr. Sankaran holds a master's degree in economics from the London School of Economics & Political Science

Arun K Saha

Non-Executive Director

Mr. Arun K. Saha is currently the Joint Managing Director & CEO of IL&FS. He is associated with the Company since January 6, 2001 and with the IL&FS Group since 1988. He is responsible for overseeing activities relating to finance, operations, credit compliance and risk management of the IL&FS Group, including activities in the areas of financial services, infrastructure, asset management, distribution and management of retail assets and liabilities

He holds a master's degree in commerce from the University of Calcutta and is an associate member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India

Vibhav Kapoor

Non-Executive Director

Mr. Vibhav Kapoor has been associated with the Company since December 10, 2004 and with IL&FS Group since July 1, 2002 as Group Chief Investment Officer. He also heads the Group HRD policies and their implementation. Prior to joining the IL&FS Group, Mr. Kapoor was associated with the Merchant Banking Division of ANZ Grindlays Bank as a portfolio manager and as head of the Corporate Finance and Equity Research department of Unit Trust of India

Mr. Kapoor holds a bachelor's degree in arts and a master's degree in business administration from the Himachal Pradesh University, Shimla

Pradeep Puri

Non-Executive Director

Mr. Pradeep Puri is an Ex Indian Administrative Services Officer. He has held important positions in the Ministry of Commerce and the Department of Economic Affairs, Ministry of Finance, Government of India, dealing with International Trade and Investment. At present, he serves as an Executive Chairman of IL&FS Water Limited

Mr. Puri holds a master's degree in history from the University of Delhi

K Ramchand

Managing Director

He has been associated with IL&FS Group since 1994 and as Managing Director of the Company since August 13, 2008. With over three decades of experience in urban and transport infrastructure development sector, he has been involved in a large number of private infrastructure development initiatives including the successful

commissioning of various toll road projects in Gujarat and for the National Highways Authority of India. In his role as the Chief Executive Officer (Infrastructure) of IL&FS Group is associated with various initiatives in infrastructure, including SEZs and Maritime Assets

Prior to joining IL&FS, he was associated with the Operations Research Group, Dalal Consultants, Mumbai Metropolitan Region Development Authority and City and Industrial Development Corporation of Maharashtra Limited

Mr. Ramchand holds a bachelor's degree in civil engineering from Madras University and a post-graduation in 'Development Planning' from the School of Planning, Ahmedabad

Mukund Sapre

Executive Director

He has been associated with IL&FS Group since 1992 and as an Executive Director of the Company since August 13, 2008. He has almost three decades of rich industry experience. Prior to joining the Company, he had worked with Engineers India Limited and Gammon India Limited and has been involved with various international projects including implementing the 'High Speed Rail Project' and evaluating the 'Cargo Airport Project' in Mexico

He holds a bachelor's degree in civil engineering and Diploma in Systems Management and Financial Management

Iconic Projects



Chenani Nashri Tunnel Project

We achieved a historic and significant milestone by breaking through the last wall of India's longest road tunnel (9 km), joining Chenani (South End) and Nashri (North End) in the state of Jammu & Kashmir on July 13, 2015. The Chenani Nashri Tunnel Project, a part of the ambitious 286 km long four-laning of the Jammu-Srinagar National Highway, will reduce the distance between the two capital cities by nearly 30 km. It is also the longest road tunnel in Asia, outside of China and Japan. The Chenani-Nashri Tunnel will be the country's first tunnel with world-class 'Integrated Tunnel Control System (ITCS)' where ventilation, fire control, signals, communication and electrical systems will be automatically actuated



Thiruvananthapuram City Road Improvement Project (TCRIP)

TCRIP has set up a world-class road network in the state capital of Kerala. The project won International Road Federation's Global Road Achievement Award (GRAA), under the category of Urban Planning and Mobility. This category recognizes efforts to plan and develop tomorrow's cities, responding to the twin challenges of enhanced mobility demand and reduced environmental foot print

TCRIP was one of the 12 PPP projects from across the world that found a place in the forum for Implementing the United Nations 2030 Agenda for Sustainable Development through effective, people-first Public- Private Partnership in Geneva. TCRIP is the first PPP project in the country for urban infrastructure (city roads) development with the active participation of the state and the private sector

The project involved developing 42.06 km of city roads by strengthening surface, widening in acquired portions, correcting geometric and vertical profiles, providing proper facilities for drainage of storm water, enhancing pedestrian facilities such as footpaths, traffic islands and pedestrian refuges, improving overall safety by installing solar-powered and GPS-enabled traffic systems and installing energy-saving street lighting systems, among others. It also had other infrastructure components such as bridges, flyovers and underpass



MP Border Project

ITNL was presented an award for innovative use of Information and Communication Technology (ICT) for E-Governance in 24 Integrated Border Check Post in the state of Madhya Pradesh by the Hon. Chief Minister of Madhya Pradesh. The award was presented in due presence of the Minister of Science & Technology, MP and Chief secretary through Madhya Pradesh Agency for Promotion of Information Technology

Corporate Information

BOARD OF DIRECTORS

Deepak Dasgupta
Chairman

Ravi Parthasarathy
Hari Sankaran
Arun K Saha
R C Sinha
H P Jamdar
Deepak Satwalekar
Neeru Singh
Pradeep Puri
Vibhav Kapoor

K Ramchand
Managing Director

Mukund Sapre
Executive Director

COMPANY SECRETARY
Krishna Ghag

AUDITORS
Deloitte Haskins & Sells LLP
Chartered Accountants

COMMITTEES OF THE BOARD

Audit Committee

R C Sinha
Chairman

Deepak Dasgupta
H P Jamdar
Arun K Saha

Stakeholders Relationship Committee
Arun K Saha
Chairman

K Ramchand

Nomination & Remuneration Committee

Deepak Satwalekar
Chairman

R C Sinha
Ravi Parthasarathy
Hari Sankaran

CSR Committee

H P Jamdar
Chairman

K Ramchand
Mukund Sapre
Neeru Singh

Environment, Health & Safety Committee

H P Jamdar
Chairman

Deepak Dasgupta
R C Sinha

Committee of Directors

Hari Sankaran
Chairman

Arun K Saha
Pradeep Puri
K Ramchand
Mukund Sapre

AUDITORS

Deloitte Haskins & Sells LLP
Chartered Accountants

SENIOR MANAGEMENT

K Ramchand
Managing Director

Mukund Sapre
Executive Director
Harish Mathur
Technical Director

Dilip Bhatia
Chief Financial Officer

S C Mittal
Chief Executive

Krishna Ghag
Vice President & Company Secretary

REGISTERED OFFICE

The IL&FS Financial Centre,
Plot C-22, G-Block,
Bandra Kurla Complex,
Bandra (East),
Mumbai 400 051

REGISTRAR & SHARE TRANSFER

AGENTS

Link Intime (India) Private Limited
C-13, Pannalal Silk Mills Compound
L.B.S Marg, Bhandup (West),
Mumbai 400 078

Management Discussion and Analysis



● Colombia Bridge Project

1. Global Economy - A Snapshot¹

According to the International Monetary Fund's (IMF) World Economic Outlook, global recovery is moving ahead at a sluggish pace and in fits and starts. The picture that is emerging across geographies is one of financial turbulence and uncertainty. At the end of 2015, economic activity was largely uneven across advanced economies; large emerging economies also showed considerable stress. The result is that global growth declined marginally from 2.6% in 2014 to 2.4% in 2015

To add to these headwinds, concerns about the global impact of China unwinding its prior excesses continues to hamper overall global economic growth. Given China's important role in global trade, its rebalancing efforts can have substantial spill-over effects,

¹ Source: Compiled from World Bank's Global Economic Prospects, IMF's World Economic Outlook & RBI's Monetary Policy Report, Economic Survey, Ministry of Finance

especially on emerging market and developing economies. Oil prices responded to the weak market sentiments and fell sharply in early 2016. However, market sentiment began to improve in mid-February 2016; and by the end of March this year, market valuations had recovered most or all of the ground lost earlier in the year

Brazil and Russia also faced major challenges during FY 2015-16. The commodity exports of these countries were severely impacted by a decline in prices and owing to China's rebalancing. Export performance of Sub-Saharan Africa was also disappointing, but the region did not witness the kind of slump in prices as seen in Latin America

In major high-income earning countries, the recovery gained traction in 2015; and has been increasingly driven by stronger domestic demand as labor markets and credit conditions started improving. However, 2016 growth forecasts for high-income countries have been marked down,

considering the likely impact of dollar appreciation on USA and slowing down of trade in Asia on Japan. Conditions for a continued but fragile upturn in the Eurozone are still intact, despite soft external demand and rising geopolitical concerns

Global inflation especially in the emerging markets and developing economies is projected to decline to 4.5% in 2016, from 4.7% in 2015; reflecting decline in commodity prices and the effect of last year's currency depreciation

Global growth is projected to remain modest in 2016, at 3.2%, and a shy higher up to 3.5% in 2017. Emerging markets and developing economies will still account for the lion's share in 2016. But the growth rate is likely to rise very slightly compared to that of last year

The US

The increase in Federal funds last year in December reflects a stronger U.S. economy. At present, a broad range of indicators suggest a notable improvement in the labor

market accompanied by signs of firming wage rate. The pace of further rate increases should therefore be gradual. An effective monetary policy communication strategy will remain essential, particularly in an environment of higher financial market volatility, where spillovers through financial channels could be substantial

Growth is projected to be moderate in the US. This growth emanates from strengthening balance sheets, no further fiscal drag in 2016 and an improving housing market. These forces are expected to offset the strain of net exports due to stronger dollar, slowing growth in trading partners, further decline in energy investment, weaker manufacturing sector, and tighter domestic financial conditions for certain sectors like oil & gas and allied industries. As a result, growth is projected to level off at 2.4% in 2016, with a modest uptick in 2017. Longer-term growth prospects are weaker, with potential growth estimated to be only about 2%, weighed down by an aging population and low total factor productivity growth

Europe

In the Euro area, the ECB's asset purchase programme has supported the economic recovery, thereby improving financial conditions. But persistently low inflation and subdued growth require for the policy to remain accommodative for an extended period. The wide range of mutually reinforcing policy measures taken recently by the ECB is appropriate, in view of the increased downside risks to the growth outlook. These policy measures help to strengthen forward guidance; and signal a strong commitment to meet the region's price stability objective over the medium term. ECB issuance will also facilitate the passing of improved bank funding conditions to the real economy by encouraging greater

lending, while reducing the impact of negative deposit rates on bank profitability

The ECB should continue to signal strongly its willingness to use all available instruments until its price stability objective is met. These monetary policy efforts should be supported with measures to strengthen bank balance sheets (which would help improve monetary policy transmission), bolster credit supply and reduce banking sector vulnerabilities. The modest Euro area recovery is projected to continue in 2016–17; in the backdrop of a weakening external demand outweighed by the favourable effects of lower energy prices, a modest fiscal expansion and supportive financial conditions

Potential growth is expected to remain weak. The reasons are many: high private and public debt, low investment and eroding skills due to high long-term unemployment, aging population, and slow total factor productivity growth. Output in the euro area is expected to grow at about 1.5% in 2016 and 1.6% in 2017 and likely to remain around 1.5% in the medium term. Growth is expected to increase modestly in Germany (to 1.6% by 2017), France

(to 1.1% in 2016 and 1.3% in 2017), and Italy (to 1% in 2016 and 1.1% in 2017). Growth in Spain is projected to soften (to 2.6% in 2016 and 2.3% in 2017), while remaining above the euro area average. Economic activity is expected to decelerate in Portugal (to 1.4% in 2016 and 1.3% in 2017), while Greece is expected to return on the road to growth in 2017

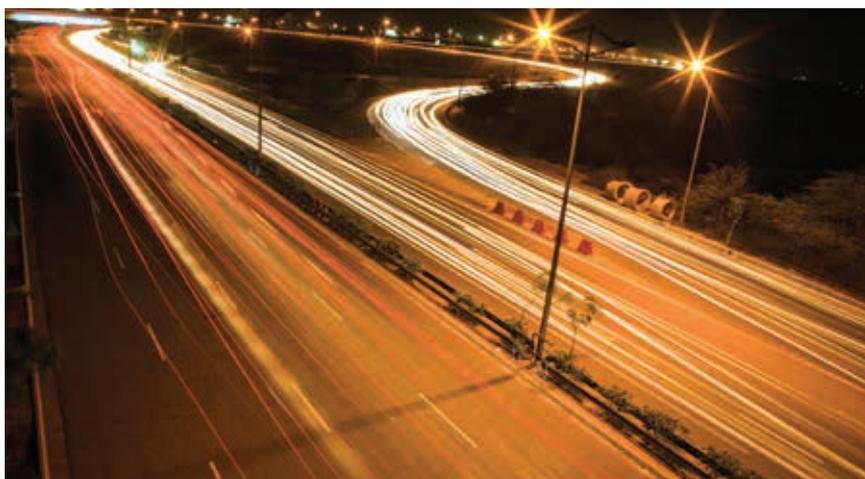
In the United Kingdom, growth forecast is pegged at 1.9% in 2016 and 2.2% in 2017, driven by domestic private demand (supported by lower energy prices and a robust property market). These two key factors will help offset headwinds from fiscal consolidation and heightened uncertainty ahead of the June referendum on European Union membership

Latin America

Growth in 2016 is expected to be negative for a second consecutive year at -0.5%. However, across all countries in this region economic activity is expected to pick up in 2017, estimated to go up to 1.5%. In Brazil, output is expected to contract by further 3.8% in 2016 following similar decline in 2015. This decline can essentially be attributed to recession taking its toll on employment, along with real



➔ A4 Autovia, Madrid



Delhi Noida Flyway

income and domestic uncertainties continuing to restrain the government's ability to formulate and execute policies. With many of the major shocks that jolted the economy in FY 2015-16 expected to have run their course and a weaker currency, the growth rate is projected to turn positive in 2017

Among South America's oil exporting countries, Colombia's projected deceleration of activity, with growth easing to 2.5% in 2016 from 3.1% in 2015 is a reflection of low oil prices, along with tightening macroeconomic policies. Venezuela is projected to remain in deep recession in 2016 with output estimated to contract by 8% following a decline of 5.7% in 2015. The reasons are: political uncertainty, declining oil prices leading to macroeconomic imbalances & pressures and an average inflation rate projected to rise to close to 500% in 2016. Elsewhere in South America, the ongoing push to correct macroeconomic imbalances and microeconomic distortions can improve prospects for growth over the medium term; but this adjustment is likely to generate a mild recession in 2016

Asia

In Japan, the introduction of a negative rate on marginal reserve deposits by the Bank of Japan underscores its commitment to maintaining inflation momentum. The growth is projected to remain at 0.5% in 2016, before turning slightly negative to -0.1% in 2017 as the scheduled increase in the consumption tax rate of 2 percentage points goes into effect

Growth in China is projected to slow to 6.5% this year and 6.2% in 2017. A further weakening is expected in the industrial sector as excess capacity continues to unwind, especially in real estate (and related upstream industries) and manufacturing sector. Services sector growth is expected to be robust as the economy continues to rebalance from investment to consumption. Elsewhere in emerging and developing Asia, activity remains robust among the ASEAN-5 Economies like Indonesia, Malaysia, Philippines, Thailand and Vietnam. Growth in the ASEAN-5 is predicted to pick up further in 2017; and in subsequent years, supported by strong domestic demand and a gradual increase in exports. Indonesia, the Philippines, and Thailand are likely to grow at 4.9%,

6.0% and 3.0% respectively. On the other hand, growth is likely to ease in Malaysia and Vietnam to 4.4% and 6.3% respectively in 2016

Sub-Saharan Africa

Growth in Sub-Saharan Africa is expected to remain weak this year at 3.0%, lower than in the year 2015. It is projected to rise up to 4.0% in 2017, owing to rebound in commodity prices and timely policy implementation. The ongoing slowdown is primarily due to unfavourable external conditions faced by these countries. Resource-intensive countries have suffered a two-fold blow in the form of fall in prices of commodities and their frontier markets getting adversely affected by tighter global financing conditions. Sub-Saharan Africa's oil-exporting countries are now projected to grow at 2.0% in 2016 and 3.4% in 2017

Within this group, growth in 2016 is expected to ease to 2.5% in Angola and 2.3% in Nigeria, as the negative impact of lower oil prices is compounded by disruptions in private sector activity through exchange rate restrictions. In South Africa, growth is expected to be halved to 0.6% in 2016 owing to lower export prices, increasing policy uncertainty, tighter monetary and fiscal policy. In Ghana, growth is projected to increase to 4.5%, from 3.5% last year. In many other oil importing countries, inflationary pressures stemming from the pass-through of a strong U.S. dollar have also offset to some extent the benefits of lower oil prices. Nonetheless, ongoing investment in infrastructure and strong consumption in countries such as Côte d'Ivoire, Kenya, Rwanda, Senegal, and Tanzania are expected to drive growth, going forward

Middle East and North Africa

The outlook across the Middle

East and North Africa region has weakened considerably because of further decline in oil prices, coupled with intensifying conflicts and security risks. Since the oil prices are expected to remain low for some time now, oil-exporting countries have taken further steps to restrain government spending, cut subsidies, and generate revenues. Growth in the member countries of the Cooperation Council for the Arab States of the Gulf (GCC) is now expected to decline from 3.3% in 2015 to 1.8% in 2016. Growth is expected to rise by over 2% in the medium term

2. Indian Economy

The Indian economy has continued to consolidate the gains achieved in restoring macroeconomic stability. In the Advance Estimates of Gross Domestic Product (GDP) released by the Central Statistics Office (CSO) the growth rate of GDP at constant market prices is projected to increase to 7.6% in 2015-16 from 7.2% in 2014-15. This can primarily be attributed to the acceleration of private final consumption expenditure. Similarly, the growth rate of Gross Value Added (GVA) for 2015-16 is estimated at 7.3% vis-à-vis 7.1% in 2014-15. Agriculture registered low growth for the second year in a row on account of weak monsoon. Industry has shown significant improvement primarily on account of the surprising acceleration in manufacturing sector - 9.5% vis-à-vis 5.5% in 2014-15. Meanwhile, service sector continues to expand rapidly. According to the Advance Estimates, nominal GDP is likely to

7.6%

GDP Growth in 2015-16

increase by 8.6% as against 6.8% in 2015-16

Inflation remains under control; the CPI-New Series inflation has hovered around 5.5%, while measures of underlying trends like, core inflation, rural wage growth and minimum support price increases have remained muted. The Wholesale Price Index (WPI) has been in negative territory since November 2014, as a result of the slump in commodity prices, especially oil. As low inflation has taken hold and confidence in price stability has improved, gold imports have largely stabilized, notwithstanding the end of a period of import controls

The current account deficit has declined and is at a comfortable level. Further, the foreign exchange reserves rose to US\$351.5 billion in early February 2016 and net FDI inflows increased from US\$21.9 billion in April-December 2014-15 to US\$27.7 billion in the same period of 2015-16. This is the result of the government's proactive initiatives to simplify norms and enhance the ease of doing business in India

The government's initiatives have yielded encouraging results with the country jumping 12 ranks to 130 in the latest ranking on ease of doing business, compiled by the World Bank

The fiscal deficit stood at 3.9% of GDP. Thus, the Central government met its target, continuing with its commitment to fiscal consolidation. The direct and indirect tax collection numbers in the last fiscal were also encouraging

The industrial sector accelerated in the second half of 2015-16, primarily on account of growth in the manufacturing sector. By contrast, industrial output measured by the Index of Industrial Production

(IIP) could not sustain the base-effect surge in October 2015, which contracted in January 2016. Soft commodity prices brought down input costs sharply. In terms of use-based activity, all segments suffered output losses, except festival related demand for consumer durables and intermediate goods in second half

In Q4, the IIP continued to contract for the third successive month during January 2016, which again led to a decline in the manufacturing sector. Electricity generation remained resilient and is expected to sustain its performance backed by thermal supplies, while consumer durables continued to gain from favourable base effects

Consequently, the overall consumer goods sector remained flat, while basic goods decelerated. The Purchasing Manufacturers Index (PMI) for March 2016 expanded on the basis of growth of output, new orders, including exports. The Make in India drive, together with new announcements in the Union Budget, along with customs and excise concessions are expected to help lift industrial performance, going forward

Outlook for Growth

Despite declining exports (owing to weak global demand) and low private investment, India's economy is performing remarkably well. According to the Reserve Bank of India, multiple factors could impinge upon the growth outlook for 2016-17. First, slow investment recovery amid balance sheet adjustments of corporates is likely to hinder investment demand. Second, with capacity utilisation in the organized industrial sector estimated at 72.5%, revival of private investment is expected to be tentative. Third, global output and trade growth remain tepid, dragging net exports. On the positive



Barwa Adda Panagarh Road Project

side, the government's ambitious initiatives (Make in India, Startup India, Digital India, Skill India), strong commitment to fiscal targets and the focus on infrastructure creation is expected to brighten the investment horizon

On the other hand, household consumption demand is expected to benefit from a combination of factors: the Pay Commission award, continued low commodity prices, past interest rate cuts and measures announced in the Union Budget 2016-17 to strengthen rural income. Consumer confidence remains upbeat according to a survey conducted in March 2016 by the Reserve Bank with optimism on prospects for income and economic conditions. For 2017-18, real growth in GDP is projected at 7.9% assuming a normal monsoon

₹2,21,246 Crore

Total outlay for infrastructure sector in the Union Budget 2016

3. India's infrastructure opportunity

The government's ambitious infrastructure development programmes provide significant opportunities for investors and market players to help transform the sector and partner India's socio-economic progress. The government plans to focus on Railways, Roads, Sagarmala project (for ports and coastal development), Housing for All and Inland waterways. Total outlay for infrastructure sector has been sharply increased to ₹ 2,21,246 Crore in the Union Budget 2016

There are challenges such as risk-averse market sentiment and financial institutions largely exercising caution about investing in the infrastructure sector. However, the RBI's announcements, allowing infrastructure players to raise external commercial borrowings with a minimum maturity of five years, will augur well for the sector, going forward. Further, the National Investment and Infrastructure Fund (NIIF) is expected to address the investment gap in infrastructure with FDI and private investments supporting the fund

In addition, the government is undertaking various measures to make the sector investor friendly, according to the Kelkar Committee recommendations. It has called for a rational allocation of risks in an infrastructure project among various stakeholders in a project, and moving away from the one-size-fits-all approach to PPP Model Concession Agreements (MCAs). The government is now addressing various bottlenecks, before awarding projects. The result is better turnaround within budget and on time

Road sector

Roads and highways are the lifelines of India's growing economy, connecting India's remote corners to development and better quality of life. The total budgeted investment in the road sector is envisaged to be ₹ 97,000 Crore including Pradhan Mantri Gram Sadak Yojana. The Ministry of Road Transport & Highways has set a target of 25,000 km of National Highways to be awarded in 2016-17, as against the 10,000 km awarded in 2015-16

The construction target has been set at 15,000 km as against the 6,000 km constructed last year. Of the total length of National Highways targeted for award, 15,000 km would fall under the National Highways Authority of India (NHAI) and 10,000 km under the target of the Ministry and National Highways and Infrastructure Development Corporation Ltd. (NHIDCL). NHAI's target for construction has been fixed at 8,000 km while for the Ministry and NHIDCL, the target is 7,000 km

The last quarter of FY 2015-16 saw the beginning of a new era in the road infrastructure sector. The proposed Hybrid Annuity Model (HAM) combines features of both

– BOT and EPC models, with 40% of the project cost being funded by the Government and the private player arranging the remaining 60% through equity and funding from financial institutions. Here, the concessionaire will be assured of bi-annual sums to be paid by the government during operations, along with payments for operations and maintenance and interest on balance debt

The revenue risk (due to traffic variation) and cost escalation risk (due to inflation) is also covered by this model. After many deliberations amongst the private sector players, MORTH and NHAI, HAM received a limited response initially. Although NHAI successfully completed the bidding process and awarded few projects in the last quarter, NHAI tendered out many projects on HAM basis in the first quarter of FY 2016. It is envisaged that this model would be the most preferred model for delivering projects in the coming financial year. The government has also announced other mega programs such as Bharat Mala, District Connectivity, Expressways and Setu Bharatam to drive infrastructure resurgence in the country

The government has recently undertaken initiatives for streamlining systems and processes to fast track the implementation of National Highway projects. Major steps taken in this regard include:

- (i) **Change in Ownership:** The Ministry has issued circulars for exit policy. It has allowed promoters to exit from projects two years after COD and re-invest in their incomplete projects to ensure the projects do not result into stressed asset
- (ii) **Stressed projects:** To revive already stressed projects, NHAI

is allowed to infuse funds in such projects with a condition of preferential repayment over the Senior Debt. NHAI has further taken steps to resolve issues related to land acquisition and statutory clearances to complete stressed projects

- (iii) **Toll-Operate-Transfer Model (TOT):** The Ministry is also discussing the possibility of rolling out a new model for investors wherein the projects completed with public funding and under operation and maintenance phase shall be tendered to private sector entities for operations and maintenance for a fixed period in lieu of an upfront fee (under the toll-operate-transfer or TOT model). This is expected to make more funds available for undertaking new projects
- (iv) The Vijay Kelkar Committee issued a report on Revisiting & Revitalising the PPP model of Infrastructure Development. A host of recommendations suggested on the roads sector, include increasing the concession period, introducing viability gap funding, relaxation of the exit clause, disposing of cases in a time-bound manner and introducing shadow bids
- (v) Further, MORTH and NHAI continued taking initiatives on other aspects of infrastructure development, like implementation of ETC systems and road safety programmes. Another highpoint was issue of tax-free bond worth ₹ 1,000 Crore by NHAI with an option to retain oversubscription up to ₹ 10,000 Crore
- (vi) Attempts have been made to improve the country's road safety scenario. There are four aspects bearing upon road safety, viz. Engineering, Enforcement, Education and Emergency care, which are also known as four E's of road safety. The engineering related aspects are being taken care of right from the design stage of the NH itself. The enforcement aspect is vested with the respective States/Union Territories. Road safety is taken care of by the Ministry of Road Transport and Highways (MORTH) through

25,000 km

National Highways to be awarded in 2016-17



➔ Ahmedabad Mehsana Road Project



➔ Rapid Metro Gurgaon

print and electronic media campaigns, coupled with efforts made by various states

At the state level, certain state authorities have tendered projects on different format like Grant+Annuity, Output and Performance based Road Contract (OPRC), some of which were even funded by multilateral banks

The pace of development of road projects is likely to increase due to these policy interventions. Less number of BOT players and innovative bidding model, along with conventional BOT models will facilitate the Company to secure bids and retain its market share

Railways

Indian Railways (IR) is one of the world's largest railway networks comprising 1,15,000 km of track over a route of 65,808 km and 7,112 stations. IR carries about 8.397 Billion passengers annually or over 23 Million passengers a day and 1058.81 Million tons of freight in the year

The 2016 Railway Budget envisages an investment of ₹ 1,21,000 Crore for FY 2016-17. Moreover, it emphasises on doing away with

business as usual approach and continually innovating to find new ways of sourcing funds as well as executing projects. The Railway Budget emphasises on developing new framework for executing work on PPP basis and implementation through joint ventures with states

IR has initiated measures to attract private sector investment in the following areas:

Dedicated freight corridor project (DFC): With the emphasis on rapid expansion of freight business, it has been considered essential to build more dedicated freight corridors for increased traffic with consequent benefits for the economy and environment. The Railway Budget proposes to take up some freight corridors including, North-South, connecting Delhi to Chennai; East-West, connecting Kharagpur to Mumbai; and East Coast, connecting Kharagpur to Vijayawada. It is proposed to put these three projects on high priority to ensure structuring, award and implementation in a time-bound manner through innovative financing mechanisms, including PPP

Port Connectivity: For FY2016-17,

the Railway Budget proposes to undertake the implementation of rail connectivity for the ports of Nargol and Hazira under PPP. Considering the urgent need to provide connectivity to Indian ports on the 7,517 km coastline, IR is willing to consider and undertake any offer of partnership

Development of railway stations:

In a landmark decision, the Cabinet has approved the redevelopment of 400 stations through PPP. This is expected to be the world's largest transit-oriented development. On the basis of a bankable structure for private participation, it is proposed to undertake a bidding process for a few large and medium stations, during the course of the next financial year. Apart from taking up stations through the PPP mode, IR is also exploring the possibility of availing multilateral financial investments for the development of certain other stations and partnering with state governments

IR continues to focus on opportunities in the development of logistic parks and de-monopolising container movement

4. Threats

Factors, which can threaten the business model and the Company's market standing, emerge from changes in government policies, safety and security concerns, among others. Some possible threats include:

Market competition

The Company competes with a number of Indian and international infrastructure operators in acquiring concessions for both new and existing road projects. After two decades of consistent competition, it has now eased out relatively in the last two years. Market players

have become more cautious, leading to more rational bids. For NHAI BOT bids, FY2015-16 saw three to four bidders vying for BOT highway projects, compared to over 30 bidders in 2012. However, the hybrid annuity projects witnessed a lot more competition, given its attractive structure. Considering the ever-changing market competition, the Company adapts its policies and procedures to ensure a sustained business model. With the government keen on promoting EPC contracts, the duplicity of participants in both the EPC and the PPP sector is expected to reduce considerably, with very few and established players to remain in the PPP sector

Business environment changes

At the domestic level, the business environment is reasonably stable. However, changes are expected at the operational level with new models of project implementation being devised. Tightening credit availability to the sector from an overly cautious banking sector will remain the primary concern. The introduction of GST is another move that is being closely watched. Any adverse change in focus or policy framework regarding infrastructure development or the surface transportation industry of the Government of India and various government entities in India as well as other countries in which the Company operates, could adversely affect the Company's existing projects and reduce opportunities to secure new projects

The Company has developed various road projects, apart from possessing complementary engineering, designing, planning and project monitoring skills.

Credit availability

Over the last few years, PPP projects in the road sector witnessed aggressive bidding by newcomers, resorting to inflated traffic growth estimates. The stagnant economic growth further worsened the traffic growth scenario, leading to debt defaults. This has prompted banks to resort to a micro-analysis of the project including the financial model. Credit availability has become one of the most significant threats of the year. Debt financing and loan arrangements by banks have become comparatively stringent owing to the growing defaults by other developers. However, the Company maintains a good track record with infrastructure financiers; and achieves timely financial closure for its projects. Besides, it manages its working capital needs adequately. With the introduction of Hybrid Annuity Model, it is expected that the lenders would be more comfortable in providing funding for road projects, although it can be ascertained only once the implementation of the projects awarded on HAM starts

Dispute resolution and claims settlement

Although, the recent past saw slight improvement in the claim settlement scene, the pace of settlement of claims remains slow and tedious. Closure of arbitration and accrual of claims is critical to restore concessionaire trust and ensure timely completion. Ball has been set rolling to set up an independent regulator for the road sector, which is expected to address this issue comprehensively

5. Sector-Wise Performance

The Company has a large and diversified BOT road asset portfolio. Besides, it also has an optimum mix of toll and annuity projects across India. The Company has developed

various road projects, apart from possessing complementary engineering, designing, planning and project monitoring skills. The Company will focus on maintaining its record of delivering quality assets within limited budget and time

Roads

The Company performed well, both in India and globally

Domestic operations

There was hectic activity at the construction front. Despite the economic slowdown and hardened lending scenario, the Company managed to stand firm and provide rewarding returns to its shareholders. The Company also ensured that construction was progressing as per schedule and completed three highway projects and eight border check posts. The details are as follows:

- During the financial year, the appointed date was declared as May 1, 2015 for the construction, operation and maintenance of Z-MORH Tunnel, including approaches on NH-1 in the state of Jammu & Kashmir
- The final breakthrough of the 9 km-long main tunnel of Chennai Nashri was achieved on July 13, 2015, thus completing excavation of the heading portion of the main tunnel
- Sikar Bikaner road project in Rajasthan received the provisional completion certificate effective October 10, 2015 and started commercial operations in a length of 212.56 Km out of 237.57 Km
- Provisional completion certificate was also received for an additional length of 15.30 Km in Moradabad Bareilly road project, thus increasing the tollable length to 118.82 Km (effective November 19, 2015)
- Baleswar Kharagpur road project in Odisha/West Bengal,



➔ Chenani Nashri Tunnel Project

- received completion certificate effective December 26, 2015
- Jorabat Shillong road project in Assam/Meghalaya received provisional completion certificate effective January 28, 2016 and started commercial operations in a length of 56 km
- The Company received completion certificate for Pune Solapur road project for the complete length of 101.30 Km of NH-9 from Km 144.400 to Km 249.000 in Maharashtra under NHDP Phase III on February 3, 2016 and commenced tolling operations on the entire length
- Provisional completion certificates were received for eight check posts under the Madhya Pradesh Border Checkpost Project, taking the total number of operational check posts to 19
- The Company was awarded following two projects by the National Highways Authority

19

Total number of operational check posts

of India to be executed as BOT (Toll) basis on DBFOT pattern under NHDP Phase – IV and Concession Agreement was executed for the same:

- Four-laning of Amravati-Chikli (Package – I) section of NH-6 in Maharashtra from Km. 166.000 to Km. 360.000
- Four-laning of Fagne – Gujarat/Maharashtra Border (Package-III) section of NH-6 in Maharashtra from 510.000 Km to 650.794 Km

The following road projects are under operation and maintenance:

- Vadodara - Halol Project, Gujarat
- Noida Toll Bridge Project
- Ahmedabad - Mehsana Project, Gujarat
- Belgaum - Maharashtra Border Project, Karnataka
- Jetpur- Gondal- Rajkot Project, Gujarat
- Kotakatta Bypass - Kurnool Project, Andhra Pradesh
- Hyderabad Outer Ring Road
- Pedda Amberpet - Bongulur Project (Hyderabad Outer Ring Road)

- Various road stretches under the Mega Highways Road Project, Phase-I, II & III, Rajasthan
- Thiruvananthapuram City Road Improvement Project, Kerala
- Beawar Gomti road stretch, Rajasthan
- Ranchi Hazaribagh road stretch, Jharkhand
- Five road stretch projects under Jharkhand Road Projects Implementation Company Ltd, Jharkhand
- Pune Solapur road stretch, Maharashtra
- Narketpally Medarametla road stretch, Andhra Pradesh
- Moradabad Bareilly Road Project, Uttar Pradesh
- Warora Chandrapur Road Project, Maharashtra
- Sikar Bikaner Road Project, Rajasthan
- Baleshar Kharagpur Road Project, Odisha/West Bengal
- Jorabat Shillong Road Project, Assam/Meghalaya
- 19 check posts in the Madhya Pradesh Border Checkpost Company Ltd

International operations

The following sections highlight the key projects being pursued in Asia Pacific, the Middle East and Africa, European Union, South America and North America regions, where the Company is actively pursuing business opportunities:

Asia Pacific

The Company continues to focus on opportunities in Vietnam, while identifying feasible projects in the Philippines, Sri Lanka, Myanmar, Brunei, Cambodia, Papua New Guinea and East Timor. In April 2016, Elsamex Maintenance Services Limited, a subsidiary, signed an agreement with CIENCO4 (Vietnam State Owned Enterprise) for 200,000 square metre of road sector for

carrying out micro-surfacing application in Vietnam

YUHE Expressway

During the year, Yuhe Expressway recorded revenues of US\$ 79.11 Million as against budget of US\$ 75.29 Million. It reported Profit after Tax (PAT) of US\$ 26.21 Million against a target of US\$ 22.98 Million for the year ended March 31, 2016. The Company holds 49% stake in the project

Middle East & Africa

UAE

ITNL Infrastructure Developer LLC (IIDL) received a Letter of Award (LOA) from Dubai Courts Authority for Development of office space for Dubai Supreme Courts and automated car parks on DBFOT basis. Subsequently, a special purpose vehicle namely Park Line LLC was incorporated by the consortium and concession agreement was executed with the Dubai Court Authority on May 4, 2016. IIDL has been qualified for the development of Union Oasis Transit-Oriented Development Project on PPP basis. IIDL is under discussion with potential JV partner for participation in the bidding stage

Africa

The Company in JV with ELSAMEX SA has submitted 12 bids, of which OPRC projects amounting to US\$ 220 Million in Ethiopia was awarded to the JV, for which the contract was signed on March 18, 2016

North America

The Company through its subsidiary, IIPL USA, LLC has submitted bids for performance based asset maintenance projects, with the primary areas of focus being Florida in the US and British Columbia in Canada

Recently, the Texas Transportation Commission awarded a contract for the operation and maintenance of

highways in Van Zandt County in Texas to IIPL USA, LLC

Elsamex SA

Elsamex SA reported revenues of € 187.31 Million for FY 2015, which is around 18% higher than that of the previous financial year. However, the PAT is € 7.65 Million, which is 7% lower, compared to the last year. This is primarily on account of change in depreciation accounting principles

Urban transport

During the year, Rapid Metro Rail completed its second year of operation, achieving a service level of 99.89% for the current financial year. Rapid Metro Rail is operating with a flat fare of ₹ 20 per trip for the entire network, irrespective of the distance travelled. This flat fare had been derived from the formula stated in the Model Concession Agreement for initial fixation of fare. In Q4, the average traffic stood at 25,002 passengers per day as against 22,103 in the corresponding quarter of the previous financial year

During the year, construction of the south extension of rapid metro, domiciled in Rapid Metrorail Gurgaon South Limited, progressed well with station and viaduct construction as well as other system-related activities making good progress. For the Viaduct, till the end of reporting

€187.31 Million

FY 2015 Elsamex SA revenue

period, majority of work relating to piling, construction of pile caps, piers and pier caps has been completed. The construction activities for station and depot have achieved approximately 80% completion, paving the way for finishing, roofing and E&M works. On the system side, all the seven train sets have been received at the project site and six of these have already been commissioned. Most of the signalling and power equipment have been received and installation commenced. Other items of equipment for systems (communication, AFC, lifts and escalators) are in an advanced stage of procurement and/ or installation. The project is targeting completion by the end of 2016

In addition, the proposal for development of the north extension of the existing Gurgaon Metro Rail Project is being evaluated subject to development of a suitable viability package that is being discussed with the authority. The development of this project will have the option



➔ Moradabad Bareilly Road Project



➔ Jorabat Shillong Road Project

to connect the existing metro rail project under operation with Old Gurgaon going through the industrial corridors of Udyog Vihar on the Old Delhi - Gurgaon road. Besides, it will provide interfacing with the link to Delhi Metro Rail Corridor station at Dwarka, Sector 21 in West Delhi

The Company also proposes to venture into the field of consultancy in rail business at various levels, to capitalise on its experience gained from the Gurgaon metro projects. The Company has become a leader in the development and execution of metro projects in India, with the successful operation of RMGL project and its proposed participation in upcoming projects

6. Risks and Concerns

India's infrastructure sector remains the backbone of the country's socio-economic development. However, new risks and concerns have emerged in recent years. Operating in a dynamic environment, the Company has evolved a robust framework for identification, management and mitigation of potential risks. Some of these risks are discussed below:

Land acquisition

Land acquisition continues to be a bottleneck, severely affecting timely implementation of the projects. With land acquisition being executed under the new Act, a lot of uncertainty exists on the ground. New demands have risen, especially in projects where part acquisition was carried out as per the old Act with owners seeking higher compensation as per the new Act, thereby stalling several on-going projects

Timely completion of the project

In a tightly contested space like BOT projects, especially Toll projects, timely completion can very often be the only factor that contributes to the projects financial viability and any stress on the project timelines will severely affect the project's financial model. In addition to the land acquisition and clearance related issues plaguing the projects, the year also witnessed stressed cash flow due to the reluctance and increased diligence from the banking sector, resulting in delaying the project. The Company takes a proactive stand and tends to these issues by assisting the Authority in land acquisition process and obtaining clearances

Due to delay in handing over of the land for 3 projects developed by the Company, there have been huge cost overruns resulting in higher costs, leading to delay in realisation of revenues for which claims were filed with the authorities. The Project Companies have invoked arbitration proceedings against the authorities and is pending before the Arbitration Tribunal for resolution

Retention of experienced manpower

The infrastructure sector is witnessing a shortfall in civil engineers. Finding quality human resources and retaining them is a key challenge. The Company's focus is to build an organisation of highly motivated employees, having the ability to execute ambitious business goals with passion and commitment, thereby exceeding customer aspirations. Besides, its scalable recruitment and retention strategies enable it to attract and retain high calibre employees

Debt financing

The Company has substantial debt and debt service obligations, and is therefore subject to various risks associated with debt financing. The level of debt and the limitations imposed on the Company, by present or future loan arrangements could have significant adverse consequences. This is primarily due to cost of borrowings. The Company's experienced and knowledgeable team ensures that these risks are always covered through adequate cash flow planning and other measures

Exchange rate risks

The Company looks to avail External Commercial Borrowings (ECBs) for financing and refinancing its existing debt in certain projects with repayment in rupee terms. This exposes the Company to risks

of higher repayment and higher interest, when measured in rupee terms; where rupee devalues against the dollar/euro. The Company is looking to hedge this risk and ensure least impact of currency fluctuations

Revenues from toll road projects

Traffic growth rate on roads has been known to be closely related to economic growth. Given the muted growth over the last few years, traffic growth rates continue to be reason affecting the operational revenues. Negative inflation in the reporting year also contributed to reduction in toll rates which further impacted the operational revenues. The Company has taken up numerous measures in order to improve the traffic on its roads, besides resorting to other means like securitisation of projects, improving toll collection systems to improve and shore up the revenue from toll projects. The Company also tries to maintain an optimal mix of toll and annuity projects in order to have a healthy mix of toll, which offers scope for huge upsides, and annuity projects, which offers assured revenues

7. Outlook

The Government is committed to address various issues plaguing the infrastructure sector, which will help build the confidence of players in the sector. Infrastructure is expected to remain a focus area for the Government in the coming future, which augurs well for the Company. With the Government shifting its focus to developing road projects on EPC mode, it is

Aims to achieve a near-term target of 17 km of highway a day; and escalate it to 30 km of highway per day

expected that the competition will ease out significantly in the BOT (Toll space). The advent of HAM model will contribute to improving cash flows in the companies and also help restore the confidence of the banks in lending to the sector. The revived target of 30 km of highway construction per day and the order pipeline of 25,000 km will ensure that the Company gets its fair share of projects. The Company also plans to operationalise few of its projects which are currently under development in the coming year, which will contribute to the operational revenue positively

Whilst the Company will continue to track the domestic markets closely, it will also actively pursue projects in emerging world markets through its established networks. The Company will focus on bidding for projects under Output and Performance Based Contracts which does not require capital investment but will contribute to improving cash flows

During the year under review, the Company renewed its certifications for QMS and Environmental, Health and Safety Management System (EHSMS- ISO 14001:2004 and OHSAS 18001:2007), with appreciation for the level of implementation and conviction shown. The Company has adopted the ESPF format of project screening for all its new project bids. These certifications ensure that the Company has an environmentally and socially sustainable business model in the long run

The Company is optimistic about the growth of India's infrastructure industry and its ability to achieve targets on account of:

- Significantly reduced number of competitors in the PPP sector
- Improved dispute resolution mechanisms
- The continued thrust on infrastructure development

- Higher number of projects expected to be bid out on Hybrid Annuity Model

8. Internal Control Systems and its Adequacy

The Company has implemented a well-established internal audit and risk management framework, which covers all aspects of financial and operational controls. The Internal Control Framework (ICF) covers various aspects of the business. It enables a stage-wise/process-wise confirmation of the compliance of the control, and requires a self-assessment by the maker together with documentary support. It is then confirmed by the reviewer of each transaction. This also facilitates audit at the corporate and project levels. The Company implemented SAP in July 2013, and consequential changes were aligned in ICF in that year. The internal audit is carried out by a firm of chartered accountants, using the ICF. They report directly to the Audit Committee of the Board of Directors

The corporate audit function plays a key role in providing both the operating management and the Board's Audit Committee, with an objective view and reassurance of the overall control systems. It also offers them perspectives on the effectiveness of the pan-organizational risk management processes. The ICF is periodically modified, so as to be consistent with operating changes for improved controls and effectiveness of internal control and audit. During the year, the ICF was thoroughly reviewed for testing the Design, Implementation and Operating effectiveness of internal controls on financial reporting. There were few gaps and improvements identified, which were subsequently mitigated



Delhi Noida Flyway

The Internal Auditor's scope and authority are derived from the Internal Audit Plan, which is approved by the Audit Committee. The plan is modified periodically to meet requirements arising from changes in law, as well as out of improved controls, resulting from the implementation of the ICF including the Internal Controls on Financial Reporting. Internal audits are conducted every quarter and covers operations, accounting, secretarial and administration functions. It also provides special reference to compliances, based on the audit plan. Internal audit reports are placed before the Audit Committee at regular intervals for review, discussion and suitable action

Every employee plays a key role to foster a working environment of responsibility, accountability and ethical behaviour. Risk management

₹ 1,367.43
Crore

EBITDA in 2015-16

and internal audit systems complement each other

The Company has grown over the last few years with consequent changes in the risk profile. It strives to identify opportunities that enhance organisational values, while managing and mitigating risks that adversely impact its future performance

9. Financial and Operational Performance

Standalone

During FY 2015-16, the Company's turnover increased by approximately 36% to ₹ 5,262.24 Crore, up from ₹ 3,881.83 Crore in the previous year. This is primarily on account of higher construction income. Other key operating data for the year comprises the following:

Earnings before interest, tax, depreciation and amortization (EBITDA) increased from ₹ 1,132.12 Crore in 2014-15 to ₹ 1,367.43 Crore in 2015-16, around 21% increase in EBITDA mainly on account of higher construction margin

Administrative and general expenses have been largely flat. During 2015-

16, the Company reviewed its loans and receivables and provided for doubtful loans and receivables for ₹ 115.06 Crore

Financing cost increased by ₹ 364.23 Crore as a result of higher borrowings for partially funding the increased investments and higher working capital requirement. There has been a marginal increase in borrowing cost. The debt-equity ratio as at March 31, 2016 stood at 2.29 : 1

Profit before tax declined from ₹ 384.13 Crore in 2014-15 to ₹ 250.55 Crore in 2015-16, a 35% dip over the previous year. Profit after tax decreased by 46% from ₹ 318.66 Crore in 2014-15 to ₹ 173.49 Crore in 2015-16

During the year under review, the Company had issued equity shares on Rights basis at a price of ₹ 90 per share including premium of ₹ 80 per share for an aggregating ₹ 740.16 Crore. Earnings per share on basic and diluted basis stood at ₹ 2.79 per share as at March 31, 2016, as against ₹ 9.15 per share as at March 31, 2015. The reduction in earnings per share on basic and diluted basis is primarily due to additional shares issued as aforesaid during the current year and lower profits

Consolidated

During FY 2015-16, consolidated revenues increased by 28% from ₹ 6,828.22 Crore in 2014-15 to ₹ 8,732.03 Crore in 2015-16 due to an increase in income (construction, toll and other operating earnings), compared to the previous year

The EBIDTA increased from ₹ 2,465.78 Crore in 2014-15 to ₹ 3,235.39 Crore in 2015-16, approximately 31% escalation owing to a higher construction margin

Financing cost increased by ₹ 697.75 Crore during FY 2015-16 due to draw down of debt in the SPVs to fund construction activity, increase in borrowing in the corporate to fund investments and higher working capital requirements, net of interest capitalised. Debt equity ratio as at March 31, 2016 on a consolidated basis stood at 4.38:1

Profit before tax decreased from ₹ 480.54 Crore in 2014-15 to ₹ 429.14 Crore in 2015-16, a 11% decline over the previous year

Profit after tax decreased by 30% from ₹ 443.60 Crore in 2014-15 to ₹ 311.54 Crore in 2015-16

10. Human Resources and Industrial Relations

We strengthen a culture of inclusiveness that nurtures top-notch capabilities, high performance and foresight through various employee engagement initiatives. These initiatives encourage continuous learning and sharing of insights and skills to create enduring sustainable stakeholder value in a dynamic industry scenario

We also focus on creating best health and safety standards for our people in line with international norms. Our people initiatives revolve around meritocracy, transparency, collaboration and care to attract and retain the best industry talent.

11. Cautionary Statement

Certain statements made in the Management Discussion and Analysis Report relating to the Company's objectives, projections, outlook, expectations, estimates and others may constitute 'forward

looking statements' within the meaning of applicable laws and regulations. Actual results may differ from such expectations, projections and so on whether express or implied. Several factors could make significant difference to the

Company's operations. These include climatic conditions and economic conditions affecting demand and supply, government regulations and taxation, natural calamities and so on, over which the Company does not have any direct control



Trivandrum City Roads Project

Directors' Report



Patratu Dam Ramgarh Road Project

The Shareholders

IL&FS Transportation Networks Limited

Your Directors have pleasure in presenting the Sixteenth Annual Report alongwith the Audited Financial Statements for the year ended March 31, 2016

Financial Results

The financial highlights of the Company are as under:

Particulars	For the year ended	For the	For the year ended	For the year ended
	31.03.2016 (₹ in Crore)	year ended 31.03.2015 (₹ in Crore)	31.03.2016 (₹ in Crore)	31.03.2015 (₹ in Crore)
	Standalone	Standalone	Consolidated	Consolidated
Total Income	5,262.24	3,881.83	8,732.03	6,828.22
Earnings before Interest, Tax, Depreciation and Amortisation (EBITDA)	1,367.43	1,132.12	3,235.39	2,465.78
Profit Before Tax	250.55	384.13	429.14	480.54
Profit After Tax	173.49	318.66	311.54	443.60
Balance Brought Forward	735.98	762.46	1,683.88	1,561.68
Profit available for appropriation	909.47	1,081.12	1,995.42	2,005.28
Appropriation:				
Dividend Proposed/Paid – Equity Shares	(65.79)	(98.69)	(65.79)	(99.77)
Tax on Dividend – Equity Shares	(13.39)	(20.09)	(19.30)	(26.26)
Dividend Proposed – Preference Shares	(78.86)	(78.86)	(78.86)	(78.86)
Tax on Dividend – Preference Shares	(16.05)	(16.05)	(16.05)	(16.05)
General Reserve	-	(31.87)	-	(31.87)
Debenture Redemption Reserve	(0.15)	(98.95)	(19.03)	(119.69)
Consolidation Adjustments	-	-	(9.14)	51.10
Adjustment relating to fixed assets	-	(0.63)	-	-
Balance carried forward	735.23	735.98	1,787.25	1,683.88

Dividend

Your Directors have recommended dividend on Equity Shares at the rate of ₹ 2/- per share (Previous Year: ₹ 4/- per share) for the year under review. The proposed dividend, if approved at the Annual General Meeting, will absorb a sum of ₹ 79.18 Crore including tax on dividend of ₹ 13.39 Crore (Previous Year: ₹ 118.78 Crore including dividend tax of ₹ 20.09 Crore)

Your Directors had declared an interim dividend on Preference

Shares of ₹ 94.91 Crore including tax on dividend of ₹ 16.05 Crore (Previous Year: ₹ 94.91 Crore including dividend tax of ₹ 16.05 Crore)

Issue of Equity Shares on rights basis

During the year under review, the Company had offered 8,22,40,007 equity shares of the face value of ₹ 10 each to the Members of the Company on a rights basis in the ratio of 1:3 at a price of ₹ 90 per share (including premium of ₹ 80 per

share) aggregating to approximately, ₹ 740.16 Crore. Your Directors are pleased to inform that the issue was fully subscribed

Issue of Debentures

During the year under review, the Company issued five series of Unsecured, Redeemable, Non-Convertible Debentures ("NCD's") for refinancing the short term loans availed by the Company, the details of which are given below:

Sr. No.	No. of Debentures	Face Value (In ₹)	Date of Allotment
1	2,250	10,00,000	27 – April – 2015
2	1,250	10,00,000	08 – May – 2015
3	1,000	10,00,000	10 – July – 2015
4	7,800	5,00,000	23 – March– 2016
5	4,250	10,00,000	30 – March– 2016

Operational Performance Review

The year 2015-16 started with a muted growth on the Public Private Partnership (PPP) front, taking off from the previous year, with very few BOT projects being tendered till the third quarter. Out of around 8,000 km of road projects awarded last year, less than 1,000 km were awarded on PPP basis, some of which were in the form of re-bidding due to non-receipt of bids through earlier bidding process or termination. Considering the current market scenario, only the bidders with sound financial position and sufficient strength for undertaking the PPP projects submitted realistic bids. The Company was successful in securing award for two projects of National Highway Authority of India (NHAI) on BOT Toll basis in the State of Maharashtra

The last quarter witnessed beginning of a new era in the development of road infrastructure in the country. NHAI successfully completed the bidding process for few projects on Hybrid Annuity Model (HAM), a new and much talked about format of concession which did not receive any response initially. After many deliberations amongst the private sector players and the authorities, HAM received a limited response as few construction companies submitted their bid for projects. NHAI had tendered about 20 more projects on HAM basis in March 2016, however, most of them were postponed to April / May 2016. It was observed that the projects tendered were in the form of packages with TPC ranging from ₹ 500 Crore to ₹ 800 Crore. The Company had undertaken analysis for these tenders on selective basis by assessing the hurdles in implementation of the projects and likely competition

The Company had evaluated 52 bids tendered by the NHAI and other State Authorities on Build, Operate, Transfer (BOT) (Toll/Annuity/Hybrid Annuity)/ Output Performance based Road Contract (OPRC)/ Engineering Procurement and Construction (EPC) basis. Out of the 52 projects, 7 failed to attract even a single bidder and some were offered for rebid. After careful evaluation of all the bids based on the viability and strong strategic content, the Company submitted 20 bids. In June 2015, the Company secured 2 Four Laning road projects namely (i) Amravati-Chikli (Package – I) section of NH-6 from km. 166.000 to km. 360.000 and (ii) Fagne – Guj/Maharashtra Border (Package-III) section of NH-6 from Km. 510.000 to Km. 650.794, both in the State of Maharashtra to be executed as BOT (Toll) basis on DBFOT pattern under NHDP Phase –IV

The Company's portfolio increased to 37 projects as compared to 33 projects in last Fiscal year, which includes 31 Road projects and 6 Non Road projects. Presently, 22 Road projects and 4 Non Road projects are Operational, 5 Road projects and 1 Non Road project are under Implementation and 4 Road projects and 1 Non Road project are under development. The total portfolio in terms of length stands at 14,680 lane-km of which 11,549 lane-km are Toll based and 3,131 lane-km is Annuity based out of the aforesaid total length, (i) 10,176 lane-km projects are operational, (ii) 2,232 lane-km are under implementation and (iii) 2,262 lane-km are under development

During the year under review, the Company commissioned three road projects viz. (i) Sikar Bikaner Road Project in Rajasthan, (ii) Baleswar Kharagpur Road Project in Odisha & West Bengal and (iii) Jorabat Shillong Road Project in Assam & Meghalaya

The Company also commissioned eight Border Check Posts in Madhya Pradesh during the financial year taking the total tally of operational check posts to 19

On the International front, ITNL Infrastructure Developer LLC received a Letter of Award from Dubai Courts Authority for development of office space for Dubai Supreme Courts and automated car parks on DBFOT basis. The Company in joint venture with ELSAMEX SA was awarded works of US\$ 220 Million on Output based Performance Road Contract basis in Ethiopia. Other existing international operations under Elsamex SA and YuHe Expressway

continued to contribute positively to the Company's financials

Environmental, Health & Safety

The Company's business processes are certified as compliant with ISO 9001:2008, ISO 14001:2007 & OHSAS 18001:2008 standards. In its endeavor to bring about continual improvement in its business processes, the Company plans to upgrade its Quality and Environment, Health & Safety (EHS) Management systems to the newly released standards namely, ISO 9001:2015 and ISO 14001:2015 and amalgamate them into an Integrated Management System. These systems will be further complimented by the Environmental and Social Policy Framework (ESPF) adopted by the Company which helps to identify and mitigate Environmental and Social concerns relating to a project at bidding stage itself. The implementation of this system is also audited and certified by Ernst & Young LLP

EHS audits are conducted on a regular basis at the project sites to ensure implementation and adherence to the Management System and Safety standards. The EHS Committee of the Board reviews the findings of the audit and advise on improving safety aspects and mitigation measures on a quarterly basis to help achieve the Company's EHS objectives. The Company had engaged experts to undertake studies to ascertain the cause of accidents on the project roads based on Behavioural characteristics of road users and to suggest remedial measures. The interventions suggested by them were implemented on select road stretches which have helped in reducing the number of fatalities

Subsidiaries, Joint Ventures & Associate Companies

In terms of Section 129(3) of the Companies Act, 2013 and Regulation 34 (2) (b) of SEBI (LODR) Regulations, 2015, the Consolidated Financial Statements of the Company forms part of this Report. The copies of Audited Financial Statements of the Subsidiaries, Joint Ventures and Associates are available on the website of the Company: www.itnlindia.com and a copy of the same will be provided upon written request to the Company Secretary

During the year under review, the Company acquired entire equity stake in GRICL Rail Bridge Development Co. Ltd and Rajasthan Land Holdings Limited

The Performance and financial position of the Subsidiaries, Joint Venture and Associate companies is provided in **Annexure I** of this Report

Statutory Auditors

Deloitte Haskins & Sells LLP, Statutory Auditors, were appointed as the Auditors of the Company to hold office from the conclusion of the Annual General Meeting (AGM) held on August 21, 2014 till the conclusion of the 17th AGM of the Company to be held in 2017 for a period of three years, subject to ratification of their appointment by the Members at every AGM. A certificate confirming their eligibility under Section 141 of the Companies Act, 2013 and Rules framed thereunder to continue as Auditors for FY 2016-17 has been received from the Auditors. The Members are requested to ratify the appointment of Deloitte Haskins & Sells LLP as Statutory Auditors of the Company till the conclusion of the next AGM and to authorize the Board to determine their remuneration

Cost Auditor And Cost Audit Report

Pursuant to Section 148 of the Companies Act 2013 and the Companies (Cost Records and Audit) Rules 2014 framed thereunder, the Board of Directors at their Meeting held on May 15, 2015 had appointed Mr. Dattatray D Chivkar, Cost Accountant as the Cost Auditor of the Company for FY 2015-16. Mr. Chivkar has also confirmed his eligibility for appointment for the FY 2016-17 and that he is free from any disqualifications for being appointed as Cost Auditor under the provisions of the Companies Act, 2013. The Board of Directors has recommended to the Members that the remuneration payable to Mr. Chivkar, Cost Auditor for FY 2016-17 be approved at the ensuing Annual General Meeting

Secretarial Audit & Secretarial Audit Report

M/s. Jayshree Dagli & Associates, Company Secretaries in whole-time practice was appointed to carry out the Secretarial Audit of the Company pursuant to the provisions of Section 204 of the Companies Act, 2013 for the Financial Year 2015-16. The report of the Secretarial Auditor is set out herewith as **Annexure II** to this report. The report does not contain any qualification

Extract of Annual Return

The details forming part of the extract of the Annual Return as on March 31, 2016 in Form MGT - 9 in accordance with Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, are set out herewith as **Annexure III** to this report

Policy on Director's Appointment And Remuneration

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force) for selection and appointment of Directors, Senior Management and their remuneration. The remuneration paid to the Directors and the Senior Management is as per the Managerial Remuneration Policy of the Company. Brief details of the Managerial Remuneration Policy are provided in the Corporate Governance Report

Performance Evaluation of the Board

Upon recommendation by the Nomination & Remuneration Committee, the Board of Directors at its meeting held on November 11, 2014 had laid down criteria for performance evaluation of Independent, Non-Independent & Executive Directors

The process and the manner of evaluation of Directors and the Board level Committees are given in detail in the report of Corporate Governance, which forms part of the Annual Report

The performance evaluation of all the Directors, Committees and the Board was carried out by the Nomination & Remuneration Committee, Independent Directors and Board at their respective meetings

Corporate Governance

The Company believes in adhering to good governance practices and has fully complied with the

requirements/ disclosures that have to be made in this regard. A Report on Corporate Governance is enclosed and forms part of this Annual Report. A certificate from the Statutory Auditor on compliance with the provisions of Corporate Governance is also annexed to this Report

Directors

Mr. Hari Sankaran (DIN: 00002386) and Mr. Arun K Saha (DIN: 00002377), Directors, are liable to retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offer themselves for re-appointment. Your Directors recommend their re-appointment

Key Managerial Persons

During the year under review, the Board of Directors at its Meeting held on August 10, 2015 had appointed Mr. Dilip Bhatia as Chief Financial Officer of the Company effective January 1, 2016 in place of Mr. George Cherian, who had expressed his intention to step down from his position effective from December 31, 2015

Pursuant to Section 203 of the Companies Act, 2013, the Board at its Meeting held on August 10, 2015 also designated him as Key Managerial Personnel

Related Party Transactions

All related party transactions during the year have been entered into in the ordinary course of business and on an arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. There are no materially significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel, which

may have a potential conflict with the interest of the Company at large

Accordingly, there are no contracts or arrangements with related parties to be disclosed in Form AOC-2 pursuant to Clause (h) of Sub section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014

The Company has developed a Related Party Transactions Policy & Framework for the purpose of identification and approval of such transactions. All related party transactions entered into by the Company in terms of the Policy are placed before the Audit Committee every quarter for their approval. The Related Party Transactions Policy as approved by the Board has been uploaded on the Company's website and is available on the web link: http://www.itnlindia.com/invelation.aspx?page_ID=25&Sec_ID=5

Policy for Prevention of Sexual Harassment at Workplace

The Company has provided a safe and dignified work environment for its employees which is free of discrimination, intimidation and abuse. The Company has adopted a Policy for Prevention of Sexual Harassment of Women at Workplace under the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Act"). The objective of this policy is to provide protection against sexual harassment of women at workplace and for redressal of complaints of any such harassment. The Internal Complaints Committee to redress the complaints received under the Act is in place

During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Whistle Blower Policy

In accordance with the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has established a vigil mechanism by adopting a Whistle Blower Policy to report concerns or grievances. The administration of the vigil mechanism is ensured through the Audit Committee

The Whistle Blower Policy adopted by the Company is posted on the website of the Company at www.itnlindia.com

Risk Management

Your Company recognizes that risk is an integral part of business and is committed to managing the risks in a proactive and efficient manner. There are no risks which in the opinion of the Board affect the Company operations on going concern basis

The Board periodically reviews the risks and measures are taken for mitigation

Particulars of Loans, Guarantees or Investments Under Section 186

During the year under review, the Company has not made any investments nor given any loans / guarantees / provided security in connection with a loan granted to any person or body corporate in terms of Section 186 of the Companies Act, 2013

Deposits

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

Energy Conservation, Technology Absorption And Foreign Exchange Earnings and Outgo

Since the Company does not own any manufacturing facility, the Energy Conservation and Technology Absorption particulars in the Companies (Accounts) Rules, 2014, are not applicable

During the year under review, your Company's foreign exchange income and expenditure was ₹ 0.12 Crore and ₹ 25.81 Crore respectively

Particulars of Employees

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of this Annual Report and is provided as **Annexure IV** in this report.

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as **Annexure V** to this Report

Corporate Social Responsibility

In an effort to proactively add value, reduce risk and enhance sustainability in its projects, the Board of Directors of Infrastructure

Leasing & Financial Services Limited ("IL&FS"), the parent company had approved an Environmental and Social Report ("ESR") as early as 1995. The objectives of the ESR were (a) to mainstream Environmental and Social ("E&S") considerations in the overall project cycle, (b) to set examples of environmentally sound and socially acceptable practices and (c) to inspire and encourage all stakeholders, including partners and co-investors

Subsequent thereto, in 2008, the Environmental and Social Policy Framework ("ESPF") was formulated to establish an outcome-oriented framework that guides integration of E&S considerations within all businesses of IL&FS which guidelines were then formulated and adopted by the Company

The endeavor is to extend E&S efforts to the community in general and incorporate Corporate Social Responsibility ("CSR") as a part of the DNA of the organization. In order to empower the community along its road projects, the Company launched its CSR initiative in the year 2010 by the name of "Parivartan". For the Company, CSR expands beyond responsibility within business operations, to include all voluntary actions undertaken to benefit the community and the environment around the project areas. The Company strongly believes that the surface transportation infrastructure it is building and financing today will shape the communities of tomorrow

CSR is, therefore, the organization's commitment to operate in an economically, socially and environmentally sustainable manner, while recognizing the interest of its stakeholders

The CSR Policy and Framework has been adopted by the Company and is available on the website of the Company. The same can be viewed through the link: <http://www.itnindia.com>

The Annual Report on CSR Activities is annexed herewith marked as **Annexure VI**

Directors' Responsibility Statement

In terms of provisions of Section 134(5) of the Companies Act, 2013, your Directors confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had 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;

- (e) they have laid down internal financial control to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

Acknowledgments

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

The Directors would also like to place on record their appreciation for the contribution and dedication of the employees of the Company at all levels.

By the Order of the Board

Deepak Dasgupta
Chairman

Mumbai, May 13, 2016

Annexure I to Directors' Report

Performance and Financial position of the Subsidiaries, Joint Venture and Associate Companies

Subsidiaries

- (1) **Barwa Adda Expressway Limited** has undertaken the development of Six-Laning of Barwa-Adda-Panagarh Section of NH-2 including Panagarh Bypass in Jharkhand and West Bengal. The physical and financial progress achieved for FY 2015-16 was ₹ 77.39 Crore & ₹ 1,147.8 Crore respectively. The gross revenue and profit after tax for FY 2015-16 was ₹ 570.99 Crore and ₹ 49.5 Crore respectively.
- (2) **Baleshwar Kharagpur Expressway Limited** has developed the existing four lane road on the Baleshwar-Kharagpur section in Orissa and West Bengal. The toll collection for FY 2015-16 was ₹ 16.16 Crore. The gross revenue and loss for FY 2015-16 was ₹ 117.4 Crore and ₹ 9.9 Crore respectively
- (3) **Chenani Nashri Tunnelway Limited** has undertaken the development of tunnel between Chenani and Nashri in Jammu & Kashmir. The physical and financial progress achieved for FY 2015-16 was ₹ 2,498 Crore & ₹ 2,997.50 Crore respectively. The gross revenue and profit after tax for the FY 2015-16 was ₹ 972.6 Crore and ₹ 30.2 Crore respectively
- (4) **ITNL Road Infrastructure Development Co. Limited** has commissioned the two lanning of Beawer – Gomti road stretch in Rajasthan and has now undertaken the development of four laning stretch under implementation. The toll collection on two lane stretch for FY 2015-16 was ₹ 27.2 Crore. The physical and financial progress achieved for FY 2015-16 was ₹ 271.2 Crore and ₹ 432.2 Crore respectively. The gross revenue and the loss for FY 2015-16 was ₹ 43.4 Crore and ₹ 40.7 Crore respectively
- (5) **Kiratpur Ner-Chowk Expressway Limited** has undertaken the development of the four laning of Kiratpur-Ner Chowk section in Himachal Pradesh. The physical and financial progress achieved for FY 2015-16 was ₹ 1,003.3 Crore & ₹ 1,248.6 Crore respectively. The gross revenue and profit after tax for FY 2015-16 was ₹ 455 Crore and ₹ 41 Crore respectively
- (6) **Khed Sinnar Expressway Limited** has undertaken the development of four Laning of Khed-Sinnar Section in Maharashtra. The physical and financial progress achieved for FY 2015-16 was ₹ 1,169.1 Crore and ₹ 1,404.6 Crore respectively. The gross revenue and profit after tax for FY 2015-16 was ₹ 657.2 Crore and ₹ 58.08 Crore respectively
- (7) **Karyavattom Sports Facility Limited** has undertaken the development of multipurpose Greenfield International Stadium at Karyavattom in Kerala. The gross revenue and loss for FY 2015-16 was ₹ 100.50 Crore and ₹ 10.79 Crore respectively
- (8) **Moradabad Bareilly Expressway Limited** had developed the four laning of Moradabad - Bareilly Road Section in Uttar Pradesh and is currently operating and maintaining the same. The physical and financial progress achieved by the Project during the FY 2015-16 was ₹ 2,001.7 Crore & ₹ 2,266.2 Crore respectively. The toll collection for FY 2015-16 was ₹ 79.28 Crore. The gross revenue and loss for FY 2015-16 was ₹ 254.2 Crore and ₹ 35.9 Crore respectively
- (9) **Pune Sholapur Road Development Co. Limited** had developed the four laning of Pune-Solapur Section in Maharashtra and is currently operating and maintaining the same. The toll collection for FY 2015-16 was ₹ 83.6 Crore. The gross revenue and loss for FY 2015-16 was ₹ 377.6 Crore and ₹ 49.8 Crore respectively
- (10) **Sikar Bikaner Highway Limited** has undertaken the development of Sikar – Bikaner section in Rajasthan. The physical and financial progress achieved for FY 2015-16 was ₹ 701.3 Crore & ₹ 845.5 Crore respectively. The toll collection for FY 2015-16 was ₹ 15.8 Crore. The gross revenue and profit after tax for FY 2015-16 was ₹ 250.71 Crore and ₹ 22.4 Crore respectively
- (11) **Andhra Pradesh Expressway Limited** had developed Kottakata - Kurnool stretch in Andhra Pradesh and has currently undertaken the Operation & Maintenance of the same. The

annuity received for FY 2015-16 was ₹ 113.04 Crore. The gross revenue and profit after tax for FY 2015-16 was ₹ 114.1 Crore and ₹ 12.6 Crore respectively

- (12) **East Hyderabad Expressway Limited** had developed Eight Lane access controlled expressway from Pedda Amberpet to Bongalur in Telangana and has currently undertaken the Operation & Maintenance of the same. The annuity received for FY 2015-16 was ₹ 66.6 Crore. The gross revenue and profit after tax for FY 2015-16 was ₹ 32.2 Crore and ₹ 23.8 Crore respectively
- (13) **Hazaribagh Ranchi Expressway Limited** has developed Hazaribagh - Ranchi Section in Jharkhand and has currently undertaken the Operation & Maintenance of the same. The annuity received for FY 2015-16 was ₹ 128.2 Crore. The gross revenue and loss for FY 2015-16 was ₹ 73 Crore and ₹ 56.3 Crore respectively
- (14) **Jharkhand Road Project Implementation Company Limited** has undertaken the development of two, four and six laning of 5 road stretches across Jharkhand. The physical and financial progress achieved for FY 2015-16 was ₹ 311.1 Crore & ₹ 388.4 Crore respectively. The annuity received for FY 2015-16 was ₹ 349.04 Crore. The gross revenue and loss for FY 2015-16 was ₹ 212 Crore and ₹ 31.2 Crore respectively
- (15) **North Karnataka Expressway Limited** had developed Belgaum - Maharashtra Border Road project in Karnataka and has currently undertaken the Operation & Maintenance of the same. The annuity received for FY 2015-

16 was ₹ 101 Crore. The gross revenue and profit after tax for FY 2015-16 was ₹ 43.3 Crore and ₹ 9.7 Crore respectively

- (16) **West Gujarat Expressway Limited** had developed four Laning of Jetpur - Gondal section & Rajkot bypass and improvement of Gondal Rajkot section in Gujarat and has currently undertaken the Operation & Maintenance of the same. The toll collection for FY 2015-16 was ₹ 53.8 Crore. The gross revenue and loss for FY 2015-16 was ₹ 53.8 Crore and ₹ 27.2 Crore respectively
- (17) **Charminar Robo Park Limited** was incorporated to undertake the development of Integrated Multi Level Automatic Car Parking at Khilwat, Hyderabad on Build Operate and Transfer & Fare Basis, which has not yet commenced. The gross revenue and the loss for FY 2015-16 was NIL and ₹ 0.004 Crore respectively
- (18) **Futureage Infrastructure India Limited** was incorporated to undertake the development of Car Parking Project. The Loss for FY 2015-16 was ₹ 0.1 Crore
- (19) **MP Border Check-post Development Co. Limited** has undertaken the development and maintenance of 24 Border Check-posts and 2 Central Control Facilities (CCF) in Madhya Pradesh. The fee collection for FY 2015-16 was ₹ 66.25 Crore. The gross revenue and loss for FY 2015-16 was ₹ 155.9 Crore and ₹ 158.4 Crore respectively
- (20) **Rapid MetroRail Gurgaon Limited** had developed the metro link for providing last mile connectivity from Delhi Metro Sikanderpur Station on MG Road

to NH 8 in Gurgaon. The fee collection for FY 2015-16 was ₹ 18.64 Crore. The gross revenue for the FY 2015-16 was ₹ 44.91 Crore and loss for FY 2015-16 was ₹ 13.20 Crore

- (21) **Rapid MetroRail Gurgaon South Limited** has undertaken the development of 6.5 km rail Metro Link Extension from Sikanderpur Station to Sector 56, Gurgaon. The physical and financial progress achieved for FY 2015-16 was ₹ 1,133 Crore & ₹ 1,570.1 Crore respectively. The gross revenue and profit after Tax for FY 2015-16 was ₹ 725.70 Crore and ₹ 72.82 Crore respectively
- (22) **Vansh Nimay Infraprojects Limited** is engaged in the operations of Nagpur City Bus Services. The fare collection for FY 2015-16 was ₹ 59.1 Crore. The gross revenue and loss for FY 2015-16 was ₹ 59.2 Crore and ₹ 24.4 Crore respectively
- (23) **ITNL International Pte Ltd.,** is an Investment Holding Company. The gross revenue and the loss for FY 2015-16 was ₹ 124.75 Crore and ₹ 5.21 Crore respectively
- (24) **ITNL Offshore Pte Ltd.,** Singapore had issued 630 Mn RMB denominated bonds equivalent to USD 100 Mn, which were redeemed during the year under review. The gross revenue and loss for FY 2015-16 was ₹ 49.8 Crore and ₹ 3.54 Crore respectively
- (25) **ITNL Offshore Two Pte. Ltd.** Singapore raised funds in RMB markets to refinance the existing bonds issued by IOPL. The gross revenue and the loss for FY 2015-16 was ₹ 45.00 Crore and ₹ 5.74 Crore respectively

- (26) **ITNL Offshore Three Pte. Ltd.** Singapore has raised RMB 690 Million for funding overseas company. The gross revenue and the loss for FY 2015-16 was ₹ 7.97 Crore and ₹ 0.20 Crore respectively
- (27) **ITNL Africa Projects Ltd.**, Nigeria had been incorporated to source infrastructure business in the African countries. The loss after tax for the FY2015-16 was ₹ 0.6 Crore
- (28) **ITNL International DMCC**, Dubai has been incorporated to source infrastructure business in UAE and the Middle-east regime. The gross revenue and loss for FY2015-16 was ₹ 0.18 Crore and ₹ 24.23 Crore respectively
- (29) **Sharjah General Services Company LLC** has been incorporated to source infrastructure business in Sharjah. The loss for FY2015-16 was ₹ 2.08 Crore
- (30) **IIPL USA LLC.**, had been incorporated for undertaking road maintenance projects in the United States. The Loss for FY2015-16 was at ₹ 12.43 Crore
- (31) **ITNL Infrastructure Developer LLC** has been incorporated to source infrastructure business in UAE. The loss for FY2015-16 was ₹ 1.56 Crore
- (32) **Elsamex S.A.**, Spain is in the business of maintenance of roads, buildings and petrol stations. The gross revenue and profit after tax for the year ended December 31, 2015 was ₹ 545.77 Crore and ₹ 35.43 Crore
- (33) **Elsamex India Private Limited** is in the business of operation and maintenance of roads. The gross revenue and losses for the year ended December 31, 2015 was ₹ 3.71 Crore and ₹ 0.35 Crore respectively
- (34) **Elsamex Maintenance Services Limited** is in the business of operation and maintenance of roads. The gross revenue and profit after tax of the Company for the year 2016 was ₹ 317.82 Crore and ₹ 20.49 Crore respectively
- (35) **Grusamar India Limited** is in the business of providing services regarding conducting feasibility studies, detailed engineering, pre bid engineering, construction supervision, quality control and technical audits in the field of roads, railway, bridges, water supply, sewerage, tunnel, airport, hydro power, vehicle parking etc. The gross revenue and the profit for the year ended March 31, 2016 was ₹ 0.72 Crore and ₹ 0.08 Crore respectively
- (36) **Yala Construction Company Private Ltd**, The gross revenue and losses for the year ended December 31, 2015 was ₹ 3.78 Crore and ₹ 0.63 Crore respectively
- (37) **Alcantarilla Fotovoltaica S. L., Spain** is in the business of maintenance and operation of systems of power production of photovoltaic technology. The gross revenue and loss for the year ended December 31, 2015 was ₹ 3.38 Crore ₹ 0.59 Crore respectively
- (38) **Area De Servicio Coiros S. L. U., Spain** is in the business of operating gas service stations, sale of fuel, lubricants, radiator coolants and compressed air for tyres, sale of car accessories, vehicle washing services, etc. The gross revenue and profit after tax for the year ended December 31, 2015 was ₹ 3.73 Crore and ₹ 0.17 Crore respectively
- (39) **Area De Servicio Punta Umbria S. L. U.**, Spain is in the business of operating service stations, sale of fuel, lubricants, radiator coolants and compressed air for tyres, sale of car accessories, vehicle washing services, etc. The gross revenue and profit after tax for the year ended December 31, 2015 was ₹ 2.53 Crore and ₹ 0.51 Crore respectively
- (40) **Beosolarta S. L., Spain** is in the business of management and operation of alternative / renewable energies, rendering administrative management, maintenance and surveillance services. The gross revenue and losses for the year ended December 31, 2015 was ₹ 2.54 Crore and ₹ 0.18 Crore respectively
- (41) **CIESM INTEVIA, S.A. Spain** is in the business of analysis, testing and technical control of projects, materials, works and facilities, as well as construction quality control, drafting of studies, reports and other technical works concerning cartography, geotechnology, ecology, hydrology and environment. The gross revenue and losses for the year ended December 31, 2015 was ₹ 16.56 Crore at ₹ 0.40 Crore
- (42) **Control 7 S. A., Spain** is in the business of management and operation of research, development and consulting works in the areas of engineering, construction, environment, food, quality of life, industry in general and related products. The gross revenue and losses for the year ended December 31, 2015 was

₹ 14.67 Crore and ₹ 0.65 Crore respectively

- (43) **Elsamex International S. L., Spain** is in the business of quality control and technical management of all types of public or private works, including industrial, agricultural, civil engineering, railway and roads projects. The gross revenue and losses for the year ended December 31, 2015 was ₹ 18.49 Crore and ₹ 19.77 Crore respectively
- (44) **Elsamex Portugal Engenharia e Sistemas**, is in the business of Consulting Services in Civil Engineering. The gross revenue and profit after tax for the year ended December 31, 2015 was ₹ 15.06 Crore and ₹ 0.56 Crore respectively
- (45) **ESM Mantenimiento Integral de SA de CV, Mexico** is in the business of purchase, sale, import, export manufacture, maintenance etc. The gross revenue and profit after tax for the year ended December 31, 2015 was ₹ 4.40 Crore and ₹ 0.43 Crore respectively
- (46) **Grusamar Ingenieria Y Consulting, SL Sociedad Unipersonal, Spain** is in the business of preparation and follow-up of studies and projects, quality control and technical management of all types of public or private works, including industrial, agricultural, civil engineering, hydraulic, railway, airports, road and environmental projects. The gross revenue and profit after tax for the year ended December 31, 2015 for ₹ 58.71 Crore and ₹ 0.03 Crore respectively
- (47) **Inteval Gestao Integral Rodoviaria, S.A, Portugal** is in

the business of maintenance of roads. The gross revenue and profit after tax for at the year ended December 31, 2015 was ₹ 151.54 Crore ₹ 7.43 Crore respectively

- (48) **Mantenimiento y Conservacion de Vialidades S.A. de C.V., Mexico** undertakes routine maintenance, reconstruction, rehabilitation of bridges, road services, quality control and management of the work on road. The gross revenue and losses for the year ended December 31, 2015 was ₹ 21.14 Crore and ₹ 0.54 Crore respectively
- (49) **Senalizacion Viales e Imagen S.U., Spain** undertakes manufacturing, study, installation, conservation and repair works. The gross revenue and losses for the year ended December 31, 2015 was ₹ 19.21 Crore and ₹ 0.17 Crore respectively
- (50) **Atenea Seguridad y Medio ambiente S.A.,** provides all kind of services related to systems audit for labour risk prevention. The gross revenue and profit after tax for the year ended December 31, 2015 was ₹ 17.64 Crore and ₹ 2.99 Crore respectively
- (51) **GRICL Rail Bridge Development Company Limited** has been awarded the project for development, Operation & Maintenance of Rail Over Bridges in the State of Gujrat which is yet to commence activities.
- (52) **Grusamar India Limited** is in the business of providing services regarding conducting feasibility studies, detailed engineering, pre bid engineering, construction supervision, quality control and technical audits in the field of

roads, railway, bridges, water supply, sewerage, tunnel, airport, hydro power, vehicle parking etc. The gross revenue and profit for FY 2015-16 was ₹ 0.72 Crore and ₹ 0.08 Crore respectively.

- (53) **Rajasthan Land Holdings Limited** is engaged in real estate activities. The gross revenue and the loss after tax for FY 2015-16 was ₹ 4.15 Crore and ₹ 1.26 Crore respectively
- (54) **Chirayu Kath Real Estate Private Limited** is engaged in real estate activities. The gross revenue and the loss after tax for FY 2015-16 was Nil and ₹ 0.01 Crore respectively
- (55) **Devika Buildestate Private Limited** is engaged in real estate activities. The gross revenue and the loss after tax for FY 2015-16 was Nil and ₹ 0.03 Crore respectively
- (56) **Flamingo Landbase Private Limited** is engaged in real estate activities. The gross revenue and the loss after tax for FY 2015-16 was Nil and ₹ 0.01 Crore respectively

Joint Ventures

- (1) **Noida Toll Bridge Company Limited** had developed the Delhi Noida Bridge Project and carrying out the Operation and Maintenance of the same. The toll collection for FY 2015-16 was ₹ 111.6 Crore. The gross revenue and profit after tax for FY 2015-16 was ₹ 133.37 Crore and ₹ 82.44 Crore respectively
- (2) **Jorabat-Shillong Expressway Limited** has undertaken the development of four laning of the Jorabat to Shillong stretch in Meghalaya. The physical and financial progress achieved for FY

2015-16 was ₹ 853.3 Crore and ₹ 980.4 Crore respectively. The gross revenue and profit after Tax for FY 2015-16 was ₹ 114.7 Crore and ₹ 65.9 Crore respectively

- (3) **NAM Expressway Limited** has undertaken the Operation & Maintenance of Narketpally-Addanki-Medarametla Road in Andhra Pradesh. The gross revenue and loss for FY 2015-16 was ₹ 422.9 Crore and ₹ 10.3 Crore respectively
- (4) **Chongqing Yuhe Expressway Co. Ltd** has undertaken the operation, management and maintenance of the YuHe Expressway in China. The gross revenue of the Company and the Profit for the year was ₹ 512.4 Crore & ₹ 169.8 Crore respectively
- (5) **ITNL Elsamex JVCA, Botswana** undertakes maintenance & rehabilitation of roads. The gross revenue of the Company and loss for the year ended December 31, 2015 was ₹ 70.73 Crore and ₹ 9 Crore respectively
- (6) **Consortio de Obras Civiles, Conciviles S.R.L.**, is in the business of engineering and construction of civil works, full maintenance, quality control and technical direction. The company had no revenue in 2015 and losses for year ended December 31, 2015 was ₹ 0.46 Crore
- (7) **Vias y Construcciones Viacon S.R.L.**, is in the business of engineering and construction of civil works, full maintenance and drafting, quality control and technical direction. The losses for year ended December 31, 2015 was ₹ 0.16 Crore
- (8) **Geotecnia y Control de Qualitat S.A.** is in the business of technical

and geological services. The gross revenue and the loss for the year ended December 31, 2015 was ₹ 1.78 Crore and ₹ 0.004 Crore respectively

Associates

- (1) **Warora Chandrapur Ballarpur Toll Road Limited** has undertaken the Operation & Maintenance of Warora-Chandrapur-Ballarpur-Bamni Road in Maharashtra. The gross revenue and loss for FY 2015-16 was ₹ 27.6 Crore and ₹ 9.6 Crore
- (2) **Gujarat Road and Infrastructure Company Limited** has developed two projects namely, Vadodara Halol Road Project ("VHRP") and Ahmedabad Mehsana Road Project ("AMRP"), having total project length of 185.6 Lane km and 332.6 Lane km respectively in Gujarat. The toll collection for VHRP for FY 2015-16 was ₹ 43.2 Crore & for AMRP for FY 2015-16 was ₹ 85.8 Crore. The gross revenue and profit after tax of the Company for FY 2015-16 was ₹ 134.90 Crore and ₹ 0.2 Crore
- (3) **Thiruvananthapuram Road Development Company Limited** has undertaken the improvement work of Thiruvananthapuram City Roads. A part of Phase III of the project is currently under construction. The physical and financial progress achieved for FY 2015-16 was ₹ 86 Crore & ₹ 1,124.9 Crore respectively. The annuity received for Phase I, II and III for FY 2015-16 was ₹ 30.3 Crore. The gross revenue and loss for FY 2015-16 was ₹ 40.3 Crore and ₹ 19.8 Crore respectively
- (4) **Srinagar Sonamarg Tunnelway Ltd** has undertaken the development of a tunnel Srinagar Sonamarg Gumri Road in Jammu & Kashmir. The physical progress

achieved for FY 2015-16 was ₹ 0.12 Crore. The gross revenue and loss for FY 2015-16 was ₹ 61.8 Crore and ₹ 0.1 Crore respectively

- (5) **ITNL Toll Management Service Ltd** continues to handle Operations and Maintenance of the Delhi Noida Direct Flyway on a fixed monthly fee basis. The Fees for FY 2015-16 was ₹ 10.49 Crore. The gross revenue and profit of the Company for FY 2015-16 was ₹ 12.06 Crore and ₹ 0.06 Crore respectively
- (6) **CGI8 S.A.** is in the business of analysis of samples. The gross revenue and loss for the year ended December 31, 2015 was ₹ 0.83 Crore and ₹ 0.08 Crore respectively
- (7) **Sociedad concesionaria Autovía A-4 Madrid S.A.** is Maintaining and operating A-4 highway. The gross revenue and the profit after tax for the year ended December 31, 2015 was ₹ 106.95 Crore and ₹ 7.97 Crore
- (8) **Ramky Elsamex Hyderabad Ring Road Limited** undertakes maintenance and operations of Hyderabad outer ring road in Andhra Pradesh. The gross revenue of the Company and profit after tax for FY 2015-16 was ₹ 63.12 Crore and ₹ 4.27 Crore respectively

The following subsidiaries / associates are presently not carrying on any activities: (i) Conservacion De Infraestructuras De Mexico S.A. De C.V., (ii) Elsamex Road Technology Company Ltd, (iii) Elsamex SA LLC, USA, (iv) Grusamar Engenharia & Consultoria Brasil LTDA, (v) Grusamar Albania SHPK (vi) GIFT Parking Facilities Ltd, (vii) Badarpur Tollway Operations Management Ltd and (viii) Elsamex Construcao E Manutencao LTDA

Annexure II

May 13, 2016

To,
The Members,
IL&FS Transportation Networks Limited
Mumbai

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of provisions of corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **JAYSHREE DAGLI & ASSOCIATES**
Company Secretaries

Jayshree S. Joshi
F.C.S.1451 C.P.487

PS: Attached hereto is our Secretarial Audit Report (Form No. MR-3) of Even Date.

Form No. MR-3 Secretarial Audit Report

For The Financial Year ended March 31, 2016
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,
IL&FS Transportation Networks Limited
Mumbai

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by IL&FS Transportation Networks Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory

compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2016 complied

with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- (A) We have examined the books, papers, minute books, forms and returns filed and other records maintained by IL&FS Transportation Networks Limited ("the Company") for the financial year ended 31st March, 2016 according to the provisions of:

- | | | |
|---|---|--|
| <p>1. The Companies Act, 2013 ("the Act") and the rules made thereunder;</p> <p>2. The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made thereunder;</p> <p>3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;</p> <p>4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Overseas Direct Investment; RBI Master Circulars No. RBI/2014-15/100 and RBI/2015-16/56 dated July 1, 2014, and July 1, 2015, respectively; and Operational Guidelines issued by FIMMDA (Fixed Income Money Market and Derivatives Association of India) effective from 30th June, 2001 (as amended from time to time) w.r.t. Issue of commercial Papers.</p> <p>5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-</p> <p>(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;</p> <p>(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015</p> <p>(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;</p> <p>(d) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;</p> <p>(e) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies</p> | <p>Act and dealing with client;</p> <p>(f) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.</p> <p>6. Based on the nature of activities of the Company, Labour Laws and other Laws to the extent applicable as enumerated below:</p> <p>a) Industrial Disputes Act, 1947</p> <p>b) Payment Of Wages Act, 1936</p> <p>c) Employees' State Insurance Act, 1948</p> <p>d) The Employees' Provident Fund And Miscellaneous Provisions Act, 1952</p> <p>e) The Payment Of Bonus Act, 1965</p> <p>f) The Payment Of Gratuity Act, 1972</p> <p>g) The Employees' Compensation Act, 1923 (Earlier Known As Workmen's Compensation Act, 1923)</p> <p>h) Equal Remuneration Act, 1976</p> <p>i) The Employment Exchange (Company Notification Of Vacancies) Act, 1956</p> <p>j) The Child Labour (Prohibition And Regulation) Act, 1986</p> <p>k) The Industrial Employment (Standing Orders) Act, 1946</p> <p>l) The Maternity Benefit Act, 1961</p> <p>m) Shops And Establishments Act, 1948</p> <p>n) The Sexual Harassment Of Women At The Workplace (Prevention, Prohibition & Redressal) Act, 2013.</p> <p>(B) We have also examined compliance with the applicable clauses of the following:</p> <p>1. Secretarial Standards (SS-1 & SS-2) issued by the Institute of Company Secretaries of India approved by the Central Government, effective from 1st July, 2015.</p> <p>2. The Listing Agreements</p> | <p>entered into by the Company with BSE Limited and National Stock Exchange of India Limited.</p> <p>The compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit since the same has been subject to review by the Statutory Auditors and other designated professionals</p> <p>During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above except some delay in filing of some of the Forms with the Ministry of Corporate Affairs (MCA).</p> <p>During the period under review, the provisions of the following regulations (as enumerated in the prescribed format of Form MR-3) were not applicable to the Company:</p> <p>(i) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; and The Securities Exchange Board of India (Share Based Employee Benefits) Regulations 2014;</p> <p>(ii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2009;and</p> <p>(iii) The Securities and Exchange Board of India (Buyback of Securities) Regulations 1998.</p> <p>We further report that -
The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors that took place during the year under review.</p> <p>Adequate notice had been given to all</p> |
|---|---|--|

the Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and that a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Unanimous decisions were carried through as there was no case of dissent of any Director in respect of any decision and was accordingly captured and recorded as part of the minutes.

We further report that-

There are adequate systems and processes in place in the Company

commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that –

During the year under audit, the Company has following specific events / actions having impact on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

- (i) Allotment of 2,250 Non-Convertible Debentures of ₹ 10.00 lacs each on April 27, 2015
- (ii) Allotment of 1,250 Non-Convertible Debentures of ₹ 10.00 lacs each on May 8, 2015
- (iii) Allotment of 1,000 Non-

- Convertible Debentures of ₹ 10.00 lacs each on July 10, 2015
- (iv) Allotment of 8,22,40,007 Equity Shares on Rights basis on November 4, 2015
- (v) Allotment of 7,800 Non-Convertible Debentures of ₹ 5.00 lacs each on March 23, 2016
- (vi) Allotment of 4,250 Non-Convertible Debentures of ₹ 10.00 lacs each on March 30, 2016

For **JAYSHREE DAGLI & ASSOCIATES**
Company Secretaries

Jayshree S. Joshi
F.C.S.1451 C.P.487

Mumbai
May 13, 2016

Annexure III Form No. MGT-9 EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and other details:

Sr. No.	Particulars	
1.	CIN	L45203MH2000PLC129790
2.	Registration Date	November 29, 2000
3.	Name of the Company	IL&FS Transportation Networks Limited
4.	Category / Sub-Category of the Company	Public Company
5.	Address of the Registered office and contact details	The IL&FS Financial Centre, Plot no. C-22, G – Block, Bandra – Kurla Complex, Bandra (East), Mumbai 400 051
5.	Whether listed company Yes / No	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private Ltd C-13 Pannalal Silk Mills Compound, L B S Marg, Bhandup (West), Mumbai – 400 078 Phone: +91 22 25963838 Fax: +91 22 25946969

II. Principal business activities of the company

Business activities contributing 10 % or more of the total turnover of the company are:-

Sr. No	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Development, Implementation, Construction Management, Operation & Management of Toll Roads And Advisory Services Relating To Road Sector Projects In India	42101	78.13

III. Particulars of holding, subsidiary and associate companies including Jointly Controlled Entities

Sr No.	Name and address of The company	CIN/GLN	Holding/ Subsidiary/ Jointly Controlled Entities Associate	% of shares held	Applicable section of the Companies Act, 2013
Holding Company					
1.	Infrastructure Leasing & Financial Services Ltd Address: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U65990MH1987PLC044571	Holding	71.92	2(46)
Subsidiary Companies					
1.	Amravati Chikhli Expressway Limited Address : The IL&FS Financial Centre, Plot No C-22, G Block Bandra Kurla Complex, Bandra-East Mumbai Mumbai City Mh 400051 In	U45201MH2015PLC267727	Subsidiary	100.00	2(87)
2.	Badarpur Tollway Operations Management Limited Address : Toll Plaza, Mayur Vihar Link Road, Delhi - 110092	U45203DL2010PLC210680	Subsidiary	100.00	2(87)
3.	Baleshwar Kharagpur Expressway Limited Address : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45400MH2012PLC228590	Subsidiary	100.00	2(87)
4.	Barwa Adda Expressway Limited Address : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45400MH2013PLC242336	Subsidiary	100.00	2(87)
5.	Charminar RoboPark Limited Address : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45400MH2011PLC220224	Subsidiary	89.20	2(87)
6.	Chenani Nashri Tunnelway Limited Address : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45400MH2010PLC203614	Subsidiary	100.00	2(87)
7.	East Hyderabad Expressway Limited Address : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45203MH2007PLC172133	Subsidiary	74.00	2(87)
8.	Fagne Songadh Expressway Limited Address : The IL&FS Financial Centre, Plot No C-22, G Block Bandra Kurla Complex, Bandra-East Mumbai Mumbai City MH 400051 In	U45201MH2015PLC267730	Subsidiary	100.00	2(87)
9.	Futureage Infrastructure India Limited Address: 3rd Floor, A-1, Crescent Krishna Metropolis. Rukminipuri, A S Rao Nagar, Hyderabad – 500062 Telangana	U45200TG2006PLC049721	Subsidiary	58.48	2(87)

Sr No.	Name and address of The company	CIN/GLN	Holding/ Subsidiary/ Jointly Controlled Entities Associate	% of shares held	Applicable section of the Companies Act, 2013
10.	GIFT Parking Facilities Limited Address: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45400MH2014PLC251885	Subsidiary	100.00	2(87)
11.	Hazaribagh Ranchi Expressway Limited Address: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45203MH2009PLC191070	Subsidiary	99.99	2(87)
12.	IL&FS Rail Limited Address : 2nd Floor, Ambience Corporate Towers, Ambience Island, National Highway # 8 Gurgaon - 122001	U63040HR2008PLC039089	Subsidiary	79.89	2(87)
13.	ITNL Road Infrastructure Development Company Limited Address : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45400MH2007PLC175415	Subsidiary	100.00	2(87)
14.	Jharkhand Road Projects Implementation Company Limited Address : 443 A, Road No. 5, Ashok Nagar, Ranchi – 834002	U45200JH2009PLC013693	Subsidiary	93.43	2(87)
15.	Jharkhand Infrastructure Implementation Co Limited Address : 2nd Floor, 443/A, Road No. 5, Ashok Nagar Ranchi Ranchi JH 834001 IN	U45201JH2015PLC003025	Subsidiary	99.60	2(87)
16.	Karyavattom Sports Facilities Limited Address: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U70102MH2011PLC223656	Subsidiary	100.00	2(87)
17.	Kiratpur NerChowk Expressway Limited Address : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45203MH2012PLC226792	Subsidiary	100.00	2(87)
18.	Khed Sinnar Expressway Limited Address : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45209MH2013PLC242133	Subsidiary	100.00	2(87)
19.	Moradabad Bareilly Expressway Limited Address : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45208MH2010PLC198737	Subsidiary	100.00	2(87)
20.	MP Border Checkpost Development Company Limited Address : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45203MH2010PLC209046	Subsidiary	74.00	2(87)

Sr No.	Name and address of The company	CIN/GLN	Holding/ Subsidiary/ Jointly Controlled Entities Associate	% of shares held	Applicable section of the Companies Act, 2013
21.	Pune Sholapur Road Development Company Limited Address : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45203MH2009PLC195154	Subsidiary	90.91	2(87)
22.	Rajasthan Land Holdings Limited Address : 1st Floor, LIC Jeevan Nidhi Building Ambedkar Circle, Bhawani Singh Road Jaipur RJ 302005 IN	U45201RJ2008PLC026520	Subsidiary	100.00	2(87)
23.	Flamingo Landbase Private Limited Address : 1st Floor, LIC Jeevan Nidhi Building Ambedkar Circle, Bhawani Singh Road, Jaipur - 302005	U45201RJ2008PTC027419	Subsidiary	100.00	2(87)
24.	Devika Buildestate Private Limited Address : 1st Floor, LIC Jeevan Nidhi Building Ambedkar Circle, Bhawani Singh Road, Jaipur - 302005	U45201RJ2008PTC027293	Subsidiary	100.00	2(87)
25.	Chirayu Kath Real Estate Private Limited Address : 1st Floor, LIC Jeevan Nidhi Building Ambedkar Circle, Bhawani Singh Road, Jaipur - 302005	U45201RJ2008PTC027285	Subsidiary	100.00	2(87)
26.	Scheme of ITNL Road Investment Trust Address: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	NA	Subsidiary	100.00	2(87)
27.	Sikar Bikaner Highway Limited Address : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45203MH2012PLC229612	Subsidiary	100.00	2(87)
28.	West Gujarat Expressway Limited Address: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U60200MH2005PLC151958	Subsidiary	74.00	2(87)
29.	Andhra Pradesh Expressway Limited Address: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U63031MH2005PLC157256	Subsidiary	86.74	2(87)
30.	Elsamex India Private Limited Address: 306, Aggarwal Mall, Sector-5, Dwarka, New Delhi - 110075	U74140DL1999PTC097789	Subsidiary	99.15	2(87)
31.	Elsamex Maintenance Services Limited Address: 306, Aggarwal Mall, Sector-5, Dwarka, New Delhi - 110075	U45201DL2013FLC257680	Subsidiary	99.88	2(87)
32.	Grusamar India Limited Address: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45400MH2012FLC236837	Subsidiary	100.00	2(87)

Sr No.	Name and address of The company	CIN/GLN	Holding/ Subsidiary/ Jointly Controlled Entities Associate	% of shares held	Applicable section of the Companies Act, 2013
33.	GRICL Rail Bridge Development Company Limited Address : 301, Shapath-1 Complex, Opp: Rajpath Club, Nr. Madhur Hotel, Sarkhej Highway, Bodakdev, Ahmedabad Ahmedabad Gj 380015 In	U45203GJ2014PLC078880	Subsidiary	100.00	2(87)
34.	North Karnataka Expressway Limited Address: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45203MH2001PLC163992	Subsidiary	93.50	2(87)
35.	Rapid MetroRail Gurgaon Limited Address : 2nd Floor, Ambience Corporate Towers, Ambience Island, National Highway#8, Gurgaon – 122001	U60200HR2009PLC039116	Subsidiary	42.46	2(87)
36.	Rapid MetroRail Gurgaon South Limited Address : 2nd Floor, Ambience Corporate Towers, Ambience Island, National Highway#8, Gurgaon - 122001	U35990HR2012PLC046882	Subsidiary	86.93	2(87)
37.	Vansh Nimay Infraprojects Limited Address : The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45201MH2006PLC166149	Subsidiary	90.00	2(87)
38.	Yala Construction Co Private Limited Address : 306, Aggarwal Mall, Sector-5, Dwarka, New Delhi - 110075	U45201DL2000PTC103620	Subsidiary	96.03	2(87)
39.	ATENEA SEGURIDAD Y MEDIO AMBIENTE, S.A.U. Address: Calle San Severo nº18 Madrid, Spain-28042	NA	Subsidiary	100.00	2(87)
40.	Elsamex, S.A. Address: San Severo nº18 Madrid, Spain-28042	NA	Subsidiary	100.00	2(87)
41.	ITNL International Pte. Ltd. Address: 8 Marina Boulevard 05-2 Marina Bay Financial Centre Singapore-018981	NA	Subsidiary	100.00	2(87)
42.	ITNL Offshore Pte. Ltd. Address: 8 Marina Boulevard 05-2 Marina Bay Financial Centre Singapore-018981	NA	Subsidiary	100.00	2(87)
43.	ITNL Offshore Two Pte. Ltd Address: 8 Marina Boulevard 05-2 Marina Bay Financial Centre Singapore-018981	NA	Subsidiary	100.00	2(87)
44.	ITNL Offshore Three Pte. Ltd Address: 8 Marina Boulevard 05-2 Marina Bay Financial Centre Singapore-018981	NA	Subsidiary	100.00	2(87)
45.	Alcantarilla Fotovoltaica, S.L. Address: San Severo nº18 Madrid, Spain-28042	NA	Subsidiary	100.00	2(87)
46.	Area De Servicio Coiros S.L.U. Address: San Severo nº18 Madrid, Spain-28042	NA	Subsidiary	100.00	2(87)

Sr No.	Name and address of The company	CIN/GLN	Holding/ Subsidiary/ Jointly Controlled Entities Associate	% of shares held	Applicable section of the Companies Act, 2013
47.	Area De Servicio Punta Umbria, S.L.U Address: San Severo nº18 Madrid, Spain-28042	NA	Subsidiary	100.00	2(87)
48.	Beasolarta S. L., Spain Address: San Severo nº18 Madrid, Spain-28042	NA	Subsidiary	100.00	2(87)
49.	CISEM-INTEVIA, S.A Address: San Severo nº18 Madrid, Spain-28042	NA	Subsidiary	100.00	2(87)
50.	Conservacion De Infraestructuras De Mexico S.A. De C.V Address: Avda. Prolongación Tecnológico nº950B CO. San Pablo, Queretaro, Mexico- 76130	NA	Subsidiary	96.40	2(87)
51.	Control 7, S.A. Address: Poligono Malpica Santa Isabel, calle E parecela 59-61, nave 9. Zaragoza, Spain-50057	NA	Subsidiary	100.00	2(87)
52.	Elsamex Construção E Manutenção LTDA Adress: Rua Gonçalves Maia nº207, Soledade Recife PE.	NA	Subsidiary	99.99	2(87)
53.	Elsamex Internacional, S.L, Sociedad Unipersonal Address: San Severo nº18 Madrid, Spain-28042	NA	Subsidiary	100.00	2(87)
54.	Elsamex Portugal S.A. Address: Rua Quinta das Romeiras, edificio Eduardo Viana nº104 6 Esqu. 1495-236 Alges	NA	Subsidiary	70.00	2(87)
55.	ELSAMEX COLOMBIA SAS Address: Bogota DC, Colombia	NA	Subsidiary	100.00	2(87)
56.	ESM Mantenimiento Integral de SA de CV Address: Avda. Prolongación Tecnológico nº950B CO. San Pablo, Queretaro, Mexico- 76130	NA	Subsidiary	100.00	2(87)
57.	Grusamar Albania SHPK Address: Rr.Hik Kolli nº26/2 Tirana, Albania	NA	Subsidiary	51.00	2(87)
58.	GRUSAMAR INGENIERIA CONSULTING COLOMBIA SAS Address: Bogota DC, Colombia	NA	Subsidiary	100.00	2(87)
59.	Grusamar Ingenieria Y Consulting, SL Sociedad Unipersonal Address: San Severo nº18 Madrid, Spain-28042	NA	Subsidiary	100.00	2(87)
60.	Inteval Gestao Integral Rodoviaria, S.A. Address: Avenida do Brasil nº43, 5 direito, Lisboa, Portugal-1700-062	NA	Subsidiary	100.00	2(87)
61.	ITNL International DMCC – Dubai (erstwhile ITNL International JLT) Address: 608-609, Jumeraih Business Centre, Cluster G, Jumeraih Lake Towers, P O Box no. 309018, Dubai, UAE	NA	Subsidiary	100.00	2(87)
62.	ITNL Africa Projects Limited Address: 4th floor, Bank of Industry Bldg, Central Business District, Abuja	NA	Subsidiary	100.00	2(87)

Sr No.	Name and address of The company	CIN/GLN	Holding/ Subsidiary/ Jointly Controlled Entities Associate	% of shares held	Applicable section of the Companies Act, 2013
63.	IIPL USA LLC Address: 910 Foulk Road, suite 201 Willimington, New Castle County, Delaware, USA-19803	NA	Subsidiary	100.00	2(87)
64.	Mantenimiento y Conservacion de Vialidades S.A. de C.V, Address: Avda. Prolongación Tecnologico n°950B CO. San Pablo, Queretaro, Mexico- 76130	NA	Subsidiary	64.00	2(87)
65.	Senalizacion Viales e Imagen S.U. Address: Poligono Industrial la variante. La Grajera n°2, Ladero, la Rioja-26140	NA	Subsidiary	100.00	2(87)
66.	Elsamex S.A. LLC Address: 910 Foulk Road, Suite 201, Wilmington, New Castle County, Delaware, USA-19803	NA	Subsidiary	100.00	2(87)
67.	Grusumar Engenharia & Consultoria Brasil LTDA Address: Rua Gonçalves Maia n° 207, Soledade Recife P.E	NA	Subsidiary	99.99	2(87)
68.	Sharjah General Services Company LLC Address: 906- Al Batha Tower, Sharjah, United Arab Emirates	NA	Subsidiary (through Board control)	49.00	2(87)
Jointly Controlled Entities					
1.	Noida Toll Bridge Company Limited Address : DND Flyway Toll Plaza, Noida	L45101UP1996PLC019759	Joint Venture	25.35	2(6)
2.	N.A.M. Expressway Limited Address : 6-3-1089/G/10&11, Gumohar Avenue, Rajbhavan Road, Somajiguda, Hyderabad - 500082	U45209TG2010PLC068968	Joint Venture	50.00	2(6)
3.	Jorabat Shillong Expressway Limited Address: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45203MH2010PLC204456	Joint Venture	50.00	2(6)
4.	Chongqing YuHe Expressway Company Limited Address: No. 66, Yinshan Road, Yubei District, Chongqing, China- 401120	NA	Joint Venture	49.00	2(6)
5.	Consortio de Obras Civiles, Conciviles SRL Address: Avenida 27 de Febrero n°272 Edificio J.P., la Julia. Santo Domingo, Distrito Nacional Republica Dominicana	NA	Joint Venture	34.00	2(6)
6.	Vias Y Construcciones S.R.L Address: Avenida 27 de Febrero n°272 Edificio J.P., la Julia. Santo Domingo, Distrito Nacional Republica Dominicana	NA	Joint Venture	50.00	2(6)

Sr No.	Name and address of The company	CIN/GLN	Holding/ Subsidiary/ Jointly Controlled Entities Associate	% of shares held	Applicable section of the Companies Act, 2013
7.	Geotecnia y Control de Qualitat SA Address: c/Berguedá nº 15, bloque B, nave 11, Polígono Industrial Can Bernadés-Subirá, 08130 Santa Perpetua de la Mogoda (Barcelona)	NA	Joint Venture	50.00	2(6)
Associates					
1.	Gujarat Road And Infrastructure Company Limited Address : Office of The Secretary, To The Govt of Gujarat, Roads And Building Department, Gandhinagar	U65990GJ1999PLC036086	Associate	41.81	2(6)
2.	Thiruvananthapuram Road Development Company Limited Address: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45203MH2004PLC144789	Associate	50.00	2(6)
3.	ITNL Toll Management Services Limited (subsidiary of NTBCL) Address : The Toll Plaza, DND Flyway, Noida - 201301	U45203UP2007PLC033529	Associate	49.00	2(6)
4.	Warora Chandrapur Ballarpur Toll Road Limited Address: 4th Floor Madhu Madhav Tower, Laxmi Bhuvan Square, Dharampeth, Nagpur - 440010	U45203MH2009PLC196776	Associate	35.00	2(6)
5.	Srinagar Sonmarg Tunnelway Limited Address: The IL&FS Financial Centre, Plot No. C-22, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400051	U45400MH2013PLC241828	Associate	49.00	2(6)
6.	CGI 8 SA Polígono de San Cipria de Viñas de Orense Calle número 6, parcela 33 – 32901 Orense	NA	Associate	49.00	2(6)
7.	Sociedad concesionaria Autovia A-4 Madrid S.A Caballero Andante, número 8 – 28021 (Madrid)	NA	Associate	48.75	2(6)
8.	Ramky Elsamex Hyderabad Ring Road Limited Address: Ramky House 6-3-1089/G/10&11 Gulmohar Avenue Rajbhavan Road, Somajiguda Hyderabad- 500082, AP	NA	Associate	26.00	2(6)
9.	ELSAMEX INFRASTRUCTURE COMPANY WLL Address: Doha, Qatar	NA	Associate	44.00	2(6)
10.	Elsamex Road Technology Co. Ltd Address: Block C,1/F Eldex Industrial Building, 21 Ma Tau Wai Road, Hung Hom, Kowloon, Hong Kong	NA	Associate	23.44	2(6)

Note: Effective holding as given in financial statements

IV. Share holding pattern (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
A. Promoters										
(1) Indian	-	-	-	-	-	-	-	-	-	-
a) Individual/HUF	-	-	-	-	-	-	-	-	-	-
b) Central Govt. or State Govt.	-	-	-	-	-	-	-	-	-	-
c) Bodies Corporates	17,46,49,776	-	17,46,49,776	70.7887	24,08,49,000	-	24,08,49,000	73.2153	2.4266	increase
d) Bank/FI	-	-	-	-	-	-	-	-	-	-
e) Any other (PAC)	-	-	-	-	-	-	-	-	-	-
Sub Total:(A) (1)	17,46,49,776	0	17,46,49,776	70.7887	24,08,49,000	-	24,08,49,000	73.2153	2.4266	increase
(2) Foreign	-	-	-	-	-	-	-	-	-	-
a) NRI- Individuals	-	-	-	-	-	-	-	-	-	-
b) Other Individuals	-	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-	-
e) Any other...	-	-	-	-	-	-	-	-	-	-
Sub Total (A) (2)	-	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A)(1)+(A)(2)	17,46,49,776	0	17,46,49,776	70.7887	24,08,49,000	-	24,08,49,000	73.2153	2.4266	increase
B. Public Shareholding										
(1) Institutions	-	-	-	-	-	-	-	-	-	-
a) Mutual Funds	47,89,148	-	47,89,148	1.9411	36,98,319	-	36,98,319	1.1243	-0.8168	decrease
b) Banks/FI	18,23,773	-	18,23,773	0.7392	19,57,880	-	19,57,880	0.5952	-0.144	decrease
c) Central govt	-	-	-	-	-	-	-	-	-	-
d) State Govt.	-	-	-	-	-	-	-	-	-	-
e) Venture Capital Fund	-	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-	-
g) FII/S	1,43,61,193	-	1,43,61,193	5.8208	1,72,52,920	-	1,72,52,920	5.2447	-0.576	decrease
h) Foreign Venture Capital Funds	1,19,351	-	1,19,351	0.0484	-	-	-	-	-0.0484	decrease
i) Others (specify)	-	-	-	-	-	-	-	-	-	-
i) Foreign Portfolio Investor (Corporate)	1,06,829	-	1,06,829	0.0433	68,89,764	-	68,89,764	2.0944	2.0511	increase
Sub Total (B)(1):	2,12,00,294	-	2,12,00,294	8.5929	2,97,98,883	-	2,97,98,883	9.0585	0.4659	increase
(2) Non Institutions	-	-	-	-	-	-	-	-	-	-
a) Bodies corporates	1,64,96,223	-	1,64,96,223	6.6862	1,20,48,478	-	1,20,48,478	3.6626	-3.0236	decrease
i) Indian	-	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto ₹ 1 lakhs	84,32,044	1519	84,33,563	3.4183	1,41,40,886	4,869	1,41,45,755	4.3001	0.8818	increase
ii) Individuals shareholders holding nominal share capital in excess of ₹ 1 lakhs	54,13,796	-	54,13,796	2.1943	1,11,67,074	-	1,11,67,074	3.3947	1.2004	increase
c) Others (specify)	-	-	-	-	-	-	-	-	-	-
Clearing Member	5,31,994	-	5,31,994	0.2156	7,45,399	-	7,45,399	0.2266	0.011	increase
Foreign Company	1,34,51,426	-	1,34,51,426	5.4521	1,07,11,561	-	1,07,11,561	3.2562	-2.1959	decrease
Non Resident Indians (REPAT)	7,95,801	-	7,95,801	0.3226	3,11,438	-	3,11,438	0.0947	-0.2279	decrease
Non Resident Indians (Non Repat)	1,35,454	-	1,35,454	0.0549	14,91,400	-	14,91,400	0.4534	0.3985	increase
Relatives Of Directors	22,03,909	-	22,03,909	0.8933	5,639	-	5,639	0.0017	-0.8916	decrease
Trusts	34,07,784	-	34,07,784	1.3812	34,06,784	-	34,06,784	1.0356	-0.3456	decrease
Any Other	-	-	-	-	42,78,616	-	42,78,616	1.3006	1.3006	increase
Sub Total:(B) (2)	5,08,68,431	1519	5,08,69,950	20.6185	5,83,07,275	4,869	5,83,12,144	17.7262	-2.8923	decrease
Total Public Shareholding (B) = (B) (1) + (B) (2)	7,20,68,725	1519	7,20,70,244	29.2113	8,81,06,158	4,869	8,81,11,027	26.7847	-2.4266	decrease
C. Shares held by Custodian for GDRs & ADRs										
Grand Total (A+B+C)	24,67,18,501	1519	24,67,20,020	100.0000	32,89,55,158	4869	32,89,60,027	100.0000		

ii) Shareholding of Promoters

Sl. No	Category of Shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% change during the year
		Demat	Physical	Total	Demat	Physical	Total	
1	Infrastructure Leasing & Financial Services Ltd	17,14,50,000	69.49	98.17	23,65,82,632	71.92	71.19	2.43
2	IL&FS Financial Services Limited	31,99,776	1.30	-	42,66,368	1.30	0.00	0.00
	Total	17,46,49,776	70.79	98.17	24,08,49,000	73.22	71.19	2.43

iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Name of Shareholders	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning of the year/ end of the year (31-03-14)	% of total shares of the company				No. of shares	% of total shares of the company
1	Infrastructure Leasing & Financial Services Ltd	17,14,50,000	69.49	04/11/2015	6,51,32,632	Issue of shares on rights basis	23,65,82,632	71.92
2	Infrastructure Leasing & Financial Services Ltd	31,99,776	1.30	04/11/2015	10,66,592	Issue of shares on rights basis	42,66,368	1.30

IV) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Name of Shareholders	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning of the year/ end of the year (31-03-15)	% of total shares of the company				No. of shares	% of total shares of the company
1.	Government Pension Fund Global	44,61,163	1.81	31/03/2015				
				12/06/2015	24,35,000	Transfer	68,96,163	2.7951
				19/06/2015	4,00,000	Transfer	72,96,163	2.9573
				07/08/2015	13,05,795	Transfer	86,01,958	3.4865
				14/08/2015	(5,79,697)	Transfer	80,22,261	3.2516
				21/08/2015	5,65,000	Transfer	85,87,261	3.4806
				25/09/2015	63,000	Transfer	86,50,261	3.5061
				30/09/2015	17,000	Transfer	86,67,261	3.5130
				13/11/2015	35,37,854	Transfer	1,22,05,115	3.7102
				27/11/2015	(78,300)	Transfer	1,21,26,815	3.6864
				04/12/2015	(1,58,000)	Transfer	1,19,68,815	3.6384
				11/12/2015	(2,28,000)	Transfer	1,17,40,815	3.5691
		18/12/2015	(62,000)	Transfer	1,16,78,815	3.5502		

Sl. No.	Name of Shareholders	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning of the year/ end of the year (31-03-15)	% of total shares of the company				No. of shares	% of total shares of the company
				25/12/2015	(36,000)	Transfer	1,16,42,815	3.5393
				31/12/2015	(42,000)	Transfer	1,16,00,815	3.5265
				08/01/2016	(3,27,192)	Transfer	1,12,73,623	3.4270
				15/01/2016	(1,09,647)	Transfer	1,11,63,976	3.3937
				22/01/2016	(1,92,561)	Transfer	1,09,71,415	3.3352
				26/02/2016	4,17,000	Transfer	1,13,88,415	3.4619
				04/03/2016	1,83,000	Transfer	1,15,71,415	3.5176
2	Standard Chartered IL and FS Asia Infrastructure Growth Fund Company Pte Limited	80,33,671	3.2562	31/03/2015				
				13/11/2015	26,77,890	Transfer	1,07,11,561	3.2562
3	Tata Balanced Fund	12,00,000	1.3808	31/03/2015				
				07/08/2015	12,20,000	Transfer	24,20,000	0.9809
				13/11/2015	8,06,666	Transfer	32,26,666	0.9809
4	National Westminster Bank Plc As Trustee of The Jupiter India Fund	18,18,640	0.7371	31/03/2015				
				13/11/2015	6,06,213	Transfer	24,24,853	0.7371
5	Danske Invest Sicav-Sif-Emerging And Frontier Markets Smid	50,000	0.0203	31/03/2015				
				10/04/2015	1,00,000	Transfer	1,50,000	0.0608
				17/04/2015	1,00,000	Transfer	2,50,000	0.1013
				24/04/2015	20,000	Transfer	2,70,000	0.1094
				01/05/2015	85,000	Transfer	3,55,000	0.1439
				08/05/2015	1,50,000	Transfer	5,05,000	0.2047
				22/05/2015	1,36,000	Transfer	6,41,000	0.2598
				29/05/2015	4,65,500	Transfer	11,06,500	0.4485
				05/06/2015	1,72,000	Transfer	12,78,500	0.5182
				12/06/2015	2,00,000	Transfer	14,78,500	0.5993
				07/08/2015	2,00,000	Transfer	16,78,500	0.6803
				14/08/2015	20,000	Transfer	16,98,500	0.6884
				21/08/2015	40,000	Transfer	17,38,500	0.7046
				11/09/2015	(31,050)	Transfer	17,07,450	0.6921
				18/09/2015	(44,350)	Transfer	16,63,100	0.6741
				13/11/2015	6,25,000	Transfer	22,88,100	0.6956
				20/11/2015	(45,000)	Transfer	22,43,100	0.6819
				27/11/2015	(1,03,290)	Transfer	21,39,810	0.6505
				18/12/2015	(40,000)	Transfer	20,99,810	0.6383
				31/03/2016	1,00,000	Transfer	21,99,810	0.6687

Sl. No.	Name of Shareholders	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning of the year/ end of the year (31-03-15)	% of total shares of the company				No. of shares	% of total shares of the company
6	Bajaj Allianz Life Insurance Company Ltd.	32,60,823	1.3217	31/03/2015				
				24/04/2015	(1,00,000)	Transfer	31,60,823	1.2811
				01/05/2015	(7,000)	Transfer	31,53,823	1.2783
				08/05/2015	(9,000)	Transfer	31,44,823	1.2747
				21/08/2015	(2,00,000)	Transfer	29,44,823	1.1936
				28/08/2015	(73,000)	Transfer	28,71,823	1.1640
				09/10/2015	(60,000)	Transfer	28,11,823	0.8548
				16/10/2015	(77,000)	Transfer	27,34,823	0.8314
				30/10/2015	(1,16,335)	Transfer	26,18,488	0.7960
				13/11/2015	3,00,000	Transfer	29,18,488	0.8872
		18/03/2016	(7,50,000)	Transfer	21,68,488	0.6592		
7	ICICI Lombard General Insurance Company Ltd	10,00,000	0.4053	31/03/2015				
				13/11/2015	5,52,336	Transfer	15,52,336	0.4719
				18/12/2015	3,15,000	Transfer	18,67,336	0.5676
				31/12/2015	1,32,664	Transfer	20,00,000	0.6080
8	Bajaj Holdings And Investment Ltd	18,80,412	0.7622	31/03/2015				
				18/03/2016	(20,639)	Transfer	18,59,773	0.5653
				31/03/2016	(82,130)	Transfer	17,77,643	0.5404
9	Jupiter South Asia Investment Company Limited - South Asia Access Fund	7,75,000	0.3141	31/03/2015				
				13/11/2015	2,58,333	Transfer	10,33,333	0.3141
10	Canara Robeco Mutual Fund A/C Canara Robeco Equity Tax Saver	13,26,060	0.5375	31/03/2015				
				17/04/2015	(2779)	Transfer	13,23,281	0.5363
				01/05/2015	(33,138)	Transfer	12,90,143	0.5229
				08/05/2015	(83,253)	Transfer	12,06,890	0.4892
				29/05/2015	(1,08,235)	Transfer	10,98,655	0.4453
				05/06/2015	(73,440)	Transfer	10,25,215	0.4155
				31/07/2015	(1,05,209)	Transfer	9,20,006	0.3729
				07/08/2015	(3,00,000)	Transfer	6,20,006	0.2513
				14/08/2015	(48,900)	Transfer	5,71,106	0.2315
				30/10/2015	(1,04,814)	Transfer	4,66,292	0.1890
				17/04/2015	(2,779)	Transfer	13,23,281	0.5363

V. Shareholding of Directors:

Sl. No.	Name of Shareholders	Shareholding		Date	Increase / (Decrease) in Shareholding	Reason	Cumulative Shareholding during the year (01-04-15 to 31-03-16)	
		No. of shares at the beginning of the year/ end of the year (31-03-14)	% of total shares of the company				No. of shares	% of total shares of the company
1	Deepak Dasgupta Non-Executive Director	79	Negligible	01-04-15	0	Nil movement during the year	79	Negligible
2	R C Sinha Non-Executive Director	70	Negligible	01-04-15	0	Nil movement during the year	70	Negligible
3	H P Jamdar Non-Executive Director	0	0	01-04-15	0	Nil Holding	0	0
4	Deepak Satwalekar Non-Executive Director	0	0	01-04-15	0	Nil Holding	0	0
5	Neeru Singh Non-Executive Director	0	0	01-04-15	0	Nil Holding	0	0
6	Ravi Parthasarathy Non-Executive Director	3,99,796	0.16	01-04-15	1,33,265	Allotment of Rights shares	5,33,061	0.16
				04-11-15				
7	Hari Sankaran Non-Executive Director	4,32,916	0.18	01-04-15	2,05,000	Allotment of Rights shares	6,37,916	0.19
				04-11-15				
8	Arun K Saha Non-Executive Director	4,01,801	0.16	01-04-15	0	Nil movement during the year	4,01,801	0.16
9	Pradeep Puri Non-Executive Director	40,198	0.02	01-04-15	13,399	Allotment of Rights shares	53,597	0.02
				04-11-15				
10	Vibhav Kapoor Non-Executive Director	3,99,796	0.16	01-04-15	0	Nil movement during the year	3,99,796	0.16
11	K Ramchand Managing Director	4,15,901	0.17	01-04-15	1,70,000	Allotment of Rights shares	5,85,901	0.18
				04-11-15				
12	Mukund Sapre Executive Director	1,09,139	0.04	01-04-15	60,281	Allotment of Rights shares	1,69,420	0.05
				04-11-15				
13	George Cherian Chief Financial Officer	15,079	0.01	01-04-15	8,330	Allotment of Rights shares	23,409	0.007
				04-11-15				
14	Krishna Ghag Company Secretary	38,100	0.01	01-04-15	21,044	Allotment of Rights shares	59,144	0.01
				04-11-15				

VI. Indebtedness

Indebtedness of the Company including interest outstanding/accrued but not due for payments

₹ in Crore

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,652.14	5,786.94	-	7,439.08
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	65.04	-	65.04
Total (i+ii+iii)	1,652.14	5,851.98	-	7,504.12
Change in Indebtedness during the financial year				
• Addition	1,519.88	13,258.54	-	14,778.42
• Reduction	492.07	12,667.97	-	13,160.04
Net Change	1,027.81	590.57	-	1,618.38
Indebtedness at the end of the financial year				
i) Principal Amount	2,679.95	6,308.21	-	8,988.16
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	134.34	-	134.34
Total (i+ii+iii)	2,679.95	6,442.55	-	9,122.50

VII. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/WTD/ Manager		(In ₹)
		K Ramchand Managing Director	Mukund Sapre Executive Director	Total Amount
1.	Gross salary			
(a)	Salary as per provisions contained in the section 17(1) of the Income-tax Act, 1961	3,36,62,476	2,10,98,457	5,47,60,933
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	54,68,355	38,93,786	93,62,121
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5.	Others, please specify	2,00,00,000	1,50,00,000	3,50,00,000
	Total (A)	5,91,30,811	3,99,92,243	9,91,23,054
	Ceiling as per the Act	₹ 25,05,41,459 (being 10% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)		

B. Remuneration to other directors:

Sl No.	Particulars of Remuneration	Name of Directors										(In ₹)
		Ravi Parthasarathy	Hari Sankaran	Deepak Dasgupta	Deepak Satwalekar	R C Sinha	Neeru Singh	H P Jamdar	Arun K Saha	Pradeep Puri	Vibhav Kapoor	Total Amount
1	Independent Directors											
	- Fee for attending board committee meetings			9,00,000	3,50,000	10,00,000	5,00,000	11,00,000				38,50,000
	- Commission			18,48,000	13,20,000	15,84,000	13,20,000	13,20,000				73,92,000
	- Others, please specify											
	Total (1)	-	-	27,48,000	16,70,000	25,84,000	18,20,000	24,20,000	-	-	-	1,12,42,000
2	Other Non-Executive Directors											
	- Fee for attending board committee meetings	3,50,000	7,50,000	-	-	-	-	-	11,50,000	3,50,000	3,00,000	29,00,000
	- Commission	9,90,000	9,90,000	-	-	-	-	-	9,90,000	7,92,000	7,92,000	45,54,000
	- Others, please specify											
	Total (2)	13,40,000	17,40,000	-	-	-	-	-	21,40,000	11,42,000	10,92,000	74,54,000
	Total (B)=(1+2)	13,40,000	17,40,000	27,48,000	16,70,000	25,84,000	18,20,000	24,20,000	21,40,000	11,42,000	10,92,000	1,86,96,000
	Total Managerial Remuneration	13,40,000	17,40,000	27,48,000	16,70,000	25,84,000	18,20,000	24,20,000	21,40,000	11,42,000	10,92,000	1,86,96,000
	Overall Ceiling as per the Act	2,50,54,146 (being 1% of the net profits of the Company calculated as per Section 198 of the Companies Act, 2013)										

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			(In ₹)
		Krishna Ghag Company Secretary	George Cherian CFO*	Dilip Bhatia CFO#	Total Amount
1.	Gross salary				
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	47,57,634	60,39,000	27,62,023	1,35,58,657
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	7,97,002	29,72,542	5,78,097	43,47,641
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5.	Others, (Performance Related Pay)	19,58,000	1,00,00,000	-	1,19,58,000
	Total	75,12,636	1,90,11,542	33,40,120	2,98,64,298

*Upto December 31, 2015

#W.e.f. January 1, 2016

VIII. Penalties / punishment/ compounding of offences

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other officers in default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Annexure IV to Director's Report

Statement of particulars of employees pursuant to the provisions of Section 197 of the Companies Act, 2013, read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and forming part of the Director's Report for the year ended March 31,2016

a) Information as per Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Remuneration paid to whole time Directors

Sr. No.	Employee Name	Designation	Qualification & Experience	Age	Date of Joining	Remuneration Paid (Gross) (₹)	Previous Employment & Designation
1	Bhatia Dilip *	Chief Financial Officer	B.Com, ACA (22)	48	24-08-2015	76,60,124	Ace Derivatives and Commodity Exchange Ltd.
2	Bhavsar Harikrishna	Vice President	M.E (24)	46	03-08-2010	63,01,137	SNC-Lavalin International Inc.
3	Chandwar Ashutosh	Vice President	B.E (Civil) ; M.E (Transp) (28)	48	02-07-2007	64,68,612	National Highways Authority of India
4	Doraiswamy Narayanan	Vice President	B.Sc., ACA.(26)	48	27-04-2009	66,63,538	ABG Motors Limited
5	George Cherian	Chief Financial Officer	B.Sc, ACA (41)	67	15-03-2007	2,18,42,542	Bell Granito Ceramica Ltd.
6	Ghag Krishna	Vice President & Company Secretary	B.Com; LLB; DFM; FCS (35)	57	14-02-2008	75,12,636	NELCO Limited.
7	Izzet Besi *	Tunnel Manager	DEU, Mining Engineering Faculty, Turkey (31)	57	03-08-2015	1,15,96,171	Nurol construction company.
8	Mangat Amarpreet	Tunnel Manager	MBA / BE (20)	48	29-03-2015	85,26,400	Leighton India.
9	Mathur Harish	Technical Director	B.E. (Civil); M.Sc. (Highway Eng.) (40)	62	01-01-2006	2,12,89,000	Road Infrastructure Development Company of Rajasthan Limited.
10	Mittal S.C.	Chief Executive	B.E. (Civil), (30)	57	18-10-2010	1,81,22,983	ITNL Enso Rail Systems Limited.
11	Ramchand Karunakaran	Managing Director	B.E.(Civil), PGD Planning, DCM (37)	61	19-03-2001	5,91,30,811	Infrastructure Leasing & Financial Services Limited
12	Sapre Mukund	Executive Director	B. Tech (Civil) DSM (NIIT) (35)	56	01-03-2002	3,99,92,243	Infrastructure Leasing & Financial Services Limited
13	Sen Deep *	Vice President	ACA, MBA (Finance),CPA (USA) (17)	46	01-09-2010	48,70,181	Praxair Inc.
14	S. Subramaniam	Senior Vice President	B E (Mechanical Engg.), PGDM - IIM (32)	56	11-03-2013	95,52,210	Delhi Cargo Service Private Limited.
15	Upadhayay Drupad *	Vice President	B.Com, ACA, MBA (13)	38	02-09-2013	49,14,580	Meghraj Capital Advisors (India) Private Limited.

* Indicates earning for part of the year

Notes:

- None of the employee mentioned above are related to any of the Directors of the Company within the meaning of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014
- None of the employees mentioned above hold more than 2% of the shares of your Company, along with their spouse and dependent children
- All appointments are contractual and terminable by notice on either side
- Remuneration includes salary, bonus, commission, various allowance, performance incentive, leave encashment, contribution to provident fund, superannuation fund and gratuity fund

On behalf of the Board

Mumbai
May 13, 2016

Deepak Dasgupta
Chairman

Annexure V to the Directors' Report

The ratio of the remuneration of each directors to the median employee's remuneration and other details in terms of sub-section (12) of the Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014

Sr. No.	Requirements	Disclosure										
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Mr. K. Ramchand, Managing Director - 35X Mr. Mukund Sapre Executive Director - 24X										
2.	The percentage increase in remuneration of Managing / Executive Director, Chief Financial Officer, Company Secretary during the financial year 2015-16	Mr. K. Ramchand, Managing Director (MD) – 24.29 % Mr. Mukund Sapre, Executive Director (ED) – 42.36 % Mr. George Cherian, Chief Financial Officer (CFO) – 12.65 % (upto December 31, 2015) Mr. Dilip Bhatia, Chief Financial Officer (CFO) – NA (since January 1, 2016) Mr. Krishna Ghag, Company Secretary (CS) – 17.65 %										
3.	The percentage increase in the median remuneration of employees in the financial year	There was 25.5 % increase in the median remuneration of employees during FY 2016										
4.	The number of permanent employees on the rolls of the Company	There were 268 employees as on March 31, 2016										
5.	The explanation on the relationship between average increase in remuneration vis-à-vis Company's performance	Financial performance of the Company Comparison with peer companies Inflation cost										
6.	Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the Company	For the FY 2015-16, the remuneration paid to KMP's were 7% of the Net Profit										
7.	Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and the percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer	The Market Capitalization of the Company has decreased from ₹ 4,795 Crore as of March 31, 2015 to ₹ 2,357 Crore as of March 31, 2016. The Company had issued 8.22 Crore Equity Shares of the face value of ₹ 10 per share by way of issue of shares on Rights basis at a price of ₹ 90 at a premium of ₹ 80 per share. The aggregate amount raised through the issue was ₹ 740.16 Crore. The Company's stock price as on March 31, 2016 has decreased by 25% to ₹ 71.65 over the last public offering, i.e. Rights Issue in October 2015. The price to earnings ratio has moved from 13.57x as at March 31, 2015 to 9.34x as at March 31, 2016										
8.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentage increase in the salaries of employees other than the managerial personnel in the last financial year was 10% of previous year There was 10% increase in the salaries of the managerial personnel in the last financial year										
9.	Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company	<table border="1"> <thead> <tr> <th>KMP's</th> <th>% of Net Profit FY 2016</th> </tr> </thead> <tbody> <tr> <td>MD</td> <td>3.3%</td> </tr> <tr> <td>ED</td> <td>2.3%</td> </tr> <tr> <td>CFO</td> <td>1.2%</td> </tr> <tr> <td>CS</td> <td>0.4%</td> </tr> </tbody> </table>	KMP's	% of Net Profit FY 2016	MD	3.3%	ED	2.3%	CFO	1.2%	CS	0.4%
KMP's	% of Net Profit FY 2016											
MD	3.3%											
ED	2.3%											
CFO	1.2%											
CS	0.4%											
10.	The key parameters for any variable component of remuneration availed by the directors	Annual performance review, Financial outcomes and Profitability of the Company										
11.	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	None										
12.	Affirmation that the remuneration is as per the managerial remuneration policy of the Company	Yes, it is confirmed										

Annexure VI

Corporate Social Responsibility Report

Pursuant to clause (o) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014

Sr. No	Particulars	Details
1.	A brief outline of the Company's Corporate Social Responsibility (CSR) Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs	<p>In an effort to proactively add value, reduce risk and enhance sustainability in its projects, the Board of Directors of Infrastructure Leasing & Financial Services Limited ("IL&FS"), the parent company had approved an Environmental and Social Report ("ESR") as early as 1995. The objectives of the ESR were (a) to mainstream Environmental and Social ("E&S") considerations in the overall project cycle, (b) to set examples of environmentally sound and socially acceptable practices and (c) to inspire and encourage all stakeholders, including partners and co-investors</p> <p>Subsequent thereto, in 2008, the Environmental and Social Policy Framework ("ESPF") was formulated to establish an outcome-oriented framework that guides integration of E&S considerations within all businesses of IL&FS which guidelines were then formulated and adopted by the Company</p> <p>The endeavor is to extend E&S efforts to the community in general and incorporate Corporate Social Responsibility ("CSR") as a part of the DNA of the organization. In order to empower the community along its road projects, the Company launched its CSR initiative in the year 2010 by the name of "Parivartan". For the Company, CSR expands beyond responsibility within business operations, to include all voluntary actions undertaken to benefit the community and the environment around the project areas. The Company strongly believes that the surface transportation infrastructure it is building and financing today will shape the communities of tomorrow</p> <p>CSR is, therefore, the organization's commitment to operate in an economically, socially and environmentally sustainable manner, while recognizing the interest of its stakeholders</p> <p>The CSR Policy and Framework has been adopted by the Company and is available on the website of the Company. The same can be viewed through the link: http://www.itnlindia.com</p>
2.	Composition of the CSR Committee	<p>1) Mr. H P Jamdar - Chairman</p> <p>2) Ms. Neeru Singh - Member</p> <p>3) Mr. K Ramchand - Member</p> <p>4) Mr. Mukund Sapre - Member</p>
3.	Average net profit of the company for last three financial years	₹ 365.74 Crore
4.	Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above)	₹ 7.31 Crore
5.	Details of CSR spent during the financial year:	
	a) Total amount to be spent for the financial year;	a) ₹ 7.31 Crore
	a) Amount unspent, if any;	b) Nil
	b) Manner in which the amount spent during the financial year is detailed below	The details of amount spent on various activities given below:

Report on Corporate Governance



Trivandrum City Roads Projects

1. Company's Philosophy on Corporate Governance

IL&FS Transportation Networks Limited ("The Company") has a strong legacy of fair, transparent and ethical governance practices. The Company believes that adhering to corporate governance norms is essential to enhance shareholder value and achieve long term corporate goals. The Company undertakes periodic review of business plans, performance and compliance to regulatory requirements

The Corporate Governance framework in the Company has been strengthened with the adoption of the Code of Conduct for the business and associated activities. The Company has therefore adopted various codes and policies as required under the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("LODR") to carry out duties in a fair and ethical manner

2. Board of Directors

The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. The Board acts on its own and through its duly constituted Committees

(i) **Composition**

The Company maintains an optimum combination of Executive & Non-Executive Directors. The Board presently comprises of 12 Directors, including 2 Executive and 10 Non-Executive Directors, of which 5 are Independent Directors. The Directors have expertise in their respective functional areas and bring a wide range of skills and experience to the Board

During the year under review, 7 meetings were held on the following dates:

(i) May 15, 2015, (ii) August 10, 2015 (iii) August 26, 2015, (iv) October 6, 2015, (v) November 6, 2015 (vi) February 11, 2016 and (vii) March 16, 2016

The Company provides information as set out in Regulation 17 to 27 of LODR to the Board and its Committees to the extent applicable and relevant along with the Agenda accompanied with explanatory notes thereto to all the Directors. Presentations are made at the Meeting of the Board of Directors providing status on operations of the projects along with risk matrix by the Management

(ii) **Category & Attendance of Directors**

The names and categories of the Directors on the Board, their attendance at the Board

Meetings held during FY 2015-16, alongwith the number of directorships and committee memberships held by them in other companies as on March 31, 2016 are given below. The directorships in other companies exclude those held in private limited companies, associations, companies incorporated outside India and

alternate directorships. The Chairmanship / Membership of the Committees include memberships of Audit and Stakeholders' Relationship Committees. The details of attendance of the Directors at the Annual General Meeting (AGM) held on August 26, 2015 are also provided in the table below:

Name	Category	Attendance at the Board meetings and Annual General Meeting		Number of Directorships in other Indian public companies		Number of Committee positions held in other Indian public companies	
		Board	AGM	Chairman	Director	Chairman	Member
Mr. Deepak Dasgupta (Chairman)	Independent	7	Yes	3	2	1	4
Mr. R. C. Sinha	Independent	7	Yes	-	1	-	-
Mr. H P Jamdar	Independent	7	Yes	-	1	-	-
Mr. Deepak Satwalekar	Independent	6	Yes	-	3	1	1
Ms. Neeru Singh	Independent	4	Yes	-	-	-	-
Mr. Ravi Parthasarathy	Non-Executive, Non-Independent	6	Yes	6	2	-	-
Mr. Hari Sankaran	Non-Executive, Non-Independent	6	Yes	-	9	-	1
Mr. Arun K Saha	Non-Executive, Non-Independent	7	Yes	3	6	1	5
Mr. Vibhav Kapoor	Non-Executive, Non-Independent	5	Yes	1	4	-	-
Mr. Pradeep Puri	Non-Executive, Non-Independent	7	Yes	2	6	1	1
Mr. K Ramchand (Managing Director)	Executive	7	Yes	1	6	1	-
Mr. Mukund Sapre (Executive Director)	Executive	7	Yes	1	8	-	1

(iii) Directors seeking re-appointment

Details of the Directors seeking re-appointment at the forthcoming Annual General Meeting as required under Regulation 36(3) of LODR are annexed to the Notice convening the Annual General Meeting and forms part of this Annual Report

(iv) Independent Directors

The Company has received disclosures from the Independent Directors confirming their independence in terms of the Regulation 16(1) (b) of LODR and Section 149(6) of the Act. The terms and conditions of the appointment of Independent Directors are available on the Company's website: www.itnlindia.com

(a) Separate Meeting

As stipulated by the Code of Conduct of Independent Directors formulated in accordance with the listing regulations

and the Act, a separate meeting of the Independent Directors of the Company was held on May 15, 2015 to review the performance of the Non-Independent Directors including the Chairman and the Board as a whole. The Independent Directors also reviewed the quality, content and timeliness of the flow of the information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties

(b) Familiarization Programme

Majority of the Independent Directors are on the Board of the Company for a considerable period of time and are familiar with the Industry in which the Company operates including the regulations, policies and the environment in which it operates. The Independent

Directors are briefed on the developments in the Industry and the Company in detail at the Board and Committee Meetings. The Independent Directors are also briefed on the regulatory and legal developments impacting the Company and also their role as independent directors as and when the need arises including briefing by outside consultants. The details are available on the weblink: http://www.itnlindia.com/invrelation.aspx?page_ID=25&Sec_ID=5

(v) Performance Evaluation of Directors, Board / Committees

The Board of Directors had carried out an annual evaluation of its performance, committees of board and of all the directors pursuant to the provisions of the Act and LODR in terms of criteria adopted by the Board in accordance with the Managerial Remuneration Policy

The criteria adopted for performance evaluation of Directors is as follows:

Non-Executive Directors:

- contribution in achievement of business goals
- behavioural competency in companies strategic orientation and effective decision making ability to enhance quality of financial controls and reporting
- contribution / guidance on business strategy
- validating Management performance
- upholding the statutory compliance/ corporate governance
- exercising independent judgments
- ensuring integrity of financial controls / risk

Executive Directors:

- achievement of business goals
- rating on behavioural competencies viz. champion change, strategic orientation & effective decision making, quality of financial controls and reporting
- key talent management
- contribution in furthering business across the Group

Board and Committees:

- composition and diversity
- strategy and growth
- discussions at the Board Meetings
- quality of decision making
- frequency and duration of meetings
- overall contribution

In a separate meeting of the Independent Directors, performance of non-independent directors, Board as a whole and that of the Chairman was evaluated taking into account the views of executive and non-executive directors

3. Committees of the Board

(I) Audit Committee

- (i) The Audit Committee has been constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulation, 2015. During the year under review, 7 meetings were held on the following dates:

(i) May 14, 2015, (ii) July 2, 2015, (iii) August 10, 2015, (iv) November 5, 2015, (v) February 3, 2016 (vi) February 10, 2016 and (vii) March 16, 2016

- (ii) The composition of the Audit Committee,

category of its Members and their attendance at the meetings held during the year are given below:

Name of Director	Designation	Category	No of Meetings	
			Held	Attended
Mr. R C Sinha	Chairman	Independent	7	7
Mr. Deepak Dasgupta	Member	Independent	7	6
Mr. H P Jamdar	Member	Independent	7	7
Mr. Arun K Saha	Member	Non- Executive	7	7

The Managing Director, Executive Director and Chief Financial Officer of the Company attend the meetings. The representatives of the Statutory and Internal Auditors are also present at the meetings. Mr. Krishna Ghag, Company Secretary is the Secretary of the Audit Committee

(iii) The role of the Committee, inter alia includes, the following:

- (1) oversight of the company's financial reporting process and the disclosure of financial information to ensure that the financial statement is correct, sufficient and credible;
- (2) recommendation for appointment, remuneration and terms of appointment of auditors;
- (3) approval of payment to statutory auditors for other services rendered by them;
- (4) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) changes, if any, in accounting policies and practices and reasons for the same;
 - (c) major accounting entries involving estimates based on the exercise of judgment by the management;
 - (d) significant adjustments made in the financial statements arising out of audit findings;
 - (e) compliance with listing and other legal requirements relating to financial statements;
 - (f) disclosure of any related party transactions;
 - (g) modified opinion(s) in the draft audit report;
- (5) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- (6) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency on utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- (7) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- (8) approval or any subsequent modification of transactions of the listed entity with related parties;
- (9) scrutiny of inter-corporate loans and investments;
- (10) valuation of undertakings or assets of the listed entity, wherever it is necessary;
- (11) evaluation of internal financial controls and risk management systems;
- (12) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (13) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (14) discussion with internal auditors of any significant findings and follow up there on;
- (15) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- (16) discussion with statutory auditors before the audit commences, about the

- nature and scope of audit as well as post-audit discussion to ascertain any area of concern; to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors; to review the functioning of the whistle blower mechanism;
- (17) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- (18) carrying out any other function as is mentioned in the terms of reference of the audit committee by SEBI from time to time;
- (19) The audit committee shall mandatorily review the following information:
- (i) management discussion and analysis of financial condition and results of operations;
 - (ii) statement of significant related party transactions (as defined by the audit committee), submitted by the management;
 - (iii) management letters / letters of internal control weaknesses issued by the statutory auditors;
 - (iv) internal audit reports relating to internal control weaknesses; and the

appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee

(20) Statement of deviations:

- (i) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1)
- (ii) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7)

(II) Stakeholders' Relationship Committee

The Company has constituted 'Stakeholders' Relationship Committee' effective May 13, 2014 to comply with the provisions of Section 178 of the Companies Act, 2013. The Committee considers and resolves the grievances of the security holders including complaints related to transfer of shares, non-receipt of annual report and non-receipt of dividends and also reviews the overall working of the secretarial department and functioning of the registrar and share transfer agents and other related matters

During the year under review, 4 meetings were held on the following dates:

- (i) April 21, 2015, (ii) July 2, 2015, (iii) December 10, 2015, and (iv) January 20, 2016

- (i) The Composition of the Committee, category of its Members and their attendance at the meetings held during the year are given below:

Name of Director	Designation	Category	No of Meetings	
			Held	Attended
Mr. Arun K Saha	Chairman	Non-Executive	4	4
Mr. K Ramchand, Managing Director	Member	Executive	4	4

- (ii) There were no Investor complaints pending at the beginning of the financial year 2015-16. During the year under review, 81 complaints were received and resolved

(III) Committee of Directors

- (i) The Board has constituted a Committee of Directors to approve proposals pertaining to routine operations for the smooth conduct of the business. The Committee comprises of Mr.

Hari Sankaran, Mr. Arun K Saha, Mr. Pradeep Puri, Non-Executive Directors, Mr. K. Ramchand, Managing Director and Mr. Mukund Sapre, Executive Director

- (ii) 10 Committee meetings were held during the year under review on the following dates:

(i) April 21, 2015, (ii) June 15, 2015, (iii) July 2, 2015, (iv) August 28, 2015, (v) September 25,

2015, (vi) October 6, 2015, (vii) November 4, 2015, (viii) December 22, 2015, (ix) January 21, 2016 and (x) March 9, 2016

(IV) Nomination and Remuneration Committee

The Company has constituted "Nomination and Remuneration Committee" effective May 13, 2014 to comply with the provisions of Section 178 of the Companies Act, 2013. One meeting was held during the year under review on May 15, 2015

- (i) The composition of the Committee, category of its Members and their attendance at the meetings held during the year are given below:

Name of Director	Designation	Category	No of Meetings	
			Held	Attended
Mr. Deepak Satwalekar	Chairman	Independent	1	1
Mr. R. C. Sinha	Member	Independent	1	1
Mr. Ravi Parthasarathy	Member	Non- Executive	1	1
Mr. Hari Sankaran	Member	Non-Executive	1	1

- (ii) The terms of reference of the Committee inter alia include:
- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
 - (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
 - (3) devising a policy on diversity of board of directors;
 - (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal
 - (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors

- (iii) Managerial Remuneration

The Company's remuneration policy is driven by the success and performance of the Company

and the individual employee. Through its compensation programme, the Company endeavours to attract, retain, develop and motivate a high performance workforce. The Company follows a compensation mix of fixed pay, benefits and performance related pay. The performance related pay is determined by business performance and the performance of individual employee measured through the annual appraisal process

(a) Executive Directors

The Company pays remuneration to its Managing Director and Executive Director by way of salary, perquisites and allowances (fixed component) & performance related pay (variable component). The performance related pay is determined based on individual performance and the Company's overall performance determined by the Nomination & Remuneration Committee at the end of each financial year, subject to the overall ceiling stipulated in Section 197 of the Companies Act, 2013

The details of remuneration and perquisites of Mr. K Ramchand, Managing Director and Mr. Mukund Sapre, Executive Director for the Financial Year 2015-16 are as follows:

Terms of Agreement	Mr K Ramchand	Mr Mukund Sapre
Period of appointment	5 years	5 years
Date of appointment	April 1, 2013	April 1, 2013
Salary (₹)	2,58,03,100	1,62,98,934
Perquisites (₹)	54,68,335	38,93,786
Retirement Benefits (₹)	78,59,376	47,99,523
Performance Linked Incentive (₹)	2,00,00,000	1,50,00,000
Notice Period	Three months	
Severance Fees	There is no provision for payment of severance fees	
Stock Option	The Company does not have Stock Option Plan for its employees	

(b) Non-Executive Directors:

(i) The Non-Executive Directors are paid remuneration by way of Commission and Sitting fees. The Commission is paid to the Non-Executive Directors within the ceiling approved by the Shareholders at the Annual General Meeting held on August 26, 2015. The commission is distributed on an uniform basis to reinforce the principle of collective responsibility of Directors. However, an additional amount is also paid to the Chairman of the Board and Chairman/Members of the Audit and Remuneration Committees for the responsibility and time spent by them. The payment of commission is decided each year by the Board of Directors on the recommendation of the Nomination and Remuneration Committee

(ii) The details of sitting fees and commission paid during the year under review are given below:

Sr. No.	Name of Director	Sitting fees (₹)	Commission (₹)	Total (₹)
(a)	Mr. Deepak Dasgupta	9,00,000	18,48,000	27,48,000
(b)	Mr. R. C. Sinha	10,00,000	15,84,000	25,84,000
(c)	Mr. H P Jamdar	11,00,000	13,20,000	24,20,000
(d)	Mr. Deepak Satwalekar	3,50,000	13,20,000	16,70,000
(e)	Mr. Ravi Parthasarathy	3,50,000	9,90,000	13,40,000
(f)	Mr. Hari Sankaran	7,50,000	9,90,000	17,40,000
(g)	Mr. Arun K Saha	11,50,000	9,90,000	21,40,000
(h)	Mr. Vibhav Kapoor	3,00,000	7,92,000	10,92,000
(i)	Mr. Pradeep Puri	3,50,000	7,92,000	11,42,000
(j)	Ms. Neeru Singh	5,00,000	13,20,000	18,20,000
Total		67,50,000	1,19,46,000	1,86,96,000

(iii) Details of shares held by the Non-Executive Directors as on March 31, 2016 are given below:

Sr. No.	Name of Director	No of shares held
(a)	Mr. Deepak Dasgupta	79
(b)	Mr. Ravi Parthasarathy	5,33,061
(c)	Mr. Hari Sankaran	6,37,916
(d)	Mr. Vibhav Kapoor	3,99,796
(e)	Mr. Arun K Saha	4,01,801
(f)	Mr. R C Sinha	70
(g)	Mr. Pradeep Puri	53,597

(iv) None of the Non-Executive Directors had any material pecuniary relationship or transactions with the Company

(V) Environment, Health and Safety Committee

- (i) The Board has constituted "Environment, Health and Safety Committee" (EHS) effective August 13, 2014 and the role of the Committee is as under:
1. Review and recommend measures for improving the safety aspects at the Projects to reduce accidents
 2. Advise on mitigation measures related to EHS;
 3. Aid in furtherance of the EHS initiatives

- (ii) 5 Meetings of the Committee were held during the year under review on:

(i) May 13, 2015, (ii) July 27, 2015, (iii) October 6, 2015 (iv) November 5, 2015 and (v) February 10, 2016

- (iii) The composition of the Committee, category of its Members and their attendance at the meetings held during the year are given below:

Name of Director	Designation	Category	No of Meetings	
			Held	Attended
Mr. H P Jamdar	Chairman	Independent	5	5
Mr. Deepak Dasgupta	Member	Independent	5	5
Mr. R C Sinha	Member	Independent	5	5

Mr. K Ramchand, Managing Director and Mr. Mukund Sapre, Executive Director also attend the Meetings along with the Technical team of the Company

(VI) Corporate Social Responsibility Committee

- (i) The Board has constituted a Corporate Social Responsibility (CSR) Committee effective May 13, 2014 to comply with the provisions of Section 135 of the Companies Act, 2013, to oversee and advice on the activities to be carried out under the CSR Policy adopted by the Company. 4 Meetings of the Committee were held during the year under review on (i) May 13, 2015 (ii) July 27, 2015 (iii) November 5, 2015 and (iv) February 10, 2016

- (ii) The composition of the Committee, category of its Members and their attendance at the meetings held during the year are given below:

Name of Director	Designation	Category	No of Meetings	
			Held	Attended
Mr. H P Jamdar	Chairman	Independent	4	4
Ms. Neeru Singh	Member	Independent	4	3
Mr. K. Ramchand	Member	Executive	4	2
Mr. Mukund Sapre	Member	Executive	4	4

4. General Meetings

- (i) Details of the immediately preceding three Annual General Meetings (AGM) held at the Y. B. Chavan Auditorium, Gen. J. Bhosale, Marg, Mumbai 400021 are given below:

Financial Year	Date / time	Special Resolutions
2012-13	August 8, 2013, 3.30 pm	-
2013-14	August 21, 2014, 10.30 am	Issue of further securities
2014-15	August 26, 2015, 11.00 am	<ul style="list-style-type: none"> • Adoption of new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 • Issue of further Securities • Approval of existing material related party transactions in terms of para 4.2 of SEBI Circular CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 • Approval of transactions upto 10,000 Crore per annum with any of the Related Parties of the Company

(ii) Postal Ballot

During the year, the following special resolutions were approved by the Shareholders through postal ballot on the dates given below:

(a) Postal Ballot on September 28, 2015

Increase in borrowing limits from ₹ 7,000 Crore to ₹ 9,000 Crore i.e. borrowing of monies in excess of paid up capital and free reserves

Mr. S. Anantha Rama Subramanian, Practising Company Secretary was appointed as the Scrutinizer to conduct the Postal Ballot process. The Scrutinizer reported that the members representing 99.97% of the total voting strength voted in favour of the resolution. The result of the postal ballot was declared on September 28, 2015

(b) Postal Ballot on December 23, 2015

- (i) Increase in borrowing limit from ₹ 9,000 Crore to ₹ 11,000 Crore i.e. borrowing of monies in excess of paid up capital and free reserves
- (ii) for Sell, lease, assign, dispose or otherwise transfer the investments in subsidiaries/special purpose vehicles/ joint ventures of the company and creation of security/mortgage over the assets of the company
- (iii) alteration in the main objects clause of the Memorandum of Association of the Company
- (iv) amendments to Clause III B and Clause III C of the Memorandum of Association of the Company
- (v) Issue of Preference Shares

Mr. S. Anantha Rama Subramanian, Practising Company Secretary was appointed as the Scrutinizer to conduct the Postal Ballot process. The Scrutinizer reported that the members

representing 99% of the total voting strength voted in favour of the resolution. The result of the postal ballot was declared on December 23, 2015

5. Disclosures

- (i) In the preparation of the Financial Statements, the Company has followed the Accounting Standards as prescribed in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements

(ii) Related Party Disclosures

All transactions entered into with the related parties as defined under the Act and LODR during the financial year were in the ordinary course of business and on arm's length basis. There were no significant material related party transactions during the year under review. All the transactions are in ordinary course and have no potential conflict with the interests of the Company at large other than those disclosed in the financial statements for the year ended March 31, 2016

Based on the disclosures made by the Senior Management personnel of the Company, there were no material financial and commercial transactions undertaken by them, which could have a potential conflict with the interest of the Company at large

(iii) Code of Conduct

The Board of Directors adopted a Code of Conduct which lays down principles of ethics and compliance. The Code has been circulated to all the Directors and employees of the Company and has also been uploaded on the Company's website. All the members of the Board and Senior Management personnel have affirmed compliance with the Company's Code of Conduct. A declaration to this effect by the Managing Director forms part of this report

Further, the Company has also adopted the following Policies for

Name of the Policy	Weblink
Code of Conduct for Board of Directors & Senior Management	http://www.itnlindia.com/application/web_directory/Company%20Policies/code_conduct.pdf
Code of Conduct to Regulate, Monitor and Report Trading by Insiders	http://www.itnlindia.com/application/web_directory/Company%20Policies/insider_trading_code_compl.pdf
Code of Conduct for Independent Directors	http://www.itnlindia.com/application/web_directory/Company%20Policies/Code_of_Independent_Directors.pdf
Corporate Social Responsibility Policy	http://www.itnlindia.com/application/web_directory/Company%20Policies/Corporate%20Social%20Responsibility%20Policy.pdf
Managerial Remuneration Policy	http://www.itnlindia.com/application/web_directory/Company%20Policies/Managerial%20Remuneration%20Policy.pdf
Policy for Related Party Transactions	http://www.itnlindia.com/application/web_directory/Company%20Policies/ITNL%20RPT%20Policy.pdf
Policy for determining Material Subsidiaries	http://www.itnlindia.com/application/web_directory/Company%20Policies/Material%20Subsidiaries%20Policy.pdf
Policy on Preservation and Archival of documents	http://www.itnlindia.com/application/web_directory/Company%20Policies/2015/Policy%20for%20Preservation%20and%20Archival%20of%20Documents.pdf
Policy for Determination of Materiality and Dissemination of Information	http://www.itnlindia.com/application/web_directory/Company%20Policies/2015/Dec2015/Policy%20for%20Determination%20of%20Materiality%20and%20Dissemination%20of%20Information.pdf
Whistle Blower Policy	http://www.itnlindia.com/application/web_directory/Company%20Policies/Whistle%20Blower%20Policy.pdf

(iv) Risk Management Framework

The Company has adopted a Risk Management Framework, for timely identification of risks, analysis of the reasons for such risk, assessment of its materiality and impact for risk mitigation processes. The Risk Management Framework is annually reviewed by the Board of Directors

- (v) During the year under review, the Company had raised further capital by issue of equity shares on rights basis which were allotted on November 4, 2015. A Statement of uses / application of funds raised for the purposes stated in the Letter of Offer was placed before the Audit Committee
- (vi) The Company does not have a material non-listed Indian subsidiary as at March 31, 2016 in terms of the provisions of Regulation 24 of LODR
- (vii) Presentations made to the Institutional Investors and Analysts are submitted to the Stock Exchanges and uploaded on the Company's website from time to time

- (viii) There were no instances of non-compliance by the Company, no penalties/strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matters related to the capital markets during the year under review
- (ix) In terms of Regulation 17(8) of LODR, the Managing Director and Chief Financial Officer have furnished the requisite certificates to the Board of Directors
- (x) The Company has complied with all the mandatory requirements under the provisions of Regulation 17 to 27 of LODR relating to Corporate Governance for the year under review
- (xi) An audit of the Share Capital is conducted every quarter by a qualified Practising Company Secretary to reconcile the total admitted capital with both the depositories namely, National Securities Depository Limited and Central Depository Services (India) Limited and the total issued and listed capital. The reports confirmed that the total issued/paid up capital were in agreement with the total number of shares held by the members both in physical and dematerialised form

- (xii) Compliance with Non Mandatory requirements;
- (a) The Company continues to adopt best practices to ensure the regime of unqualified financial statements. No audit qualification has been reported on the Company's Financial Statements for the year ended March 31, 2016
- (b) The Internal Auditor directly reports to the Audit Committee

Exchanges and displayed on the Company's website

All the official news releases are intimated to the Stock Exchanges and displayed on the Company's website

The Company's website: www.itnlindia.com provides comprehensive information about its business. In the "Investors Relations" Section, important events and information relating to the Company is uploaded. Presentations made to Institutional Investors / Analysts is also displayed on the website

A Management Discussion & Analysis Statement forms a part of this Annual Report

6. Means of Communication

The Quarterly and Annual Consolidated Financial Results are published in leading newspapers in India. The Financial Results are also filed with the Stock

7. General Shareholder Information:

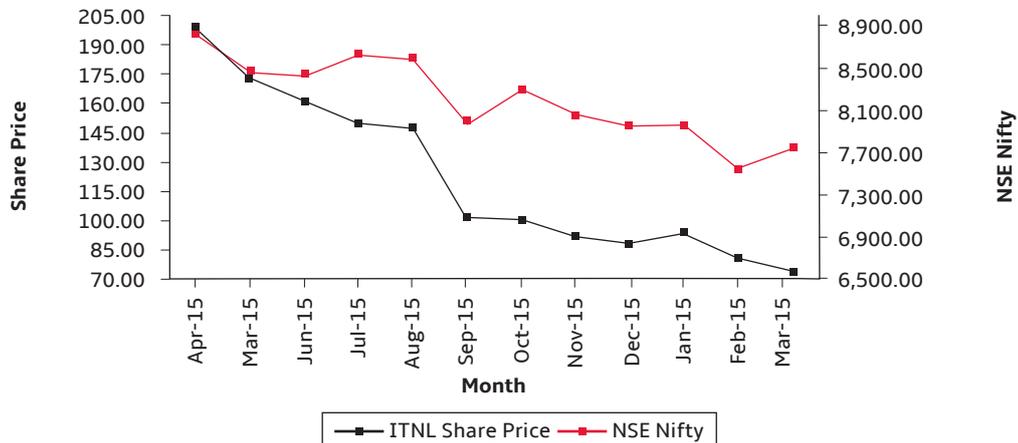
I.	Annual General Meeting(AGM)	:	Day/Date Time Venue	Tuesday, August 9, 2016 03.00 pm Y B Chavan Auditorium Gen. J. Bhosale Marg, Mumbai 400 021
II.	Financial year	:		1st April to 31st March
III.	Date of Book Closure	:		Tuesday, August 2, 2016 to Tuesday, August 9, 2016
IV.	Dividend Payment Date	:		The dividend, if declared, shall be paid/credited before September 7, 2016
V.	Listing on Stock Exchanges	:	(i) National Stock Exchange of India Limited (NSE) (ii) BSE Limited (BSE)	Listing fees have been paid to both the Stock Exchanges before April 30, 2016
VI.	Scrip Code	:		NSE - IL&FSTRANS EQ BSE - 533177

VII. Market Price Data (High/Low during each month) on NSE & BSE:

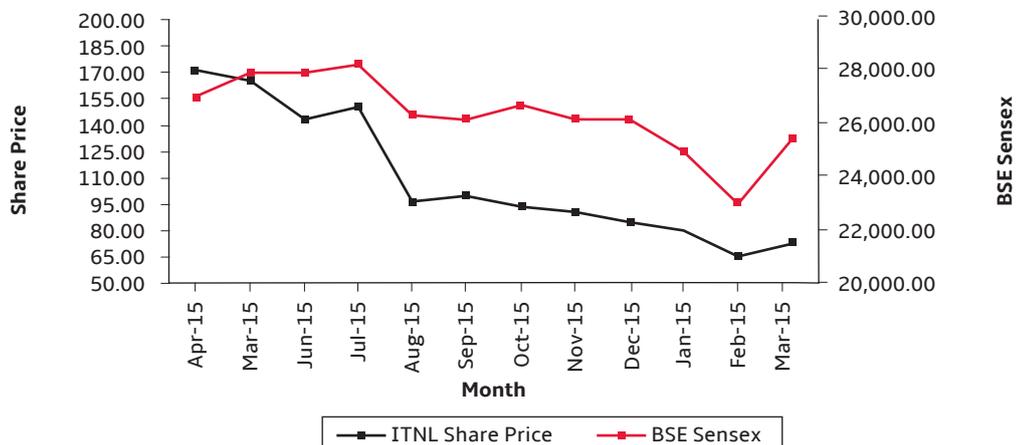
Month	NSE		BSE	
	High	Low	High	Low
Apr-15	202.50	162.90	202.20	163.15
May-15	175.55	155.35	175.20	155.00
Jun-15	163.55	137.70	163.80	137.25
Jul-15	155.90	139.00	155.7	139.00
Aug-15	149.80	86.25	150.00	87.05
Sep-15	104.50	86.10	104.00	86.20
Oct-15	104.00	91.10	104.20	91.05
Nov-5	96.45	86.10	96.50	86.40
Dec-15	90.40	76.60	90.50	76.85
Jan-16	94.40	69.55	94.50	69.55
Feb-16	82.90	64.00	82.95	64.00
Mar-16	76.00	64.80	75.90	66.20

VIII. Performance of Company's share price in comparison with NSE NIFTY and BSE SENSEX during the FY 2015-16

ITNL Share Price/NSE Nifty (High)



ITNL Share Price/BSE Sensex (High)



IX. Registrar and Share Transfer Agents:

Name & Address	: Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (West), Mumbai 400 078
Telephone No	: +91-22-25960320/25963838
Fax	: +91-22-25960329/25946969
Email	: rnt.helpdesk@linkintime.co.in

X. Share Transfer System

The share transfer requests received for physical shares at the Registrar and Share Transfer Agents are processed and delivered within a month from the date of lodgement, if the documents are complete in all respects. Requests for dematerialisation / rematerialisation of shares are processed and confirmation given to the depositories within 15 days from the date of receipt

In order to expedite the process of share transfers, the Board has delegated the powers to Stakeholders Relationship Committee comprising of the Managing Director and Non-Executive Director, who attend to the share transfer formalities on a periodical basis to ensure that the transfer requests are processed in time. The

Committee also considers requests received for transmission of shares, issue of duplicate certificates and split / consolidation of certificates

XI. Distribution of shareholding as on March 31, 2016

Number of Equity Share holdings	Number of Shareholders	Percentage of total Shareholders	No. of Shares	Percentage of total Shares
1-5000	47,178	87.46	54,16,084	1.65
5001-10000	3,055	5.66	23,96,828	0.73
10001-20000	1,642	3.04	24,77,220	0.75
20001-30000	621	1.15	15,90,233	0.48
30001- 40000	261	0.48	9,22,644	0.28
40001- 50000	237	0.44	11,18,196	0.34
50001-100000	453	0.84	32,91,858	1.00
100001 & above	497	0.92	31,17,46,964	94.77
Total	53,944	100.00	32,89,60,027	100.00

XII. Shareholding Pattern as on March 31, 2016

Sr. No	Category	No. of Shares	Percentage
1	Promoter Holding	2,36,82,632	71.92
2	Promoter Group Holding	42,66,368	1.30
3	Mutual Funds	36,98,319	1.12
4	Financial Institutions / Banks	19,57,880	0.60
5	Foreign Institutional Investors	2,41,42,684	7.34
6	Bodies Corporate	1,20,48,478	3.66
7	Foreign Bodies Corporate	1,07,11,561	3.26
8	NRI	18,02,838	0.55
9	Individuals	3,37,49,267	10.26
	Total	32,89,60,027	100.00

XIII. Dematerialisation of Shares as on March 31, 2016

The shares of the Company are compulsorily traded in electronic mode and are available for trading with both the depositories in India namely, National Securities Depository Limited and Central Depository Services (India) Limited. As on March 31, 2016, 32,89,55,158 shares representing 99.99% of the Company's total paid-up share capital (including 73.22% held by the Promoter & Promoter Group) were held in dematerialised mode

XIV. Unclaimed Shares under IPO

The details of the Shares remaining unclaimed and lying in the Escrow Account of the Company are given below:

Particulars	Details
(i) Number of shareholders at the beginning of the year	9
(ii) Number of outstanding shares in the suspense account at the beginning of the year	352
(i) Number of shareholders who approached the Company and to whom shares were transferred from suspense account during the year	2
(ii) Number of shares transferred from the suspense account during the year	104
(i) Number of shareholders at the end of the year	7
(ii) Number of outstanding shares in the suspense account at the end of the year	248

The voting rights on these shares shall remain frozen till the rightful owner claims the shares

XV. The Company has not issued any GDR/ADR Warrants or any other convertible instruments

XVI. The Company does not have any manufacturing plant

XVII. Address for correspondence:**IL&FS Transportation Networks Limited**

Registered office:

The IL&FS Financial Centre,
C-22, G-Block, Bandra – Kurla Complex,
Bandra (East), Mumbai 400 051

Telephone: + 91 22 26533333

Fax: + 91 22 26523979

Email: itninvestor@ilfsindia.com

Link Intime India Private Limited

Registrar & Share Transfer Agent

C-13, Pannalal Silk Mills Compound,
L.B.S Marg, Bhandup (West),
Mumbai 400 078

Telephone No: +91-22-25960320/25963838

Fax: +91-22-25960329/25946969

Email: rnt.helpdesk@linkintime.co.in

Declaration regarding Compliance by Board Members and Senior Management Personnel with the Company's Code of Conduct

The Company has adopted a Code of Conduct for the Board of Directors and the employees of the Company. The Code has been circulated to all the members of the Board of Directors and the employees of the Company, which is also put on the Company's website, www.itnindia.com

I hereby confirm that the Company has in respect of the financial year ended March 31, 2016 received from all the members of the Board of Directors and the Senior Management Personnel a declaration of compliance with the Code of Conduct of the Company as applicable to them

For **IL&FS Transportation Networks Limited**

K Ramchand

Managing Director

May 13, 2016

Independent Auditor's Certificate

To the Members of
IL&FS TRANSPORTATION NETWORKS LIMITED

1. We have examined the compliance of conditions of Corporate Governance by IL&FS TRANSPORTATION NETWORKS LIMITED ("the Company"), for the year ended on March 31, 2016, as stipulated in:
 - Clause 49 (excluding clause 49(VII)(E)) of the Listing Agreements of the Company with stock exchanges for the period from April 01, 2015 to November 30, 2015.
 - Clause 49(VII)(E) of the Listing Agreements of the Company with the stock exchange(s) for the period from April 01, 2015 to September 01, 2015.
 - Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") for the period from September 02, 2015 to March 31, 2016 and
 - Regulations 17 to 27 (excluding regulation 23(4)), clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the period from December 01, 2015 to March 31, 2016.
2. The compliance of conditions of Corporate Governance is the responsibility of the Company's Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India.
4. In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement and Regulations 17 to 27, clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.
5. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(ICAI Registration No. 117366W/W-100018)

Kalpesh J. Mehta
Partner
Membership No. 48791

MUMBAI, May 13, 2016

Financial Statements

Standalone

106	Independent Auditor's Report
112	Balance Sheet
113	Statement of Profit & Loss
114	Cash Flow Statement
116	Notes to Financial Statements

Consolidated

169	Independent Auditor's Report
176	Consolidated Balance Sheet
177	Consolidated Statement of Profit & Loss
178	Consolidated Cash Flow Statement
180	Consolidated Notes to Financial Statements

Independent Auditor's Report

TO THE MEMBERS OF
IL&FS TRANSPORTATION NETWORKS LIMITED

I. Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **IL&FS TRANSPORTATION NETWORKS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

II. Management's Responsibility for the Standalone Financial Statements

- 1) 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, as applicable.
- 2) 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.

III. Auditor's Responsibility

- 1) Our responsibility is to express an opinion on these standalone financial statements based on our audit.
- 2) 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 thereunder and the Order under section 143(11) of the Act.
- 3) We conducted our audit of the standalone financial statements 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.

IV. Opinion

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 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 March 31, 2016, and its profit and its cash flows for the year ended on that date.

V. Report on Other Legal and Regulatory Requirements

- 1) 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, 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 financial statements comply with the Accounting Standards prescribed under section 133 of the Act, as applicable.
 - e) On the basis of the written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 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 A". 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 has disclosed the impact of pending litigations on its financial position in its financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- 2) As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Mumbai, May 13, 2016

Kalpesh J. Mehta
Partner
Membership No. 48791

Annexure "A" to the Independent Auditor's Report

(Re: IL&FS TRANSPORTATION NETWORKS LIMITED)

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 **IL&FS Transportation Networks Limited** ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone 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. 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.

Auditor's 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") issued by the Institute of Chartered Accountants of India 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. 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, to the best of our information and according to the explanations given to us, 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, 2016, 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 **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Mumbai, May 13, 2016

Kalpesh J. Mehta
Partner
Membership No. 48791

Annexure "B" to the Independent Auditor's Report

(Re: IL&FS TRANSPORTATION NETWORKS LIMITED)

(Referred to in paragraph (2) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) In respect of Fixed Assets:
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) All fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered Conveyance deed provided to us, we report that, the title deed of one immovable property of building is freehold and is held in the name of the Company as at the balance sheet date. The Company does not have immovable properties of leasehold land and buildings and disclosed as fixed assets in the financial statements.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.
- (iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which:
 - (a) The terms and conditions of the grant of such loans are, in our opinion, prima facie, not prejudicial to the Company's interest.
 - (b) The schedule of repayment of principal and payment of interest has been stipulated and the repayments or receipts of principal amounts and interest have been generally regular as per stipulations.
- (c) There is no amount overdue for more than 90 days as at March 31, 2016.
- (iv) The Company has not granted any loans covered under section 185 of the Companies Act, 2013. The Company is in the business of providing Infrastructural facilities and hence provisions of section 186 of the Companies Act, 2013 do not apply to the Company, however, the company is in compliance of section 186(1).
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year as provided under section 73 to 76 or any other relevant provisions of the Companies Act, 2013. There are no unclaimed deposits with the Company any time during the year.
- (vi) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended and prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues of Income-tax and Service Tax. The Company has been regular in depositing Provident Fund, Sales Tax, Value Added Tax, Cess and other material statutory dues applicable to it to the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Income-tax, Sales Tax, Value Added Tax, Service Tax, Cess and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.

- (c) Details of dues of Income-tax, Service Tax, Value Added Tax and Cess which have not been deposited as on March 31, 2016 on account of disputes are given below:

₹ in crore					
Name of the Statute	Nature of Dues	Forum where dispute is pending	Period to which the amount relates	Amount involved	Amount Unpaid
Income Tax Act, 1961	Income Tax	Income Tax Appellate Tribunal - Mumbai	FY 2007-2008	1.26	-
Income Tax Act, 1961	Income Tax	Commissioner of Income Tax (Appeals) - Mumbai	FY 2008-09, 10-11 and 11-12	8.89	-
Finance Act, 1994	Service Tax	Commissioner of Service Tax	FY 2011-2012	1.20	1.20
Madhya Pradesh Vat Act	Value Added Tax	Commercial Tax Appellate Board, MP	FY 2012-2013	0.68	0.16
Madhya Pradesh Vat Act	Value Added Tax	Additional Commissioner of Commercial Tax, MP	FY 2013-2014	2.09	-
Rajasthan Vat Act	Value Added Tax	Appellate Authority, Rajasthan	FY 2011-2012	0.08	0.08

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks, government and dues to debenture holders.
- (ix) In our opinion and according to the information and explanations given to us, money raised by way of further public offer and the term loans have been applied by the Company during the year for the purposes for which they were raised, other than temporary deployment pending application of proceeds.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is
- in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements etc. as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Mumbai, May 13, 2016

Kalpesh J. Mehta
Partner
Membership No. 48791

Balance Sheet

as at March 31, 2016

₹ in Crore

Particulars	Note	As at March 31, 2016		As at March 31, 2015	
I Equity and Liabilities					
1 Shareholders' Funds					
(a) Share capital	2	705.41		623.17	
(b) Reserves and surplus	3	3,604.31	4,309.72	2,956.37	3,579.54
2 Non-Current Liabilities					
(a) Long-term borrowings	4	5,868.27		4,115.42	
(b) Deferred tax liabilities (Net)	5	7.26		35.40	
(c) Other long term liabilities	6	515.12		521.82	
(d) Long-term provisions	7	15.89	6,406.54	9.42	4,682.06
3 Current Liabilities					
(a) Current maturities of long-term debt	4	946.74		1,372.49	
(b) Short-term borrowings	4	2,173.15		1,951.17	
(c) Trade payables other than MSME	8	905.30		746.15	
(d) Other current liabilities	6	589.21		590.70	
(e) Short-term provisions	7	193.87	4,808.27	237.77	4,898.28
Total			15,524.53		13,159.88
II Assets					
1 Non Current Assets					
(a) Fixed assets	9				
(i) Tangible assets (net)		35.56		32.71	
(ii) Intangible assets (net)		98.33		106.06	
(iii) Capital work-in-progress		7.23		-	
(b) Non-current investments (net)	10	5,134.05		4,790.08	
(c) Long-term loans and advances	11	2,611.95		2,121.93	
(d) Other non-current assets	12	499.14	8,386.26	456.65	7,507.43
2 Current Assets					
(a) Current portion of long-term investments	10	32.00		-	
(b) Inventories	13	4.79		-	
(c) Trade receivables (net)	14	4,115.46		2,739.46	
(d) Cash and cash equivalents	15	178.94		182.11	
(e) Short-term loans and advances (net)	11	1,999.78		2,330.36	
(f) Other current assets (net)	12	807.30	7,138.27	400.52	5,652.45
Total			15,524.53		13,159.88

Note 1 to 34 forms part of the standalone financial statements.

In terms of our report attached.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants

Kalpesh J. Mehta
Partner

Mumbai, May 13, 2016

For and on behalf of the Board

K. Ramchand
Managing Director

Dilip Bhatia
Chief Financial Officer
Mumbai, May 13, 2016

Arun K. Saha
Director

Krishna Ghag
Company Secretary

Statement of Profit and Loss

for the year ended March 31, 2016

₹ in Crore

Particulars	Note	Year ended March 31, 2016	Year ended March 31, 2015
I Revenue from Operations	19	4,762.03	3,523.03
II Other Income	20	500.21	358.80
III Total Revenue (I + II)		5,262.24	3,881.83
IV Expenses			
Cost of materials consumed	21	57.58	-
Operating expenses	22	3,481.72	2,514.64
Employee benefits expense	23	72.25	67.02
Finance costs	24	1,102.35	738.12
Depreciation and amortisation expense	9	14.53	9.87
Provision for doubtful loans and receivables	25A	115.06	-
Administrative and general expenses	25B	168.20	168.05
Total expenses (IV)		5,011.69	3,497.70
V Profit Before Taxation (III-IV)		250.55	384.13
VI Tax Expense			
(a) Current tax expense		108.89	76.58
(b) Less: MAT credit entitlement		-	(26.75)
(c) Tax relating to earlier years written back		(3.69)	-
(d) Net Current tax		105.20	49.83
(e) Deferred tax (net)	5	(28.14)	15.64
Net tax expenses (VI)		77.06	65.47
VII Profit for the year (V - VI)		173.49	318.66
Earnings per equity share (Face value per share ₹ 10/-):	30		
(1) Basic		2.79	9.15
(2) Diluted		2.79	9.15

Note 1 to 34 forms part of the standalone financial statements.

In terms of our report attached.

For and on behalf of the Board

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants

Kalpesh J. Mehta
Partner

K. Ramchand
Managing Director

Arun K. Saha
Director

Dilip Bhatia
Chief Financial Officer
Mumbai, May 13, 2016

Krishna Ghag
Company Secretary

Mumbai, May 13, 2016

Cash Flow Statement

for the year ended March 31, 2016

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Cash Flow from Operating Activities		
Profit Before Tax	250.55	384.13
Adjustments for		
Interest Income	(454.33)	(299.22)
Employee benefits (net)	3.46	0.30
Profit / (loss) on sale of fixed assets (net)	0.02	(0.07)
Profit on sale of investments	(141.82)	(282.61)
Profit on sale of Mutual funds	(0.05)	-
Depreciation and amortisation expense	14.53	9.87
Provision for doubtful loans and receivables	115.06	-
Foreign exchange gain transferred from Foreign Currency Translation Reserve to Statement of Profit and Loss	-	(2.92)
Interest accrued on loans written off	-	9.61
Finance Costs	1,102.35	738.12
Dividend Income on non-current investments	(27.35)	(22.01)
Operating profit before Working Capital Changes	862.43	535.20
(Increase) / Decrease in trade receivables	(1,392.23)	(244.14)
Increase in other assets & loans and advances (current and non current)	(262.20)	(348.09)
Increase / (Decrease) in liabilities (current and non current)	95.89	(117.50)
Cash used in from Operations	(696.12)	(174.53)
Direct Taxes paid (Net)	(169.73)	(85.31)
Net Cash used in Operating Activities (A)	(865.85)	(259.84)
Cash flow from Investing Activities		
Purchase of fixed assets and additions to Capital Work in Progress (net of liabilities)	(11.63)	(18.39)
Proceeds from sale of fixed assets	0.13	0.18
Proceeds from sale of investments	65.50	265.43
Investment in / Purchase of equity shares of subsidiaries	(433.76)	(674.05)
Investment in associates	-	(33.68)
Investment in Mutual funds	300.00	-
Redemption of Mutual funds	(300.05)	-
Long term loans given	(886.42)	(661.37)
Long term loans recovered	59.45	0.47
Short term loans received (net) / (given) (net)	333.01	(1,099.83)
Interest received	255.74	165.91
Dividend received	27.35	38.20
Net Cash used in Investing Activities (B)	(590.68)	(2,017.13)
Cash flow from Financing Activities		
Proceeds from issue of Rights Equity Shares (including securities premium)	740.16	524.52
Rights issue / preference share issue expenses adjusted in securities premium	(6.16)	(5.59)
Proceeds / (repayment) of loans on demand from Banks (net)	128.07	(2.74)
Proceeds from long term borrowings	4,325.93	2,814.03
Repayment of long term borrowings	(3,012.42)	(1,137.12)
Proceeds from short term borrowings	10,319.37	4,715.56
Repayment of short term borrowings	(9,898.26)	(3,588.18)
Finance Costs paid	(1,072.72)	(771.20)
Equity Dividend paid	(98.69)	(98.69)
Tax on Equity Dividend paid	(20.09)	(16.77)

Cash Flow Statement

for the year ended March 31, 2016

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Preference Dividend paid	(78.86)	(30.51)
Tax on Preference Dividend paid	(16.05)	(5.19)
Fixed deposits matured / (placed) as security against borrowings	131.96	(111.99)
Net Cash generated from Financing Activities (C)	1,442.24	2,286.13
Net (decrease) / Increase in Cash and Cash Equivalents (A+B+C)	(14.29)	9.16
Cash and Cash Equivalents at the beginning of the year	20.23	11.07
Cash and Cash Equivalents at the end of the year	5.94	20.23
Net (decrease) / Increase in Cash and Cash Equivalents	(14.29)	9.16
Components of Cash and Cash Equivalents		
Cash on Hand	0.00	0.01
Balances with Banks in current accounts	5.71	19.99
Balances with Banks in deposit accounts	0.23	0.23
	5.94	20.23
Unpaid Dividend Accounts	0.11	0.09
Balances with Banks in deposit accounts (Restricted)	172.89	161.79
Cash and Cash Equivalents	178.94	182.11

Footnote:

- i) The Company had given sub-debt to its subsidiary, Khed Sinner Expressway Limited of ₹ 144.10 crore. On September 27, 2015 the same has been converted into 144,100,000 equity shares of ₹ 10 each.
- ii) The sale consideration of ₹ 344.43 crore for sale of equity shares of Rapid MetroRail Gurgaon Limited to Infrastructure Leasing & Financial Services Limited ("IL&FS") has been adjusted against the outstanding borrowing from IL&FS. The impact of these non-cash transactions have not been given in the cash flow statement for the current year.

Note 1 to 34 forms part of the standalone financial statements.

In terms of our report attached.

For and on behalf of the Board

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants

Kalpesh J. Mehta
Partner

K. Ramchand
Managing Director

Arun K. Saha
Director

Mumbai, May 13, 2016

Dilip Bhatia
Chief Financial Officer
Mumbai, May 13, 2016

Krishna Ghag
Company Secretary

Notes

forming part of the Financial Statements for the year ended March 31, 2016

1. Significant Accounting Policies

Background :

IL&FS Transportation Networks Limited ("ITNL") is a surface transportation infrastructure company incorporated in the year 2000 under the provisions of the Companies Act, 1956, by Infrastructure Leasing & Financial Services Limited, a promoter company, in order to consolidate their existing road infrastructure projects and to pursue various new project initiatives in the area of surface transportation infrastructure

ITNL is a developer, operator and facilitator of surface transportation infrastructure projects, taking projects from conceptualisation through commissioning to operations and maintenance under public to private partnership on build-operate transfer ("BOT") basis in India

I Basis for preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 ("the Act"), as applicable and the relevant provisions of the Act. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year

II Use of estimates

The preparation of financial statements requires the Management to make estimates and assumptions considered in the reported amounts of Assets and Liabilities (including Contingent Liabilities) as of the date of the Financial Statements and the reported Income and Expenses during the reporting period. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Actual results could differ from these estimates. In case the actual results are different those from estimates, the effect thereof is given in the financial statements of the period in which the events materialise. Any change in such estimates is accounted prospectively

III Fixed Assets and Depreciation/Amortisation

(a) Tangible assets

Tangible fixed assets acquired by the Company are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any

The acquisition cost includes the purchase price (excluding refundable taxes) and expenses such as delivery and handling costs, installation, legal services and consultancy services, directly attributable to bringing the asset to the site and in working condition for its intended use

Where the construction or development of any asset requiring a substantial period of time to set up for its intended use is funded by borrowings, the corresponding borrowing costs are capitalised up to the date when the asset is ready for its intended use

Depreciation on tangible fixed assets is computed using Straight Line Method of depreciation. Useful lives are as under:

Asset	Useful life based on SLM
Premises	60 Years
Computers and Data Processing Equipment (other than Server & Networking)	3 Years
Office Equipments	5 Years
Furniture and Fixtures	10 Years
Plant & Machinery	15 Years
Electrical Installation	10 Years
Data Processing Equipment (Server & Networking)	4
Mobile Phones and I pad / Tablets	Fully depreciated in the year of purchase
Specialised office equipments	3
Vehicles	5
Assets provided to employees	3
Leasehold improvement costs	Amortised over Primary period of Lease
All categories of assets costing less than ₹ 5,000/- each	Fully depreciated in the year of purchase

The residual value of all the assets is retained at ₹ 1/- each

Notes

forming part of the Financial Statements for the year ended March 31, 2016

(b) Leased Assets

Type of Lease	Capitalisation	Depreciation Policy
Operating Lease	At Cost including incidental expenses to bring the asset to its working condition for its intended use	Straight Line Method at the rates provided under Schedule II to the Act
Capital Expenditure on renovation / Improvements to Lease-hold Premises	At Cost	Amortised over the primary period of the Lease

(c) Intangible assets and amortisation

Intangible assets comprise of software and amounts paid for acquisition of commercial rights under an "Operation and Maintenance" agreement of a toll road project

Intangible assets are reported at acquisition cost with deductions for accumulated amortisation and impairment losses, if any

Intangible assets are amortised on a "straight line" basis over their estimated useful lives. The estimated useful life of software is four years. The amount paid for the Commercial Rights acquired under the "Operations and Maintenance" agreement, is amortised over the minimum balance period of the concession agreement relating to the corresponding toll road project as it existed at the time of acquisition

IV Impairment of Assets

The carrying values of assets of the Company's cash-generating unit are reviewed for impairment annually or more often if there is an indication of decline in value. If any indication of such impairment exists, the recoverable amounts of those assets are estimated and impairment loss is recognised, if the carrying amount of those assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the estimated future cash flows to their present value based on appropriate discount factor

V Investments

- (a) Investments are capitalised at actual cost including costs incidental to acquisition. Dividend received attributable to the period prior to acquisition of investment is reduced from the cost of investment in the year of receipt

- (b) Cost of investment property acquired in exchange for an asset is determined by reference to the fair value of the asset given up
- (c) Investments are classified as long-term or current at the time of making such investments
- (d) Long-term investments are individually valued at cost, less provision for diminution that is other than temporary
- (e) Current investments are valued at the lower of cost and fair value

VI Revenue Recognition

- (a) The Company's service offerings include advisory and management services, supervisory services (including as lenders' engineers), operation and maintenance services, toll collection services for toll road projects and rendering assistance to applicant for toll road concessions with the bidding process

Revenue is recognised when it is realised or realisable and earned. Revenue is considered as realised or realisable and earned when it has persuasive evidence of an arrangement, delivery has occurred, the sales price is fixed or determinable and collectability is reasonably assured

Advisory, Design and Engineering fees are billed as services are rendered, however they are due for payment one year from the date of billing. Disclosure with respect to such Trade Receivables as been made considering above policy

Revenue in respect of arrangements made for rendering services is recognised over the

Notes

forming part of the Financial Statements for the year ended March 31, 2016

contractual term of the arrangement. In respect of arrangements, which provide for an upfront payment followed by additional payments as certain conditions are met (milestone payments), the amount of revenue recognised is based on the services delivered in the period as stated in the contract. In respect of arrangements where fees for services rendered are success based (contingent fees), revenue is recognised only when the factor(s) on which the contingent fees is based, actually occur and the collectibility is reasonably assured

Revenue from development projects under fixed - price contracts, where there is no uncertainty as to measurement or collectability of consideration is recognised based on the milestones reached under the contracts

- (b) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable provided it is not unreasonable to expect ultimate collection
- (c) Dividend, other than attributable to the period prior to acquisition of investment, is recognised as income when the unconditional right to receive the payment is established
- (d) **Revenue from construction contracts:**
When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs associated with the construction contract are recognised as revenue and expenses respectively by reference to the percentage of completion of the contract activity at the reporting date. The percentage of completion of a contract is determined considering the proportion that contract costs incurred for work performed upto the reporting date bear to the estimated total contract costs

For the purposes of recognising revenue, contract revenue comprises the initial amount of revenue agreed in the contract, the variations in contract work, claims and incentive payments to the extent that it is probable that they will

result in revenue and they are capable of being reliably measured

The percentage of completion method is applied on a cumulative basis in each accounting period to the current estimates of contract revenue and contract costs. The effect of a change in the estimate of contract revenue or contract costs, or the effect of a change in the estimate of the outcome of a contract, is accounted for as a change in accounting estimate and the effect of which are recognised in the Statement of Profit and Loss in the period in which the change is made and in subsequent periods

When the outcome of a construction contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred of which recovery is probable and the related contract costs are recognised as an expense in the period in which they are incurred

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense in the Statement of Profit and Loss in the period in which such probability occurs

Any excess revenue recognised in accordance with the stage of completion of the project, in comparison to the amounts billed to the clients in accordance with the milestones completed as per the respective development agreements, is carried forward as "Unearned Revenue"

Any short revenue recognised in accordance with the stage of completion of the project, in comparison to the amounts billed to the clients in accordance with the milestones completed as per the respective development agreements, is carried forward as "Unbilled Revenue"

VII Foreign Currency Transactions

Transactions in foreign currencies are translated to the reporting currency based on the exchange rate on the date of the transaction. Exchange difference

Notes

forming part of the Financial Statements for the year ended March 31, 2016

arising on settlement thereof during the period is recognised as income or expense in the Statement of Profit and Loss

Foreign currency denominated cash and cash equivalents, assets (other than those that are in substance the Company's net investment in a non integral foreign operation), and liabilities (monetary items) outstanding as at the period end are valued at closing-date rates, and unrealised translation differences are included in the Statement of Profit and Loss

Non monetary items (such as equity investments) denominated in foreign currencies are reported using the exchange rate as at the date of the transaction. Where such items are carried at fair value, these are reported using exchange rates that existed on dates when the fair values were determined

Inter-company assets and liabilities for which settlement is neither planned nor likely to occur in the foreseeable future and are in substance an extension to or a deduction from the Company's net investments in a non - integral foreign operations are also translated at closing rates but the exchange differences arising are accumulated in the foreign currency translation reserve until disposal of the net investment, at which time they are recognised as income or expense in the Statement of Profit and Loss. Any repayment of receivables or payables forming part of net investment in foreign operations is considered as partial disposal of investments in foreign operations and amounts previously recognised in the foreign currency translation reserve is adjusted on such recovery

The Company has exercised the option of amortising / capitalising the exchange differences arising on long-term foreign currency monetary items as given under Ministry of Corporate Affairs (MCA) Notification No. G.S.R 914(E) dated December 29, 2011

VIII Employee Benefits

(a) Short term

Short term employee benefits are recognised as an expense at the undiscounted amount expected to be paid over the period of services rendered by the employees to the Company

(b) Long term

The Company has both defined-contribution and defined-benefit plans, of which some have assets in special funds or securities. The plans are financed by the Company and in the case of some defined contribution plans by the Company along with its employees

(i) Defined-contribution plans

These are plans in which the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contributions to the employees' provident fund, family pension fund and superannuation fund. The Company's payments to the defined-contribution plans are reported as expenses in period in which the employees perform the services that the payment covers

(ii) Defined-benefit plans

Expenses for defined-benefit gratuity plans are calculated as at the balance sheet date by independent actuaries in a manner that distributes expenses over the employee's working life. These commitments are valued at the present value of expected future payments, with consideration for calculated future salary increases, using a discount rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on government bonds with a remaining term that is almost equivalent to the average balance working period of employees

The actuarial gains and losses are recognised immediately in the Statement of Profit and Loss

(c) Others

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the period end are reported as expenses in the period in which the employees perform the services that the benefit covers at the

Notes

forming part of the Financial Statements for the year ended March 31, 2016

undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment or encashment of such accrued benefit or where the availment or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method

IX Taxes on Income

Taxes include taxes on the Company's taxable profits, adjustment attributable to earlier periods and changes in deferred taxes. Current tax is the amount of income tax determined to be payable in respect of the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961

Deferred tax is calculated to correspond to the tax effect arising when final tax is determined. Deferred tax corresponds to the net effect of tax on all timing differences which occur as a result of items being allowed for income tax purposes during a period different from when they are recognised in the financial statements

Deferred tax assets are recognised with regard to all deductible timing differences to the extent that it is probable that taxable profit will be available in future against which deductible timing differences can be utilised

When the Company carries forward unused tax losses and unabsorbed depreciation, deferred tax assets are recognised only to the extent there is virtual certainty backed by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced by the extent that it is no longer probable that sufficient taxable profit will be available to allow all or a part of the aggregate deferred tax asset to be utilised

X Lease Accounting

Leases of assets where the lessor retains substantially all the risks and benefits of ownership of the assets are classified as operating leases. Operating lease payments are recognised as an expense in the Statement of Profit and Loss on a straight line basis over the lease term. Any compensation, according to agreement, that the lessee is obliged to pay to the lessor if the leasing contract is terminated prematurely is expensed during the period in which the contract is terminated

XI Provisions, Contingent Liabilities and Contingent Assets

A provision is recognised when the Company has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provision for final dividend payable (including dividend tax thereon) is made in the financial statements of the period to which the dividend relates when the same is proposed by the Board of Directors after the Balance Sheet date but before the approval of financial statements of the period to which the dividend relates. Provisions (excluding employee benefits) are not discounted to their present value and are determined based on best estimates required to settle the obligation at the Balance Sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised but are disclosed in the notes to the financial statement. A contingent asset is neither recognised nor disclosed

XII Borrowing Costs

Borrowing costs are recognised in the period to which they relate, regardless of how the funds have been utilised, except where it relates to the financing of construction or development of assets requiring a substantial period of time to prepare for their intended future use. Borrowing Costs are capitalised up to the date when the asset is ready for its intended use. The amount of borrowing costs capitalised (gross of tax) for the period is determined by applying the interest rate applicable

Notes

forming part of the Financial Statements for the year ended March 31, 2016

to appropriate borrowings outstanding during the period to the average amount of accumulated expenditure for the assets during the period

XIII Cash and Cash Equivalents

Cash comprises of Cash on Hand, Cheques on Hand, current account and demand deposits with Banks. Cash Equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risks of changes in value

XIV Cash Flow Statement

The Cash Flow Statement is prepared in accordance with the "Indirect Method" as explained in the Accounting Standard (AS) 3 on Cash Flow Statements

XV Earnings per Share

Basic earnings per share is calculated by dividing the net profit after tax for the period attributable to equity shareholders of the Company (after deducting preference share dividend, attributable tax thereon and related redemption premium) by the weighted average number of equity shares in issue during the period

Diluted earnings per share is calculated by dividing the net profit after tax for the period attributable to equity shareholders of the Company (after deducting preference share dividend, attributable tax thereon and related redemption premium) by the weighted average number of equity shares determined by assuming conversion on exercise of conversion rights for all potential dilutive securities

XVI Derivative

(a) Premium paid on acquisition of option contracts is treated as a current asset until maturity. If the premium paid exceeds the premium prevailing as at the date of the balance sheet, the difference is charged to the Statement of Profit and Loss. If the prevailing premium as at the balance sheet date exceeds the premium paid for acquiring option contracts, the difference is not recognised

(b) Premium received on option contracts written is treated as a current liability until maturity. If the premium prevailing on the balance sheet date exceeds the premium received on such options, the difference is charged to the Statement of Profit and Loss. If the prevailing premium as at the balance sheet date falls short of the premium received for writing option contracts, the difference is not recognised

(c) The Company uses foreign currency derivative contracts to hedge its risks associated with foreign currency fluctuations relating to highly probable forecast transactions. The Company designates such contracts in a cash flow hedging relationship by applying the hedge accounting principles set out in "Accounting Standard 30 Financial Instruments: Recognition and Measurement" issued by the ICAI. These contracts are stated at fair value at each reporting date. Changes in the fair value of these contracts that are designated and effective as hedges of future cash flows are recognised directly in "Cash flow hedge reserve" under Reserves and surplus, net of applicable deferred income taxes and the ineffective portion is recognised immediately in the Statement of Profit and Loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting

XVII Redemption Premium on Preference Shares

Fixed premium on redemption of Preference Shares, is recognised by the Company out of Securities Premium Account prior to the contractual date of redemption of the Preference Shares

Premium on redemption which is contractually accruing annually to the preference shareholders is accrued by way of appropriation out of Securities Premium Account as is permissible within the Act as may be amended from time to time

Notes

forming part of the Financial Statements for the year ended March 31, 2016

2. Share capital

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number of Shares	₹ in Crore	Number of Shares	₹ in Crore
Authorised				
Equity Shares of ₹ 10/- each	500,000,000	500.00	500,000,000	500.00
Preference Shares of ₹ 10/- each	1,000,000,000	1,000.00	1,000,000,000	1,000.00
Issued, Subscribed and Paid up (Refer footnote no. i to vi)				
Equity Shares of ₹ 10/- each fully paid	328,960,027	328.96	246,720,020	246.72
Cumulative Non-Convertible Compulsorily Redeemable Preference Shares of ₹ 10/- each fully paid	376,450,000	376.45	376,450,000	376.45
Total	705,410,027	705.41	623,170,020	623.17

Footnotes:

- Of the above, 236,582,632 (As at March 31, 2015 : 171,450,000) equity shares are held by the Holding Company viz. Infrastructure Leasing & Financial Services Limited ("IL&FS"), 4,266,368 (As at March 31, 2015: 3,199,776) equity shares are held by a fellow subsidiary viz. IL&FS Financial Services Limited
- 100,000,000 Cumulative Redeemable Preference Shares ("CRPS") each are held by two fellow subsidiaries viz. IL&FS Maritime Infrastructure Company Limited ("IMICL") and IL&FS Financial Services Limited ("IFIN")
- Reconciliation of the number of equity shares, CRPS and Cumulative Non-Convertible Compulsorily Redeemable Preference Shares ("CNCRPS") outstanding at the beginning and at the end of the year:

Equity Shares	Year ended March 31, 2016		Year ended March 31, 2015	
	Number of Shares	₹ in Crore	Number of Shares	₹ in Crore
Shares outstanding at the beginning of the year	246,720,020	246.72	194,267,732	194.27
Shares issued during the year	82,240,007	82.24	52,452,288	52.45
Shares outstanding at the end of the year	328,960,027	328.96	246,720,020	246.72

Cumulative Non-Convertible Compulsorily Redeemable Preference Shares	Year ended March 31, 2016		Year ended March 31, 2015	
	Number of Shares	₹ in Crore	Number of Shares	₹ in Crore
Shares outstanding at the beginning of the year	376,450,000	376.45	376,450,000	376.45
Shares outstanding at the end of the year	376,450,000	376.45	376,450,000	376.45

Notes

forming part of the Financial Statements for the year ended March 31, 2016

- iv. Shareholders holding more than 5% of issued, subscribed and paid up equity share capital, CRPS and CNCRPS:

Equity Shareholder	As at March 31, 2016		As at March 31, 2015	
	Number of Shares	% of total holding	Number of Shares	% of total holding
IL&FS	236,582,632	71.92%	171,450,000	69.49%

Cumulative Non-Convertible Compulsorily Redeemable Preference Shareholder	As at March 31, 2016		As at March 31, 2015	
	Number of Shares	% of total holding	Number of Shares	% of total holding
IL&FS Maritime Infrastructure Company Limited	100,000,000	26.56%	100,000,000	26.56%
IL&FS Financial Services Limited	100,000,000	26.56%	100,000,000	26.56%
Azim Hasham Premji	25,000,000	6.64%	25,000,000	6.64%
L & T Infrastructure Finance Company Limited	-	-	25,000,000	6.64%
Pioneer Independent Trust	25,000,000	6.64%	-	-

- v. The Company has one class of equity shares with face value of ₹ 10 each fully paid-up. Each shareholder has a voting right in proportion to his holding in the paid-up equity share capital of the Company. Where final dividend is proposed by the Board of Directors, it is subject to the approval of the shareholders in the Annual General Meeting

During the previous year, the Company had issued 52,452,288 equity shares on rights basis in the ratio of 27:100 at a price of ₹ 100 per share having a face value of ₹ 10 each aggregating ₹ 52.45 Crore and premium of ₹ 90 each aggregating to ₹ 472.07 Crore

During the current year, the Company issued 82,240,007 equity shares on rights basis in the ratio of 1:3 at a price of ₹ 90 per share having a face value of ₹ 10 each aggregating ₹ 82.24 Crore and premium of ₹ 80 each aggregating to ₹ 657.92 Crore. The Earnings per share has been accordingly adjusted for the effects of Rights Issue for the years ended March 31, 2016 and March 31, 2015

The details of utilisation of proceeds of above issue are given below :

Particulars	₹ in Crore	
	FY 2015-16	FY 2014-15
Amount received from the issue	740.16	524.52
Utilisation :		
For repayment of loans	733.21	510.00
For working capital payments (including issue expenses)	6.95	14.52
Total utilisation	740.16	524.52
Balance amount unutilised as at year end	Nil	Nil

Notes

forming part of the Financial Statements for the year ended March 31, 2016

vi. The Company has issued the following series of CRPS and CNCRPS :

Series Name	Number of shares	Face value per share	Premium received per share	Maturity date	Dividend payout	Redemption terms
20.50% CRPS	200,000,000	10	10	Refer footnote vi.(a) below	20.50% per annum	Refer footnote vi.(a) below
10.40% ITNL CNCRPS 2017	107,250,000	10	10	June 23, 2017	21.06% per annum	Redemption at face value plus premium of ₹ 10 per share
10.50% ITNL CNCRPS 2018	19,200,000	10	10	December 23, 2018	21.44% per annum	
11% ITNL CNCRPS 2021	50,000,000	10	10	January 17, 2021	22.32% per annum	

Footnote vi.(a) :

The 20.50% CRPS will be redeemed starting from May 31, 2017 to May 31, 2025 at a premium of ₹ 10 per share and an additional redemption premium of 2.50% p.a. on the face value from the date of issue. See below table for details:

Date of redemption	No of shares to be redeemed (in Crore)	Redemption Amount ₹ in Crore
31-May-17	2.00	41.84
31-May-18	2.00	42.34
31-May-19	3.00	64.26
31-May-20	3.00	65.01
31-May-21	3.00	65.76
31-May-22	3.00	66.51
31-May-23	3.00	67.26
31-May-24	0.50	11.34
31-May-25	0.50	11.48
Total	20.00	435.80

Rights of CRPS and CNCRPS holders are as follows:

The holder(s) of CRPS and CNCRPS shall have no voting rights other than in respect of matters directly affecting the rights attached to the CRPS and CNCRPS. In the event of any due and payable dividends on the CRPS and CNCRPS remaining unpaid for a period of two years prior to the start of any General Meeting of the Equity Shareholders, the holder(s) of CRPS and CNCRPS shall gain voting rights in respect of all matters placed by the Company at a General Meeting of its Equity Shareholders in accordance with the provisions of the Companies Act and the Articles of Association of the Company. In the event of winding up or repayment of capital, the holder(s) of the CRPS and CNCRPS shall carry a preferential right vis-à-vis equity shareholders to be repaid the amount of paid up capital, unpaid dividends and fixed premium, in accordance with the provisions of the Companies Act and the Articles of Association of the Company. The claims of holder(s) of CRPS and CNCRPS shall be subordinated to the claims of all secured and unsecured creditors of the Company but senior to equity shareholders and pari passu amongst other preference shareholders

Notes

forming part of the Financial Statements for the year ended March 31, 2016

3. Reserves and surplus

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
(a) Securities Premium Account				
Opening balance	1,849.79		1,401.78	
(+) Addition during the year from issue of equity shares on a rights basis	657.92		472.07	
(-) Premium utilised towards preference shares issue expenses and rights issue expenses	(6.16)		(5.59)	
(-) Premium utilised towards discount on issue of Non-Convertible Debentures	-		(13.47)	
(-) Redemption premium on 20.50% CRPS	(5.00)	2,496.55	(5.00)	1,849.79
(b) General Reserve				
Opening balance	182.37		150.50	
(+) Transfer from balance in Statement of Profit and Loss	-	182.37	31.87	182.37
(c) Foreign Currency Translation Reserve (Refer Note VII of Note 1)				
Opening Balance [net of deferred tax asset (net) of Nil, (previous year ₹ 0.99 Crore)]	-		1.93	
Foreign exchange translation gain / (loss) [net of deferred tax liability of ₹ Nil (Previous year net of deferred tax asset of ₹ 0.99 Crore)]	-	-	(1.93)	-
(d) Cash flow hedge reserve				
Opening balance	(5.49)		-	
(+) Created during the year	1.78	(3.71)	(5.49)	(5.49)
(e) Debenture Redemption Reserve (Refer Footnote below)				
Opening balance	193.72		94.77	
(+) Transfer from balance in Statement of Profit and Loss	0.15	193.87	98.95	193.72
(f) Surplus in the Statement of Profit and Loss				
Opening balance	735.98		762.46	
(+) Profit for the year	173.49		318.66	
(-) Transfer to general reserve	-		(31.87)	
(-) Adjustment of fixed assets WDV on change of method of depreciation	-		(0.63)	
(-) Transfer to debenture redemption reserve	(0.15)		(98.95)	
(-) Provision for proposed dividend on equity shares	(65.79)		(98.69)	
(-) Provision for Dividend Distribution Tax on proposed dividend on equity shares	(13.39)		(20.09)	
(-) Provision for proposed dividend on preference shares	(78.86)		(78.86)	
(-) Provision for Dividend Distribution Tax on proposed dividend on preference shares	(16.05)	735.23	(16.05)	735.98
Total		3,604.31		2,956.37

Footnote:

The Company has issued several series of Non Convertible Debentures (NCDs) as detailed in Footnote 2 of Note 4. In terms of Section 71(4) of the Companies Act, 2013 read with rule 18(7)(b)(iii) of the Companies (Share capital and Debentures) Rules 2014, the Company being an Infrastructure Company is required to create Debenture Redemption Reserve to the extent of 25% of the value of privately placed NCDs until such NCDs are redeemed, to which adequate amounts shall be credited from out of its profits every year

For the year ended March 31, 2016, the transfer to Debenture Redemption Reserve has been made in accordance with the above provisions amounting to ₹ 0.15 Crore. (March 31, 2015 ₹ 98.95 Crore)

Notes

forming part of the Financial Statements for the year ended March 31, 2016

4. Borrowings

₹ in Crore

Particulars	As at March 31, 2016			As at March 31, 2015		
	Long-term		Short-term	Long-term		
	Non-current	Current portion		Non-current	Current portion	Short-term
Secured (Refer footnote 1)						
Term Loans from banks	1,954.25	502.00	12.00	1,362.77	262.37	27.00
Term Loans from financial institutions	75.00	-	-	-	-	-
Demand loans from banks	-	-	136.70	-	-	-
Sub-total (a)	2,029.25	502.00	148.70	1,362.77	262.37	27.00
Unsecured						
Debentures (Refer footnote 2)						
Unsecured Redeemable Non-Convertible Debentures [NCDs]	2,085.50	-	-	1,830.00	-	-
Unsecured Redeemable NCDs (issued at discount)	300.00	-	-	300.00	-	-
Term Loans from banks	673.52	444.74	759.40	622.65	1,110.12	448.00
Term Loans from financial institutions	-	-	300.00	-	-	300.00
Term Loans from related parties	780.00	-	733.50	-	-	225.00
Demand loans from banks	-	-	15.26	-	-	23.89
Commercial Paper	-	-	220.00	-	-	950.00
Less : Unexpired discount	-	-	(3.71)	-	-	(22.72)
Net amount	-	-	216.29	-	-	927.28
Sub-total (b)	3,839.02	444.74	2,024.45	2,752.65	1,110.12	1,924.17
Total	5,868.27	946.74	2,173.15	4,115.42	1,372.49	1,951.17

Footnote

1 Security details

	As at March 31, 2016		As at March 31, 2015	
	Long-term	Short-term	Long-term	Short-term
Secured against:				
Investment property [Refer footnote 6 to Note 10]	115.30	-	115.30	-
Current assets and receivables	2,337.26	136.70	1,371.20	-
Fixed deposits	78.70	12.00	138.64	27.00
Total	2,531.25	148.70	1,625.14	27.00

Notes

forming part of the Financial Statements for the year ended March 31, 2016

2 The details of Unsecured Redeemable Non-Convertible Debentures [NCDs] :

Series of NCDs	Face value per NCD (₹)	Rate of interest % p.a.	Terms of repayment	Date of redemption	No. of NCDs issued	No. of NCDs outstanding	No. of NCDs outstanding
						As at March 31, 2016	As at March 31, 2015
ITNL 11.80% 2024	1,000,000	11.80	Bullet repayment	January 3, 2025	2,500	2,500	2,500
ITNL 11.80% 2024	1,000,000	11.80	Bullet repayment	December 21, 2024	2,500	2,500	2,500
ITNL, 11.50%, 2024	1,000,000	11.50	Bullet repayment	June 21, 2024	2,000	2,000	2,000
ITNL, 11.50%, 2024	1,000,000	11.50	Bullet repayment	February 4, 2024	1,000	1,000	1,000
ITNL 10.50% 2021	1,000,000	10.50	Bullet repayment	May 8, 2021	1,250	1,250	-
ITNL 11.70% 2020	1,000,000	11.70	Bullet repayment	July 27, 2020	2,250	2,250	-
ITNL 11.50% 2019	1,000,000	11.50	Bullet repayment	November 20, 2019	1,250	1,250	1,250
NCD Tranche XIII Series B	500,000	0.00	Bullet repayment	June 23, 2019	500	500	-
ITNL 9.40% 2020	1,000,000	9.40	Bullet repayment	April 5, 2019	4,250	4,250	-
NCD Tranche XIII Series A	500,000	0.00	Bullet repayment	March 23, 2019	7,300	7,300	-
ITNL,12.00%,2019 Series II	1,000,000	12.00	Bullet repayment	March 18, 2019	5,300	405	5,300
ITNL, 12.00%, 2019	1,000,000	12.00	Bullet repayment	January 23, 2019	4,000	50	4,000
ITNL 11.10%	1,000,000	11.10	Bullet repayment	October 10, 2018	1,000	1,000	-
ITNL 11.70% 2018	1,000,000	11.70	Bullet repayment	April 12, 2018	1,500	1,500	1,500
ITNL 11.25%	1,000,000	11.25	Bullet repayment	April 21, 2016	1,250	-	1,250
Total					37,850	27,755	21,300

3 Age-wise analysis and Repayment terms of the Company's Long term Borrowings are as below:

Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
	₹ in Crore	₹ in Crore	Frequency of Repayment*	Frequency of Repayment*
1-2 Years	1,477.90	836.07	QT,Y,B	QT,Y,B
2-3 Years	1,434.91	424.97	QT,Y,B	QT,Y
3-4 Years	440.96	587.06	QT,Y	QT,B
4-5 Years	126.00	126.83	QT,Y	QT
5-6 Years	3.00	10.50	QT	QT
Total	3,482.77	1,985.42		

QT = Quarterly, Y = Yearly and B = Bullet repayment

Notes

forming part of the financial statements for the year ended March 31, 2016

5. Deferred Tax Liabilities (Net)

The Company has a net deferred tax liability of ₹ 7.26 Crore (As at March 31, 2015 ₹ 35.40 Crore). The components are as under:

Particulars	₹ in Crore		
	As at March 31, 2015	Movement during the year	As at March 31, 2016
Liabilities :			
In respect of depreciation	1.07	0.03	1.10
In respect of unamortised borrowing costs	47.88	13.73	61.61
Assets:			
in respect of provision for doubtful loans	(11.83)	(16.58)	(28.41)
in respect of provision for doubtful receivables	(0.10)	(23.15)	(23.25)
in respect of amortisation of intangible assets	-	(2.04)	(2.04)
In respect of employee benefits	(1.62)	(0.13)	(1.75)
Deferred Tax Liabilities (Net)	35.40	(28.14)	7.26

6. Other liabilities

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
	Long-term	Current	Long-term	Current
(a) Interest accrued but not due on borrowings	-	134.34	-	65.04
(b) Retention Money Payable	334.14	-	247.69	-
(c) Payable due to fair valuation of derivative contract	-	-	7.83	-
(d) Mobilisation Advances Received	177.07	200.52	266.30	233.19
(e) Unearned Revenue (Refer Note 26)	-	208.15	-	263.16
(f) Unclaimed Dividends (Refer footnote)	-	0.11	-	0.09
(g) Payable on purchase of fixed assets - related party	3.91	1.50	-	-
(h) Payable to related party - Holding company	-	-	-	15.00
(i) Other Payables (statutory dues payable)	-	44.59	-	14.22
Total	515.12	589.21	521.82	590.70

Footnote:

Unclaimed dividend does not include any amounts which were due to be transferred to Investor Education and Protection Fund

7. Provisions

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
	Long-term	Short-term	Long-term	Short-term
(a) Provision for employee benefits	3.33	19.07	1.86	23.33
(b) Provision for Proposed Dividend on equity shares	-	65.79	-	98.69
(c) Provision for Dividend Distribution Tax on equity shares	-	13.39	-	20.09
(d) Provision for Proposed Dividend on preference shares	-	78.86	-	78.86
(e) Provision for Dividend Distribution Tax on preference shares	-	16.05	-	16.05
(f) Provision for redemption premium on Preference Shares	12.56	-	7.56	-
(g) Provision for tax (net)	-	0.71	-	0.75
Total	15.89	193.87	9.42	237.77

Notes

forming part of the financial statements for the year ended March 31, 2016

8. Trade Payables other than Micro, Small and Medium Enterprises ("MSME")

Based on information received by the Company from its vendors, the amount of principal outstanding in respect of MSME as at Balance Sheet date covered under the Micro, Small and Medium Enterprises Development Act, 2006 is ₹ Nil. There were no delays in the payment of dues to Micro and Small Enterprises

9. Fixed Assets

Current year :

Particulars	Gross Block (at cost)			Accumulated Depreciation and Amortisation			Net Block		
	Balance as at April 1, 2015	Additions	Deletions / Adjustments	Balance as at March 31, 2016	Balance as at April 1, 2015	Depreciation / Amortisation for the year	Deletions	Balance as at March 31, 2016	Balance as at March 31, 2016
a Tangible Assets									
Buildings	1.50	-	-	1.50	0.19	0.02	-	0.21	1.29
Plant and Machinery	23.11	6.92	-	30.03	2.57	1.81	-	4.38	25.65
Furniture and Fixtures	2.36	0.22	-	2.58	1.34	0.25	-	1.60	0.98
Vehicles	13.01	1.44	0.39	14.06	7.90	2.09	0.27	9.72	4.34
Office Equipments	5.61	0.56	0.03	6.14	3.54	1.10	0.02	4.63	1.51
Data Processing Equipments	7.70	0.56	-	8.26	5.28	1.26	-	6.54	1.72
Leasehold Improvements	1.93	-	-	1.93	1.69	0.17	-	1.86	0.07
Total	55.22	9.70	0.42	64.50	22.51	6.70	0.29	28.94	35.56
b Intangible Assets									
Computer Software (Acquired)	36.79	0.11	-	36.90	30.66	2.57	-	33.23	3.67
Commercial Rights (Acquired)	106.00	-	-	106.00	6.07	5.27	-	11.34	94.66
Total	142.79	0.11	-	142.90	36.73	7.84	-	44.57	98.33
c Capital Work-In-Progress	-	7.23	-	7.23	-	-	-	-	7.23
Grand Total	198.01	17.04	0.42	214.63	59.24	14.53	0.29	73.51	141.12

Notes

forming part of the Financial Statements for the year ended March 31, 2016

9. Fixed Assets

Previous year :

Particulars	Gross Block (at cost)			Accumulated Depreciation and Amortisation			Net Block	
	Balance as at April 1, 2014	Additions	Deletions / Adjustments	Balance as at March 31, 2015	Balance as at April 1, 2014	Adjustments		Deletions
a Tangible Assets								
Buildings	1.50	0.00	-	1.50	0.16	0.00	0.03	0.19
Plant and Machinery	9.34	13.77	-	23.11	3.50	(1.89)	0.96	2.57
Furniture and Fixtures	2.20	0.16	-	2.36	1.47	(0.38)	0.25	1.34
Vehicles	12.25	1.78	1.02	13.01	6.26	(0.22)	2.63	7.90
Office Equipments	3.83	1.78	-	5.61	2.45	(0.52)	0.46	3.54
Data Processing Equipments	6.04	1.66	-	7.70	3.81	0.00	1.30	5.28
Leasehold Improvements	1.93	0.00	-	1.93	1.53	0.00	0.16	1.69
Total	37.09	19.15	1.02	55.22	19.18	(3.01)	6.48	22.51
b Intangible Assets								
Computer Software (Acquired)	35.14	1.65	-	36.79	28.30	-	2.36	30.66
Commercial Rights (Acquired)	6.00	100.00	-	106.00	2.03	-	4.04	6.07
Total	41.14	101.65	-	142.79	30.33	-	6.40	36.73
c Capital Work-In-Progress	2.41	-	2.41	-	-	-	-	-
Grand Total	80.64	120.80	3.43	198.01	49.51	(3.01)	12.88	59.24

Footnote:

₹ 0.63 Crore is debited to surplus in the Statement of Profit & Loss as per Schedule II of the Companies Act 2013 due to revised useful life being Nil as on March 31, 2014

Notes

forming part of the Financial Statements for the year ended March 31, 2016

10. Investments

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
	Non-current	Current portion of long-term investments	Non-current	Current portion of long-term investments
Investment property (Refer footnote 1)	115.30	-	115.30	-
Trade Investments				
(a) Investments in equity shares	4,479.66	-	4,103.68	-
(b) Investments in preference shares	249.69	-	249.69	-
(c) Investments in debentures	-	32.00	32.00	-
(d) Investments in covered warrants	194.30	-	194.30	-
(e) Investments in units	109.61	-	109.61	-
Sub-total	5,033.25	32.00	4,689.28	-
Less : Provision for diminution in the value of Investments	14.50	-	14.50	-
Total Trade Investments	5,018.75	32.00	4,674.78	-
Total	5,134.05	32.00	4,790.08	-

Details of Trade Investments (Refer footnotes 2 to 7)

Non-current

Sr. No.	Name of the Entity	Face Value per unit (₹)	As at March 31, 2016		As at March 31, 2015	
			Quantity	₹ in Crore	Quantity	₹ in Crore
(a) Investment in Equity shares						
in Subsidiaries (Unquoted; Fully paid - At Cost)						
	North Karnataka Expressway Limited	10	7,720,823	7.72	7,720,823	7.72
	East Hyderabad Expressway Limited	10	21,689,400	21.69	21,689,400	21.69
	ITNL International Pte. Ltd., Singapore (Nominal value US\$ 1 each)	Not Applicable	66,398,625	366.76	60,894,038	329.27
	ITNL Road Infrastructure Development Company Limited	10	140,000,000	140.00	140,000,000	140.00
	Elsamex S.A. (Nominal value Euro 60.10121 each) (Refer footnote 3)	Not Applicable	260,949	272.23	260,949	272.23
	Vansh Nimay Infraprojects Limited (Refer footnote 4)	10	14,300,000	14.50	14,300,000	14.50
	IL&FS Rail Limited (Refer footnote 7)	10	550,139,182	550.14	385,285,112	385.29
	Hazaribagh Ranchi Expressway Limited	10	130,986,900	136.26	130,986,900	136.26
	Pune Sholapur Road Development Company Limited	10	160,000,000	160.00	160,000,000	160.00
	West Gujarat Expressway Limited	10	14,799,985	10.05	14,799,985	10.05
	Moradabad Bareilly Expressway Limited	10	221,660,000	221.66	221,660,000	221.66
	Jharkhand Road Projects Implementation Company Limited	10	242,448,000	242.45	242,448,000	242.45
	Chenani Nashri Tunnelway Limited	10	372,000,000	372.00	372,000,000	372.00
	MP Border Checkposts Development Company Limited	10	110,278,130	110.28	110,278,130	110.28
	Badarpur Tollway Operations Management Limited	10	49,994	0.05	49,994	0.05
	Rapid MetroRail Gurgaon Limited (Refer footnote 7)	10	18,239,128	18.24	193,332,083	193.33
	Futureage Infrastructure India Limited	10	3,000,000	3.00	3,000,000	3.00
	Charminar Robopark Limited	10	4,680,000	4.68	4,680,000	4.68
	Karyavattom Sports Facilities Limited	10	43,119,940	43.12	43,119,940	43.12
	Kiratpur Ner Chowk Expressway Limited	10	415,950,000	415.95	320,750,000	320.75
	ITNL Offshore Pte. Ltd., Singapore (Nominal value US\$ 1 each)	Not Applicable	3,370,500	20.84	3,370,500	20.84
	Baleshwar Kharagpur Expressway Limited	10	178,590,000	178.59	172,780,000	172.78

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Sr. No.	Name of the Entity	Face Value per unit (₹)	As at March 31, 2016		As at March 31, 2015	
			Quantity	₹ in Crore	Quantity	₹ in Crore
	Sikar Bikaner Highway Limited	10	124,050,000	124.05	124,050,000	124.05
	Rapid MetroRail Gurgaon South Limited	10	155,977,500	155.98	87,867,500	87.87
	ITNL Africa Projects Ltd., Nigeria (Nominal value Nigerian Naira 1 each)	Not Applicable	2,500,000	0.09	2,500,000	0.09
	Barwa Adda Expressway Limited	10	85,000,000	85.00	84,999,940	85.00
	Khed Sinnar Expressway Limited	10	294,190,000	294.19	149,999,994	150.00
	Andhra Pradesh Expressway Limited	10	4,293,440	4.29	4,293,440	4.29
	GIFT Parking Facilities Limited	10	50,000	0.05	49,994	0.05
	ITNL Offshore Two Pte. Ltd. (Nominal value US\$ 1 each)	Not Applicable	50,000	0.31	1	0.00
	ITNL Offshore Three Pte. Ltd. (Nominal value US\$ 1 each)	Not Applicable	1	0.00	1	0.00
	Amravati Chikhli Expressway Limited	10	11,549,994	11.55	-	-
	Fagne Songadh Expressway Limited	10	8,549,994	8.55	-	-
	Jharkhand Infrastructure Implementation Company Limited	10	12,450,000	12.45	-	-
	GRICL Rail Bridge Development Company Limited	10	50,000	0.05	-	-
	Rajasthan Land Holdings Limited	10	2,000,000	2.50	-	-
	in Joint Ventures (Fully paid - At Cost)					
	Jorabat Shillong Expressway Limited (Unquoted)	10	42,000,000	42.00	42,000,000	42.00
	NAM Expressway Limited (Unquoted)	10	116,754,970	116.75	116,754,970	116.75
	Noida Toll Bridge Company Limited (Quoted)	10	47,195,007	187.16	47,195,007	187.16
	in Associates (Unquoted; Fully paid - At Cost)					
	Thiruvananthapuram Road Development Company Limited	10	17,030,000	17.03	17,030,000	17.03
	ITNL Toll Management Services Limited	10	24,500	0.02	24,500	0.02
	Warora Chandrapur Ballarpur Toll Road Limited	10	61,708,500	61.71	61,708,500	61.71
	Srinagar Sonamarg Tunnelway Limited	10	5,676,068	5.68	5,676,068	5.68
	Gujarat Road and Infrastructure Company Limited	10	23,187,166	22.13	23,187,166	22.13
	in Others (Unquoted; Fully paid - At Cost)					
	Pipavav Railway Corporation Limited	10	12,000,000	17.90	12,000,000	17.90
	Sub-total (a)			4,479.66		4,103.68
	(b) Investments in Preference Shares (Unquoted; Fully paid - At Cost)					
	in Subsidiaries					
	West Gujarat Expressway Limited (Refer footnote 6)	10	20,000,000	29.69	20,000,000	29.69
	Andhra Pradesh Expressway Limited	10	220,000,000	220.00	220,000,000	220.00
	Sub-total (b)			249.69		249.69
	(c) Investments in Debentures (Unquoted; Fully paid - At Cost)					
	11.50% Non-Convertible Debentures of Road Infrastructure Development Company of Rajasthan Limited	10	-	-	32,000,000	32.00
	Sub-total (c)			-		32.00
	(d) Investments in Covered Warrants (Unquoted; Fully paid - At Cost)					
	Infrastructure Leasing & Financial Services Limited (Refer footnote 5)	10	194,300,000	194.30	194,300,000	194.30
	(e) Investments in Units (Unquoted; Fully paid - At Cost)					
	ITNL Road Investment Trust (a Subsidiary)	1000	1,096,062	109.61	1,096,062	109.61
	Grand Total (a+b+c+d+e)			5,033.25		4,689.28

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Current portion of long-term investments

Name of the Entity	Face Value per unit (₹)	As at March 31, 2016		As at March 31, 2015	
		Quantity	₹ in Crore	Quantity	₹ in Crore
Investments in Debentures (Unquoted; Fully Paid - At cost)					
11.5% Non-Convertible Debentures of Road Infrastructure Development Company of Rajasthan Limited	10	32,000,000	32.00	-	-
Total		32,000,000	32.00		

Particulars	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
Aggregate cost of quoted investments (Market value of ₹ 105.72 Crore; as at March 31, 2015 : ₹ 157.16 Crore)	187.16	187.16
Aggregate cost of unquoted investments	4,878.09	4,502.12
Total	5,065.25	4,689.28

Footnotes

- Investment property consists of 49,555 sq.ft. commercial property in Mumbai. The said property has been offered as a security given to one of the lenders of the Company
- The Company has given non-disposal undertakings to the lenders and the grantors of the Concession for its investment in infrastructure companies promoted by it with regard to its investments in the equity share capital of these companies as a part of promoter's undertaking to such lenders, equity investors and the grantors of the Concession, the carrying value of which is ₹ 1,554.44 Crore as on March 31, 2016. (₹ 1,514.62 Crore as on March 31, 2015)
- The Company has pledged Nil equity shares aggregating ₹ Nil (As at March 31, 2015 - 171,959 equity shares aggregating ₹ 138.84 Crore) representing 51% of the overall shareholding in Elsamex S.A., in favour of certain lenders for a Term Loan facility availed by Elsamex S.A
- The Company has pledged 14,300,000 equity shares aggregating ₹ 14.50 Crore (As at March 31, 2015 - 14,300,000 equity shares aggregating ₹ 14.50 Crore) of Vansh Nimay Infraprojects Limited ("Borrower") with IL&FS Trust Company Limited ("Security Trustee") to secure the dues of the Borrower including without limitation all principal amounts, interest expenses, penalties, costs, fees, etc payable by the Borrower in relation to the facility extended by the Consortium of Financial Institutions and Banks under the Pooled Municipal Debt Obligation Facility ("PMDO")
- The Company's investment in "Covered Warrants" aggregating to ₹ 194.30 Crore (As at March 31, 2015 ₹ 194.30 Crore) issued by Infrastructure Leasing & Financial Services Limited ("IL&FS") are variable interest debt instruments under which the holder is entitled to a proportionate share of the dividend. However, the Company is not entitled to rights and privileges, which IL&FS enjoys as a shareholder / debentureholder. The instruments are unsecured
- The Company's investment in redeemable / optionally convertible cumulative preference shares of West Gujarat Expressway Limited ("WGEL") are convertible, at the option of the Company, into 1 equity share and carry a coupon of 2% per annum upto the conversion, accrued annually in arrears ("Coupon"). An additional coupon consisting of 95% of the balance distributable profits, that may be available with WGEL after it has met all other obligations, would also accrue on the said preference shares ("Additional Coupon")

Notes

forming part of the Financial Statements for the year ended March 31, 2016

- 7 During the year ended March 31, 2016, the Company has sold its investment of 202,602,955 equity shares held in Rapid MetroRail Gurgaon Limited to Infrastructure Leasing & Financial Services Limited, its holding company. The profit on sale of ₹ 141.82 crore from this transaction is included under Other operating revenues (Refer note 19)

11. Loans and Advances (Unsecured, considered good unless otherwise mentioned)

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
	Long-term	Short-term	Long-term	Short-term
a. Security Deposits				
Related party	2.25	-	2.25	-
Others	3.32	11.00	3.63	41.43
Sub-total (a)	5.57	11.00	5.88	41.43
b. Capital Advances	31.56	-	31.56	-
c. Loans and advances to related parties				
Term loans				
Unsecured, considered good	1,864.27	1,342.05	1,177.40	1,552.96
Unsecured, considered doubtful	-	83.80	-	36.50
Less: Provision	-	(83.80)	-	(36.50)
Advances receivable				
Unsecured, considered good	-	121.05	-	83.94
Unsecured, considered doubtful	-	22.06	-	-
Less: Provision	-	(22.06)	-	-
Mobilisation advance	-	4.00	-	11.55
Advance towards Share Application Money	75.02	-	90.65	-
Sub-total (c)	1,939.29	1,467.10	1,268.05	1,648.45
d. Other Loans and Advances				
Term loans				
Unsecured, considered good	77.38	111.57	81.47	281.57
Unsecured, considered doubtful	-	0.60	-	-
Less: Provision	-	(0.60)	-	-
Preconstruction and Mobilisation advances paid to contractors and other advances	225.86	268.64	433.04	248.00
Inter corporate deposits	-	4.00	-	4.00
Staff loans	-	2.15	-	2.18
Indirect tax balances / Receivable credit	-	65.68	-	41.47
Advances receivable				
Unsecured, considered good	-	37.02	-	29.26
Unsecured, considered doubtful	20.00	-	-	-
Less: Provision	(20.00)	-	-	-
Advance towards Share Application Money	-	-	20.00	-
Advance payment of taxes (net of provision)	325.68	-	234.43	-
MAT Credit Entitlement	-	-	26.75	-
Prepaid expenses	6.61	32.62	20.75	34.00
Sub-total (d)	635.53	521.67	816.44	640.48
Total	2,611.95	1,999.78	2,121.93	2,330.36

Notes

forming part of the Financial Statements for the year ended March 31, 2016

12. Other assets

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
	Non-current	Current	Non-current	Current
Retention Money Receivable (Refer Note 26)	181.31	-	140.29	-
Interest Accrued but not due	166.33	115.05	66.14	85.88
Less: Provision for interest receivable	-	(0.59)	-	-
Interest Accrued but not due (Net)	166.33	114.46	66.14	85.88
Interest Accrued and due	-	160.48	-	91.26
Less: Provision for interest receivable	-	(8.02)	-	-
Interest Accrued and due (Net)	-	152.46	-	91.26
Balances with Banks in deposit accounts (Restricted) (Maturing more than 12 months)	24.41	-	167.47	-
Unbilled revenue (Refer Note 26)	-	482.20	-	119.81
Unamortised borrowing costs	121.32	58.18	82.75	38.07
Receivable for sale of investment (Refer footnote 7 to Note 10)	-	-	-	65.50
Receivable due to fair valuation of derivative contract	5.77	-	-	-
Total	499.14	807.30	456.65	400.52

13. Inventories (At lower of cost and net realisable value)

Particulars	₹ in Crore	
	As at	As at
	March 31, 2016	March 31, 2015
Raw materials (Refer footnote)	4.79	-
Total	4.79	-

Foot Note:

As certified by the Management, the inventories are lying at the construction site.

14. Trade Receivables

Particulars	₹ in Crore	
	As at	As at
	March 31, 2016	March 31, 2015
Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	2,205.63	1,187.81
Unsecured, considered doubtful	16.54	0.30
Less: Provision for doubtful debts	(16.54)	(0.30)
	2,205.63	1,187.81
Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	1,909.82	1,551.65
	1,909.82	1,551.65
Total	4,115.46	2,739.46

Notes

forming part of the Financial Statements for the year ended March 31, 2016

15. Cash and Cash Equivalents

Particulars	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
a. Cash and cash equivalents		
Cash on hand	0.00	0.01
Balances with Banks in current accounts	5.71	19.99
Balances with Banks in deposit accounts	0.23	0.23
	5.94	20.23
b. Others		
Unpaid Dividend accounts	0.11	0.09
Balances with Banks in deposit accounts (Restricted) (less than 12 months)	172.89	161.79
	173.00	161.88
Total	178.94	182.11
Included in above, the balances that meet the definition of cash and cash equivalents as per AS-3 "Cash Flow Statements"	5.94	20.23

16. Contingent Liabilities and Commitments

Particulars	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
(i) Contingent Liabilities (Refer footnote 1)		
a) Claims against the Company not acknowledged as debts		
- Income tax demands contested by the Company	10.15	8.12
- Indirect tax demands contested by the Company	4.05	-
- Claims made by contractors	22.97	-
b) Guarantees (Refer footnote 2)		
- Guarantees/counter guarantees issued to outsider in respect of group companies	1,444.82	1,688.07
- Guarantees/counter guarantees issued to outsider in respect of other than group companies	7.72	9.27
c) Put option on sale of investment	Unascertainable	Unascertainable
(ii) Commitments		
Investment Commitments [net of advances of ₹ Nil, (As at March 31, 2015 : ₹ 35.65 Crore)]	1,956.55	918.97

Footnote

- The Company does not expect any outflow of economic resources in respect of the above and therefore no provision is made in respect thereof
- Certain bankers have issued guarantees which have been shown under "Guarantees/counter guarantees issued in respect of group companies" aggregating ₹ 13.26 Crore (as at March 31, 2015 : ₹ 201.11 Crore) against a first charge on the receivables (including loans and advances) of the Company

Notes

forming part of the Financial Statements for the year ended March 31, 2016

17. Letter of comfort, letter of awareness and letter of financial support

- a. The Company has issued letter of comfort / letter of awareness to banks and a related party in respect of loans availed by a few of its subsidiaries aggregating to ₹ 1,920.79 Crore as on March 31, 2016 (as on March 31, 2015 ₹ 685.50 Crore)
- b. Letter of financial support has been issued to ITNL Road Infrastructure Development Company Limited, West Gujarat Expressway Limited, Vansh Nimay Infraprojects Limited, ITNL International Pte. Ltd., Singapore, ITNL Offshore Pte. Ltd., Singapore, ITNL Africa Projects Ltd., Nigeria, ITNL International DMCC, Dubai, Sharjah General Services Company LLC, Dubai, MP Border Checkposts Development Company Limited and Thiruvanthapuram Road Development Company Limited to enable them to continue their operations and meet their financial obligations as and when they fall due

18. Proposed Dividend

Particulars	As at March 31, 2016		As at March 31, 2015	
	₹ in Crore	Per share ₹	₹ in Crore	Per share ₹
Dividend proposed to be distributed to equity shareholders (Refer footnote below)	65.79	2.00	98.69	4.00
Dividend proposed to be distributed to 20.50% CRPS holders	41.00	2.05	41.00	2.05
Dividend proposed to be distributed to 10.40% ITNL CNCRPS 2017 holders	22.58	2.11	22.58	2.11
Dividend proposed to be distributed to 10.50% ITNL CNCRPS 2018 holders	4.12	2.14	4.12	2.14
Dividend proposed to be distributed to 11% ITNL CNCRPS 2021 holders	11.16	2.23	11.16	2.23

Footnote:

The Board of Directors have recommended dividend of ₹ 2 per equity share of ₹ 10 each (20%) for the year ended March 31, 2016 on the existing 328,960,027 fully paid-up equity shares of the Company

19. Revenue from Operations

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
(a) Construction Revenue (Refer Note 26)	3,864.32	2,728.72
(b) Sale of services		
Advisory, Design and Engineering fees	486.86	315.69
Supervision fees	32.28	50.58
Operation and maintenance income	214.92	145.34
(c) Other operating revenues		
(i) Profit on sale of investments (Refer footnote 7 to Note 10)	141.82	282.61
(ii) Insurance claim	21.83	0.09
Total	4,762.03	3,523.03

Notes

forming part of the Financial Statements for the year ended March 31, 2016

20. Other Income

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
(a) Interest Income		
Interest on loans	423.82	270.14
Interest on debentures	5.82	5.21
Interest on bank deposits	24.50	23.51
Other interest income	0.19	0.36
(b) Dividend Income on investments	27.35	22.01
(c) Profit on sale of investments in Mutual Funds	0.05	-
(d) Profit on sale of fixed assets (net)	0.02	-
(e) Foreign Exchange fluctuation gain (net)	0.65	0.16
(f) Guarantee fee income	15.82	17.94
(g) Miscellaneous income	1.99	19.47
Total	500.21	358.80

21. Cost of Materials consumed

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Opening stock of materials	-	-
Add: Materials purchased during the year	62.37	-
Less: Closing stock of materials	(4.79)	-
Cost of Materials consumed	57.58	-

22. Operating expenses

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Construction Contract Costs	3,253.90	2,335.56
Fees for Legal and technical services	71.56	53.71
Operation and maintenance expenses	156.26	125.37
Total	3,481.72	2,514.64

23. Employee benefits expense

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Salaries and wages (Refer footnote 1)	53.06	52.09
Contribution to provident and other funds (Refer footnote 2)	7.29	4.41
Staff welfare expenses	5.21	4.93
Deputation Cost	6.69	5.59
Total	72.25	67.02

Footnotes

- Employee benefits expense is net of recoveries of ₹ 2.42 Crore (previous year : ₹ 2.20 Crore) for staff on deputation to other entities

Notes

forming part of the Financial Statements for the year ended March 31, 2016

2 Employee Benefit Obligations

(a) Defined-Contribution Plans

The Company offers its employees defined contribution plans in the form of provident fund, family pension fund and superannuation fund. Provident fund, family pension fund and superannuation fund cover substantially all regular employees. Contributions are paid during the period into separate funds under certain statutory/fiduciary-type arrangements. While both the employees and the Company pay predetermined contributions into the provident fund and pension fund, the contribution to superannuation fund are made only by the Company. The contributions are normally based on a certain proportion of the employee's salary

A sum of ₹ 5.23 Crore (for the year ended March 31, 2015 : ₹ 2.79 Crore) has been charged to the Statement of Profit and Loss in this respect

(b) Defined-Benefits Plans

The Company offers its employees defined-benefit plans in the form of a gratuity scheme (a lump sum amount). Benefits under the defined benefit plans are typically based on years of service rendered and the employee's eligible compensation (immediately before retirement). The gratuity scheme covers substantially all regular employees. In the case of the gratuity scheme, the Company contributes funds to the Life Insurance Corporation of India which administers the scheme on behalf of the Company. Commitments are actuarially determined at year-end. Actuarial valuation is based on "Projected Unit Credit" method. Gains and losses of changed actuarial assumptions are charged to the Statement of Profit and Loss

The net value of the defined-benefit commitment is detailed below:

Particulars	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
Present Value of Commitments	9.70	6.39
Fair value of Plans	(8.67)	(8.45)
Provision / (Prepaid) amount taken to the balance sheet	1.03	(2.06)

Defined benefit Commitments: Gratuity	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Opening balance	6.39	4.53
Interest costs	0.48	0.34
Current service cost	1.66	1.21
Benefits paid	(0.51)	(0.31)
Actuarial loss	1.68	0.62
Closing Balance	9.70	6.39

Plan Assets: Gratuity	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Opening balance	8.45	6.64
Expected return on plan assets	0.69	0.60
Contributions by the Company	0.29	1.22
Benefits paid	(0.51)	(0.31)
Actuarial gain	(0.25)	0.30
Fair value of plan assets	8.67	8.45

Notes

forming part of the Financial Statements for the year ended March 31, 2016

	₹ in Crore	
Return on plan assets: Gratuity	Year ended March 31, 2016	Year ended March 31, 2015
Expected return on plan assets	0.69	0.60
Actuarial gain	(0.25)	0.30
Actual return on plan assets	0.44	0.90

Expenses on defined benefit plan recognised in the Statement of Profit and Loss:

	₹ in Crore	
Return on plan assets: Gratuity	Year ended March 31, 2016	Year ended March 31, 2015
Current service costs	1.66	1.21
Interest expense	0.48	0.34
Expected return on investment	(0.69)	(0.60)
Net actuarial loss	1.93	0.31
Charge to the Statement of Profit and Loss	3.38	1.26

The actuarial calculations used to estimate defined benefit commitments and expenses are based on the following assumptions, which if changed, would affect the defined benefit commitment's size, funding requirements and pension expense

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Rate for discounting liabilities	7.77%	7.84%
Expected salary increase rate	6.50%	6.50%
Expected return on scheme assets	8.00%	8.00%
Attrition rate	2.00%	2.00%
Mortality table used	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

The estimates of future salary increases considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market

The amounts of the present value of the obligation, fair value of the plan assets, surplus or deficit in the plan, experience adjustments arising on plan liabilities and plan assets for the current period and previous four annual periods are given below:

	₹ in Crore				
Particulars	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Defined benefit obligations	9.70	6.39	4.53	5.06	3.73
Plan Assets	8.67	8.45	6.64	5.96	4.62
Unfunded liability transferred from Group Company	-	-	-	-	-
Surplus / (Deficit)	(1.03)	2.06	2.11	0.90	0.89

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Experience adjustments on	₹ in Crore				
	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2012
Plan liabilities (loss) / gain	1.61	0.15	(0.26)	(0.41)	(0.03)
Plan assets (loss) / gain	(0.25)	0.30	0.01	0.03	(0.03)

The contributions expected to be made by the Company during the next 12 months is ₹ 11.35 Crore (Previous year ₹ 7.60 Crore)

24. Finance costs

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
(a) Interest expenses		
Interest on loans	910.57	622.38
Discount on Commercial Papers	109.22	65.71
(b) Other borrowing costs		
Upfront fees and other finance charges	82.56	50.03
Total	1,102.35	738.12

25A. Provision for doubtful loans and receivables

Provision for doubtful loans and receivables for current year represents provisions made for doubtful loans of ₹ 47.90 crore (Previous year ₹ Nil) and doubtful receivables of ₹ 67.16 crore (Previous year ₹ Nil).

25B. Administrative and general expenses

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Electricity	1.71	1.64
Travelling and conveyance	25.66	26.09
Printing and stationery	1.67	1.27
Rent (Refer Note 29)	17.58	15.95
Rates and taxes (including wealth tax)	1.92	2.73
Repairs and maintenance (other than building and machinery)	7.84	7.36
Communication expenses	2.54	2.96
Insurance	20.98	16.17
Legal and consultation fees	15.12	18.21
Directors' fees	0.79	0.60
Bank commission	8.52	5.79
Loss on sale of fixed assets	-	0.07
Bid documents	0.71	1.53
Brand Subscription Fees	27.43	22.68
Corporate Social Responsibility expenses (Refer footnote 1 below)	7.31	8.26
Interest accrued on loans written off	-	9.61
Miscellaneous expenses (Refer footnote 2 below)	28.42	27.13
Total	168.20	168.05

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Footnote

1. In terms of Section 135 of the Companies Act, 2013, a Corporate Social Responsibility (CSR) Committee has been formed by the Company. The areas for CSR activities as per the CSR policy are (i) Promotion of education, (ii) promoting gender equality and empowering women, (iii) reducing child mortality and improving maternal health, (iv) ensuring environmental sustainability, (v) employment enhancing vocational skills, (vi) social business projects, (vii) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or the State Governments for socioeconomic development and relief and funds for the welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women and (viii) such other matters as may be prescribed

In line with Guidance Note on Accounting for Expenditure on Corporate Social Responsibility Activities, issued by the Institute of Chartered Accountants of India, the disclosure of the CSR expenditure during the year, is as under:

(a) Gross amount required to be spent by the company during the year: ₹ 7.31 Crore

(b) Amount spent during the year on:

Particulars	₹ in Crore
(i) Skilling for employment	1.08
(ii) Livelihood Development	0.47
(iii) Education enhancement	2.81
(iv) Local Area projects	2.95
Total	7.31

2. Miscellaneous expenses includes payment to auditors for the following:

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Payment to Auditor as :		
Audit Fees	1.42	1.50
Other Services (assurance)	1.71	1.78
Service tax on above	0.45	0.40

Notes

forming part of the Financial Statements for the year ended March 31, 2016

26. Disclosure in respect of Construction Contracts

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Contract revenue recognised as revenue during the period	3,864.32	2,728.72
	As at March 31, 2016	As at March 31, 2015
Cumulative revenue recognised	14,934.54	11,070.22
Advances received	377.58	499.49
Retention Money receivable	181.31	140.29
Gross amount due from customers for contract work, disclosed as asset (i.e. Unbilled Revenue)	482.20	119.81
Gross amount due to customers for contract work, disclosed as liability (i.e. Unearned Revenue)	208.15	263.16

27. Jointly Controlled Entities

The Company has the following Jointly Controlled Entities as on March 31, 2016 and its proportionate share in the assets, liabilities, income and expenditure of the Jointly Controlled Entities on the basis of the financial statements as at / for the year ended of those entities is given below:

Name of the Jointly Controlled Entities	Country	Percentage of holding	₹ in Crore					
			Share in Assets	Share in Liabilities	Share in Contingent Liabilities	Share in Capital Commitments	Share in Income	Share in Expenditure
Noida Toll Bridge Company Limited	India	25.35%	180.82	49.35	-	0.36	33.81	18.51
		(25.35%)	(166.74)	(39.88)	(-)	(2.57)	(33.18)	(11.91)
Jorabat Shillong Expressway Limited	India	50.00%	717.44	606.41	-	40.81	106.13	73.18
		(50.00%)	(612.55)	(534.48)	(-)	(40.81)	(187.90)	(191.57)
N.A.M. Expressway Limited	India	50.00%	1,087.66	697.72	-	-	213.94	219.86
		(50.00%)	(959.70)	(570.13)	(-)	(61.91)	(20.99)	(19.23)

Figure in brackets relate to previous periods

Notes

forming part of the Financial Statements for the year ended March 31, 2016

28A. Foreign currency Exposures

The period end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Amounts receivable/Investments in foreign currency on account of the following:

Particulars	As at March 31, 2016		As at March 31, 2015	
	₹ in Crore	Foreign currency in Crore	₹ in Crore	Foreign currency in Crore
Investments in subsidiary companies (At historical cost)	272.23	EUR 4.16	272.23	EUR 4.16
Investments in subsidiary companies (At historical cost)	387.92	USD 6.81	350.12	USD 6.21
Investments in subsidiary companies (At historical cost)	0.86	Nigerian Naira 0.25	0.09	Nigerian Naira 0.25
Advance towards Share Application Money	-	-	15.63	USD 0.25
Advances recoverable	15.03	USD 0.25	15.03	USD 0.25
Interest accrued on loans given	0.59	EUR 0.01	0.49	EUR 0.01
Loans to subsidiary companies	-	-	10.13	EURO 0.15

Amounts payable in foreign currency on account of the following:

Particulars	As at March 31, 2016		As at March 31, 2015	
	₹ in Crore	Foreign currency in Crore	₹ in Crore	Foreign currency in Crore
Retention Money payable	0.79	EUR 0.01	-	-
Trade payables	1.18	EUR 0.02	-	-
Trade payables	3.50	SGD 0.07	-	-
Trade payables	3.53	GBP 0.04	1.99	GBP 0.02
Trade payables	2.76	USD 0.04	3.10	USD 0.05

28B. Income and Expenditure in foreign currency (on accrual basis)

Particulars	Year ended	Year ended
	March 31, 2016	March 31, 2015
Income		
Interest Income	0.12	0.58
Expenditure		
foreign travel	0.3	-
Legal and consultation fees	25.43	24.89
seminar and conference expenses	0.08	0.33
Others	-	0.14

Notes

forming part of the Financial Statements for the year ended March 31, 2016

29. Lease

The Company holds certain properties under a non-cancellable operating lease. The Company's future lease rentals under the operating lease arrangements as at the year ends are as under:

	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
Future lease rentals :		
Within one year	2.27	7.24
Over one year but less than 5 years	1.57	3.83
More than 5 years	-	-
	Year ended March 31, 2016	Year ended As at March 31, 2015
Amount charged to the Statement of Profit and Loss for rent in respect of these properties	7.24	6.53

The lease terms do not contain any exceptional / restrictive covenants nor are there any options given to Company to renew the lease or purchase the properties. The agreements provide for changes in the rentals if the taxes leviable on such rentals change

30. Earnings per Equity Share:

Particulars	Unit	₹ in Crore	
		Year ended March 31, 2016	Year ended March 31, 2015
Profit after tax	₹ in Crore	173.49	318.66
Adjustment of written down value of fixed assets on change of method of depreciation	₹ in Crore	Not applicable	0.63
Dividend on preference shares	₹ in Crore	78.86	78.86
Dividend Tax on dividend on preference shares	₹ in Crore	16.05	16.05
Profit available for Equity Shareholders	₹ in Crore	78.58	223.12
Weighted average number of equity shares outstanding	Number	281,195,339	243,862,796 *
Weighted average number of equity shares outstanding as originally reported in previous year	Number	Not applicable	242,215,075
Nominal value per equity share	₹	10.00	10.00
Basic / Diluted earnings per share after effect of right shares	₹	2.79	9.15
Basic / Diluted earnings per share as originally reported in previous year	₹	Not applicable	9.21

* As adjusted for rights issue in accordance with AS - 20 Earnings Per Share

Notes

forming part of the Financial Statements for the year ended March 31, 2016

31. Related Party Disclosures

(i) Current Year

(a) Name of the Related Parties and Description of Relationship:

Nature of Relationship	Name of Entity	Abbreviation used
Holding Company	Infrastructure Leasing & Financial Services Limited	ILFS
Subsidiaries - Direct	Amravati Chikhli Expressway Ltd (incorporated on August 25, 2015)	ACEL
	Badarpur Tollway Operations Management Limited	BTOML
	Baleshwar Kharagpur Expressway Limited	BKEL
	Barwa Adda Expressway Limited	BAEL
	Charminar RoboPark Limited	CRL
	Chenani Nashri Tunnelway Limited	CNTL
	East Hyderabad Expressway Limited	EHEL
	Elsamex S.A., Spain	ELSA
	Fagne Songadh Expressway Ltd (incorporated on August 25, 2015)	FSEL
	Futureage Infrastructure India Limited	FIIL
	GIFT Parking Facilities Limited	GPFL
	GRICL Rail Bridge Development Company Limited. (from March 31, 2016)	GRBDCL
	Hazaribagh Ranchi Expressway Limited	HREL
	IL&FS Rail Limited	IRL
	ITNL International Pte Ltd., Singapore	I IPL
	ITNL Offshore Pte Ltd., Singapore	IOPL
	ITNL Offshore Three Pte Ltd., Singapore	IO3PL
	ITNL Offshore Two Pte Ltd., Singapore	IO2PL
	ITNL Road Infrastructure Development Company Limited	IRIDCL
	Jharkhand Infrastructure Implementation Company Limited (since October 20, 2015)	JIIICL
	Jharkhand Road Projects Implementation Company Limited	JRPICL
	Karyavattom Sports Facilities Limited	KSFL
	Khed Sinnar Expressway Limited	KSEL
	Kiratpur Ner Chowk Expressway Limited	KNCEL
	Moradabad Bareilly Expressway Limited	MBEL
	MP Border Checkposts Development Company Limited	MPBCDCL
	Pune Sholapur Road Development Company Limited	PSRDCL
	Rajasthan Land Holdings Limited (from March 31, 2016)	RLHL
	Scheme of ITNL Road Investment Trust	IRIT
	Sikar Bikaner Highways Limited	SBHL
	Vansh Nimay Infraprojects Limited	VNIL
	West Gujarat Expressway Limited	WGEL
	Subsidiaries - Indirect	North Karnataka Expressway Limited
Alcantarilla Fotovoltaica SA, Sociedad Unipersonal		
Andhra Pradesh Expressway Limited		APEL
Area De Servicio Coiros S.L.U.		
Area De Servicio Punta Umbria S.L.U.		
Atenea Seguridad Y Medico Ambiente S.A.		
Beasolarta S.L.		
Chirayu Kath Real Estate Private Limited (from March 31, 2016)		
CIESM-INTEVIA S.A. Sociedad Unipersonal		
Conservacion de Infraestructuras De Mexico SA DE CV		
Control 7, S. A		

Notes

forming part of the Financial Statements for the year ended March 31, 2016

31. Related Party Disclosures (Contd,)

Nature of Relationship	Name of Entity	Abbreviation used
	Devika Buildestate Private Limited (from March 31, 2016)	
	Elsamex Brazil LTDA (upto October 29, 2015)	
	Elsamex Colombia SAS	
	Elsamex Construcao E Manutencao LTDA, Brazil	
	Elsamex India Private Limited	ELSAIND
	Elsamex Internacional, S.L, Sociedad Unipersonal	
	Elsamex Maintenance Services Limited	EMSL
	Elsamex Portugal-Engenharia E Sistemas De Gestao, S.A	EPE
	Elsamex S.A. LLC	
	ESM Mantenimiento Integral DE S.A DE C.V	
	Flamingo Landbase Private Limited (from March 31, 2016)	
	Grusamar Albania SHPK	
	Grusamar India Limited	GIL
	Grusamar Ingenieria Y Consulting Colombia SAS	
	Grusamar Ingenieria Y Consulting, SL Sociedad Unipersonal	
	Inteval Gestao Integral Rodoviaria, S.A	
	ITNL Africa Projects Limited	IAPL
	ITNL International Developer LLC (incorporated on May 4, 2015)	
	ITNL International DMCC, Dubai (Formerly known as ITNL International JLT, Dubai)	IIJLT
	Mantenimiento Y Conservacion De Vialidades, S.A. de C.V.	
	I IPL USA LLC	
	Grusamar Engenharia & Consultoria Brasil LTDA	
	Rapid MetroRail Gurgaon Limited	RMGL
	Rapid MetroRail Gurgaon South Limited	RMGSL
	Senalizacion Viales E Imagen, S.V.	
	Sharjah General Services Company LLC	
	Yala Construction Company Private Limited	YCCPL
Fellow Subsidiaries (Only with whom there have been transaction during the year/ there was balance outstanding at the year end)	Chattisgarh Highways Development Company Limited	CHDCL
	Apttex Marketing Services & Solutions Limited	APMSSL
	Bhopal E-Governance Limited	B EGL
	Gujarat Integrated Maritime Complex Private Limited	GIMCL
	IL&FS Airport Limited	IAL
	IL&FS Capital Advisors Ltd.	ICAL
	IL&FS Cluster Development Initiative Limited	ICDI
	IL&FS Education & Technology Services Limited	IETS
	IL&FS Energy Development Company Limited	I EDCL
	IL&FS Environment Infrastructure & Services Limited	IEISL
	IL&FS Financial Services Limited	IFIN
	IL&FS Global Financial Services (UK) Ltd.	IGFS(UK)L
	IL&FS Global Financial Services Pte. Ltd.	IGFSPL
	IL&FS Maritime Infrastructure Company Limited	IMICL
	IL&FS Renewable Energy Limited	IREL
	IL&FS Securities Services Limited	ISSL
	IL&FS Skills Development Corporation Limited	ISDC
	IL&FS Technologies Ltd.	ITL
	IL&FS Township & Urban Assets Limited	ITUAL

Notes

forming part of the Financial Statements for the year ended March 31, 2016

31. Related Party Disclosures (Contd,)

Nature of Relationship	Name of Entity	Abbreviation used
	IL&FS Trust Company Limited	ITCL
	IL&FS Water Limited	IWL
	IL&FS Wind Power Limited	IWPL
	IL&FS Wind Projects Development Limited	IWP
	Kanak Resources Management Limited	KRML
	Livia India Limited	LIL
	Mota Layja Gas Power Company Limited	MLGPCL
	PT Mantimin Coal Mining	PTMCM
	Rohtas Bio Energy Limited	RBEL
	Sabarmati Capital One Limited	SCOL
	Skill Training Assessment Management Partners Limited	STAMP
	Tierra Enviro Limited	TEL
	Unique Waste Processing Company Limited	UWPCL
Associates - Direct	ITNL Toll Management Services Limited	ITMSL
	Gujarat Road and Infrastructure Company Limited	GRICL
	Srinagar Sonmarg Tunnelway Limited	SSTL
	Thiruvananthapuram Road Development Company Limited	TRDCL
	Warora Chandrapur Ballarpur Toll Road Limited	WCBTRL
Associates - Indirect	CGI 8 S.A.	CGI-8
	Elsamex Infrastructure Company WLL	EICWLL
	Elsamex Road Technology Company Limited	ERT(China)
	Ramky Elsamex Ring Road Limited, Hyderabad	REHRR
	Sociedad Concesionaria Autovía A-4 Madrid S.A	A4 CONCESSION
	VCS-Enterprises Limited (upto February 18, 2016)	VCS
Jointly Controlled Entities - Direct	Noida Toll Bridge Company Limited	NTBCL
	Jorabat Shillong Expressway Limited	JSEL
	N.A.M. Expressway Limited	NAMEL
Jointly Controlled Entities - Indirect	Geotecnia y Control De Qualitat, S.A.	
	Chongqing Yuhe Expressway Co. Ltd.	
	Consortio De Obras Civiles, Conciviles, S.R.L	
	Vias Y Construcciones, Viacon, S. R. L.	
Jointly Controlled Operations	Elsamex - ITNL JVCA	EIJVCA
Key Management Personnel ("KMP")	Mr K Ramchand-Managing Director	
	Mr Mukund Sapre-Executive Director	
	Mr George Cherian-Chief Financial Officer (upto December 31 2015)	
	Mr Dilip Bhatia - Chief Financial Officer (from January 01, 2016)	
	Mr Krishna Ghag-Company Secretary	
Relatives of KMP (Only with whom there have been transaction during the year/ there was balance outstanding at the year end) KMP of Holding Company	Mrs Rita Ramchand (wife of Mr K Ramchand)	
	Mrs Sangeeta Sapre (wife of Mr Mukund Sapre)	
	Mrs Vishpala Parthasarathy (wife of Mr Ravi Parthasarathy)	
	Mr Ravi Parthasarathy - Director	
	Mr Hari Sankaran - Director	
	Mr Arun Saha - Director	

Notes

forming part of the Financial Statements for the year ended March 31, 2016

31. Related Party Disclosures

b) transactions/ balances with above mentioned related parties (mentioned in note 31 (i) (a) above)

Particulars	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	₹ in Crore
							Total
Balances							
Advance towards Share Application Money (Long-term)							
GRICL	-	-	-	75.00	-	-	75.00
OTHERS	-	-	-	-	0.01	-	0.01
	-	-	-	75.00	0.01	-	75.01
Advances Receivable - Short Term							
ILFS	0.01	-	-	-	-	-	0.01
IAL	-	-	27.27	-	-	-	27.27
KSEL	-	17.18	-	-	-	-	17.18
PSRDCL	-	21.20	-	-	-	-	21.20
PTMCM	-	-	18.36	-	-	-	18.36
OTHERS	-	41.62	0.45	8.05	8.97	-	59.09
	0.01	80.00	46.08	8.05	8.97	-	143.11
Equity share Capital							
ILFS	236.58	-	-	-	-	-	236.58
OTHERS	-	-	4.27	-	-	-	4.27
	236.58	-	4.27	-	-	-	240.85
Interest Accrued and due on term loans							
MBEL	-	46.23	-	-	-	-	46.23
TRDCL	-	-	-	47.15	-	-	47.15
WGEL	-	16.78	-	-	-	-	16.78
OTHERS	-	29.77	-	11.57	8.61	-	49.95
	-	92.78	-	58.72	8.61	-	160.11
Interest accrued but not due on borrowings							
ILFS	13.58	-	-	-	-	-	13.58
NKEL	-	11.44	-	-	-	-	11.44
TEL	-	-	5.48	-	-	-	5.48
UWPCL	-	-	6.13	-	-	-	6.13
LIL	-	-	7.01	-	-	-	7.01
OTHERS	-	0.25	8.01	-	-	-	8.26
	13.58	11.69	26.63	-	-	-	51.90
Interest Accrued but not due on term loans (Long Term)							
BAEL	-	33.41	-	-	-	-	33.41
KSEL	-	22.54	-	-	-	-	22.54
MPBCDCL	-	42.09	-	-	-	-	42.09
SBHL	-	20.89	-	-	-	-	20.89
OTHERS	-	22.03	-	3.50	-	-	25.53
	-	140.96	-	3.50	-	-	144.46

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore						
	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	Total
Interest Accrued but not due on term loans (Short Term)							
CNTL	-	35.11	-	-	-	-	35.11
RLHL	-	7.92	-	-	-	-	7.92
OTHERS	-	-	2.05	0.83	-	-	2.88
	-	43.03	2.05	0.83	-	-	45.91
Investment in Covered Warrants							
ILFS	194.30	-	-	-	-	-	194.30
	194.30	-	-	-	-	-	194.30
Investment in equity shares							
IRL	-	550.14	-	-	-	-	550.14
OTHERS	-	3,459.13	-	106.56	345.91	-	3,911.60
	-	4,009.27	-	106.56	345.91	-	4,461.74
Provision for diminution in the value of Investments							
VNIL	-	14.50	-	-	-	-	14.50
	-	14.50	-	-	-	-	14.50
Investment in Preference Shares							
APEL	-	220.00	-	-	-	-	220.00
WGEL	-	29.69	-	-	-	-	29.69
	-	249.69	-	-	-	-	249.69
Investments in Units							
IRIT	-	109.61	-	-	-	-	109.61
	-	109.61	-	-	-	-	109.61
Long-term Borrowings							
RMGSL	-	270.00	-	-	-	-	270.00
TEL	-	-	150.00	-	-	-	150.00
SCOL	-	-	157.00	-	-	-	157.00
MLGPCL	-	-	200.00	-	-	-	200.00
OTHERS	-	3.00	-	-	-	-	3.00
	-	273.00	507.00	-	-	-	780.00
Short-term Borrowings							
NKEL	-	79.50	-	-	-	-	79.50
UWPCL	-	-	200.00	-	-	-	200.00
LIL	-	-	276.00	-	-	-	276.00
B EGL	-	-	75.00	-	-	-	75.00
KRML	-	-	77.00	-	-	-	77.00
OTHERS	-	-	26.00	-	-	-	26.00
	-	79.50	654.00	-	-	-	733.50
Mobilisation Advance paid							
ITL	-	-	4.00	-	-	-	4.00
	-	-	4.00	-	-	-	4.00

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore						
	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	Total
Mobilisation Advances Received (Long-term)							
IRIDCL	-	57.95	-	-	-	-	57.95
KNCEL	-	24.75	-	-	-	-	24.75
SSTL	-	-	-	77.58	-	-	77.58
OTHERS	-	16.80	-	-	-	-	16.80
	-	99.50	-	77.58	-	-	177.08
Mobilisation Advances Received (Short-term)							
BAEL	-	76.90	-	-	-	-	76.90
CNTL	-	32.67	-	-	-	-	32.67
KNCEL	-	70.02	-	-	-	-	70.02
OTHERS	-	10.48	-	-	10.44	-	20.92
	-	190.07	-	-	10.44	-	200.51
Payable on purchase of fixed assets							
SCOL	-	-	5.41	-	-	-	5.41
	-	-	5.41	-	-	-	5.41
Preference share Capital							
IFIN	-	-	100.00	-	-	-	100.00
IMICL	-	-	100.00	-	-	-	100.00
	-	-	200.00	-	-	-	200.00
Premium on Preference share Capital							
IFIN	-	-	100.00	-	-	-	100.00
IMICL	-	-	100.00	-	-	-	100.00
	-	-	200.00	-	-	-	200.00
Provision for Doubtful Assets							
IAL	-	-	22.06	-	-	-	22.06
VNIL	-	83.80	-	-	-	-	83.80
	-	83.80	22.06	-	-	-	105.86
Provision for redemption premium on Preference Shares							
IFIN	-	-	6.28	-	-	-	6.28
IMICL	-	-	6.28	-	-	-	6.28
	-	-	12.56	-	-	-	12.56
Purchase of Investments							
GRICL	-	-	-	0.05	-	-	0.05
	-	-	-	0.05	-	-	0.05
Purchase of Tangible assets							
SCOL	-	-	6.79	-	-	-	6.79
	-	-	6.79	-	-	-	6.79

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore						
	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	Total
Rent Deposit							
Mr K Ramchand-Managing Director	-	-	-	-	-	0.10	0.10
Mr Mukund Sapre-Executive Director	-	-	-	-	-	0.05	0.05
Mrs Rita Ramchand (wife of Mr K Ramchand)	-	-	-	-	-	0.05	0.05
Mrs Sangeeta Sapre (wife of Mr Mukund Sapre)	-	-	-	-	-	0.05	0.05
Mrs Vishpala Parthasarathy (wife of Mr Ravi Parthasarathy)	-	-	-	-	-	2.00	2.00
	-	-	-	-	-	2.25	2.25
Retention Money Payable							
ELSAIND	-	1.03	-	-	-	-	1.03
EMSL	-	2.48	-	-	-	-	2.48
ITL	-	-	1.55	-	-	-	1.55
OTHERS	-	0.78	0.03	-	-	-	0.81
	-	4.29	1.58	-	-	-	5.87
Retention Money Receivable							
JSEL	-	-	-	-	39.29	-	39.29
KSEL	-	51.75	-	-	-	-	51.75
PSRDCL	-	48.54	-	-	-	-	48.54
SBHL	-	35.07	-	-	-	-	35.07
OTHERS	-	6.66	-	-	-	-	6.66
	-	142.02	-	-	39.29	-	181.31
Loans given (Long-term)							
BAEL	-	438.00	-	-	-	-	438.00
JRPICL	-	253.66	-	-	-	-	253.66
KSEL	-	260.40	-	-	-	-	260.40
MPBCDCL	-	255.98	-	-	-	-	255.98
OTHERS	-	526.70	-	129.53	-	-	656.23
	-	1,734.75	-	129.53	-	-	1,864.27
Loans given (Short-term)							
CNTL	-	170.56	-	-	-	-	170.56
HREL	-	348.32	-	-	-	-	348.32
IRIDCL	-	167.75	-	-	-	-	167.75
OTHERS	-	510.05	15.87	153.80	59.50	-	739.22
	-	1,196.69	15.87	153.80	59.50	-	1,425.85
Trade Payables							
EMSL	-	25.46	-	-	-	-	25.46
ILFS	8.22	-	-	-	-	-	8.22
IFIN	-	-	25.48	-	-	-	25.48
IRL	-	157.39	-	-	-	-	157.39
OTHERS	-	3.60	12.13	2.39	-	-	18.12
	8.22	186.45	37.61	2.39	-	-	234.67

Notes

forming part of the Financial Statements for the year ended March 31, 2016

₹ in Crore

Particulars	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	Total
Trade Receivables							
BAEL	-	643.47	-	-	-	-	643.47
KSEL	-	722.07	-	-	-	-	722.07
OTHERS	-	2,189.81	0.01	287.02	207.15	-	2,683.99
	-	3,555.35	0.01	287.02	207.15	-	4,049.53
Unamortised borrowing costs							
ILFS	0.49	-	-	-	-	-	0.49
IFIN	-	-	52.21	-	-	-	52.21
	0.49	-	52.21	-	-	-	52.70
Unbilled Revenue							
CNTL	-	218.25	-	-	-	-	218.25
JSEL	-	-	-	-	94.24	-	94.24
KNCEL	-	55.37	-	-	-	-	55.37
RMGSL	-	58.23	-	-	-	-	58.23
OTHERS	-	55.64	-	-	0.53	-	56.17
	-	387.49	-	-	94.77	-	482.26
Unearned Revenue							
IRIDCL	-	22.65	-	-	-	-	22.65
MBEL	-	81.81	-	-	-	-	81.81
MPBCDCL	-	67.15	-	-	-	-	67.15
OTHERS	-	36.60	-	-	-	-	36.60
	-	208.21	-	-	-	-	208.21
Transactions							
Administrative and general expenses							
ILFS *	18.58	-	-	-	-	-	18.58
OTHERS	-	-	0.11	-	-	-	0.11
	18.58	-	0.11	-	-	-	18.69
Borrowings							
ILFS	2,153.75	-	-	-	-	-	2,153.75
RMGSL	-	645.00	-	-	-	-	645.00
OTHERS	-	510.50	2,577.50	-	-	-	3,088.00
	2,153.75	1,155.50	2,577.50	-	-	-	5,886.75
Brand subscription fees (Expense)							
ILFS	27.43	-	-	-	-	-	27.43
	27.43	-	-	-	-	-	27.43
Commission Charges							
ILFS	3.75	-	-	-	-	-	3.75
	3.75	-	-	-	-	-	3.75
Construction Cost							
IRL	-	346.69	-	-	-	-	346.69
OTHERS	-	19.92	4.89	-	-	-	24.81
	-	366.61	4.89	-	-	-	371.50

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore						
	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	Total
Conversion of Loan given to Investment in Equity Shares							
KSEL	-	144.19	-	-	-	-	144.19
	-	144.19	-	-	-	-	144.19
Corporate Social Responsibility Expenses							
IETS	-	-	3.09	-	-	-	3.09
ISDC	-	-	1.08	-	-	-	1.08
	-	-	4.17	-	-	-	4.17
Finance Charges							
IFIN	-	-	31.03	-	-	-	31.03
OTHERS	-	-	0.16	-	-	-	0.16
	-	-	31.19	-	-	-	31.19
Interest Income							
HREL	-	46.23	-	-	-	-	46.23
MPBCDCL	-	40.41	-	-	-	-	40.41
OTHERS	-	250.38	2.11	27.87	16.37	-	296.73
	-	337.02	2.11	27.87	16.37	-	383.37
Interest on Loans (Expense)							
ILFS	71.87	-	-	-	-	-	71.87
GIMCL	-	-	15.27	-	-	-	15.27
OTHERS	-	13.47	47.53	-	-	-	61.00
	71.87	13.47	62.80	-	-	-	148.14
Investment made / purchased							
IRL	-	164.85	-	-	-	-	164.85
KNCEL	-	95.20	-	-	-	-	95.20
RMGSL	-	68.11	-	-	-	-	68.11
OTHERS	-	103.67	-	-	-	-	103.67
	-	431.83	-	-	-	-	431.83
Legal /consultation & Professional fees							
ICAL	-	-	1.14	-	-	-	1.14
IGFSPL	-	-	3.50	-	-	-	3.50
IGFS(UK)L	-	-	3.53	-	-	-	3.53
OTHERS	-	-	1.36	-	-	-	1.36
	-	-	9.53	-	-	-	9.53
Miscellaneous Income							
CNTL	-	9.66	-	-	-	-	9.66
IO2PL	-	7.58	-	-	-	-	7.58
BKEL	-	12.78	-	-	-	-	12.78
OTHERS	-	5.33	-	-	3.64	-	8.97
	-	35.35	-	-	3.64	-	38.99

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore						
	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	Total
Operating Expenses (Other than Construction Cost)							
EMSL	-	153.45	-	-	-	-	153.45
OTHERS	-	0.63	-	-	-	-	0.63
	-	154.08	-	-	-	-	154.08
Profit on Sale of Investment							
ILFS	141.82	-	-	-	-	-	141.82
	141.82	-	-	-	-	-	141.82
Sale of Investment							
ILFS	202.60	-	-	-	-	-	202.60
	202.60	-	-	-	-	-	202.60
Proposed Dividend on Preference Shares							
IFIN	-	-	20.50	-	-	-	20.50
IMICL	-	-	20.50	-	-	-	20.50
	-	-	41.00	-	-	-	41.00
Provision for Doubtful Assets							
IAL	-	-	22.06	-	-	-	22.06
VNIL	-	47.30	-	-	-	-	47.30
	-	47.30	22.06	-	-	-	69.36
Remuneration to director / KMP							
Mr K Ramchand-Managing Director	-	-	-	-	-	5.59	5.59
Mr Mukund Sapre-Executive Director	-	-	-	-	-	3.69	3.69
Mr Krishna Ghag-Company Secretary	-	-	-	-	-	0.75	0.75
Mr George Cherian-Chief Financial Officer (upto December 31, 2015)	-	-	-	-	-	1.90	1.90
Mr Dilip Bhatia-Chief Financial Officer (from January 01, 2016)	-	-	-	-	-	0.33	0.33
	-	-	-	-	-	12.26	12.26
Director Commission							
Mr Ravi Parthasarathy - Director	-	-	-	-	-	0.06	0.06
Mr Hari Sankaran - Director	-	-	-	-	-	0.06	0.06
Mr Arun Saha - Director	-	-	-	-	-	0.06	0.06
	-	-	-	-	-	0.18	0.18
Rent Expense							
Mr K Ramchand-Managing Director	-	-	-	-	-	0.32	0.32
Mr Mukund Sapre-Executive Director	-	-	-	-	-	0.16	0.16
Mrs Rita Ramchand (wife of Mr K Ramchand)	-	-	-	-	-	0.41	0.41

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore						
	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	Total
Mrs Sangeeta Sapre (wife of Mr Mukund Sapre)	-	-	-	-	-	0.16	0.16
Mrs Vishpala Parthasarathy (wife of Mr Ravi Parthasarathy)	-	-	-	-	-	0.01	0.01
	-	-	-	-	-	1.06	1.06
Repayment of Borrowings							
ILFS	2,153.75	-	-	-	-	-	2,153.75
OTHERS	-	1,028.00	1,416.50	-	-	-	2,444.50
	2,153.75	1,028.00	1,416.50	-	-	-	4,598.25
Repayment of loans given							
CNTL	-	323.44	-	-	-	-	323.44
JRPICL	-	699.76	-	-	-	-	699.76
JSEL	-	-	-	-	358.22	-	358.22
MBEL	-	710.00	-	-	-	-	710.00
PSRDCL	-	390.00	-	-	-	-	390.00
OTHERS	-	317.86	-	18.75	-	-	336.61
	-	2,441.06	-	18.75	358.22	-	2,818.03
Revenue from Operations							
BAEL	-	574.29	-	-	-	-	574.29
CNTL	-	718.61	-	-	-	-	718.61
KSEL	-	653.08	-	-	-	-	653.08
RMGSL	-	635.36	-	-	-	-	635.36
OTHERS	-	1,804.16	-	45.56	95.17	-	1,944.89
	-	4,385.50	-	45.56	95.17	-	4,526.23
Loans given							
CNTL	-	386.00	-	-	-	-	386.00
JRPICL	-	640.31	-	-	-	-	640.31
OTHERS	-	1,976.28	-	114.78	297.00	-	2,388.06
	-	3,002.59	-	114.78	297.00	-	3,414.37

Footnote : * Includes Deputation cost of ₹ 5.50 Crores charged by Holding Company "IL&FS"

Mr K Ramchand Managing Director	3.38
Mr Mukund Sapre Executive Director	2.12
	5.50

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Related Party Disclosures (Contd.)

(ii) Previous Year

(a) Name of the Related Parties and Description of Relationship:

Nature of Relationship	Name of Entity	Abbreviation used	
Holding Company	Infrastructure Leasing & Financial Services Limited	ILFS	
Subsidiaries - Direct	Badarpur Tollway Operations Management Limited	BTOML	
	Baleshwar Kharagpur Expressway Limited	BKEL	
	Barwa Adda Expressway Limited	BAEL	
	Charminar RoboPark Limited	CRL	
	Chenani Nashri Tunnelway Limited	CNTL	
	East Hyderabad Expressway Limited	EHEL	
	Elsamex S.A	ELSA	
	Futureage Infrastructure India Linlimited	FIIL	
	GIFT Parking Facilities Limited	GPFL	
	Gujarat Road and Infrastructure Company Limited (till August 07, 2014)		
	Hazaribagh Ranchi Expressway Limited	HREL	
	IL&FS Rail Limited	IRL	
	ITNL International Pte Ltd, Singapore	IPL	
	ITNL Offshore Pte Ltd, Singapore	IOPL	
	ITNL Offshore Two Pte Ltd, Singapore (since February 9,2015)		
	ITNL Offshore Three Pte Ltd, Singapore (since March 10,2015)		
	ITNL Road Infrastructure Development Company Limited	IRIDCL	
	ITNL Road Investment Trust	IRIT	
	Jharkhand Road Projects Implementation Company Limited	JRPICL	
	Karyavattom Sports Facilities Limited	KSFL	
	Khed Sinnar Expressway Limited	KSEL	
	Kiratpur Ner Chowk Expressway Limited	KNCEL	
	Moradabad Bareilly Expressway Limited	MBEL	
	MP Border Checkposts Development Company Limited	MPBCDCL	
	Pune Sholapur Road Development Company Limited	PSRDCL	
	Sikar Bikaner Highways Limited	SBHL	
	Vansh Nimay Infraprojects Limited	VNIL	
	West Gujarat Expressway Limited	WGEL	
	Subsidiaries - Indirect	North Karnataka Expressway Limited	NKEL
		Andhra Pradesh Expressway Limited	APEL
		Alcantarilla Fotovoltaica SA, Sociedad Unipersonal	
		Antenea Seguridad Y Medico Ambiente SA	
		Area De Servicio Punta Umbria SL	
Area De Servicio Coiros S.L.			
Beasolarta S.L.			
CIESM-INTEVIA S.A. Sociedad Unipersonal			
Conservacion de Infraestructuras De Mexico SA DE CV			
Control 7, S. A			
Elsamex India Private Limited		ELSAIND	
Elsamex Internacional, SLR			
Elsamex Portugal-Engenharia E Sistemas De Gestao, S.A		EPE	
Elsamex Construcao E Manutencao LTDA, Brazil			
Elsamex Brazil LTDA			

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Nature of Relationship	Name of Entity	Abbreviation used
Subsidiaries - Indirect	ESM Mantenimiento Integral DE S.A DE C.V	
	GRICL Rail Bridge Development Company Ltd (upto August 7, 2014)	GRBDCL
	Grusamar Albania SHPK	
	Grusamar Ingenieria Y Consulting, SL	
	Grusamar India Limited	GIL
	Inteval-Gestao Integral Rodoviaria S.A	
	ITNL Africa Projects Limited	IAPL
	ITNL International DMCC, Dubai (Formerly known as ITNL International JLT, Dubai)	IIJLT
	Mantenimiento Y Conservacion De Vialidades, DE C.V	
	Elsamex Maintenance Services Ltd	EMSL
	Elsamex LLC	
	I IPL USA LLC	
	Sharjah General Services Company LLC	
	Grusamar Engenharia & Consultoria Brasil LTDA	
	Rapid MetroRail Gurgaon Limited	RMGL
	Rapid MetroRail Gurgaon South Limited	RMGSL
	Senalizacion Viales E Imagen, SA	
	Yala Construction Company Private Limited	YCCPL
	Fellow Subsidiaries (Only with whom there have been transaction during the period/ there was balance outstanding at the year end)	Chattisgarh Highways Development Company Limited
IL&FS Airport Limited		IAL
IL&FS Capital Advisors Limited		ICAL
IL&FS Education Technology Services Limited		IETS
IL&FS Energy Development Company Limited		I EDCL
IL&FS Environment Infrastructure Services Limited		IEISL
IL&FS Financial Services Limited		IFIN
IL&FS Maritime Infrastructure Company Limited		IMICL
IL&FS Renewable Energy Limited		I REL
IL&FS Securities Services Limited		ISSL
IL&FS Technology Limited (since January 30, 2015)		ITL
IL&FS Township Urban Assets Limited		ITUAL
IL&FS Global Financial Services (UK) Limited		IGFSUKL
IL&FS Global Financial Services (ME) Limited		IGFSMEL
PT Mantimin Coal Mining		PTMCM
Associates - Direct	ITNL Toll Management Services Limited	ITMSL
	Thiruvananthapuram Road Development Company Limited	TRDCL
	Warora Chandrapur Ballarpur Toll Road Limited	WCBTRL
	Srinagar Sonmarg Tunnelway Limited (since June 3, 2014)	SSTL
	Gujarat Road and Infrastructure Company Limited (Since August 08, 2014)	GRICL
Associates - Indirect	CGI 8 S.A.	CGI-8
	Elsamex Road Technology Company Limited	ERT(China)
	Sociedad Concesionaria Autovía A-4 Madrid S.A	A4 CONCESSION
	VCS-Enterprises Limited	VCS
	Ramky Elsamex Ring Road Limited, Hyderabad	REHRR
	Zhejiang Elsamex Road Technology Co Ltd	
Zhejiang Elsamex Road Construction Equipment Co Ltd		

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Nature of Relationship	Name of Entity	Abbreviation used
Jointly Controlled Entities - Direct	Noida Toll Bridge Company Limited	NTBCL
	Jorabat Shillong Expressway Limited	JSEL
	N.A.M. Expressway Limited	NAMEL
Jointly Controlled Entities - Indirect	Geotecnia y Control De Qualitat, S.A.	
	Chongqing Yuhe Expressway Co. Ltd.	
	Consorcio De Obras Civiles S.R.L	
	Vies Y Construcciones S. R. L.	
Jointly Controlled Operations	Elsamex - ITNL JVCA	EIJVCA
Key Management Personnel ("KMP")	Mr K Ramchand-Managing Director	
	Mr Mukund Sapre-Executive Director	
	Mr George Cherian-Chief Financial Officer	
	Mr Krishna Ghag-Company Secretary	
Relatives of KMP	Mrs Rita Ramchand (wife of Mr K Ramchand)	
	Mrs Sangeeta Sapre (wife of Mr Mukund Sapre)	
	Mrs Vishpala Parthasarathy (wife of Mr Ravi Parthasarathy)	
KMP of Holding Company	Mr Ravi Parthasarathy - Director	
	Mr Hari Sankaran - Director	
	Mr Arun Saha - Director	

Notes

forming part of the Financial Statements for the year ended March 31, 2016

31. Related Party Disclosures

b) transactions/ balances with above mentioned related parties (mentioned in note 31 (ii) (a) above)

Particulars	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	₹ in Crore
							Total
Balances							
Advance towards Share Application Money (Long-term)							
GRICL	-	-	-	75.00	-	-	75.00
I IPL	-	15.63	-	-	-	-	15.63
OTHERS	-	0.00	-	-	0.01	-	0.02
	-	15.63	-	75.00	0.01	-	90.65
Advances Receivable - Short Term							
ILFS	0.06	-	-	-	-	-	0.06
IAL	-	-	27.07	-	-	-	27.07
PTMCM	-	-	18.36	-	-	-	18.36
OTHERS	-	39.98	4.40	0.32	5.31	-	50.00
	0.06	39.98	49.84	0.32	5.31	-	95.49
Investment in equity shares							
IRL	-	411.49	-	-	-	-	411.49
OTHERS	-	3,248.02	-	106.56	345.91	-	3,700.50
	-	3,659.51	-	106.56	345.91	-	4,111.98
Provision for diminution in the value of Investments							
VNIL	-	14.50	-	-	-	-	14.50
	-	14.50	-	-	-	-	14.50
Equity share Capital with Premium							
ILFS	364.50	-	-	-	-	-	364.50
	364.50	-	-	-	-	-	364.50
Interest Accrued and due on term loans							
MBEL	-	24.00	-	-	-	-	24.00
MPBCDCL	-	11.18	-	-	-	-	11.18
PSRDCL	-	14.38	-	-	-	-	14.38
WGEL	-	10.09	-	-	-	-	10.09
OTHERS	-	11.83	-	13.83	13.59	-	39.25
	-	71.48	-	13.83	13.59	-	98.91
Interest Accrued but not due on term loans (Long Term)							
JRPICL	-	5.47	-	-	-	-	5.47
KSEL	-	6.46	-	-	-	-	6.46
SBHL	-	7.93	-	-	-	-	7.93
TRDCL	-	-	-	25.09	-	-	25.09
OTHERS	-	4.10	-	-	-	-	4.10
	-	23.96	-	25.09	-	-	49.05

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore						
	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	Total
Interest Accrued but not due on term loans (Short Term)							
CNTL	-	1.36	-	-	-	-	1.36
ELSA	-	0.49	-	-	-	-	0.49
IMICL	-	-	1.19	-	-	-	1.19
WCBTRL	-	-	-	1.29	-	-	1.29
OTHERS	-	-	0.14	-	-	-	0.14
	-	1.86	1.32	1.29	-	-	4.47
Interest accrued but not due on borrowings							
NKEL	-	20.43	-	-	-	-	20.43
	-	20.43	-	-	-	-	20.43
Investment in Covered Warrants							
ILFS	194.30	-	-	-	-	-	194.30
	194.30	-	-	-	-	-	194.30
Investment in Preference Shares							
WGEL	-	29.69	-	-	-	-	29.69
APEL	-	220.00	-	-	-	-	220.00
	-	249.69	-	-	-	-	249.69
Investments in Units							
IRIT	-	109.61	-	-	-	-	109.61
	-	109.61	-	-	-	-	109.61
Loans given (Long-term)							
BAEL	-	154.50	-	-	-	-	154.50
JRPICL	-	313.11	-	-	-	-	313.11
KSEL	-	138.25	-	-	-	-	138.25
MPBCDCL	-	213.60	-	-	-	-	213.60
OTHERS	-	323.59	-	34.35	-	-	357.94
	-	1,143.05	-	34.35	-	-	1,177.40
Mobilisation Advances Received (Long-term)							
BAEL	-	88.31	-	-	-	-	88.31
CNTL	-	37.28	-	-	-	-	37.28
IRIDCL	-	59.27	-	-	-	-	59.27
KNCEL	-	66.26	-	-	-	-	66.26
OTHERS	-	12.22	-	-	2.97	-	15.19
	-	263.34	-	-	2.97	-	266.31
Mobilisation Advances Received (Short-term)							
CNTL	-	79.17	-	-	-	-	79.17
KNCEL	-	63.83	-	-	-	-	63.83
SBHL	-	26.37	-	-	-	-	26.37
OTHERS	-	56.35	-	-	7.47	-	63.83
	-	225.72	-	-	7.47	-	233.19

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore						
	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	Total
Preference share Capital with Premium							
IFIN	-	-	200.00	-	-	-	200.00
IMICL	-	-	200.00	-	-	-	200.00
	-	-	400.00	-	-	-	400.00
Other Current Liabilities							
ILFS	15.00	-	-	-	-	-	15.00
	15.00	-	-	-	-	-	15.00
Provision for redemption premium on Preference Shares							
IFIN	-	-	3.78	-	-	-	3.78
IMICL	-	-	3.78	-	-	-	3.78
	-	-	7.56	-	-	-	7.56
Rent Deposit							
Mr K Ramchand-Managing Director	-	-	-	-	-	0.10	0.10
Mr Mukund Sapre-Executive Director	-	-	-	-	-	0.05	0.05
Mrs Rita Ramchand (wife of Mr K Ramchand)	-	-	-	-	-	0.05	0.05
Mrs Sangeeta Sapre (wife of Mr Mukund Sapre)	-	-	-	-	-	0.05	0.05
Mrs Vishpala Parthasarathy (wife of Mr Ravi Parthasarathy)	-	-	-	-	-	2.00	2.00
	-	-	-	-	-	2.25	2.25
Retention Money Payable							
ELSAIND	-	1.04	-	-	-	-	1.04
EMSL	-	1.36	-	-	-	-	1.36
EPE	-	0.33	-	-	-	-	0.33
GIYC	-	0.45	-	-	-	-	0.45
ITL	-	-	1.30	-	-	-	1.30
OTHERS	-	-	0.03	-	-	-	0.03
	-	3.19	1.33	-	-	-	4.52
Retention Money Receivable							
JSEL	-	-	-	-	39.29	-	39.29
KSEL	-	26.76	-	-	-	-	26.76
PSRDCL	-	42.92	-	-	-	-	42.92
SBHL	-	25.03	-	-	-	-	25.03
OTHERS	-	6.30	-	-	-	-	6.30
	-	101.00	-	-	39.29	-	140.29
Short-term Borrowings							
IRL	-	155.00	-	-	-	-	155.00
NKEL	-	70.00	-	-	-	-	70.00
	-	225.00	-	-	-	-	225.00

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore						
	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	Total
Loans given (Short-term)							
HREL	-	220.38	-	-	-	-	220.38
MBEL	-	553.25	-	-	-	-	553.25
PSRDCL	-	165.70	-	-	-	-	165.70
OTHERS	-	360.60	15.87	152.95	120.72	-	650.13
	-	1,299.93	15.87	152.95	120.72	-	1,589.46
Provision for Doubtful Assets							
VNIL	-	36.50	-	-	-	-	36.50
	-	36.50	-	-	-	-	36.50
Trade Payables							
ILFS	5.85	-	-	-	-	-	5.85
EMSL	-	17.15	-	-	-	-	17.15
IFIN	-	-	15.26	-	-	-	15.26
IRL	-	57.01	-	-	-	-	57.01
OTHERS	-	3.21	8.97	3.38	0.58	-	16.14
	5.85	77.38	24.22	3.38	0.58	-	111.41
Trade Receivables							
BAEL	-	425.93	-	-	-	-	425.93
IRIDCL	-	301.49	-	-	-	-	301.49
KSEL	-	533.84	-	-	-	-	533.84
OTHERS	-	1,006.59	-	251.58	198.02	-	1,456.20
	-	2,267.85	-	251.58	198.02	-	2,717.45
Unamortised Expenses							
IFIN	-	-	37.13	-	-	-	37.13
	-	-	37.13	-	-	-	37.13
Unbilled Revenue							
HREL	-	25.56	-	-	-	-	25.56
JSEL	-	-	-	-	23.74	-	23.74
RMGSL	-	35.50	-	-	-	-	35.50
SBHL	-	20.64	-	-	-	-	20.64
OTHERS	-	13.84	-	-	0.53	-	14.37
	-	95.55	-	-	24.26	-	119.81
Unearned Revenue							
BAEL	-	30.10	-	-	-	-	30.10
CNTL	-	58.39	-	-	-	-	58.39
KSEL	-	69.52	-	-	-	-	69.52
MBEL	-	26.36	-	-	-	-	26.36
MPBCDCL	-	57.41	-	-	-	-	57.41
OTHERS	-	21.38	-	-	-	-	21.38
	-	263.16	-	-	-	-	263.16

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore						
	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	Total
Transactions							
Administrative and general expenses							
ILFS *	41.26	-	-	-	-	-	41.26
IFIN	-	-	15.25	-	-	-	15.25
IMICL	-	-	11.80	-	-	-	11.80
OTHERS	-	5.55	9.41	-	-	-	14.97
	41.26	5.55	36.46	-	-	-	83.28
Advance towards Share Application Money							
I IPL	-	95.21	-	-	-	-	95.21
KSFL	-	28.07	-	-	-	-	28.07
	-	123.28	-	-	-	-	123.28
Borrowings							
IRL	-	350.00	-	-	-	-	350.00
	-	350.00	-	-	-	-	350.00
Construction Cost							
IRL	-	105.55	-	-	-	-	105.55
OTHERS	-	8.10	-	-	-	-	8.10
	-	113.64	-	-	-	-	113.64
Remuneration to director / KMP							
Mr K Ramchand-Managing Director	-	-	-	-	-	4.76	4.76
Mr Mukund Sapre-Executive Director	-	-	-	-	-	2.81	2.81
Mr George Cherian-Chief Financial Officer	-	-	-	-	-	1.60	1.60
Mr Krishna Ghag-Company Secretary	-	-	-	-	-	0.64	0.64
	-	-	-	-	-	9.80	9.80
Director Commission							
Mr Ravi Parthasarathy - Director	-	-	-	-	-	0.10	0.10
Mr Hari Sankaran - Director	-	-	-	-	-	0.10	0.10
Mr Arun Saha - Director	-	-	-	-	-	0.10	0.10
	-	-	-	-	-	0.30	0.30
Dividend Income							
NKEL	-	0.77	-	-	-	-	0.77
NTBCL	-	-	-	-	14.16	-	14.16
IRIT	-	4.68	-	-	-	-	4.68
	-	5.45	-	-	14.16	-	19.61
Interest Expenses							
ILFS	0.91	-	-	-	-	-	0.91
	0.91	-	-	-	-	-	0.91

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore						Total
	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	
Interest Income							
HREL	-	28.27	-	-	-	-	28.27
JRPICL	-	30.17	-	-	-	-	30.17
MBEL	-	49.44	-	-	-	-	49.44
OTHERS	-	99.95	1.34	20.65	5.54	-	127.48
	-	207.83	1.34	20.65	5.54	-	235.37
Interest on Loans (Expense)							
IRL	-	3.44	-	-	-	-	3.44
NKEL	-	6.65	-	-	-	-	6.65
	-	10.09	-	-	-	-	10.09
Investment made / purchased							
I IPL	-	85.76	-	-	-	-	85.76
IRL	-	131.50	-	-	-	-	131.50
KNCEL	-	143.75	-	-	-	-	143.75
KSEL	-	98.50	-	-	-	-	98.50
OTHERS	-	261.96	-	5.66	3.00	-	270.62
	-	721.47	-	5.66	3.00	-	730.13
Loans given							
JRPICL	-	352.05	-	-	-	-	352.05
MBEL	-	404.50	-	-	-	-	404.50
OTHERS	-	1,212.12	7.82	77.60	120.72	-	1,418.26
	-	1,968.67	7.82	77.60	120.72	-	2,174.81
Miscellaneous Income							
CNTL	-	8.45	-	-	-	-	8.45
ELSA	-	5.86	-	-	-	-	5.86
IOPL	-	7.68	-	-	-	-	7.68
OTHERS	-	1.97	-	-	3.04	-	5.01
	-	23.96	-	-	3.04	-	27.00
Operating Expenses (Other than Construction Cost)							
EMSL	-	97.38	-	-	-	-	97.38
OTHERS	-	2.74	0.19	-	-	-	2.93
	-	100.11	0.19	-	-	-	100.30
Proposed Dividend on Preference Shares							
IFIN	-	-	20.50	-	-	-	20.50
IMICL	-	-	20.50	-	-	-	20.50
	-	-	41.00	-	-	-	41.00
Proposed Dividend Paid							
IFIN	-	-	10.50	-	-	-	10.50
IMICL	-	-	10.50	-	-	-	10.50
	-	-	21.00	-	-	-	21.00
Provision for Doubtful Assets							
VNIL	-	36.50	-	-	-	-	36.50
	-	36.50	-	-	-	-	36.50

Notes

forming part of the Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore						
	Holding Company	Subsidiaries	Fellow Subsidiaries	Associates	Jointly Controlled Entities	Key Management personnel and relatives	Total
Purchase of Goods							
IETS	-	-	0.12	-	-	-	0.12
	-	-	0.12	-	-	-	0.12
Purchase of Shares							
MPBCDCL	-	8.28	-	-	-	-	8.28
	-	8.28	-	-	-	-	8.28
Rent Expense							
Mr K Ramchand-Managing Director	-	-	-	-	-	0.32	0.32
Mr Mukund Sapre-Executive Director	-	-	-	-	-	0.16	0.16
Mrs Rita Ramchand (wife of Mr K Ramchand)	-	-	-	-	-	0.39	0.39
Mrs Sangeeta Sapre (wife of Mr Mukund Sapre)	-	-	-	-	-	0.16	0.16
Mrs Vishpala Parthasarathy (wife of Mr Ravi Parthasarathy)	-	-	-	-	-	0.01	0.01
	-	-	-	-	-	1.03	1.03
Repayment of loans given							
EHEL	-	44.73	-	-	-	-	44.73
HREL	-	38.50	-	-	-	-	38.50
JRPICL	-	289.60	-	-	-	-	289.60
OTHERS	-	0.47	-	-	-	-	0.47
	-	373.30	-	-	-	-	373.30
Revenue from Operations							
KSEL	-	371.50	-	-	-	-	371.50
MBEL	-	424.66	-	-	-	-	424.66
OTHERS	-	2,029.68	-	92.72	318.86	-	2,441.25
	-	2,825.83	-	92.72	318.86	-	3,237.41

Footnote : * Includes Deputation cost of ₹ 5.20 crore charged by Holding Company "IL&FS"

Mr K Ramchand-Managing Director	3.45
Mr Mukund Sapre-Executive Director	1.75
	5.20

Notes

forming part of the Financial Statements for the year ended March 31, 2016

32. Disclosure of Loans and advances in the nature of loans to subsidiaries and associates and Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan in accordance with Para A of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

A. Disclosure of Loans and advances in the nature of loans

Name of the Company	March 31, 2016		March 31, 2015	
	Amount as at March 31, 2016	Maximum amount outstanding during the year	Amount as at March 31, 2015	Maximum amount outstanding during the year
₹ in Crore				
Subsidiaries				
East Hyderabad Expressway Limited	63.36	63.36	7.50	31.73
ITNL Road Infrastructure Development Company Limited	284.34	319.04	216.59	216.59
Vansh Nimay Infraprojects Limited	89.80	89.80	75.30	75.30
West Gujarat Expressway Limited	44.99	70.24	39.42	39.42
Hazaribagh Ranchi Expressway Limited	398.33	398.33	270.38	283.38
Jharkhand Road Projects Implementation Company Limited	253.66	396.17	313.11	340.41
MP Border Checkposts Development Company Limited	383.48	383.48	213.60	213.60
Pune Sholapur Road Development Company Limited	25.45	183.70	165.70	165.70
Elsamex S.A., Spain	-	10.13	10.13	10.13
Moradabad Bareilly Expressway Limited	50.25	543.25	553.25	553.25
Sikar Bikaner Highway Limited	168.14	168.14	65.00	65.00
Baleshwar Kharagpur Expressway Limited	91.40	121.40	60.00	60.00
Barwa Adda Expressway Limited	438.00	438.00	154.50	154.50
Khed Sinnar Expressway Limited	260.41	260.41	138.25	138.25
Chenani Nashri Tunnelway Limited	170.56	426.00	108.00	108.00
Kiratpur Ner Chowk Expressway Limited	109.38	803.76	52.25	52.25
Jorabat Shillong Expressway Limited	59.50	238.22	-	-
Karyavattom Sports Facility Limited	17.00	29.50	-	-
Rajasthan Land Holdings Limited	68.89	68.89	-	-
Rapid MetroRail Gurgaon Limited	14.00	14.00	-	-
Associates				
Thiruvananthapuram Road Development Company Limited	128.90	128.90	112.30	112.30
Srinagar Sonamarg Tunnelway Limited	148.68	148.68	50.50	50.50
Warora Chandrapur Ballarpur Toll Road Limited	5.75	18.75	24.50	24.50

Notes

forming part of the Financial Statements for the year ended March 31, 2016

B. Disclosure of Investments by the loanee in the shares of parent company and subsidiary company, when the company has made a loan or advance in the nature of loan

The above loanees have not made any investment in the shares of the Company or subsidiaries, except Elsamex S.A., Spain for which disclosure is given below.

Particulars	March 31, 2016		March 31, 2015	
	Amount as at March 31, 2016	Maximum amount outstanding during the year	Amount as at March 31, 2015	Maximum amount outstanding during the year
₹ in Crore				
Subsidiaries of Elsamex S.A., Spain				
Alcantarilla Fotovoltaica, S.L.U.	5.27	5.27	1.52	1.52
Area De Servicio Coiros S.L.U.	21.18	21.18	21.18	21.18
Area De Servicio Punta Umbria, S.L.U.	3.02	3.02	3.02	3.02
Atenea Seguridad Y Medio Ambiente S.A.U.	0.98	0.98	0.98	0.98
Beasolarta S.A.U.	0.31	0.31	0.31	0.31
CIESM-INTEVIA, S.A.	6.28	6.28	6.28	6.28
Conservacion De Infraestructuras De Mexico S.A. DE C.V.	0.02	0.02	0.02	0.02
Control 7, S.A.	5.75	5.75	5.75	5.75
Elsamex Construcao E Manutencao LTDA	0.26	0.26	0.26	0.26
Elsamex India Private Limited	2.53	2.53	2.53	2.53
Elsamex Internacional S.L.	107.47	107.47	107.47	107.47
Elsamex Maintenance Services Limited	0.10	0.10	0.05	0.05
Elsamex Portugal S.A.	1.89	1.89	1.89	1.89
ESM Mantenimiento Integral, SA DE CV	2.90	2.90	2.90	2.90
Grusamar Albania SHPK	0.00	0.00	0.00	0.00
Grusamar India Limited	0.06	0.06	0.05	0.05
Grusamar Ingenieria Y Consulting, S.L.	26.70	26.70	26.70	26.70
Inteval Gestao Integral Rodoviaria S.A.	16.60	16.60	16.60	16.60
Mantenimiento Y Conservacion De Vialidades S.A. DE C.V.	2.87	2.87	2.87	2.87
Senalizacion Viales e Imagen S.A.U.	46.36	46.36	16.32	16.32
Yala Construction Co Private Limited	6.96	6.96	6.96	6.96

33. Segment Disclosures: The Company operates in a single business segment viz. Surface Transportation Business. Also it operates in a single geographic segment. In the absence of separate reportable business or geographic segments the disclosures required under the Accounting Standard (AS) 17 on 'Segment Reporting' are not applicable

34. Figures for the previous year have been regrouped and reclassified wherever considered necessary to conform to the classification for the current year

For and on behalf of the Board

K. Ramchand
Managing Director

Arun K. Saha
Director

Dilip Bhatia
Chief Financial Officer
Mumbai, May 13, 2016

Krishna Ghag
Company Secretary

Independent Auditor's Report

TO THE MEMBERS OF IL&FS TRANSPORTATION NETWORKS LIMITED

I. Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **IL&FS TRANSPORTATION NETWORKS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), its associates and jointly controlled entities / operations, comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

II. Management's Responsibility for the Consolidated Financial Statements

- 1) The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its Associates and Jointly controlled entities / operations in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act and exposure draft on the Guidance note on accounting for Service Concession Arrangements issued by the Institute of Chartered Accountants of India in 2008, to the extent it does not conflict with the accounting standards.
- 2) The respective Governing Board of the entities included in the Group and of its associates and jointly controlled entities / operations are responsible for maintenance of adequate

accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group, its associates and jointly controlled entities / operations and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

III. Auditor's Responsibility

- 1) Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the 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 thereunder.
- 2) 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 consolidated financial statements are free from material misstatement.
- 3) An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated

financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

- 4) We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in paragraphs (VI) (1) and (VII) (1) (a) below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

IV. Opinion

In our opinion and to the best of our information and according to the explanations given to us, and:

- a) based on consideration of the reports of the other auditors referred to in paragraphs (VI) (1) and (VII) (1) (a) below; and
- b) the unaudited financial information certified by the respective Management referred to in paragraph (VI) (2) below; and
- c) read with paragraphs (V) (1) (a) and (b) and paragraph (VII) (1) (b) below,

the aforesaid consolidated 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 consolidated state of affairs of the Group, its associates and jointly controlled entities / operations as at March 31, 2016, and their consolidated profit and their consolidated cash flows for the year ended on that date.

V. Emphasis of Matters

- 1) Our opinion on the consolidated financial statements is not modified in respect of the following matters listed below in paragraphs (2) (a) and (b).
- 2) We draw attention to:
 - a) the following elements of the early adopted Draft Guidance note on Service Concession Arrangements issued by ICAI in 2008, adopted by the Company which, inter-alia, requires accounting of:
 - i) **Intangible Assets / Intangible Assets under development:** As explained in Note 8 of the consolidated financial statements in respect of Intangible Assets / Intangible Assets under development under the Service Concession Arrangements, the:
 - technical evaluation made by the experts with respect to estimated units of usage and toll rates used over respective concession periods for amortisation of Intangible Assets and the provision for overlay expenditure / liability and the timing of the same,
 - fair value of construction services arrived at based on internal evaluation by the Management of the construction margin.
 - ii) **Financial Assets:** As explained Note 11 of the consolidated financial statements in respect of Receivable under the Service Concession Arrangements (Financial Assets), the:
 - technical evaluation made by experts with respect to future estimated operating and maintenance costs and the estimated provision for overlay / renewal costs and the timing of the same, as considered in determining the Effective Interest rate for revenue recognition
 - fair value of construction services arrived at based on internal evaluation by the Management with respect to the construction margin

- b) An emphasis of matter paragraph is given by the auditors of a Subsidiary Company, in respect of the matter explained in Note 28 of the consolidated financial statements, drawing attention with regards to the subsidiary company's management estimate on the extension of concession period, recoverability of proposed claim from Authority, loss incurred by the Subsidiary Company and excess of total liabilities over total assets. Considering the extension of concession period and expected recovery on account of the proposed claim, impairment loss does not arise on Intangible Assets.

VI. Other Matters

- 1) We did not audit the financial statements/ financial information of:
- Fifty subsidiaries, whose financial statements reflect total assets of ₹ 24,634.62 crore as at March 31, 2016, total revenues of ₹ 2,824.75 crore and net cash outflows amounting to ₹ 121.55 crore for the year ended on that, as considered in the consolidated financial statements.
 - Six jointly controlled entities, whose financial statements reflect total assets of ₹ 3,796.82 crore as at March 31, 2016, total revenues of ₹ 606.33 crore and net cash inflows amounting to ₹ 3.09 crore for the year ended on that date, as considered in the consolidated financial statements.
 - Six associates, in which the Group's share of net profit of ₹6.89 crore for the year ended March 31, 2016, as considered in the consolidated financial statements,

The consolidated financial statements have been prepared by the Holding Company's Board of Directors based on the audited financial statements of these aforesaid sixty two entities as audited by other auditors and whose reports

have been furnished to us by the Management and our opinion on the consolidated financial statements and our report in terms of sub section (3) and (11) of Section 143 of the Act, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, associate and jointly controlled entities, is based solely on the reports of the other auditors.

- We did not audit the financial statements/ financial information of:
 - Five subsidiaries, whose financial statements reflect total assets of ₹ 1.04 crore as at March 31, 2016, total revenues of ₹ Nil and net cash flows amounting to ₹ Nil for the year ended on that date, as considered in the consolidated financial statements.
 - One jointly controlled entity, whose financial statements / financial information reflect total assets of ₹ 1.43 crore as at March 31, 2016, total revenues of ₹ 1.78 crore and net cash flows amounting to ₹ Nil for the year ended on that date, as considered in the consolidated financial statements.
 - Four associates, wherein the Group's share of net loss of ₹ 4.56 crore for the year ended March 31, 2016, and carrying value of ₹ 137.54 crore as considered in the consolidated financial statements.

These financial statements / financial information are unaudited and have been furnished to us by the Holding Company's Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these aforesaid ten entities, is based solely on such unaudited financial statements / financial information certified by the Management as stated above. Any adjustment upon audit by the respective auditors to the unaudited financial statements / financial information could have consequential effects on the consolidated financial

statements. In our opinion and according to the information and explanations given to us by the Holding Company's Management, these financial statements / financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the unaudited financial statements / financial information certified by the Management of the respective companies.

VII. Report on Other Legal and Regulatory Requirements

- 1) As required by Section 143(3) of the Act:
 - a) Our report includes forty eight Subsidiary Companies, six Associate Companies and six Jointly Controlled Companies, which have been audited by other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable for aforesaid reporting in the case of these consolidated financial statements. There are three Subsidiary Entities which are incorporated in India, to whom aforesaid reporting is not applicable and hence no reporting under the Section has been made.
 - b) In addition, in respect of four Subsidiary Companies, four Associate Companies and one Jointly Controlled Company, which have been included in the consolidated financial statements based on unaudited Financial Statements / Financial Information of these entities provided to us by the Management of Holding Company as explained in paragraph (VI) (2) above. Since these entities are unaudited, the possible effects of the same on our reporting have not been considered.
- 2) We report hereunder, to the extent applicable as explained above:
 - 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 of the aforesaid consolidated financial statements.
 - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act, as applicable.
 - e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2016 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, associate companies and jointly controlled companies incorporated in India, none of the directors of the Group companies, its associate companies and jointly controlled companies incorporated in India is disqualified as on March 31, 2016 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 and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditors' reports of the Holding Company, subsidiary companies, associate companies and jointly controlled companies incorporated in India. Our report

expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, subsidiary companies, associate companies and jointly controlled companies incorporated in India.

- 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 Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group, its associates and jointly controlled entities / controlled operations.
 - ii. The Group, its associates and jointly controlled entities / operations did not

have any material foreseeable losses on long-term contracts including derivative contracts.

- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Mumbai, May 13, 2016

Kalpesh J. Mehta
Partner
Membership No. 48791

Annexure "A" to the Independent Auditor's Report

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal controls over financial reporting of **IL&FS Transportation Networks Limited** (hereinafter referred to as "the Holding Company") its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, as of March 31, 2016 in conjunction with our audit of the consolidated financial statements of the Company as of and for the year then ended.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, its associate companies and jointly controlled companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India. 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 the respective 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Holding Company, its subsidiary companies, its associate companies and its jointly controlled companies, which are companies incorporated in India, based on our audit and in terms of the reports of the other auditors referred

to in the Other Matters paragraph below. We conducted our audit in accordance with the Guidance Note issued by the Institute of Chartered Accountants of India 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. 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 and the audit evidence obtained by the other auditors of the subsidiary companies, associate companies and jointly controlled companies, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the aforesaid entities.

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, to the best of our information and according to the explanations given to us and taking into consideration the reports of the other auditors referred to in the Other Matters paragraph (a) below and read with our comments referred to in the Other Matters paragraph (b) to (d) below, the Holding Company, its subsidiary companies, its associate companies and its jointly controlled companies, which are companies incorporated in India, have, 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, 2016, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

Other Matters

- a) Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to twenty nine subsidiary companies, three associate companies and two jointly controlled companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India. There are three Subsidiary Entities which are incorporated in India, to whom aforesaid reporting is not applicable and hence no reporting under the Section has been made;
- b) Auditors of one jointly controlled entity incorporated in India, have reported that the said jointly controlled company has not established its internal financial control over financial reporting criteria and because of this he is unable to obtain sufficient appropriate audit evidence to provide a basis for his opinion whether the said jointly controlled company had adequate internal financial controls over financial reporting and whether such internal financial controls were operating effectively as at March 31, 2016 and the said disclaimer does not affect his opinion on the financial statements of the said jointly controlled company;
- c) In respect of three subsidiary companies and three associates incorporated in India, which have been audited by other auditors, whilst in our opinion, and according to the information and explanations given to us, reporting under the section 143(3)(i) is applicable in respect of these entities, since the report of the other auditor under the section 143 (3) (i) has not been provided to us, the possible effects of the same on our reporting under section 143(3)(i) have not been considered
- d) In addition, in respect of one associate Company, which have been included in the Consolidated Financial Statements based on unaudited Financial Statements / Financial Information of the entity provided to us by the Management of Holding Company and since the entity is unaudited, the possible effects of the same on our reporting under section 143(3)(i) has not been considered.

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Mumbai, May 13, 2016

Kalpesh J. Mehta
Partner
Membership No. 48791

Consolidated Balance Sheet

as at March 31, 2016

₹ in Crore

Particulars	Note	As at March 31, 2016		As at March 31, 2015	
I Equity and Liabilities					
1 Shareholders' Funds					
(a) Share capital	2	705.41		623.17	
(b) Reserves and surplus	3	5,987.94	6,693.35	5,096.00	5,719.17
2 Minority Interest					
			473.61		291.14
3 Non-Current Liabilities					
(a) Long-term borrowings	4	22,488.50		18,591.71	
(b) Deferred tax liabilities (net)	5	101.60		124.56	
(c) Other long term liabilities	6	752.02		453.82	
(d) Long-term provisions	7	91.93	23,434.05	62.98	19,233.07
4 Current Liabilities					
(a) Current maturities of long-term debt	4	2,041.67		2,739.49	
(b) Short-term borrowings	4	3,112.89		2,182.28	
(c) Trade payables other than MSME		1,391.16		1,089.99	
(d) Other current liabilities	6	451.65		355.59	
(e) Short-term provisions	7	245.91	7,243.28	283.94	6,651.29
Total			37,844.29		31,894.67
II Assets					
1 Non Current Assets					
(a) Fixed assets	8				
(i) Tangible assets (net)		320.70		174.45	
(ii) Intangible assets (net)		11,977.76		7,065.56	
(iii) Capital work-in-progress		66.45		18.62	
(iv) Intangible assets under development		8,154.41		9,325.65	
(b) Goodwill on consolidation (net)		597.94		582.00	
(c) Non-current investments (net)	9	627.52		642.46	
(d) Deferred tax assets (net)	5	22.82		16.12	
(e) Long-term loans and advances (net)	10	1,430.39		1,428.75	
(f) Other non-current assets	11	9,321.55	32,519.54	8,654.26	27,907.87
2 Current Assets					
(a) Current portion of long-term investments	9	32.00		-	
(b) Current investments	9	21.67		20.05	
(c) Inventories	12	86.95		14.08	
(d) Trade receivables (net)	13	1,298.24		1,045.62	
(e) Cash and cash equivalents	14	874.86		938.86	
(f) Short-term loans and advances (net)	10	1,031.05		1,150.17	
(g) Other current assets (net)	11	1,979.98	5,324.75	818.02	3,986.80
Total			37,844.29		31,894.67

Note 1 to 36 forms part of the consolidated financial statements.

In terms of our report attached.

For and on behalf of the Board

For **DELOITTE HASKINS & SELLS LLP**

Chartered Accountants

Kalpesh J. Mehta

Partner

K. Ramchand

Managing Director

Arun K. Saha

Director

Dilip Bhatia

Chief Financial Officer

Mumbai, May 13, 2016

Krishna Ghag

Company Secretary

Mumbai, May 13, 2016

Consolidated Statement of Profit and Loss

for the year ended March 31, 2016

₹ in Crore

Particulars	Note	Year ended March 31, 2016	Year ended March 31, 2015
I Revenue from Operations	16	8,263.79	6,500.97
II Other Income	17	468.24	327.25
III Total Revenue (I + II)		8,732.03	6,828.22
IV Expenses			
Cost of materials consumed	18	281.57	241.58
Operating expenses	19	4,123.32	3,134.54
Employee benefits expense	20	510.47	459.13
Finance costs (net)	21	2,530.87	1,833.12
Depreciation and amortisation expense	8	275.38	152.12
Provision for doubtful loans and receivables	33	73.20	5.25
Administrative and general expenses	22	508.08	521.94
Total expenses (IV)		8,302.89	6,347.68
V Profit before tax (III-IV)		429.14	480.54
VI Tax Expense			
(a) Current tax		195.48	135.11
(b) Less: MAT credit entitlement		(2.92)	(34.16)
(c) Tax relating to earlier years written back		(2.97)	(0.12)
(d) Net Current tax		189.59	100.83
(e) Deferred tax (net)	5	(29.64)	(20.40)
Net tax expenses (VI)		159.95	80.43
VII Profit before share of associates & share of minority interest (V-VI)		269.19	400.11
VIII Share of profit of associates (net)		2.57	14.64
Share of loss transferred to minority interest (net)		39.78	28.85
Profit for the year (VII+VIII+IX)		311.54	443.60
Earnings per equity share (Face value per share ₹ 10/-):	23		
(1) Basic		7.70	14.22
(2) Diluted		7.70	14.22

Note 1 to 36 forms part of the consolidated financial statements.

In terms of our report attached.

For and on behalf of the Board

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants

Kalpesh J. Mehta
Partner

K. Ramchand
Managing Director

Arun K. Saha
Director

Mumbai, May 13, 2016

Dilip Bhatia
Chief Financial Officer
Mumbai, May 13, 2016

Krishna Ghag
Company Secretary

Consolidated Cash Flow Statement

for the year ended March 31, 2016

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Cash Flow from Operating Activities		
Profit Before Taxes, Minority Interest and Share of Associates	429.14	480.54
Adjustments for:-		
Interest income	(277.05)	(255.11)
Profit on sale of investments (net)	(295.35)	(198.44)
Dividend Income	-	(2.40)
Finance costs (net)	2,530.87	1,833.12
Loss / (Profit) on sale of fixed assets (net)	(1.49)	(2.07)
Provision for employee benefits (net)	(3.37)	(3.35)
Depreciation and amortisation expense	275.38	152.12
Provision for doubtful debts and receivables	73.20	5.25
Provision for overlay	27.91	18.19
Claims from authority	(158.35)	-
Reversal of provision for diminution in value of investments	-	(34.23)
Amortisation of goodwill	17.69	8.27
Amortisation of toll receivable account	-	1.18
Foreign currency fluctuation (gain) / loss and other adjustment	(6.91)	(2.87)
Excess provision written back	(6.79)	-
Operating profit before Working Capital Changes	2,604.88	2,000.20
Adjustments / changes in working capital:		
Increase in trade receivables	(272.82)	(249.10)
Decrease / (increase) in other non-current & current assets and long-term & short-term loans and advances	199.56	(210.76)
Increase / (decrease) in trade payables, other non current and current liabilities	513.69	(294.40)
Cash Generated from Operations	3,045.31	1,245.94
Direct Taxes paid (Net)	(261.38)	(177.60)
Net Cash generated from Operating Activities (A)	2,783.93	1,068.34
Cash flow from Investing Activities		
Additions to fixed assets	(3,988.37)	(2,852.56)
Proceeds from sale of fixed assets	18.20	4.84
Increase in receivable against service concession arrangements (net)	(1,219.91)	(766.57)
Interest received	256.69	207.09
Purchase of / advance towards investments (net)	(2.50)	(42.81)
Proceed from sale of investment in subsidiary	65.50	265.43
Investment in covered warrant	-	(25.00)
Proceeds from (purchase) / redemption of mutual funds & other units (net)	(1.00)	(16.79)
Movement in other bank balances	101.97	(122.51)
Long term loans repaid / (given) (net)	(116.34)	(37.59)
Short term loans repaid / (given) (net)	164.49	(207.52)
Inter-corporate deposits (placed) / matured (net)	23.61	(21.69)
Dividend received	-	2.40
Net Cash used in Investing Activities (B)	(4,697.66)	(3,613.28)
Cash flow from Financing Activities		
Proceeds from issue of Rights Equity Shares	82.24	52.45
Securities premium on issue of Rights Equity Shares	657.92	472.07
Right issue / Preference issue expenses adjusted against securities premium	(6.16)	(5.59)
Proceeds from borrowings	13,962.77	11,027.43

Consolidated Cash Flow Statement

for the year ended March 31, 2016

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Repayment of borrowings	(9,481.76)	(6,297.62)
Finance costs paid	(3,233.82)	(2,623.03)
Equity dividend paid	(99.74)	(99.01)
Tax on equity dividend paid	(25.82)	(25.32)
Capital grant received	43.56	172.78
Proceeds from minority interest	0.50	-
Preference dividend paid	(78.86)	(30.51)
Tax on Preference dividend paid	(16.05)	(5.19)
Net Cash generated from Financing Activities (C)	1,804.78	2,638.46
Net Increase/ (decrease) in Cash and Cash Equivalents (A+B+C)	(108.95)	93.52
Cash and Cash Equivalent at the beginning of the year	689.24	611.15
Impact of Foreign Currency Translation	9.37	(9.36)
Impact of acquisition of subsidiary	0.12	-
Impact of conversion of subsidiary to associates	-	(6.07)
Cash and Cash Equivalent at the end of the year	589.78	689.24
Net (decrease) / increase in Cash and Cash Equivalents	(108.95)	93.52
Components of Cash and Cash Equivalents		
Cash on hand	5.06	3.67
Balances with Banks in current accounts	478.61	471.39
Balances with Banks in deposit accounts	106.11	214.18
Cash and Cash Equivalents as per AS-3	589.78	689.24
Other Bank Balances		
Unpaid dividend accounts	7.10	0.48
Balances held as margin money or as security against borrowings	277.98	249.14
Cash and Cash Equivalents	874.86	938.86

Note 1 to 36 forms part of the consolidated financial statements.

In terms of our report attached.

For and on behalf of the Board

For **DELOITTE HASKINS & SELLS LLP**
Chartered Accountants

Kalpesh J. Mehta
Partner

K. Ramchand
Managing Director

Arun K. Saha
Director

Mumbai, May 13, 2016

Dilip Bhatia
Chief Financial Officer
Mumbai, May 13, 2016

Krishna Ghag
Company Secretary

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

1. Principles of Consolidation, Significant Accounting Policies

A. Basis of Consolidation:

- (a) The Consolidated Financial Statements ("CFS") relates to IL&FS Transportation Networks Limited (the "Company"), its subsidiaries, jointly controlled entities, jointly controlled operations and associates, which together constitute "the Group"
- (b) The CFS are prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards (AS) prescribed under Section 133 of the Companies Act, 2013 ("the Act"), as applicable and Exposure Draft on the Guidance Note on Accounting for Service Concession Agreement (SCA) for Public-to-Private SCA, issued by the Institute of Chartered Accountants of India in the financial year 2008, to the extent it does not conflict with current Accounting Standards. The accounting policies adopted in the preparation of the CFS are consistent with those followed in the previous year
- (c) The preparation of the consolidated financial statements in conformity with Indian GAAP requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the consolidated financial statements, the reported income and expenses during the reporting period. Management believes that the estimates used in the preparation of its consolidated financial statements are prudent and reasonable. Actual results could differ from these estimates. In case the actual results are different are those from estimates, the effect thereof is given in the consolidated financial statements of the period in which the events materialise

B. Principles of Consolidation:

- (a) The Financial Statements of the Company and its Subsidiaries have been consolidated as a single economic entity to show the economic resources controlled by the Group and then on a line-by-line basis by adding together the book values of the like items of assets, liabilities, income and expenses, after eliminating intra-group balances and unrealized profits / losses on intra-group transactions, and are presented to the extent possible, in the same manner as the Company's Standalone Financial Statements

As the financial assets and intangible assets recognised under service concession arrangement are acquired in exchange for infrastructure construction / upgrading services, gains / losses on intra group transactions are treated as realised and not estimated on consolidation

- (b) The gains / losses in respect of part dilution of stake in Subsidiary Companies pursuant to issue of additional shares to minority shareholders are recognized directly in Reserves and Surplus in the Balance Sheet
- (c) Investments in Associate Companies have been accounted for by using the equity method, whereby an investment is initially recorded at cost and the carrying amount is adjusted thereafter for post-acquisition change in the Group's share of net assets of the Associate. The carrying amount of investment in Associate Companies is reduced to recognise any decline which is other than temporary in nature and such determination of decline in value, if any, is made for each investment individually. The unrealized profits / losses on transactions with Associate Companies are eliminated by adjusting the carrying amount of investments

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

- (d) The Group's interest in Joint Ventures are consolidated as follows:

Type of Joint Venture	Accounting treatment
Jointly Controlled Operations (JCO)	The Group's share of revenues, common expenses, assets and liabilities are included in revenues, expenses, assets and liabilities respectively
Jointly Controlled Entities (JCE)	The Group's interest in JCE are proportionately consolidated on a line-by-line basis by adding together the book values of assets, liabilities, income and expenses, after eliminating the unrealized profits/losses on intra-group transactions

- (e) The Accounting Policies of the Consolidating Entities have been adjusted as necessary so as to ensure consistent accounting within the Group
- (f) In case of Foreign Subsidiaries and JCE, items of income and expenses are converted at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing as at the end of the year, any resultant difference is recognised in Foreign Currency Translation Reserve
- (g) The financial statements of the subsidiaries, associates and jointly controlled entities used in the consolidation are drawn up to the same reporting date as that of the Company i.e. March 31, 2016 except for one overseas subsidiary viz. Elsamex S.A. whose audited consolidated financial statements (incorporating the financial statements of its subsidiaries, jointly controlled entities/ operations and its associates) have been drawn for a period of twelve months up to December 31, 2015 and adjusted for effects of significant transactions and other events that have occurred between January 01, 2016 and March 31, 2016

C. Minority Interest :

Minority interest in the net assets of consolidating Subsidiaries consists of the amount of equity

attributable to the Minority Shareholders as at the Balance Sheet date

D. Goodwill on consolidation:

- (a) Goodwill comprises the portion of the purchase price for an acquisition that exceeds the Group's share in the identifiable assets, with deductions for liabilities, calculated on the date of acquisition
- (b) Goodwill arising from the acquisition of associates is included in the value of the holdings in the associate
- (c) Goodwill is deemed to have an indefinite useful life and is reported at acquisition value with deduction for accumulated impairments. An impairment test of goodwill is conducted once every year or more often if there is an indication of a decrease in value. The impairment loss on goodwill is reported in the Consolidated Statement of Profit and Loss
- (d) Goodwill on consolidation pertaining to subsidiaries/jointly controlled entities (special purpose vehicles) having a definite concession period is amortize, over the balance concession period on a systematic basis
- (e) Goodwill on acquisition of the foreign subsidiary is restated at the rate prevailing at the end of the period

E. Debenture issue expenditure

Incremental costs directly attributable to the issue of debentures are being charged to the Consolidated Statement of Profit and Loss over the period of redemption of debentures

F. Accounting for Rights under Service Concession Arrangements

i. Recognition and measurement

The Group builds infrastructure assets under public-to-private Service Concession Arrangements (SCAs) which it operates and maintains for periods specified in the SCAs

Under the SCAs, where the Group has received the right to charge users of the public service,

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

such rights are recognised and classified as "Intangible Assets". Such right is not an unconditional right to receive consideration because the amounts are contingent to the extent that the public uses the service and thus are recognised and classified as intangible assets. Such an intangible asset is recognised by the Group at cost (which is the fair value of the consideration received or receivable for the construction services delivered) and is capitalized when the project is complete in all respects and when the Company receives the final completion certificate from the authority as specified in the Concession Agreement and not on completion of component basis as the intended purpose of the project is to have the complete length of the road available for use. The economics of the project is for the entire length of the road as per the bidding submitted by the Company. The component based certification which is received is an intermediate mechanism provided in the Concession Agreement to provide a right to collect a discounted toll to compensate the company for cost recovery during construction period and for any delays beyond the control of the Company. However, where there is other than temporary delay due to reasons beyond the control of the Company, the management may treat constructed portion of the road as a completed project

Under the SCAs, where the Group has acquired contractual rights to receive specified determinable amounts, such rights are recognised and classified as "Financial Assets", even though payments are contingent on the Group ensuring that the infrastructure meets the specified quality or efficiency requirements. Such financial assets are classified as "Receivables against Service Concession Arrangements"

Consideration for various services (i.e. construction or upgrade services, operation and maintenance services, overlay services) under the SCA is allocated on the basis of costs actually incurred or the estimates of cost of services to be delivered

ii. Contractual obligation to restore the infrastructure to a specified level of serviceability

The Group has contractual obligations to maintain the infrastructure to a specified level of serviceability or restore the infrastructure to a specified condition before it is handed over to the grantor of the SCA. Such obligations are measured at the best estimate of the expenditure that would be required to settle the obligation at the balance sheet date. In case of intangible assets, the timing and amount of such cost are estimated and recognised on an undiscounted basis by charging costs to revenue on the units of usage method i.e. on the number of vehicles expected to use the project facility, over the period at the end of which the overlay is estimated to be carried out based on technical evaluation by independent experts. In case of financial assets, such costs are recognised in the period/ year in which such costs are actually incurred

iii. Revenue recognition

Revenue from financial asset is recognised in the Consolidated Statement of Profit and Loss as interest, finance income calculated using the effective interest method from the year in which construction activities are started

Revenue from operating and maintenance services and from overlay services is recognised in the period in which such services are rendered

Discounted Revenue collected on receipt of the component based certification is reduced from the cost of the Intangible asset as the construction work on remaining portion is still in progress and the entire asset is not ready for its intended purpose

Revenue from intangible assets is recognised in the period of collection which generally coincides with the usage of the public service or where from such rights have been auctioned, in the period to which auctioned amount relates

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Revenue from construction contracts

When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs associated with the construction contract are recognised as revenue and expenses respectively by reference to the percentage of completion of the contract activity at the reporting date. The percentage of completion of a contract is determined considering the proportion that contract costs incurred for work performed upto the reporting date bear to the estimated total contract costs

For the purposes of recognising revenue, contract revenue comprises the initial amount of revenue agreed in the contract, the variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and they are capable of being reliably measured

The percentage of completion method is applied on a cumulative basis in each accounting period to the current estimates of contract revenue and contract costs. The effect of a change in the estimate of contract revenue or contract costs, or the effect of a change in the estimate of the outcome of a contract, is accounted for as a change in accounting estimate and the effect of which are recognised in the Statement of Profit and Loss in the period in which the change is made and in subsequent periods

When the outcome of a construction contract cannot be estimated reliably, revenue is recognised only to the extent of contract costs incurred of which recovery is probable and the related contract costs are recognised as an expense in the period in which they are incurred

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense in the Statement of Profit and Loss in the period in which such probability occurs

iv. **Borrowing cost**

In respect of a financial asset, borrowing costs attributable to construction of the road are

charged to Consolidated Statement of Profit and Loss in the period in which such costs are incurred

In respect of an intangible asset, borrowing costs attributable to the construction of roads are capitalised up to the date of the final completion certificate of the asset / facility received from the authority for its intended use specified in the Concession Agreement. All borrowing costs subsequent to the final completion certificate of the asset / facility as specified in Concession Agreement are charged to the Statement of Profit and Loss in the period in which such costs are incurred

v. **Amortisation of Intangible Asset**

The intangible rights which are recognised in the form of right to charge users of the infrastructure asset are amortized by taking proportionate of actual revenue earned for the year / period over Total Projected Revenue from project to Cost of Intangible assets i.e. proportionate of actual revenue earned for the year / period over Total Projected Revenue from the Intangible assets expected to be earned over the balance concession period as estimated by the management

Total Projected Revenue shall be reviewed at the end of the each financial year and the total projected revenue shall be adjusted to reflect any changes in the estimates which lead to the actual collection at the end of the concession period

vi. **Amortisation of Toll Receivable Account**

Toll receivable account amortised over the balance estimated period of concession. Amortisation is being done on the basis of revenue for the period / year to the total estimated revenue over the balance estimated period of concession

G. **Fixed Assets and Depreciation/Amortisation:**

(a) **Tangible fixed assets and depreciation**

Tangible fixed assets acquired by the Group are reported at acquisition cost, with deductions for accumulated depreciation and impairment losses, if any

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

The acquisition cost includes the purchase price (excluding refundable taxes) and expenses, such as delivery and handling costs, installation, legal services and consultancy services, directly attributable to bringing the asset to the site and in working condition for its intended use

Where the construction or development of any asset requiring a substantial period of time to set up for its intended use is funded by borrowings, the corresponding borrowing costs are capitalised up to the date when the asset is ready for its intended use

Depreciation on tangible fixed assets is computed as under:

Asset	Useful life based on SLM
Premises	60 Years
Computers and Data Processing Equipment (other than Server & Networking)	3 Years
Office Equipments	5 Years
Furniture and Fixtures	10 Years
Plant & Machinery	15 Years
Electrical Installation	10 Years
Data Processing Equipment (Server & Networking)	4
Mobile Phones and I pad / Tablets	Fully depreciated in the year of purchase
Specialised office equipment's	3
Vehicles	5
Assets provided to employees	3
Leasehold improvement costs	Amortised over Primary period of Lease
All categories of assets costing less than ₹ 5,000/- each	Fully depreciated in the year of purchase

The residual value of all the assets is retained at ₹ 1/- each

(b) Leased assets

Type of Lease	Capitalisation	Depreciation Policy
Operating Lease	At Cost including incidental expenses to bring the asset to its working condition for its intended use	Straight Line Method at the rates provided under Schedule II to the Companies Act, 2013
Capital Expenditure on renovation / Improvements to Lease-hold Premises	At Cost	Amortised over the primary period of the Lease

(c) Intangible assets and amortisation

Intangible assets, other than those covered by SCAs, comprise of software and amounts paid for acquisition of commercial rights under an "Operation and Maintenance" agreement for a toll road project and are depreciated as follow:

Asset Type	Useful Life
Licensed Software	Over the licence period
Intellectual Property Rights	5 - 7 years
Commercial Rights acquired under Operations and Maintenance Agreement	The minimum balance period of the concession agreement relating to the corresponding toll road project

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Intangible assets are reported at acquisition cost with deductions for accumulated amortisation and impairment losses, if any

Acquired intangible assets are reported separately from goodwill if they fulfil the criteria for qualifying as an asset, implying they can be separated or they are based on contractual or other legal rights and that their market value can be established in a reliable manner

An impairment test of such intangible assets is conducted annually or more often if there is an indication of a decrease in value. The impairment loss, if any, is reported in the Consolidated Statement of Profit and Loss

Intangible assets, other than those covered by SCAs, are amortised on a "straight line" basis over their estimated useful lives. The estimated useful life of software is four years. The amount paid for acquisition of the rights under the "Operations and Maintenance" agreement is amortised over the minimum balance period (as at the time of acquisition) of the concession agreement relating to the corresponding toll road project

H. Impairment of Assets:

The carrying values of assets of the Group's cash-generating units are reviewed for impairment annually or more often if there is an indication of decline in value. If any indication of such impairment exists, the recoverable amounts of those assets are estimated and impairment loss is recognised, if the carrying amount of those assets exceeds their recoverable amount. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the estimated future cash flows to their present value based on appropriate discount factor

I. Government Grants:

(a) Government grants are recognised only when it is reasonably certain that the related entity will comply with the attached conditions and the ultimate collection is not in doubt

(b) Grants received as compensation for expenses or losses are taken to the Consolidated Statement of Profit and Loss is accounted in the period to which it relates. Grants in the nature of promoter's contribution are treated as Capital Reserve

(c) Grants related to specific fixed assets are treated as deferred income, which is recognised in the Consolidated Statement of Profit and Loss in proportion to the depreciation charge over the useful life of the asset

J. Investments:

(a) Investments are capitalised at actual cost including costs incidental to acquisition, net of dividend received (net of tax) attributable to the period prior to acquisition of investment

(b) Investments are classified as long term or current at the time of making such investments

(c) Long term investments are individually valued at cost, less provision for diminution, which is other than temporary

(d) Current investments are valued at the lower of cost and market value

(e) Cost of investment property acquired in exchange for an asset is determined by reference to the fair value of the asset given up

K. Inventories:

(a) Inventories are valued at the lower of cost and net realisable value. Net realisable value is estimated at the expected selling price less estimated selling costs

(b) Costs for trading goods are determined using the annual weighted average principle and includes purchase price and non-refundable taxes

(c) Cost of raw material includes purchase price and non-refundable taxes

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

(d) Cost of manufactured goods include direct and indirect cost

(e) Inventories of electronic cards (prepaid cards) and on-board units are valued at the lower of cost and net realisable value. Cost is determined on first-in-first-out basis

L. Recognition of Revenue other than from Service Concession Arrangements:

(a) Revenue is recognised on an accrual basis

(b) Revenue in respect of arrangements made for rendering services is recognised over the contractual term of the arrangement. In respect of arrangements which provide for an upfront payment followed by additional payments as certain conditions are met (milestone payments), the amount of revenue recognised is based on the services delivered in the period as stated in the contract. In respect of arrangements where fees for services rendered are success based (contingent fees), revenue is recognised only when the factor(s) on which the contingent fees is based actually occur. In respect of the Group's trading activities, revenue is recognised on dispatch of goods, which coincides with the significant transfer of risks and rewards

(c) Revenue realised from grant of advertisement rights is recognised as follows:

(i) Development fees are recognised as income during the year / period in which the advertisement rights are granted

(ii) License fees are recognised as income on a "Straight-Line" basis over the duration of the license

(d) Revenue from development projects under fixed - price contracts, where there is no uncertainty as to measurement or collectability of consideration is recognised based on the milestones reached under the contracts. Pending completion of any milestone, revenue recognition is restricted to the relevant cost which is carried forward as part of Unbilled Revenue

(e) Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable provided it is not unreasonable to expect ultimate collection

(f) Dividend income is recognised once the unconditional right to receive the same is established

M. Foreign Currency Transactions:

(a) Transactions in foreign currencies are translated to the reporting currency based on the exchange rate on the date of the transaction. Exchange difference arising on settlement thereof during the year is recognised as income or expenses in the Consolidated Statement of Profit and Loss

(b) Cash and bank balances, receivables, (other than those that are in substance the Group's net investment in a non integral foreign operation), and liabilities (monetary items) denominated in foreign currency outstanding as at the period-end are valued at closing date rates, and unrealised translation differences are included in the Consolidated Statement of Profit and Loss

(c) Non monetary items (such as equity investments) denominated in foreign currencies are reported using exchange rate as at the date of the transaction. Where such items are carried at fair value, these are reported using exchange rates that existed on dates when the fair values were determined

(d) Inter-company receivables or payables for which settlement is neither planned nor likely to occur in the foreseeable future and are in substance an extension to or a deduction from the Group's net investments in a foreign entity are translated at closing rates but the exchange differences arising are accumulated in a foreign currency translation reserve until disposal of the net investment, at which time they are recognised as income or expense in the Consolidated Statement of Profit and Loss. Any repayment of receivables or payables forming

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

part of net investment in foreign operations is not considered as partial disposal of investments in foreign operations and amounts previously recognised in the foreign currency translation reserve are not adjusted until the disposal of the ownership interest occurs

- (e) The Group's forward exchange contracts are not held for trading or speculation. The premium or discount arising on entering into such contracts is amortised over the life of the contracts and exchange difference arising on such contracts is recognised in the Consolidated Statement of Profit and Loss
- (f) The Group has exercised the option of amortising / capitalising the exchange differences arising on long-term foreign currency monetary items as given under Ministry of Corporate Affairs (MCA) Notifications No. G.S.R. 914 (E) dated December 29, 2011.

N. Employee Benefits:

a. Short Term

Short term employee benefits are recognised as an expense at the undiscounted amount expected to be paid over the period of services rendered by the employees to the Group

b. Long Term

The Group has both defined-contribution and defined-benefit plans, of which some have assets in special funds or securities. The plans are financed by the Group and in the case of some defined contribution plans by the Group along with its employees

(i) *Defined-contribution plans*

These are plans in which the Group pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. These comprise of contributions to the employees' provident fund, family pension fund and superannuation fund. The Group's payments to the defined contribution plans are reported as expenses in the period in which the

employees perform the services that the payment covers

(ii) *Defined-benefit plans*

Expenses for defined-benefit gratuity plans are calculated as at the balance sheet date by independent actuaries in a manner that distributes expenses over the employee's working life. These commitments are valued at the present value of the expected future payments, with consideration for calculated future salary increases, using a discount rate corresponding to the interest rate estimated by the actuary having regard to the interest rate on government bonds with a remaining term that is almost equivalent to the average balance working period of employees

The actuarial gains and losses are recognised immediately in the Consolidated Statement of Profit and Loss

c. Other Employee Benefits

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the period end are reported as expenses during the period in which the employees perform the services that the benefit covers and the liabilities are reported at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment or encashment of such accrued benefit or where the availment or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method

O. Taxes on Income:

- (a) Taxes include taxes on income, adjustment attributable to earlier periods and changes in deferred taxes. Taxes are determined in accordance with enacted tax regulations and tax rates in force and in the case of deferred taxes at rates that have been substantively enacted

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

- (b) The provision for tax has been taken for each consolidating entity on the basis of the standalone financial statements prepared under Indian GAAP by that entity and has been aggregated for the purpose of the CFS
 - (c) Deferred tax is calculated to correspond to the tax effect arising when final tax is determined. Deferred tax corresponds to the net effect of tax on all timing differences, which occur as a result of items being allowed for income tax purposes during a period different from when they are recognised in the financial statements
 - (d) Deferred tax assets are recognised with regard to all deductible timing differences to the extent that it is probable that taxable profit will be available against which deductible timing differences can be utilised. When the Group's entities carry forward unused tax losses and unabsorbed depreciation, deferred tax assets are recognised only to the extent there is virtual certainty backed by convincing evidence that sufficient future taxable income will be available against which deferred tax assets can be realised
 - (e) The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced by the extent that it is no longer probable that sufficient future taxable profit will be available to allow all or a part of the aggregate deferred tax asset to be utilised
 - (f) Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal tax in the future period. Accordingly, it is recognized as an asset in the Balance Sheet when it is probable that the future economic benefit associates with it will flow to the Company
- P. Provisions, Contingent Liabilities and Contingent Assets:**
- (a) A provision is recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made
 - (b) Provision for final dividend payable (including dividend tax thereon) is made in the financial statements of the period to which the dividend relates when the same is proposed by the Board of Directors after the Balance Sheet date but before the approval of financial statements of the period to which the dividend relates. Provision for interim dividend payable (including dividend tax thereon) is made in the financial statements of the period in which the same is declared by the Board of Directors
 - (c) Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on best estimates required to settle the obligation at the Balance Sheet date
 - (d) These are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates
 - (e) Contingent liabilities are not recognised but are disclosed in the notes to the financial statement
 - (f) A contingent asset is neither recognised nor disclosed
- Q. Segment Reporting:**
- (a) Segment revenues, expenses, assets and liabilities have been identified to segments on the basis of their relationship to the operating activities of the Segment
 - (b) Revenue, expenses, assets and liabilities, which relate to the Group as a whole and are not allocable to segments on a reasonable basis, are included under "Unallocated Revenue / Expenses / Assets / Liabilities"
- R. Borrowing Costs:**
- Borrowing costs are recognised in the period to which they relate, regardless of how the funds have been utilised, except where it relates to the financing of construction of development of assets requiring a substantial period of time to prepare for

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

their intended future use. Interest is capitalised up to the date when the asset is ready for its intended use. The amount of interest capitalised (gross of tax) for the period is determined by applying the interest rate applicable to appropriate borrowings outstanding during the period to the average amount of accumulated expenditure for the assets during the period

S. Earnings Per Share:

- (a) Basic earnings per share is calculated by dividing the net profit after tax for the period attributable to equity shareholders of the Group by the weighted average number of equity shares in issue during the period
- (b) Diluted earnings per share is calculated by dividing the net profit after tax for the period attributable to equity shareholders of the Group by the weighted average number of equity shares determined by assuming conversion on exercise of conversion rights for all potential dilutive securities

T. Derivative Transactions:

- (a) Premium paid on acquisition of option contracts is treated as a current asset until maturity. If the premium paid exceeds the premium prevailing as at the date of the balance sheet, the difference is charged to the Consolidated Statement of Profit and Loss. If the prevailing premium as at the balance sheet date exceeds the premium paid for acquiring option contracts, the difference is not recognised
- (b) Premium received on option contracts written is treated as a current liability until maturity. If the premium prevailing on the balance sheet date exceeds the premium received on such options, the difference is charged to the Consolidated Statement of Profit and Loss. If the prevailing premium as at the balance sheet date falls short of the premium received for writing option contracts, the difference is not recognised
- (c) The Group uses foreign currency derivative contracts to hedge its risks associated with foreign currency fluctuations relating to

highly probable forecast transactions. The Group designates such contracts in a cash flow hedging relationship by applying the hedge accounting principles set out in "Accounting Standard 30 Financial Instruments: Recognition and Measurement" issued by the ICAI. These contracts are stated at fair value at each reporting date. Changes in the fair value of these contracts that are designated and effective as hedges of future cash flows are recognised directly in "Cash flow hedge reserve" under Reserves and surplus, net of applicable deferred income taxes and the ineffective portion is recognised immediately in the Consolidated Statement of Profit and Loss. Hedge accounting is discontinued when the hedging instrument expires or is sold, terminated, or exercised, or no longer qualifies for hedge accounting

Premium paid on option contracts acquired is treated as an asset until maturity. Premium received on option contracts written is treated as liability until maturity. In case of Forward exchange contracts which are not intended for trading or speculation purposes, the premium or discount arising at the inception of such a forward exchange contract is amortised as expense or income over the life of the contract. Exchange differences on such a contract are recognised in the Consolidated Statement of Profit and Loss in the reporting period in which the exchange rates change. Any profit or loss arising on cancellation or renewal of such a forward exchange contract is recognised as income or as expense for the period

U. Leases:

- (a) Finance leases, which effectively transfer to the Group substantial risks and benefits incidental to ownership of the leased item, are capitalised and disclosed as leased assets. Lease payments are apportioned between finance charges and reduction of lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income
- (b) Leases where the lessor retains substantially all the risks and benefits of ownership of the asset

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

are classified as operating leases. Operating lease payments are recognised as an expense in the Consolidated Statement of Profit and Loss on a straight line basis over the lease term. Any compensation, according to agreement, that the lessee is obliged to pay to the lessor if the leasing contract is terminated prematurely is expensed during the period in which the contract is terminated

V. Cash and Cash Equivalents:

Cash comprises of Cash on Hand, Cheques on Hand and demand deposits with Banks. Cash Equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risks of changes in value

W. Consolidated Cash Flow Statement:

The Consolidated Cash Flow Statement is prepared in accordance with the "Indirect Method" as explained in the Accounting Standard (AS) 3 on "Cash Flow Statements"

X. Redemption Premium on Preference Shares:

Fixed premium on redemption of Preference Shares is recognised by the Company out of Securities Premium Account prior to the contractual date of redemption of the Preference Shares

Premium on redemption which is contractually accruing annually to the preference shareholders is accrued by way of appropriation out of Securities Premium Account as is permissible within the Companies Act, 2013 as may be amended from time to time

2. Share capital

Particulars	As at March 31, 2016		As at March 31, 2015	
	Number of Shares	₹ in Crore	Number of Shares	₹ in Crore
Authorised				
Equity Shares of ₹ 10/- each	500,000,000	500.00	500,000,000	500.00
Preference Shares of ₹ 10/- each	1,000,000,000	1,000.00	1,000,000,000	1,000.00
Issued, Subscribed and Paid up (Refer footnote no. i to vi)				
Equity Shares of ₹ 10/- each fully paid	328,960,027	328.96	246,720,020	246.72
Cumulative Non-Convertible Compulsorily Redeemable Preference Shares of ₹ 10/- each fully paid	376,450,000	376.45	376,450,000	376.45
Total	705,410,027	705.41	623,170,020	623.17

Footnotes:

- Of the above, 236,582,632 (As at March 31, 2015 : 171,450,000) equity shares are held by the Holding Company viz. Infrastructure Leasing & Financial Services Limited ("IL&FS"), 4,266,368 (As at March 31, 2015 : 3,199,776) equity shares are held by a fellow subsidiary viz. IL&FS Financial Services Limited
- 100,000,000 Cumulative Redeemable Preference Shares ("CRPS") each are held by two fellow subsidiaries viz. IL&FS Maritime Infrastructure Company Limited ("IMICL") and IL&FS Financial Services Limited ("IFIN")
- Reconciliation of the number of equity shares, CRPS and Cumulative Non-Convertible Compulsorily Redeemable Preference Shares ("CNCRPS") outstanding at the beginning and at the end of the year:

Equity Shares	Year ended March 31, 2016		Year ended March 31, 2015	
	Number of Shares	₹ in Crore	Number of Shares	₹ in Crore
Shares outstanding at the beginning of the year	246,720,020	246.72	194,267,732	194.27
Shares issued during the year	82,240,007	82.24	52,452,288	52.45
Shares outstanding at the end of the year	328,960,027	328.96	246,720,020	246.72

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Cumulative Non-Convertible Compulsorily Redeemable Preference Shares	Year ended March 31, 2016		Year ended March 31, 2015	
	Number of Shares	₹ in Crore	Number of Shares	₹ in Crore
Shares outstanding at the beginning and end of the year	376,450,000	376.45	376,450,000	376.45
Shares outstanding at the end of the year	376,450,000	376.45	376,450,000	376.45

- iv. Shareholders holding more than 5% of issued, subscribed and paid up equity share capital, CRPS and CNCRPS:

Equity Shareholder	As at March 31, 2016		As at March 31, 2015	
	Number of Shares	% of total holding	Number of Shares	% of total holding
IL&FS	236,582,632	71.92%	171,450,000	69.49%

Cumulative Non-Convertible Compulsorily Redeemable Preference Shareholder	As at March 31, 2016		As at March 31, 2015	
	Number of Shares	% of total holding	Number of Shares	% of total holding
IL&FS Maritime Infrastructure Company Limited	100,000,000	26.56%	100,000,000	26.56%
IL&FS Financial Services Limited	100,000,000	26.56%	100,000,000	26.56%
Azim Hasham Premji	25,000,000	6.64%	25,000,000	6.64%
L&T Infrastructure Finance Company Limited	-	-	25,000,000	6.64%
Pioneer Independent Trust	25,000,000	6.64%	-	-

- v. The Company has one class of equity shares with face value of ₹ 10 each fully paid-up. Each shareholder has a voting right in proportion to his holding in the paid-up equity share capital of the Company. Where final dividend is proposed by the Board of Directors, it is subject to the approval of the shareholders in the Annual General Meeting.

The Board of Directors have recommended dividend of ₹ 2 per equity share of ₹ 10 each (20%) for the year ended March 31, 2016 on the existing 328,960,027 fully paid-up equity shares of the Company.

During the previous year, the Company had issued 52,452,288 equity shares on rights basis in the ratio of 27:100 at a price of ₹ 100 per share having a face value of ₹ 10 each aggregating ₹ 52.45 Crore and premium of ₹ 90 each aggregating to ₹ 472.07 Crore.

During the current year, the Company issued 82,240,007 equity shares on rights basis in the ratio of 1:3 at a price of ₹ 90 per share having a face value of ₹ 10 each aggregating ₹ 82.24 Crore and premium of ₹ 80 each aggregating to ₹ 657.92 Crore. The Earnings per share has been accordingly adjusted for the effects of Rights Issue for the years ended March 31, 2016 and March 31, 2015.

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

The details of utilisation of proceeds of above issue are given below :

Particulars	₹ in Crore	
	FY 2015-16	FY 2014-15
Amount received from the issue	740.16	524.52
Utilisation :		
For repayment of loans	733.21	510.00
For working capital payments (including issue expenses)	6.95	14.52
Total utilisation	740.16	524.52
Balance amount unutilised as at year end	Nil	Nil

vi. The Company has issued the following series of CRPS and CNCRPS :

Series Name	Number of shares	Face value per share (Amount in ₹)	Premium received per share (Amount in ₹)	Maturity date	Dividend payout	Redemption terms
20.50% CRPS	200,000,000	10	10	Refer foot note vi(a) below	20.50% per annum	Refer foot note vi(a)below
10.40% ITNL CNCRPS 2017	107,250,000	10	10	June 23, 2017	21.06% per annum	Redemption at face value plus premium of ₹ 10 per share
10.50% ITNL CNCRPS 2018	19,200,000	10	10	December 23, 2018	21.44% per annum	
11% ITNL CNCRPS 2021	50,000,000	10	10	January 17, 2021	22.32% per annum	

Footnote vi(a) :

The 20.50% CRPS will be redeemed starting from May 31, 2017 to May 31, 2025 at a premium of ₹ 10 per share and an additional redemption premium of 2.50% p.a. on the face value from the date of issue. See below table for details:

Date of redemption	No of shares to be redeemed (in Crore)	Redemption Amount ₹ in Crore
31-May-17	2.00	41.84
31-May-18	2.00	42.34
31-May-19	3.00	64.26
31-May-20	3.00	65.01
31-May-21	3.00	65.76
31-May-22	3.00	66.51
31-May-23	3.00	67.26
31-May-24	0.50	11.34
31-May-25	0.50	11.48
Total	20.00	435.80

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Rights of CRPS and CNCRPS holders are as follows:

The holder(s) of CRPS and CNCRPS shall have no voting rights other than in respect of matters directly affecting the rights attached to the CRPS and CNCRPS. In the event of any due and payable dividends on the CRPS and CNCRPS remaining unpaid for a period of two years prior to the start of any General Meeting of the Equity Shareholders, the holder(s) of CRPS and CNCRPS shall gain voting rights in respect of all matters placed by the Company at a General Meeting of its Equity Shareholders in accordance with the provisions of the Companies Act and the Articles of Association of the Company. In the event of winding up or repayment of capital, the holder(s) of the CRPS and CNCRPS shall carry a preferential right vis-à-vis equity shareholders to be repaid the amount of paid up capital, unpaid dividends and fixed premium, in accordance with the provisions of the Companies Act and the Articles of Association of the Company. The claims of holder(s) of CRPS and CNCRPS shall be subordinated to the claims of all secured and unsecured creditors of the Company but senior to equity shareholders and pari passu amongst other preference shareholders.

3. Reserves and surplus

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
(a) Securities Premium Account				
Opening balance	1,854.16		1,406.15	
Addition during the period from issue of equity shares on a rights basis	657.92		472.07	
Premium utilised towards preference shares issue expenses and rights issue expenses	(6.16)		(5.59)	
Premium utilised towards discount on issue of Non-Convertible Debentures	-		(13.47)	
Redemption premium on 20.50% CRPS	(5.00)	2,500.92	(5.00)	1,854.16
(b) General Reserve				
Opening balance	183.76		151.89	
Transfer from balance in Statement of Profit and Loss	-		31.87	
Transfer from Debenture Redemption Reserve	1.34		-	
Reversal of Provision for Contingencies recognised out of General Reserve	0.75	185.85	-	183.76
(c) Debenture Redemption Reserve (Refer Foot Note no. i)				
Opening balance	269.39		181.20	
Transfer from balance in Statement of Profit and Loss	19.03		119.69	
Adjustment during the year for cessation of a subsidiary	-		(31.50)	
Transfer to General Reserve	(1.34)	287.08	-	269.39
(d) Capital reserve				
Opening balance	1,157.66		1,030.65	
Capital Grants received during the year	71.84		127.01	
Adjustment during the year	-	1,229.50	-	1,157.66
(e) Other Reserves (Refer Foot Note no. ii)				
Foreign currency translation reserve	(2.81)		(10.92)	
Foreign currency monetary item translation reserve	14.17		(5.17)	
Cash flow hedge reserve	(50.07)	(38.71)	(72.81)	(88.90)
(f) Capital Reserve on Consolidation (net)				
Opening balance	36.05		60.18	
Adjustment during the year	-	36.05	(24.13)	36.05
(g) Surplus in Consolidated Statement of Profit and Loss				
Opening balance	1,683.88		1,561.68	
Profit for the year	311.54		443.60	
Consolidation adjustments	(9.14)		51.10	
Transfer to general reserve	-		(31.87)	

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
Transfer to debenture redemption reserve	(19.03)		(119.69)	
Provision for proposed dividend on equity shares	(65.79)		(99.77)	
Provision for dividend distribution tax on proposed dividend on equity shares	(19.30)		(26.26)	
Provision for proposed dividend on preference shares	(78.86)		(78.86)	
Provision for dividend distribution tax on proposed dividend on preference shares	(16.05)	1,787.25	(16.05)	1,683.88
Total		5,987.94		5,096.00

Footnote:

i. Debenture Redemption Reserve

In terms of Section 71(4) of the Companies Act, 2013 read with rule 18(7)(b)(iii) of the Companies (Share capital and Debentures) Rules 2014, the Company being an Infrastructure Company is required to create Debenture Redemption Reserve to the extent of 25% of the value of privately placed NCDs until such NCDs are redeemed, to which adequate amounts shall be credited from out of its profits every year.

For the year ended March 31, 2016, the transfer to Debenture Redemption Reserve has been made in accordance with above provisions amounting to ₹ 19.03 crore. (March 31, 2015 ₹ 119.69 crore)

ii(a). Foreign currency translation reserve

Particulars	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
Balance at the beginning of the year	(10.92)	102.14
Movement for the year (net)	8.11	(113.06)
Balance at the end of the year	(2.81)	(10.92)

ii(b). Foreign currency monetary item translation reserve

Particulars	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
Balance at the beginning of the year	(5.17)	-
Movement for the year (net)	19.34	(5.17)
Balance at the end of the year	14.17	(5.17)

ii(c). Cash flow hedge reserve

Particulars	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
Balance at the beginning of the year	(72.81)	(60.79)
Movement for the year (net)	22.74	(12.02)
Balance at the end of the year	(50.07)	(72.81)

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

4. Borrowings

Particulars	₹ in Crore					
	As at March 31, 2016			As at March 31, 2015		
	Long-term		Short-term	Long-term		Short-term
Non-current	Current portion	Non-current		Current portion		
(a) Bonds / Debentures						
(i) Secured						
Non convertible debentures	548.93	125.59	-	674.52	102.78	-
(ii) Unsecured						
Unsecured Redeemable Non-Convertible Debentures [NCDs]	2,810.53	3.59	-	2,554.14	0.71	-
Unsecured Redeemable NCDs (issued at discount)	300.00	-	-	300.00	-	-
Non convertible debentures - Related party	10.80	3.60	-	14.40	3.60	-
Bonds	701.09	-	-	-	643.06	-
(b) Term Loans						
(i) Secured						
From banks	14,221.77	1,302.39	171.95	13,411.72	721.57	27.00
From financial institutions	887.05	29.61	-	476.80	25.71	-
From Related party	-	-	141.53	-	0.71	155.70
(ii) Unsecured						
From banks	1,944.39	567.96	765.33	893.83	1,212.62	465.93
From financial institutions	-	-	300.00	57.14	22.86	300.00
From Related party	1,013.22	-	1,365.25	169.34	-	282.25
From others	29.75	-	0.58	25.69	-	0.23
(c) Commercial paper						
Unsecured						
From others	-	-	220.00	-	-	950.00
Less : Unexpired discount	-	-	(3.71)	-	-	(22.72)
(d) Finance lease obligations						
From others	20.97	8.93	-	14.13	5.87	-
(e) Loans repayable on demand						
(i) Secured						
From banks	-	-	136.70	-	-	-
(ii) Unsecured						
From banks	-	-	15.26	-	-	23.89
Total	22,488.50	2,041.67	3,112.89	18,591.71	2,739.49	2,182.28

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

5. Deferred tax liabilities (net) and Deferred tax assets

The Group entities have net deferred tax liabilities aggregating ₹ 101.60 crore (as at March 31, 2015 ₹ 124.56 crore) and deferred tax assets aggregating ₹ 22.82 crore (as at March 31, 2015 ₹ 16.12 crore).

a) The components of deferred tax liabilities (net) are furnished below:

Particulars	₹ in Crore		
	As at March 31, 2015	Movement during the year	As at March 31, 2016
Liabilities :			
Timing differences in respect of income	60.93	10.54	71.47
Timing differences in respect of depreciation	29.32	53.03	82.35
Timing differences in respect of unamortised borrowing costs	47.88	13.73	61.61
Assets:			
Timing differences in respect of depreciation	-	(0.03)	(0.03)
Timing differences in respect of employee benefits	(1.62)	(0.15)	(1.77)
Timing differences in respect of provision for overlay	-	(0.89)	(0.89)
Timing differences in respect of unabsorbed depreciation	(0.02)	(57.42)	(57.44)
Timing differences in respect of provision for doubtful debts / receivable	(11.93)	(39.73)	(51.66)
Timing differences in respect of amortisation of intangible assets	-	(2.04)	(2.04)
Deferred Tax Liabilities (Net)	124.56	(22.96)	101.60

b) The components of deferred tax assets is furnished below:

Particulars	₹ in Crore		
	As at March 31, 2015	Movement during the year	As at March 31, 2016
Assets:			
Timing differences in respect of depreciation	11.71	5.44	17.15
Timing differences in respect of employee benefits	0.43	(0.33)	0.10
Timing differences in respect of provision for overlay	3.98	1.59	5.57
Deferred tax assets	16.12	6.70	22.82

Footnote:

- The Group has not recognised any deferred tax asset against provision for diminution in investments in the absence of virtual certainty of future taxable capital gains against which diminution could be offset
- The net amount credited to the Consolidated Statement of Profit and Loss is ₹ 29.64 crore (for the year ended March 31, 2015 ₹ 20.40 crore) and ₹ 0.02 crore (for the year ended March 31, 2015 ₹ 0.37 crore) on account of foreign exchange fluctuation and ₹ Nil crore (for the year ended March 31, 2015 ₹ 49.78 crore) on account of conversion of subsidiary to associates
- Deferred tax credit (net) during the year includes deferred tax credit of ₹ Nil crore (for the year ended March 31, 2015 ₹ 2.05 crore) on account of deferred tax asset created during the period which has been directly adjusted against Foreign Currency translation reserve recognised in respect of the foreign exchange translation differences on the Company's receivables which were regarded as an extension to the Company's net investments in a foreign entity and have not been included above

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

6. Other liabilities

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
	Long-term	Current	Long-term	Current
(a) Trade Payables				
From related parties	-	-	0.61	-
From others	19.30	-	11.18	-
(b) Others				
Interest accrued but not due on borrowings	104.46	173.27	66.26	129.78
Redemption premium accrued but not due on borrowings	58.05	-	63.54	-
Interest accrued and due on borrowings	-	9.17	-	14.00
Income received in advance	-	7.55	-	12.88
Mobilisation Advance Received	199.63	5.22	50.43	3.74
Security Deposit	3.72	-	3.11	-
Other Advance Received	-	61.29	-	27.42
Statutory dues payable	-	97.83	-	37.94
Retention Money Payable	331.47	-	247.31	-
Unclaimed Dividends (Refer foot note)	-	7.10	-	0.48
Payable towards capital assets	3.91	45.38	-	68.38
Payable due to fair valuation of derivative contract	18.04	-	7.83	-
Other Liabilities	13.44	44.84	3.55	60.97
Total	752.02	451.65	453.82	355.59

Footnote:

Unclaimed dividend does not include any amounts which were due to be transferred to Investor Education and Protection Fund

7. Provisions

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
	Long-term	Short-term	Long-term	Short-term
(a) Provision for employee benefits (net)	8.31	24.90	5.52	30.65
(b) Provision for redemption premium on Preference Shares	12.56	-	7.56	-
(c) Provision for contingency (Refer foot note no. i)	-	-	0.75	-
(d) Provision for tax (net of advance)	-	42.02	-	32.86
(e) Provision for Proposed Dividend on preference shares	-	78.86	-	78.86
(f) Provision for Dividend Distribution Tax on preference shares	-	16.05	-	16.05
(g) Provision for Proposed Dividend on equity shares of subsidiary	-	-	-	1.08
(h) Provision for Dividend Distribution Tax on equity shares of subsidiary	-	4.47	-	4.29
(i) Provision for Proposed Dividend on equity shares		65.79		98.69
(j) Provision for Dividend Distribution Tax on equity shares		13.39		20.09
(k) Provision for overlay (refer foot note no. ii)	71.06	0.43	49.15	1.37
Total	91.93	245.91	62.98	283.94

Footnote:

- (i) The provision for contingency includes ₹ 0.75 crore provided in accordance with the terms of scheme of amalgamation of jointly controlled entity for prepayment of loans now reversed during the year

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
	Long-term	Short-term	Long-term	Short-term
Opening balance	0.75	-	0.75	-
Add : Provision made during the year	-	-	-	-
Less : Provision reversed during the year	0.75	-	-	-
Closing balance	-	-	0.75	-

- (ii) Provision for overlay in respect of toll roads maintained by the Group under service concession arrangements and classified as intangible assets represents contractual obligations to restore an infrastructure facility to a specified level of serviceability in respect of such asset. Estimate of the provision is measured using a number of factors, such as contractual requirements, technology, expert opinions and expected price levels. Because actual cash flows can differ from estimates due to changes in laws, regulations, public expectations, technology, prices and conditions, and can take place many years in the future, the carrying amounts of provision is reviewed at regular intervals and adjusted to take account of such changes

Accordingly, financial and accounting measurements such as the revenue recognized on financial assets, allocation of annuity into recovery of financial asset, carrying values of financial assets and depreciation of intangible assets and provisions for overlay in respect of service concession agreements are based on such assumptions

Movements in provision made for overlay are tabulated below:

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
	Long-term	Short-term	Long-term	Short-term
Opening balance	49.15	1.37	32.70	9.64
Adjustment for foreign exchange fluctuation during the year	0.57	-	(0.65)	-
Adjustment for reclassification during the year	(6.44)	6.44	-	-
Adjustment for conversion of subsidiary to associate	-	-	-	(6.15)
Utilised for the year	-	(7.51)	-	(3.21)
Provision made during the year	27.78	0.13	17.10	1.09
Closing balance	71.06	0.43	49.15	1.37

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

8. Fixed Assets

Current year :

Particulars	Gross Block (at cost)			Accumulated Depreciation and Amortisation			Net Block	
	Balance as at April 1, 2015	Adjustments / Reclassifications (Refer Foot Note iii)	Deletions	Balance as at March 31, 2016	Balance as at April 1, 2015	Adjustments / Reclassifications (Refer Foot Note iii)		Charge for the year (refer foot note i)
a Tangible Assets								
Land	2.40	0.30	-	2.61	-	-	-	2.61
Building and structures	37.61	61.13	34.04	132.78	7.08	(1.02)	2.84	123.88
Vehicles	135.88	9.03	18.00	159.65	109.09	8.29	8.39	124.28
Data processing equipments	17.07	0.76	4.32	21.92	13.75	0.67	2.55	16.74
Office premises	4.35	0.23	-	4.58	0.21	0.01	0.07	4.29
Office equipments	12.73	0.32	1.57	14.24	7.79	0.17	2.03	9.63
Leasehold improvements	2.17	-	1.26	3.43	1.74	-	0.54	2.28
Furniture and fixtures	33.66	2.31	4.05	39.97	27.19	2.08	2.65	31.89
Electrical installations	15.24	13.05	1.76	29.76	12.14	1.38	2.93	16.37
Plant and machinery	262.66	30.03	25.32	313.85	197.40	27.81	9.61	231.58
Advertisement structure	1.17	-	0.05	0.82	1.17	-	0.01	0.78
Assets taken on lease :								
Plant and machinery	11.71	(1.48)	7.50	17.73	5.78	(1.81)	1.30	5.27
Vehicles	3.14	0.30	6.67	9.82	1.09	0.11	1.01	2.12
Furniture and fixtures	0.67	(0.67)	-	-	0.56	(0.56)	-	-
Building and structures	18.18	1.91	0.04	20.13	3.39	1.30	0.43	5.12
Land	4.19	0.47	-	4.66	-	-	-	4.66
Total	562.83	117.69	104.58	775.95	388.38	38.43	34.36	455.25
b Intangible Assets								
Software / Licences acquired	31.75	1.77	1.15	34.63	24.38	1.38	3.40	29.16
Commercial rights acquired	120.66	-	-	120.66	17.04	-	7.72	24.76
Rights under service concession arrangements (refer foot note no. ii)	7,300.68	(455.72)	5,602.07	12,447.03	367.52	2.51	219.50	589.53
Trademarks and licences	0.19	0.02	-	0.21	0.19	0.02	-	0.21
Others	50.99	5.71	3.66	60.36	29.58	1.44	10.45	41.47
Total	7,504.27	(448.22)	5,606.88	12,662.89	438.71	5.35	241.07	685.13
c Capital Work-In-Progress	18.62	(72.53)	133.80	66.45	-	-	-	66.45
d Intangible assets under development (refer foot note no. ii and iv)	9,325.65	1.28	4,418.46	8,154.41	-	-	-	8,154.41
Grand Total	17,411.37	(401.78)	10,263.72	21,659.70	827.09	43.78	275.43	1,140.38
								20,519.32

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

8. Fixed Assets (contd.)

Previous Year:

Particulars	Gross Block (at cost)			Accumulated Depreciation and Amortisation			Net Block			
	Balance as at April 1, 2014	Adjustments / Reclassifications (Refer Foot Note iii)	Deletions	Balance as at March 31, 2015	Balance as at April 1, 2014	Adjustments / Reclassifications (Refer Foot Note iii)		Charge for the year (refer foot note i)	Deletions	Balance as at March 31, 2015
a Tangible Assets										
Land	2.43	(0.34)	0.31	-	2.40	-	-	-	-	2.40
Building and structures	37.70	(4.59)	4.51	0.01	37.61	6.26	(0.82)	1.64	-	7.08
Vehicles	141.32	(13.89)	10.94	2.49	135.88	118.90	(12.97)	5.09	1.93	109.09
Data processing equipments	17.88	(3.03)	2.36	0.14	17.07	13.92	(2.72)	2.62	0.07	13.75
Office premises	5.03	(0.68)	-	-	4.35	0.34	(0.21)	0.08	-	0.21
Office equipments	10.87	(0.67)	2.89	0.36	12.73	6.81	(0.37)	1.56	0.21	7.79
Leasehold improvements	2.17	-	-	-	2.17	1.54	-	0.20	-	1.74
Furniture and fixtures	35.53	(2.47)	0.91	0.31	33.66	27.80	(2.74)	2.21	0.08	27.19
Electrical installations	16.93	(3.15)	1.47	0.01	15.24	14.32	(2.59)	0.42	0.01	12.14
Plant and machinery	285.88	(47.13)	26.48	2.57	262.66	241.89	(43.57)	(0.10)	0.82	197.40
Advertisement structure	1.17	-	-	-	1.17	1.17	-	-	-	1.17
Assets taken on lease :										
Plant and machinery	14.21	(3.18)	0.68	-	11.71	8.41	(1.65)	(0.98)	-	5.78
Vehicles	4.06	(1.32)	0.40	-	3.14	1.76	(0.67)	-	-	1.09
Furniture and fixtures	0.81	(0.14)	-	-	0.67	0.70	(0.13)	(0.01)	-	0.56
Building and structures	20.74	(2.56)	-	-	18.18	2.71	(0.31)	0.99	-	3.39
Land	5.12	(0.93)	-	-	4.19	-	-	-	-	4.19
Total	601.85	(84.08)	50.95	5.89	562.83	446.53	(68.75)	13.72	3.12	388.38
b Intangible Assets										
Software / Licences acquired	32.81	(3.86)	2.80	-	31.75	24.03	(3.51)	3.86	-	24.38
Commercial rights acquired	20.66	-	100.00	-	120.66	10.55	-	6.49	-	17.04
Rights under service concession arrangements (refer foot note no. ii)	5,091.60	(449.54)	2,658.62	-	7,300.68	290.67	(45.19)	122.04	-	367.52
Trademarks and licences	0.23	(0.04)	-	-	0.19	0.23	(0.04)	-	-	0.19
Others	48.84	2.15	-	-	50.99	23.28	(3.80)	10.11	-	29.58
Total	5,194.14	(451.29)	2,761.42	-	7,504.27	348.76	(52.55)	142.50	-	438.71
c Capital Work-In-Progress	49.65	(41.69)	10.66	-	18.62	-	-	-	-	-
d Intangible assets under development (refer foot note no. ii and iv)	8,486.19	2.96	3,491.67	2,655.17	9,325.65	-	-	-	-	9,325.65
Grand Total	14,331.83	(574.10)	6,314.70	2,661.06	17,411.37	795.29	(121.30)	156.22	3.12	827.09
										16,584.28

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Footnote:

- i Depreciation on assets used during the construction period ₹ 0.05 crore (previous period ₹ 0.18 crore) has been included in "Capital Work in Progress" and credit impact of change of depreciation policy of ₹ Nil (previous year ₹ 3.92 crore) has been included in depreciation charge to the statement of profit and loss. Therefore, the charge to the statement of profit and loss is lower by this amount
- ii Estimates under Service Concession Arrangement - Right under Service Concession Arrangements / Intangible assets under Developments

Estimates under Service Concession Arrangements

Under Service Concession Arrangement (SCA), where a Special Purpose Vehicle (SPV) has received the right to charge users of a public service, such rights are recognized and classified as "Intangible Assets". Such a right is an unconditional right to receive consideration however the amounts are contingent to the extent that the public uses the service

The book value of such an Intangible Asset is recognized by the SPV at the fair value of the constructed asset which comprises of the actual construction cost plus the margins as per the SCA

The Intangible Asset is amortised on the basis of units of usage method over the lower of the remaining concession period or useful life of such intangible asset, in terms of each SCA

Estimates of margins are based on internal evaluation by the management. Estimates of units of usage, toll rates, contractual liability for overlay expenditure and the timing of the same are based on technical evaluations and / or traffic study estimates by external agencies

These factors are consistent with the assumptions made in the previous years

The key elements have been tabulated below:

Particulars	₹ in Crore	
	Upto / As at March 31, 2016	Upto / As at March 31, 2015
Cumulative Margin on construction in respect of Intangible Assets / Intangible Assets under development	1,672.62	1,324.47
	Year ended	
	March 31, 2016	March 31, 2015
Amortisation charge in respect of intangible assets	219.50	122.04

- iii Adjustments includes additions to Gross Block and Accumulated Depreciation towards foreign exchange fluctuation / acquisition of new subsidiaries / jointly controlled entities during the year and deductions to Gross Block and Accumulated Depreciation towards foreign exchange fluctuation / sale / cessation of subsidiaries / jointly controlled entities and regrouping of previous year figures
- iv Intangibles assets under SCA are capitalised when the project is complete in all respects and when the Company receives the final completion certificate from the authority as specified in the Concession Agreement and not on completion of component basis as the intended purpose of the project is to have the complete length of the road

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

available for use. Accordingly intangible assets under development includes following items which have been capitalised post receipt of provisional completion certificate pending final completion of the project:

Particulars	₹ in Crore			
	Till March 31, 2015	Year ended March 31, 2016	Till March 31, 2016	Year ended March 31, 2015
Revenue				
Toll Revenue	219.95	106.15	326.10	174.89
Other revenue	0.01	0.07	0.08	0.01
Expenses				
Operating & maintenance and other general exp.	38.18	51.95	90.13	32.51
Interest & finance cost	309.95	209.77	519.72	240.88
Total expenses	348.12	261.72	609.85	273.39

9. Investments

Particulars	₹ in Crore					
	As at March 31, 2016			As at March 31, 2015		
	Non-current investments	Current portion of long-term investments	Current investments	Non-current investments	Current portion of long-term investments	Current investments
(a) Investments in Unquoted Equity Instruments - Associates						
Investments in associates	249.03	-	-	244.68	-	-
Less: Unrealised gain on transactions between the Company and its associates	(17.23)	-	-	(11.55)	-	-
Add: Post-acquisition share of profit of associates (net)	56.36	-	-	49.64	-	-
Add: Post-acquisition share of movement in the other reserves of an associate (net)	62.99	-	-	51.20	-	-
Less: Cash flow hedge reserve	(52.19)	-	-	(51.98)	-	-
(b) Investments in Unquoted Equity Instruments (refer footnote ii)	18.96	-	-	18.87	-	-
(c) Investments in Unquoted Covered Warrants (refer foot note no. i)	194.30	-	-	194.30	-	-
(d) Investment in Unquoted Non Convertible Debentures	-	32.00	-	32.00	-	-
(e) Investment Property (refer foot note no. iii)	115.30	-	-	115.30	-	-
(f) Investments in Mutual funds	-	-	5.58	-	-	-
(g) Investments in Other units	-	-	16.09	-	-	20.05
Total	627.52	32.00	21.67	642.46	-	20.05

Footnote:

- (i) The Company's investment in "Covered Warrants" aggregating to ₹ 194.30 Crore (As at March 31, 2015 ₹ 194.30 Crore) issued by Infrastructure Leasing & Financial Services Limited ("IL&FS") are variable interest debt instruments under which the holder is entitled to a proportionate share of the dividend. However, the Company is not entitled to rights and privileges, which IL&FS enjoys as a shareholder / debentureholder. The instruments are unsecured.

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

- (ii) **Investment in Airport Holding Australasia Pte Limited ("AHA"):** Investment in AHA has not been considered as Investments in Associates as in the view of the Management, no significant influence exist.
- (iii) Investment property consists of 49,555 sq.ft. commercial property in Mumbai. The said property has been offered as a security given to one of the lenders of the Company.

10. Loans and advances (Unsecured, considered good unless otherwise mentioned)

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
	Long-term	Short-term	Long-term	Short-term
(a) Capital Advances				
Secured, considered good				
Others	-	-	0.09	-
Unsecured, considered good				
Related Party	-	-	0.91	-
Others	37.61	-	37.10	-
Sub-total (a)	37.61	-	38.10	-
(b) Security Deposits				
Unsecured, considered good				
Related Party	2.25	-	2.25	-
Others	10.05	11.14	9.82	41.43
Sub-total (b)	12.30	11.14	12.07	41.43
(c) Loans and advances to related parties				
- Advance receivable				
Unsecured, considered good	-	32.07	-	45.95
Unsecured, considered doubtful	-	22.06	-	-
Less: Provision	-	(22.06)	-	-
- Prepaid expenses	-	-	7.52	-
- Inter corporate deposits	-	1.21	-	24.82
- Mobilisation & pre-construction advance recoverable	-	4.00	-	4.00
- Advance towards share application money (refer foot note)	75.02	-	75.02	-
- Option premium	7.91	-	7.91	-
- Loans given to related party	365.67	111.83	205.26	168.82
Sub-total (c)	448.60	149.11	295.71	243.59
(d) Other loans and advances				
- Advance receivable				
Unsecured, considered good	129.33	276.58	137.59	208.04
Unsecured, considered doubtful	20.00	-	-	-
Less: Provision	(20.00)	-	-	-
- Prepaid expenses	37.44	85.94	36.10	59.88
- Pre-construction and mobilisation advance paid	234.43	269.61	434.87	251.06
- Inter corporate deposits	-	4.00	-	4.00
- Advance towards share application money	-	-	20.00	-
- MAT credit entitlement	19.89	-	44.02	-
- Advance payment of taxes (net of provision)	389.21	-	284.98	-
- Loans to others				
Unsecured, considered good	121.58	234.67	125.31	342.17
Unsecured, considered doubtful	-	0.60	-	-
Less: Provision	-	(0.60)	-	-
Sub-total (d)	931.88	870.80	1,082.87	865.15
Total	1,430.39	1,031.05	1,428.75	1,150.17

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Footnote:

During the previous year ended March 31, 2015, an Associate Company (erstwhile a Subsidiary Company upto August 7, 2014) had received a formal communication from the Corporate Debt Restructuring (CDR) Empowered Group with respect to it having formally exited from the CDR system on May 20, 2014. Consequent to the Associate Company's exit from the CDR, the matter with respect to the classification of Advances towards Capital / Debt given by the promoters i.e. the Holding Company and Government of Gujarat (GoG) as Advance towards Capital / Debt until the repayment of DDBs and NCDs till July 2018, was discussed with the promoters. The Holding Company has given consent to continue the classification as requested by the Associate Company, however the approval from GOG is still pending to be received. In the view of the Management of the Associate Company, the amounts payable, if any, for the aforesaid item is currently unascertainable and accordingly, no liability/charge has been created in its financial statements

11. Other assets

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
	Non-current	Current	Non-current	Current
(a) Long term Trade Receivables (unsecured, considered good)	14.71	-	-	-
(b) Receivables against Service Concession Arrangements (refer foot note no. i)	9,006.14	921.99	8,275.55	557.69
(c) Balances with Banks in deposit accounts (Lien)	39.90	-	175.28	-
(d) Unamortised borrowing costs	176.62	79.02	108.20	48.85
(e) Receivable due to fair valuation of derivative contract	5.77	-	-	8.03
(f) Retention money receivable	19.64	-	19.65	-
(g) Interest accrued	25.74	138.40	42.55	107.03
Less: Provision for interest receivable		(0.59)		
(h) Toll Receivable account	33.03	-	183.36	-
Less: Amortisation during the year	-	-	(1.18)	-
Less: Adjustments due to conversion of subsidiary into associate	-	-	(149.15)	-
(i) Unbilled revenue	-	48.52	-	14.18
(j) Receivable towards sale of investment	-	-	-	65.50
(k) Grant receivable	-	28.61	-	11.84
(l) Claims receivable from authority	-	724.30	-	-
(m) Other assets	-	39.73	-	4.90
Total	9,321.55	1,979.98	8,654.26	818.02

Footnote:

- (i) Estimates under Service Concession Arrangement - Financial assets
Under a Service Concession Arrangement (SCA), where a Special Purpose Vehicle (SPV) has acquired contractual rights to receive specified determinable amounts (Annuity) for use of an asset, such amounts are recognised as "Financial Assets" and are disclosed as "Receivable against Service Concession Arrangements"

The value of a Financial Asset covered under a SCA includes the fair value estimate of the construction services which is estimated at the inception of the contract and is based on the fair value of the constructed asset and comprises of the actual construction cost, a margin as per the SCA, estimates of the future operating and maintenance costs, including overlay / renewal costs

The cash flows from a Financial Asset commences from the Provisional / Final Commercial Operation Date as certified by the granting authority for the SCA

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

The cash flow from a Financial Asset is accounted using the effective interest rate method. The intrinsic interest element in each Annuity receipt is accounted as finance income and the balance amount is accounted towards recovery of dues from the "Receivable against Service Concession Arrangements"

These factors are consistent with the assumptions made in the previous years

The key elements have been tabulated below:

Particulars	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
Cumulative Margin on construction and operation & maintenance and renewal services recognised in respect of Financial Assets	729.11	663.82
Future Operation and maintenance and renewal services considered in respect of Financial Assets	2,456.10	2,559.20
Revenue recognised on Receivables against Service Concession Arrangement on the basis of effective interest method	3,632.30	2,800.52

12. Inventories (lower of cost and net realisable value)

Particulars	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
Inventories		
(i) Raw materials	6.91	2.64
(ii) Work in progress	62.63	-
(iii) Finished goods	15.83	10.66
(iv) Stores and spares	0.65	0.78
(v) Land held for sale	0.93	-
Total	86.95	14.08

13. Trade receivables

Particulars	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
(a) Trade receivables outstanding for a period exceeding six months from the date they are due for payment		
Unsecured, considered good	597.43	496.86
Other considered doubtful	77.31	54.67
Less: Provision for doubtful debts	(77.31)	(54.67)
(b) Trade receivables outstanding for a period less than six months from the date they are due for payment		
Unsecured, considered good	700.81	548.76
Total	1,298.24	1,045.62

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

14. Cash and cash equivalents

Particulars	₹ in Crore			
	As at March 31, 2016		As at March 31, 2015	
(a) Cash and cash equivalents				
Cash on hand	5.06		3.67	
Balances with Banks in current accounts	478.61		471.39	
Balances with Banks in demand deposit accounts	106.11	589.78	214.18	689.24
(b) Other bank balances				
Unclaimed dividend accounts	7.10		0.48	
Balances held as margin money or as security against borrowings	277.98	285.08	249.14	249.62
Total		874.86		938.86

15. Contingent liabilities and capital commitments

(A) Contingent liabilities (refer foot note)

Particulars	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
(i) Claims against the Group not acknowledged as debt	387.33	418.85
(ii) Other money for which the company is contingently liable		
- Income tax demands contested by the Group	39.53	39.92
- Other tax liability	74.19	8.39
- Royalty to Nagpur Municipal Corporation	1.07	1.07
- Guarantees/ counter guarantees issued in respect of other companies	21.18	22.07
(iii) In case of Income Tax disputes decided in favour of the Group at the First Appellate Authority for amounts disallowed amounting to ₹ 103.01 crore (Previous year : March 31, 2015 ₹ 82.01 crore), the Income Tax department has gone for further appeal in all the cases. If decided against the Group, it will result in reduction of unabsorbed depreciation as per the Income -Tax law		

Footnote:

The Company does not expect any outflow of economic resources in respect of the above and therefore no provision is made in respect thereof.

(B) Capital commitments

Particulars	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances paid aggregate ₹ 303.31 crore) (as at March 31, 2015 ₹ 502.21 crore)	9,184.16	7,119.46
(ii) Investment Commitments [net of advances of ₹ Nil, (As at March 31, 2015 : ₹ 20.00 crore)]	20.00	20.00

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

(C) Other commitments

Particulars	₹ in Crore	
	As at March 31, 2016	As at March 31, 2015
(i) Negative grant to National Highways Authority of India ("NHAI") (upto 2019-20)	180.00	215.00
(ii) Premium to National Highways Authority of India ("NHAI") (upto 2033-34)	1,302.67	1,346.77
(iii) Premium to National Highways Authority of India ("NHAI") (upto 2036-37)	1,469.19	1,498.92
(iv) Connectivity charges to Haryana Urban Development Authority	2,740.96	2,748.98
(v) Put option on sale of investment	Unascertainable	Unascertainable

(D) Litigations against the Group :

- (i) A Public interest litigation has been filed in the Allahabad High Court to make one of the project of a Jointly Controlled Entity ("JCE"), a toll free facility for general public. Based on the legal opinion, the management of the company believes that there is reasonable probability of success in the matter and has no impact on the financial position of the Group at this stage.
- (ii) During the year, Income Tax Department has raised a demand of ₹ 49.80 crore (Group's share) u/s 143(3) of the income tax Act, 1961 against said JCE which is primarily on account of addition of arrears of designated returns to be recovered in future from toll, revenue subsidy on account of allotment of Land. The said JCE has filed an appeal with the first level Appellate Authority and based on legal opinion, management believes that the outcome of the same will be in favour of the Company and it has no impact on the financial position of the Group at this stage.

Earlier, Income Tax Department has initiated reassessment U/s 147 of the Income Tax Act, 1961 for Assessment Years 2007-08, 2008-09 and 2012-13 and raised a demand of ₹ 107.66 crore (Group's share) primarily on account of arrears of designated returns to be recovered in future from toll and other recoveries as per the Concession Agreement of one of the JCE. The said JCE has filed an appeal with the first level Appellate Authority and based on legal opinion, the management believes that the outcome of the same will be in favour of the Company and it has no impact on the financial position of the Group at this stage.

In few other matters, income tax demands of ₹ 1.70 crore (Group's share) have also been raised for which necessary rectification applications U/s 154 of the Income Tax Act, 1961 have been filed by the JCE. The management of the Company expects that the demands will be deleted post rectification by the department and it has no impact on the financial position of the Group at this stage.

- (iii) Certain other matters i.e. encroachment onto land & installation of unipoles, size of advertisement structures, exemption from paying toll to armed forces personnel's, etc. are under litigation in one of the project of a JCE. Based on the legal opinion from the counsel of the JCE, the management of the Company believes that there is reasonable probability of success in the matters and have no impact on the financial position of the Group at this stage.
- (iv) For collecting Municipal Corporation of Delhi ("MCD") toll on behalf of SMS AAMW Tollways Private Limited, the JCE is deducting service charges @ 13.5% of MCD toll as against 3% as directed by MCD. MCD has send a legal notice to take coercive action against withholding such amount. The JCE has filed suit for injection from such notice. The court has passed an interim order restraining the defendants from taking any coercive action. On prudence basis, till settlement of dispute, service charges has been recognised as income @ 3% of MCD toll. Necessary adjustment, if any, will be recognised on finalisation of matter.

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

The management of the Company does not expect any impact on financial position of the Group on this account at this stage.

- (v) Since August 01, 2009, a JCE was contesting imposition of monthly license fee @ ₹ 115/- per sq.ft. of the total display area (as against 25% of the gross revenue generated) by MCD. In May 2010, The Hon'ble Court has directed the said entity to deposit license fees at 50% of ₹ 115/- per sqft of the display till the final disposal of the matter. As an abundant caution the management had decided to provide for the license fee as demanded by MCD in full.

In November 2014, the entity has entered into MOU with MCD whereby the entity has obtained permission to display advertisement against payment of monthly license fees @ 25% of total income or 25% of zonal rate (whichever is higher).

In February 2015, Hon'able High Court ordered that the imposition of License Fees do not have the authority of law, accordingly set aside the MCD demand & ordered MCD to refund amount deposited pursuant to its order of May 2010. The entity has stopped paying license fees to MCD from February 2015 and filed an application for refund of the amount paid. The entity had written back the provision recognised in this respect in previous financial year.

In August 2015, MCD has issued show-cause notice alleging violation of various terms of MOU and subsequently removed all outdoor advertisement/display on the Delhi side of DND flyway. The entity has initiated legal action and is in process of amicable settlement with MCD.

- (vi) The JCE has acquired the land on Delhi side for the construction of Bridge from the Government of Delhi and Delhi Development Authority and the amount paid has been considered as a part of the project cost. However pending final settlement of the dues, the said entity had estimated the cost at ₹ 0.74 crore (Group Share) and provided the same as a part of the project cost. A sum of ₹ 0.23 crore (Group share) has so far been paid against the demand out of the aforesaid provision. The actual settlement may result in probable obligation to the extent of ₹ 0.51 crore (Group Share) based on management estimates.

16. Revenue from operations

Particulars	Year ended		Year ended	
	March 31, 2016		March 31, 2015	
(a) Income from services				
Advisory and project management fees	91.16		83.61	
Lenders' engineer and supervision fees	8.36		7.39	
Operation and maintenance income	1,180.35		1,227.92	
Licence fee	0.75	1,280.62	0.41	1,319.33
(b) Toll revenue		601.85		377.94
(c) User fee income		143.59		123.45
(d) Finance income		831.78		745.99
(e) Construction income		5,078.95		3,717.68
(f) Sales (net of sales tax)		10.28		11.29
(g) Operation and maintenance Grant		0.07		7.91
(h) Other operating income				
Profit on sale of investment in subsidiary		294.82		197.29
Insurance claim		21.83		0.09
Total		8,263.79		6,500.97

₹ in Crore

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

17. Other income

Particulars	₹ in Crore			
	Year ended March 31, 2016		Year ended March 31, 2015	
(a) Interest Income				
Interest on loans granted	213.22		196.86	
Interest on debentures	5.82		5.21	
Interest on bank deposits	48.55		50.01	
Interest on short term deposit	9.46	277.05	3.03	255.11
(b) Profit on sale of investment (net)		0.53		1.15
(c) Profit on sale of fixed assets (net)		1.50		2.47
(d) Dividend income		-		2.40
(e) Other non-operating income				
Advertisement income	5.56		4.02	
Excess provisions written back	6.79		4.64	
Exchange rate fluctuation gain (net)	1.99		-	
Reversal of Provision for diminution in value of investments	-		34.23	
Claims from authority	158.35		-	
Miscellaneous income	16.47	189.16	23.23	66.12
Total		468.24		327.25

18. Cost of materials consumed

Particulars	₹ in Crore			
	Year ended March 31, 2016		Year ended March 31, 2015	
(a) Material consumption	236.87		229.60	
(b) Purchase of traded products	48.50		9.36	
(c) Changes in inventories of finished goods	(3.80)	281.57	2.62	241.58
Total		281.57		241.58

19. Operating expenses

Particulars	₹ in Crore			
	Year ended March 31, 2016		Year ended March 31, 2015	
(a) Construction contract costs	3,501.28		2,599.01	
(b) Fees for technical services / design and drawings	72.94		55.33	
(c) Diesel and fuel expenses	26.70		30.46	
(d) Operation and maintenance expenses	442.88		392.46	
(e) Provision for overlay expenses	27.91		18.19	
(f) Periodic maintenance expenses	4.08		4.03	
(g) Toll plaza expenses	1.75		10.06	
(h) Negative grant / premium to authority	45.78	4,123.32	25.00	3,134.54
Total		4,123.32		3,134.54

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

20. Employee benefits expense

Particulars	Year ended		Year ended	
	March 31, 2016		March 31, 2015	
(a) Salaries and wages	406.69		374.71	
(b) Contribution to provident and other funds	88.11		71.89	
(c) Staff welfare expenses	8.17		6.03	
(d) Deputation cost	7.50	510.47	6.50	459.13
Total		510.47		459.13

₹ in Crore

Footnote:

(i) Employee benefit obligations:

(A) Defined-contribution plans

- (i) The Group offers its employees defined contribution benefits in the form of provident fund, family pension fund and superannuation fund. Provident fund, family pension fund and superannuation fund cover substantially all regular employees. Contributions are paid during the year into separate funds under certain statutory / fiduciary-type arrangements. While both the employees and the Group pay predetermined contributions into the provident fund and pension fund, contributions to superannuation fund are made only by the Group. The contributions are normally based on a certain proportion of the employee's salary.
- (ii) A sum of ₹ 8.35 (previous year ₹ 6.40) crore has been charged to the consolidated Statement of Profit and Loss in this respect.

(B) Defined-benefit plans:

The Group offers its employees defined-benefit plans in the form of gratuity (a lump sum amount). Amounts payable under defined benefit plans are typically based on years of service rendered and the employee's eligible compensation (immediately before retirement). The gratuity scheme covers substantially all regular employees. In the case of the gratuity scheme, the Group contributes funds to the Life Insurance Corporation of India which administers the scheme on behalf of the Group. Commitments are actuarially determined at year end. Actuarial valuation is based on "Projected Unit Credit" method. Gains and losses due to changes in actuarial assumptions are charged to the Consolidated Statement of Profit and Loss.

The net value of the defined-benefit commitment is detailed below:

Particulars	As At	
	March 31, 2016	March 31, 2015
Present value of commitment	13.99	11.44
Fair value of plans	10.65	11.71
Unrecognised past service cost	-	-
Payable / (Prepaid) amount taken to the balance sheet	3.34	(0.27)

₹ in Crore

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Defined benefit commitments:

Gratuity	₹ in Crore	
	As At March 31, 2016	As At March 31, 2015
Opening balance	11.44	8.46
Impact of conversion of subsidiary to associate	-	(0.05)
Excess provision written back	-	-
Interest cost	0.79	0.67
Current service cost	2.58	2.42
Benefits paid	(2.81)	(0.48)
Actuarial (gain) / loss	1.99	0.42
Transferred from / to other company	-	-
Closing balance	13.99	11.44

Plan Assets:

Gratuity	₹ in Crore	
	As At March 31, 2016	As At March 31, 2015
Opening balance	11.71	9.03
Impact of conversion of subsidiary to associate	-	(0.08)
Expected return on plan assets	0.89	0.82
Contributions by the Company / Group	0.91	2.03
Benefits paid	(2.55)	(0.45)
Transferred from / to other company	-	-
Actuarial gain / (loss)	(0.31)	0.36
Other adjustments	-	-
Fair value of plan assets	10.65	11.71

Return on Plan Assets:

Gratuity	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Expected return on plan assets	0.89	0.82
Actuarial gain / (loss)	(0.31)	0.36
Actual return on plan assets	0.58	1.18

Expenses on defined benefit plan recognised in the Consolidated Statement of Profit and Loss:

Gratuity	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Current service cost	2.58	2.42
Interest expenses	0.79	0.67
Expected return on investments	(0.89)	(0.82)
Net actuarial (gain) / loss	2.30	0.06
Expenses charged to Consolidated Statement of Profit and Loss	4.78	2.33

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

- (i) The actuarial calculations of estimated defined benefit commitments and expenses are based on the following assumptions, which if changed would affect the defined benefit commitment's size, funding requirements and pension expense

Particular	Year ended March 31, 2016		Year ended March 31, 2015	
	Group entities other than a jointly controlled entity	Jointly controlled entity	Group entities other than a jointly controlled entity	Jointly controlled entity
Rate for discounting liabilities	7.70%-8.08%	8.00%	7.80%-8.00%	8.25%
Expected salary increase rate	6.50%	6.50%	6.50%	6.50%
Expected return on scheme assets	8.00%	6.50%	8.00%	6.50%
Attrition rate	2%	Not disclosed	2%	Not disclosed
Mortality table used	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate

- (ii) The estimates of future salary increases considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market
- (iii) The amounts of the present value of the obligation, fair value of the plan assets, surplus or deficit in the plan, experience adjustments arising on plan liabilities and plan assets for the current period and previous four annual periods is given below:

Gratuity (Funded Plan)	₹ in Crore				
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Defined benefit commitments	13.99	11.44	8.46	8.12	5.74
Plan assets	10.65	11.71	9.03	7.65	5.64
Unfunded liability transferred from group companies	-	-	-	-	-
(Surplus) / Deficit	3.34	(0.27)	(0.57)	0.47	0.10

Gratuity (Funded Plan)	₹ in Crore				
	As at March 31, 2016	As at March 31, 2015	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
Experience adjustments on plan commitments	1.95	(0.24)	(0.17)	(0.40)	(0.04)
Experience adjustments on plan assets	(0.31)	0.34	(0.01)	0.07	(0.04)

- (iv) The contribution expected to be made by some of the constituents of the Group during the next 12 months ₹ 11.96 crore (March 31, 2015 ₹ 8.30 crore)
- (v) The above disclosure does not include details of its eleven foreign subsidiaries, one Indian subsidiary and one foreign joint venture as the same is not applicable in their respective countries

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

21. Finance costs (net)

Particulars	₹ in Crore			
	Year ended March 31, 2016		Year ended March 31, 2015	
(a) Interest expenses				
Interest on loans for fixed period	1,891.94		1,381.12	
Interest on debentures	380.15		257.15	
Discount on Commercial Paper	109.22		65.71	
Interest on deep discount bonds	32.36	2,413.67	36.93	1,740.91
(b) Other finance charges				
Guarantee commission	2.94		13.37	
Upfront fees and other finance charges	114.26	117.20	78.84	92.21
Total		2,530.87		1,833.12

Footnote :

Finance costs incurred by the group on qualifying assets are capitalised and accordingly the finance cost reported is net of such capitalization

Particulars	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Gross finance costs	3,196.67	2,637.49
Less : Capitalised	665.80	804.37
Finance costs (net)	2,530.87	1,833.12

22. Administrative and general expenses

Particulars	₹ in Crore			
	Year ended March 31, 2016		Year ended March 31, 2015	
Legal and consultation fees	69.40		86.60	
Travelling and conveyance	53.74		45.67	
Rent	74.90		81.02	
Rates and taxes	33.24		26.29	
Repairs and maintenance others	26.65		28.57	
Bank commission	14.66		25.05	
Registration expenses	0.28		2.06	
Communication expenses	10.73		10.35	
Insurance	38.89		33.40	
Exchange rate fluctuation loss (net)	-		2.77	
Printing and stationery	7.30		6.36	
Electricity charges	18.46		17.30	
Directors' fees	2.93		2.24	
Provision for doubtful debts	-		-	
Project management fees	3.89		3.38	
Loss on sale of fixed assets (net)	0.01		0.40	
Brand subscription fees	28.08		23.02	
Amortisation of goodwill	17.69		8.27	
Amortisation of toll receivable account	-		1.18	
Miscellaneous expenses	107.23	508.08	118.01	521.94
Total		508.08		521.94

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

23. Earnings per equity share

Particulars	Unit	Year ended March 31, 2016	Year ended March 31, 2015
Profit for the year	₹ in crore	311.54	443.60
Depreciation charge to surplus in the Statement of Profit and Loss due to change in depreciation policy as per the Companies Act 2013.	₹ in crore	-	(1.85)
Dividend on Cumulative preference shares of the Company	₹ in crore	(78.86)	(78.86)
Tax on Dividend on cumulative preference shares of the Company	₹ in crore	(16.05)	(16.05)
Profit available for Equity Shareholders	₹ in crore	216.63	346.84
Weighted average number of equity shares	Number	281,195,339	243,862,796 *
Weighted average number of equity shares outstanding as originally reported in previous year	Number	Not applicable	242,215,075
Nominal Value per equity share	₹	10.00	10.00
Basic / Diluted earnings per share	₹	7.70	14.22
Basic / Diluted earnings per share as originally reported in previous period	₹	Not applicable	14.32

* As adjusted for rights issue in accordance with AS - 20 Earnings Per Share.

24. Disclosure of Leases :

(A) Operating Lease:

The Group holds certain properties under a non-cancellable operating lease. The Group's future lease rentals under the operating lease arrangements as at the year-end are as under:

- For jointly controlled entities - Nil
- For entities other than jointly controlled entities

Future Lease rentals	₹ in Crore	
	As At March 31, 2016	As At March 31, 2015
Within one year	49.80	63.51
Over one year but less than 5 years	2.04	7.10
More than 5 years	-	-

The lease terms do not contain any exceptional / restrictive covenants nor are there any options given to Group to renew the lease or purchase the properties. The agreements provide for changes in the rentals if the taxes leviable on such rentals change.

Particular	₹ in Crore	
	Year ended March 31, 2016	Year ended March 31, 2015
Amount charged to the Consolidated Statement of Profit and Loss for rent	57.71	65.97

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

(B) Finance Leases:

(a) Subsidiaries

₹ in Crore

Particular	As at March 31, 2016			As at March 31, 2015		
	Minimum Lease Payment	Present value of minimum lease payments	Lease Charges	Minimum Lease Payment	Present value of minimum lease payments	Lease Charges
	Amount payable not later than one year	10.02	8.93	1.09	6.50	5.87
Amount payable >1 but < 5 years	22.22	20.97	1.25	12.82	11.62	1.20
Amount payable > 5 years	-	-	-	2.54	2.51	0.03
Total	32.24	29.90	2.34	21.86	20.00	1.86

(b) Jointly controlled entities - Nil

25. The Group's percentage holding in various jointly controlled entities are given below:

Name of the jointly controlled entity	Country of Incorporation / residence	As at	As at
		March 31, 2016 % holding	March 31, 2015 % holding
NTBCL	India	25.35	25.35
JSEL	India	50.00	50.00
NAMEL	India	50.00	50.00
YUHE	China	49.00	49.00
Geotecnia y Control De Qualitat, S.A.	Spain	50.00	50.00
Consortio De Obras Civiles S.R.L	R.Dominicana	34.00	34.00
Vies Y Construcciones S. R. L.	R.Dominicana	50.00	50.00

The proportionate share in assets, liabilities, income and expenditures of above jointly controlled entities as included in these CFS is given below: (after elimination and consolidated adjustments)

Name of the jointly controlled entity	Share in Assets	Share in Liabilities	Share in Income	Share in Expenditure	Share in Contingent Liabilities	₹ in Crore
						Share in Capital Commitments
NTBCL	185.55 (171.47)	158.22 (132.34)	33.81 (15.59)	12.74 (5.80)	Refer note 15(D)	0.36 (2.56)
JSEL	768.07 (621.81)	454.67 (408.46)	147.50 (106.29)	52.58 (22.27)	- (-)	40.81 (40.81)
NAMEL	1,087.01 (959.04)	949.29 (821.33)	213.94 (1.68)	219.09 (1.68)	- (-)	- (61.91)
YuHe	1,702.23 (1,717.12)	1,252.45 (1,152.01)	251.06 (108.02)	164.27 (76.67)	- (-)	- (-)
Geotecnia y Control De Qualitat, S.A.	1.43 (1.20)	0.67 (0.52)	1.78 (1.31)	1.78 (1.12)	- (-)	- (-)
Consortio De Obras Civiles S.R.L	40.22 (33.74)	40.21 (33.73)	- (-)	0.01 (0.09)	- (-)	- (-)
Vies Y Construcciones S. R. L.	13.73 (10.90)	13.73 (10.90)	- (-)	0.16 (0.07)	- (-)	- (-)

Figure in brackets relate to previous periods

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

26. The year end foreign currency exposures that have not been hedged by derivative instrument or otherwise are given below:

Receivable Name of Currency	March 31, 2016		March 31, 2015	
	₹ in Crore	Foreign currency in Crore	₹ in Crore	Foreign currency in Crore
DOP	204.17	138.94	196.89	136.41
COP	16.57	786.13	18.85	700.29
SOL	0.78	0.04	0.89	0.04
USD	18.97	0.31	20.13	0.33
ALL	0.43	0.79	0.44	0.79
EUR	-	-	-	-
MXN	10.44	2.74	10.79	2.51
REALES	0.67	0.04	0.96	0.04
AED	80.55	4.47	88.11	5.11
HNL	0.30	0.10	0.32	0.10
UAH	-	-	0.07	0.02
BWP	182.57	30.57	112.37	16.68
BOB	0.03	0.00	-	-
BIRR	91.65	29.02	-	-
CLP	0.02	0.16	-	-

Payable Name of Currency	March 31, 2016		March 31, 2015	
	₹ in Crore	Foreign currency in Crore	₹ in Crore	Foreign currency in Crore
DOP	143.61	97.74	133.72	92.65
COP	23.09	1,095.29	24.82	921.95
SOL	0.87	0.04	0.86	0.04
USD	64.74	0.97	30.94	0.49
ALL	0.73	1.37	0.77	1.37
EUR	50.81	0.68	3.88	0.06
MXN	5.99	1.57	2.29	0.53
REALES	0.64	0.04	1.06	0.05
AED	4.67	0.26	22.82	1.32
HNL	1.17	0.38	1.17	0.38
UAH	2.96	1.06	4.08	1.00
BWP	171.77	28.77	109.12	16.19
BOB	0.15	0.02	-	-
BIRR	82.55	26.14	-	-
CLP	0.03	0.03	-	-
GBP	3.53	0.04	1.99	0.02
SGD	3.50	0.07	-	-

Note: DOP = Dominican Pesos, COP = Colombian Pesos, SOL = Peruvian Sol, USD = US Dollar, ALL = Albanian Lek, EUR = Euro, MXN = Mexican Pesos, REALES = Brazilian Real, AED = Arab Emirates Dirham, HNL = Honduran Lempira, UAH = Jvimia, BWP = Pula, BOB = Boliviano, BIRR = Birr, CLP = Peso Chileno, GBP = Great Britain Pound, SGD = Singapore Dollar

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

27. The concession arrangements of the Group relate primarily to the construction, operation and maintenance of carriageways (roads) and gas stations by special purpose entities within the Group, which at the end of the concession period must be returned in the stipulated conditions to the grantors of the concessions. In consideration for having designed, constructed, operated and maintained such carriageways, the Group is entitled either to "Annuities" from grantors or is entitled charge "Toll" to the users of the carriageways or in the case of gas stations, to compensation from the oil companies besides other revenue from ancillary commercial activities.

(I) The following are toll based service concession arrangements of the Group which have been classified as "Intangible Assets":

1	Group Entity	ITNL Road Infrastructure Development Company Limited	Baleshwar Kharagpur Expressway Limited	Charminar Robo Park Limited	N.A.M Expressway Limited	Chongqing Yuhe Expressway Company Limited	West Gujarat Expressway Limited	MP Border Checkpost Development Company Limited	Rapid Metro Rail Gurgaon Limited	Rapid Metro Rail Gurgaon South Limited	Barwa Adda Expressway Limited	Noida Toll Bridge Company Limited
2	Project	The Beawar Gomi Road Project (Refer Note 1)	Baleshwar Kharagpur Road	Charminar Robo Park Project	Marketpally Addanki Project	Chongqing Yuhe Expressway China	Jetpur-Rajkot-Gondal Road Project	MP Border Checkpost Project	Gurgaon Metro Rail Link	Gurgaon Metro Extension	Barwa Adda Expressway project	Delhi Noida Bridge Project
3	Nature of Asset	Intangible	Intangible	Intangible	Intangible	Intangible	Intangible	Intangible	Intangible	Intangible	Intangible	Intangible
4	Year when SCA granted	2009	2012	2012	2010	2002	2005	2010	2009	2013	2013	1997
5	Period	30 years	24 years	30 years	24 years	30 years	20 years	12.5 years	99 years	98 years	20 years	30 years
6	Extension of Period	NA	NA	NA	NA	NA	NA	As per condition mentioned in Concession Agreement	NA	NA	NA	Draft proposal approval (subject to approval by NOIDA & Shareholders) for terminating the concession & handing over the bridge on March 31, 2031 and freezing the amount payable as on 31st March 2011.
7	Stage of Completion	Completed / Under Construction (Refer footnote 1)	Completed	Under Construction	Completed	Completed	Completed	Under Construction and partly operational (18 out of 24 check posts)	Completed	Under Construction	Under Construction	Completed
8	Premature Termination	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations
9	Special Terms	Nil	Nil	Nil	Nil	Nil	The Company has agreed to provide NHAI cash payment of cumulative sum equal to ₹ 280 cr. and NHAI agree to provide the company cash support by way of Grant cumulative sum equal to ₹ 40 cr.	Nil	Nil	Nil	Nil	The concession agreement guarantees 20% return. In case if designated return is not achieved within 30 years, the tenure of the concession period will extend by 2 years at a time

Footnote 1

Project	Date of Award	Date of Completion
Beawar to Gomi - 2 lane	April 01, 2009	August 26, 2010
Beawar to Gomi - Additional 2 lane	April 01, 2009	Under Construction

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

1	Group Entity	Amravati Chikhli Expressway Limited	Fagne Songadh Expressway Limited	Karyavattam Sports Facilities Limited	Kiratpur Ner Chowk Expressway Limited	Moradabad Bareilly Expressway Limited	Pune Sholapur Road Development Company Limited	Sikar Bikaner Highway Limited	Warora Chandrapur Toll Road Limited	Khed Sinnar Expressway Limited	Gujarat Road and Infrastructure Company Limited	
2	Project	Amravati Chikhli Road Project	Fagne Songadh Road Project	Karyavattam Sports Facilities Project	Kiratpur Ner Chowk Project	Moradabad Bareilly Road Project	Pune Sholapur Road Project	Sikar Bikaner Highway Project	Warora Chandrapur Road Project	Khed Sinnar Expressway project	Vadodara Halol Road Project	Ahmedabad Mehsana Road Project
3	Nature of Asset	Intangible	Intangible	Intangible/Financial	Intangible	Intangible						
4	Year when SCA Granted	2015	2015	2012	2012	2010	2009	2012	2010	2013	1998	1999
5	Period	19 Years	19 Years	15 years	28 Years	25 years	19 years and 295 days	25 years	30 years	20 years	30 years	30 years
6	Extension of Period	NA	NA	NA	NA	As per condition mentioned in Concession Agreement	NA	As per condition mentioned in concession agreement	NA	NA	2 years at a time	2 years at a time
7	Stage of Completion	Under Construction	Under Construction	Under Construction	Under Construction	Completed	Completed	Under Construction	Completed	Under Construction	Completed	Completed
8	Premature Termination	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations
9	Special Terms	Nil	The concession agreement guarantees 20% return. In case if designated return is not achieved within 30 years, the tenure of the concession period will extend by 2 years at a time	The concession agreement guarantees 20% return. In case if designated return is not achieved within 30 years, the tenure of the concession period will extend by 2 years at a time								

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

(II) The following are annuity based service concession arrangements of the Group which have been classified as financial assets under "Receivables against service concession arrangements":

1	Group Entity	North Karnataka Expressway Limited	Jorabat-Shillong Expressway Limited	Jharkhand Road Projects Implementation Company Limited	Hazaribagh Ranchi Expressway Limited	Andhra Pradesh Expressway Limited	Chenani Nashri Tunnelway Limited	East Hyderabad Expressway Limited	Thiruvananthapuram Road Development Company Limited	Srinagar Sonamarg Tunnelway Limited	Jharkhand Infrastructure Implementation Company Limited	GRIL Rail Bridge Development Company Limited
2	Project	North Karnataka Expressway Project	Jorabat-Shillong Expressway Project	Jharkhand Accelerated Road (Refer Note 2)	Hazaribagh Ranchi Road Project	Andhra Pradesh Expressway Project	Chenani Nashri Tunnel Project	Hyderabad Outer Ring Road Project	Thiruvananthapuram City Road Project (Refer Note 3)	Srinagar Sonamarg Tunnel Project	Ranchi Ring Road Project (Section VII)	G-ROB
3	Nature of Asset	Financial										
4	Year when SCA Granted	2001	2010	Refer Note 2	2009	2006	2010	2007	Refer Note 3	2013	2015	2015
5	Period	17.5 Years	20 years	Refer Note 2	18 years	20 Years	20 years	15 years	Refer Note 3	20 years	17.5 years	17.5 years
6	Extension of Period	NA	NA	Refer Note 2	NA	NA	NA	NA	NA	NA	At the discretion of grantor	NA
7	Stage of Completion	Completed	Under Construction	Refer Note 2	Completed	Completed	Under Construction	Completed	Completed	Under Construction	Under Construction	Under Construction
8	Premature Termination	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations	On force majeure event or parties defaulting on their obligations
9	Special Terms	Nil										

Footnote 2		
Projects	Ranchi Ring Road Project	Ranchi Patratu Dam Road Project
Year when SCA granted	2009	2009
Period	17.5 Years	17.5 Years
Extension of period	At the discretion of grantor	At the discretion of grantor
Completed / Under Construction	Completed	Completed
		Patratu Dam Ramgarh Road Project
		2009
		17.5 Years
		Extended upto June 30, 2014
		Completed
		Adityapur Kandira Road Project
		2011
		15 Years 9 months
		Extended upto January 31, 2013
		Completed
		Chaibasa Kandira Chowka Road Project
		2011
		17.5 Years
		Extended upto March 31, 2015
		Provisional COD received w.e.f 30/11/2014 for 61 kms out of 68.7 kms

Footnote 3

Projects	Phase I	Phase II	Phase III
Year when SCA granted	2004	2004	2009
Period	17.5 Years	17.5 Years	17.5 Years

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

- iii) Elsamex SA, its subsidiaries and joint ventures, (the "Elsamex Group") have entered into Service Concession Arrangements("SCA") for construction and operation and maintenance of five gas stations in Spain and for the construction and operation and maintenance of a road project in Spain with the Government authorities. The periods for which the SCAs have been granted are as under:

Project	Year of SCA	Status	Operations and Maintenance period	Extension of period
Orihuela Gas Station	2001	Construction completed	29 years	At the discretion of grantor
Villavidel Gas Station	2001	Construction completed	44 years	At the discretion of grantor
Zamora Gas Station	2002	Construction completed	46 years	At the discretion of grantor
Ponferrada Gas Station	2004	Construction completed	46 years	At the discretion of grantor
Coiros Gas Station	2004	Construction completed	39 years	At the discretion of grantor
A4 Road	2007	Construction completed	19 years	At the discretion of grantor
Area de servicio Punta Umbria	2010	Construction completed	30 years	At the discretion of grantor
Alcantarilla Fotovoltaica, S.L.U.	2010	Construction completed	30 years	At the discretion of grantor
Ramky Elsamex Hyderabad	2007	Construction completed	15 years	At the discretion of grantor
Beasolatra	2013	Construction completed	30 years	At the discretion of grantor

Maintenance activities for the gas stations and road project include routine operating and maintenance as well as periodic overhauling and refurbishment to maintain the stations to the defined standards. In consideration for performing its obligations under the SCA, Elsamex is entitled to compensation from the oil companies computed at a predefined proportion of the sale of products at the gas stations and in the form of a "shadow toll" based on the units of usage i.e. the number of vehicles using the road in respect of road project.

- 28.** One of the Subsidiary Company has submitted the request for extension of concession period and is in the process of filing claim for the losses incurred by it on account of delay in handing of ROW, compensation for revenue loss against loading / unloading, bypassing from Alternate Routes near checkpoints, etc. The Independent Engineer of the project has recommended extension of the concession period and a part of such extended period has already been consented by the Authority. The Board of Directors and the Management of the Subsidiary Company are confident that the extension of concession period will be granted and the proposed claim from Authority shall be recovered in due course and accordingly, the realisation of proposed claim and extended useful life of the Intangible Asset is considered for measurement of recoverable value of the Intangible Asset.

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

29. Segment Reporting

₹ in crore

	Surface Transportation Business		Others		Total	
	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015
Revenue						
External	7,913.83	6,181.61	349.96	319.36	8,263.79	6,500.97
Inter-Segment	-	-	-	-	-	-
Segment Revenue	7,913.83	6,181.61	349.96	319.36	8,263.79	6,500.97
Segment expenses	5,436.56	4,211.67	304.40	274.86	5,740.96	4,486.53
Segment results	2,477.27	1,969.94	45.56	44.50	2,522.83	2,014.44
Unallocated income (excluding interest income) (Refer foot note 3)					191.19	72.14
Unallocated expenditure (Refer foot note 4)					31.06	28.03
Finance cost					2,530.87	1,833.12
Interest Income unallocated					277.05	255.11
Tax expense (net)					159.95	80.43
Share of profit / (loss) of Associates (net)					2.57	14.64
Share of profit transferred to minority interest (net)					(39.78)	(28.85)
Profit for the year					311.54	443.60

	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015	As at March 31, 2016	As at March 31, 2015
	Segment assets	34,228.02	28,524.34	476.82	226.57	34,704.84
Unallocated Assets (Refer footnote 1)					3,139.45	3,143.76
Total assets					37,844.29	31,894.67
Segment liabilities	1,986.56	1,463.68	342.90	249.09	2,329.46	1,712.77
Unallocated Liabilities (Refer footnote 2)					28,347.87	24,171.59
Total liabilities					30,677.33	25,884.36

	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2016	Year ended March 31, 2015
	Capital Expenditure for the year	4,638.91	3,657.68	33.83	1.84	4,672.74
Depreciation and amortisation expense	265.67	148.16	9.71	3.96	275.38	152.12
Non cash expenditure other than depreciation for the year	118.80	32.88	-	-	118.80	32.88

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Secondary - Geographical Segments:

Particulars	₹ in crore			
	India	Outside India	India	Outside India
	Year ended March 31, 2016	Year ended March 31, 2016	Year ended March 31, 2015	Year ended March 31, 2015
Revenue - External	6,935.93	1,327.85	51,635.93	13,397.53
Capital Expenditure	4,439.26	233.50	35,123.66	471.60
	As at March 31, 2016	As at March 31, 2016	As at March 31, 2015	As at March 31, 2015
Segment Assets	31,277.31	3,427.54	25,612.29	3,005.99

Footnote:

- 1) Unallocated assets include investments, advance towards share application money, loans given, interest accrued, option premium, deferred tax assets, advance payment of taxes (net of provision), unpaid dividend accounts and fixed deposits placed for a period exceeding 3 months, goodwill on consolidation etc.
- 2) Unallocated liabilities include borrowings, interest accrued on borrowings, deferred tax liabilities (net), provision for tax (net), unpaid dividends etc.
- 3) Unallocated income includes Profit on sale of investment (net), Advertisement income, Excess provisions written back, Miscellaneous income and Exchange rate fluctuation.
- 4) Unallocated expenditure includes Exchange rate fluctuation, Directors' fees and Brand subscription fees.

30. Related Party Disclosure

(i) Current Year

(a) Name of the Related Parties and Description of Relationship:

Nature of Relationship	Name of Entity	Abbreviation used
Holding Company	Infrastructure Leasing & Financial Services Limited	ILFS
Fellow Subsidiaries (Only with whom there have been transaction during the year/ there was balance outstanding at the year end)	Chattisgarh Highways Development Company Limited	CHDCL
	Apptex Marketing Services & Solutions Limited	APMSSL
	Bhopal E-Governance Limited	B EGL
	Gujarat Integrated Maritime Complex Private Limited	GIMCL
	IL&FS Airport Limited	IAL
	IL&FS Capital Advisors Limited	ICAL
	IL&FS Cluster Development Initiative Limited	ICDI
	IL&FS Education & Technology Services Limited	IETS
	IL&FS Energy Development Company Limited	IEDCL
	IL&FS Environment Infrastructure & Services Limited	IEISL
	IL&FS Financial Services Limited	IFIN
	IL&FS Global Financial Services (UK) Ltd.	IGFS(UK)L
	IL&FS Global Financial Services Pte. Ltd.	IGFSPL
	IL&FS Maritime Infrastructure Company Limited	IMICL
	IL&FS Renewable Energy Limited	IREL
IL&FS Securities Services Limited	ISSL	
IL&FS Skills Development Corporation Limited	ISDC	

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Nature of Relationship	Name of Entity	Abbreviation used
	IL&FS Technologies Ltd.	ITL
	IL&FS Township & Urban Assets Limited	ITUAL
	IL&FS Trust Company Limited (upto March 30, 2016)	ITCL
	IL&FS Water Limited	IWL
	IL&FS Wind Power Limited	IWPL
	IL&FS Wind Projects Development Limited	IWP
	Kanak Resources Management Limited	KRML
	Livia India Limited	LIL
	Mota Layja Gas Power Company Limited	MLGPCL
	PT Mantimin Coal Mining	PTMCM
	Rohtas Bio Energy Limited	RBEL
	Sabarmati Capital One Limited	SCOL
	Skill Training Assessment Management Partners Limited	STAMP
	Tierra Enviro Limited	TEL
	Unique Waste Processing Company Limited	UWPCL
	IL&FS Urban Infrastructure Managers Limited	IUIML
	ISSL CPG BPO Private Limited	ISCPBL
	IL&FS Global Financial Services (ME) Limited	IGFSL(ME)
	IL&FS Maritime International FZE	IMIF
	IL&FS Global Financial Services (HK) Limited	IGFSL(HK)
Associates - Direct	ITNL Toll Management Services Limited	ITMSL
	Gujarat Road and Infrastructure Company Limited	GRICL
	Srinagar Sonmarg Tunnelway Limited	SSTL
	Thiruvananthapuram Road Development Company Limited	TRDCL
	Warora Chandrapur Ballarpur Toll Road Limited	WCBTRL
Associates - Indirect	CGI 8 S.A.	CGI-8
	Elsamex Infrastructure Company WLL	EICWLL
	Elsamex Road Technology Company Limited	ERT(China)
	Ramky Elsamex Ring Road Limited, Hyderabad	REHRR
	Sociedad Concesionaria Autovía A-4 Madrid S.A	A4 CONCESSION
	VCS-Enterprises Limited (upto February 18, 2016)	VCS
Key Management Personnel ("KMP")	Mr K Ramchand-Managing Director	
	Mr Mukund Sapre-Executive Director	
	Mr George Cherian-Chief Financial Officer (upto December 31 2015)	
	Mr Dilip Bhatia - Chief Financial Officer (from January 01, 2016)	
	Mr Krishna Ghag-Company Secretary	
Relatives of KMP (Only with whom there have been transaction during the year/ there was balance outstanding at the year end)	Mrs Rita Ramchand (wife of Mr K Ramchand)	
	Mrs Sangeeta Sapre (wife of Mr Mukund Sapre)	
	Mrs Vishpala Parthasarathy (wife of Mr Ravi Parthasarathy)	
KMP of Holding Company	Mr Ravi Parthasarathy - Director	
	Mr Hari Sankaran - Director	
	Mr Arun Saha - Director	

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

b) Current year balances / transactions with above mentioned related parties

Particulars	₹ in Crore				
	Holding Company	Fellow Subsidiaries	Associates	Key Management personnel and relatives	Total
Balances					
Advance towards Share Application Money (Long-term)					
GRICL	-	-	75.00	-	75.00
	-	-	75.00	-	75.00
Advances Receivable - Short Term					
ILFS	0.01	-	-	-	0.01
IAL	-	27.27	-	-	27.27
PTMCM	-	18.36	-	-	18.36
SSTL	-	-	7.76	-	7.76
OTHERS	-	0.45	0.29	-	0.74
	0.01	46.08	8.05	-	54.14
Current Liabilities					
ILFS	0.94	-	-	-	0.94
ITUAL	-	24.86	-	-	24.86
OTHERS	-	4.04	-	-	4.04
	0.94	28.90	-	-	29.84
Current Maturities of Long-term debt					
ILFS	3.60	-	-	-	3.60
	3.60	-	-	-	3.60
Equity share Capital					
ILFS	236.58	-	-	-	236.58
OTHERS	-	4.27	-	-	4.27
	236.58	4.27	-	-	240.85
Intangible assets under development					
ILFS	34.21	5.70	-	-	39.91
IFIN	-	19.92	-	-	19.92
OTHERS	-	2.18	-	-	2.18
	34.21	27.80	-	-	62.01
Inter-corporate deposits					
IFIN	-	1.21	-	-	1.21
	-	1.21	-	-	1.21
Interest accrued but not due on borrowings					
ILFS	14.57	-	-	-	14.57
SCOL	-	4.74	-	-	4.74
TEL	-	5.48	-	-	5.48
LIL	-	7.01	-	-	7.01
UWPCL	-	6.13	-	-	6.13
OTHERS	-	5.01	-	-	5.01
	14.57	28.37	-	-	42.94
Interest-accrued					
ILFS	1.09	-	-	-	1.09
SSTL	-	-	11.57	-	11.57
TRDCL	-	-	47.15	-	47.15
OTHERS	-	2.07	4.33	-	6.40
	1.09	2.07	63.05	-	66.21

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore				
	Holding Company	Fellow Subsidiaries	Associates	Key Management personnel and relatives	Total
Investment in Covered Warrants					
ILFS	194.30	-	-	-	194.30
	194.30	-	-	-	194.30
Investment in equity shares					
GRICL	-	-	22.12	-	22.12
TRDCL	-	-	17.03	-	17.03
WCBTRL	-	-	61.71	-	61.71
ELSAASSOC	-	-	43.14	-	43.14
OTHERS	-	-	5.70	-	5.70
	-	-	149.70	-	149.70
Loans and advances					
ILFS	112.34	-	-	-	112.34
A4 CONCESSION	-	-	61.81	-	61.81
SSTL	-	-	148.68	-	148.68
TRDCL	-	-	94.55	-	94.55
OTHERS	-	15.87	44.25	-	60.12
	112.34	15.87	349.29	-	477.50
Long-term borrowings					
ILFS	123.14	-	-	-	123.14
IFIN	-	333.50	-	-	333.50
SCOL	-	157.00	-	-	157.00
TEL	-	150.00	-	-	150.00
MLGPCL	-	200.00	-	-	200.00
OTHERS	-	60.38	-	-	60.38
	123.14	900.88	-	-	1,024.02
Mobilisation Advance paid					
ITL	-	4.00	-	-	4.00
	-	4.00	-	-	4.00
Mobilisation Advances Received (Long-term)					
SSTL	-	-	77.58	-	77.58
	-	-	77.58	-	77.58
Option Premium (Net of provision)					
ILFS	7.92	-	-	-	7.92
	7.92	-	-	-	7.92
Other Current Assets					
IFIN	-	1.37	-	-	1.37
	-	1.37	-	-	1.37
Payable for purchase of tangible assets					
SCOL	-	5.41	-	-	5.41
	-	5.41	-	-	5.41
Preference share Capital					
IFIN	-	100.00	-	-	100.00
IMICL	-	100.00	-	-	100.00
	-	200.00	-	-	200.00

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore				
	Holding Company	Fellow Subsidiaries	Associates	Key Management personnel and relatives	Total
Premium on Preference share Capital					
IFIN	-	100.00	-	-	100.00
IMICL	-	100.00	-	-	100.00
	-	200.00	-	-	200.00
Provision for Doubtful Assets					
IAL	-	22.06	-	-	22.06
	-	22.06	-	-	22.06
Provision for redemption premium on Preference Shares					
IFIN	-	6.28	-	-	6.28
IMICL	-	6.28	-	-	6.28
	-	12.56	-	-	12.56
Purchase of Investments					
GRICL	-	-	0.05	-	0.05
	-	-	0.05	-	0.05
Purchase of tangible assets					
SCOL	-	13.59	-	-	13.59
	-	13.59	-	-	13.59
Rent Deposit					
Mr K Ramchand-Managing Director	-	-	-	0.10	0.10
Mr Mukund Sapre-Executive Director	-	-	-	0.05	0.05
Mrs Rita Ramchand (wife of Mr K Ramchand)	-	-	-	0.05	0.05
Mrs Sangeeta Sapre (wife of Mr Mukund Sapre)	-	-	-	0.05	0.05
Mrs Vishpala Parthasarathy (wife of Mr Ravi Parthasarathy)	-	-	-	2.00	2.00
	-	-	-	2.25	2.25
Retention Money Payable					
ITL	-	1.55	-	-	1.55
OTHERS	-	0.03	-	-	0.03
	-	1.58	-	-	1.58
Short-term Borrowings					
ILFS	57.50	-	-	-	57.50
IFIN	-	653.75	-	-	653.75
LIL	-	276.00	-	-	276.00
UWPCL	-	200.00	-	-	200.00
OTHERS	-	319.53	-	-	319.53
	57.50	1,449.28	-	-	1,506.78
Trade Payables					
ILFS	9.72	-	-	-	9.72
IFIN	-	25.81	-	-	25.81
OTHERS	-	18.05	2.39	-	20.44
	9.72	43.86	2.39	-	55.97
Trade Receivables					
ILFS	0.01	-	-	-	0.01
SSTL	-	-	258.93	-	258.93
OTHERS	-	0.57	36.12	-	36.69
	0.01	0.57	295.05	-	295.63

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore				
	Holding Company	Fellow Subsidiaries	Associates	Key Management personnel and relatives	Total
Unamortised borrowing costs					
ILFS	0.49	-	-	-	0.49
IFIN	-	52.21	-	-	52.21
	0.49	52.21	-	-	52.70
Unamortised Expenses					
IFIN	-	3.00	-	-	3.00
IGFSPL	-	6.88	-	-	6.88
IGFSL(HK)	-	2.49	-	-	2.49
OTHERS	-	0.01	-	-	0.01
	-	12.38	-	-	12.38
Transactions					
Administrative and general expenses					
ILFS *	24.99	-	-	-	24.99
OTHERS	-	6.86	-	-	6.86
	24.99	6.86	-	-	31.85
Borrowings					
ILFS	3,880.55	-	-	-	3,880.55
OTHERS	-	4,350.63	-	-	4,350.63
	3,880.55	4,350.63	-	-	8,231.18
Brand subscription fees (Expense)					
ILFS	27.43	-	-	-	27.43
	27.43	-	-	-	27.43
Commission Charges					
ILFS	3.75	-	-	-	3.75
	3.75	-	-	-	3.75
Construction Cost					
ITUAL	-	62.29	-	-	62.29
OTHERS	-	4.89	-	-	4.89
	-	67.18	-	-	67.18
Corporate Social Responsibility Expenses					
IETS	-	3.09	-	-	3.09
ISDC	-	1.08	-	-	1.08
	-	4.17	-	-	4.17
Director Commission					
Mr Ravi Parthasarathy - Director	-	-	-	0.06	0.06
Mr Hari Sankaran - Director	-	-	-	0.06	0.06
Mr Arun Saha - Director	-	-	-	0.06	0.06
	-	-	-	0.18	0.18
Dividend Paid					
ILFS	0.12	-	-	-	0.12
ISSL	-	1.08	-	-	1.08
	0.12	1.08	-	-	1.20
Finance charges					

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore				
	Holding Company	Fellow Subsidiaries	Associates	Key Management personnel and relatives	Total
IFIN	-	31.03	-	-	31.03
OTHERS	-	4.41	-	-	4.41
	-	35.44	-	-	35.44
Inter-corporate deposits - matured					
IFIN	-	189.69	-	-	189.69
OTHERS	-	3.12	-	-	3.12
	-	192.81	-	-	192.81
Inter-corporate deposits - placed					
IFIN	-	167.99	-	-	167.99
OTHERS	-	1.21	-	-	1.21
	-	169.20	-	-	169.20
Interest Income					
ILFS	12.95	-	-	-	12.95
SSTL	-	-	10.88	-	10.88
TRDCL	-	-	16.11	-	16.11
OTHERS	-	3.86	0.88	-	4.74
	12.95	3.86	27.87	-	44.68
Interest on Loans (Expense)					
ILFS	115.52	-	-	-	115.52
IFIN	-	43.76	-	-	43.76
OTHERS	-	74.12	-	-	74.12
	115.52	117.88	-	-	233.40
Legal /consultation & Professional fees					
ICAL	-	1.14	-	-	1.14
IGFSPL	-	3.50	-	-	3.50
IGFS(UK)L	-	3.53	-	-	3.53
OTHERS	-	1.36	-	-	1.36
	-	9.53	-	-	9.53
Loans given					
SSTL	-	-	98.18	-	98.18
TRDCL	-	-	16.60	-	16.60
	-	-	114.78	-	114.78
Operating Expenses (Other than Construction Cost)					
ILFS	6.80	-	-	-	6.80
ITL	-	3.41	-	-	3.41
OTHERS	-	0.18	-	-	0.18
	6.80	3.59	-	-	10.39
Other Income					
A4 CONCESSION	-	-	0.26	-	0.26
IETS	-	0.61	-	-	0.61
OTHERS	-	-	0.20	-	0.20
	-	0.61	0.46	-	1.07

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore				
	Holding Company	Fellow Subsidiaries	Associates	Key Management personnel and relatives	Total
Profit on Sale of Investment					
ILFS	294.81	-	-	-	294.81
	294.81	-	-	-	294.81
Proposed Dividend on Preference Shares					
IFIN	-	20.50	-	-	20.50
IMICL	-	20.50	-	-	20.50
	-	41.00	-	-	41.00
Provision for Doubtful Assets					
IAL	-	22.06	-	-	22.06
	-	22.06	-	-	22.06
Remuneration to director / KMP					
Mr K Ramchand-Managing Director	-	-	-	5.59	5.59
Mr Mukund Sapre-Executive Director	-	-	-	3.69	3.69
Mr Krishna Ghag-Company Secretary	-	-	-	0.75	0.75
Mr George Cherian-Chief Financial Officer (upto December 31, 2015)	-	-	-	1.90	1.90
Mr Dilip Bhatia-Chief Financial Officer (from January 01, 2016)	-	-	-	0.33	0.33
	-	-	-	12.26	12.26
Rent Expense					
Mr K Ramchand-Managing Director	-	-	-	0.32	0.32
Mr Mukund Sapre-Executive Director	-	-	-	0.16	0.16
Mrs Rita Ramchand (wife of Mr K Ramchand)	-	-	-	0.41	0.41
Mrs Sangeeta Sapre (wife of Mr Mukund Sapre)	-	-	-	0.16	0.16
Mrs Vishpala Parthasarathy (wife of Mr Ravi Parthasarathy)	-	-	-	0.01	0.01
	-	-	-	1.06	1.06
Repayment of Borrowings					
ILFS	3,475.15	-	-	-	3,475.15
OTHERS	-	1,942.92	-	-	1,942.92
	3,475.15	1,942.92	-	-	5,418.07
Repayment of loans given					
WCBTRL	-	-	18.75	-	18.75
	-	-	18.75	-	18.75
Revenue from Operations					
GRICL	-	-	10.06	-	10.06
SSTL	-	-	30.00	-	30.00
OTHERS	-	1.17	5.50	-	6.67
	-	1.17	45.56	-	46.73
Sale of Investment					
ILFS	368.53	-	-	-	368.53
	368.53	-	-	-	368.53

Footnote : - * Includes Deputation cost of ₹ 5.50 Crores charged by Holding Company "IL&FS"

Mr K Ramchand-Managing Director	3.38
Mr Mukund Sapre-Executive Director	2.12
	5.50

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

(i) Previous Year

(a) Name of the Related Parties and Description of Relationship:

Nature of Relationship	Name of Entity	Abbreviation used
Holding Company	Infrastructure Leasing & Financial Services Limited	ILFS
Fellow Subsidiaries (Only with whom there have been transaction during the period / there was balance outstanding at the year ended)	IL&FS Financial Services Limited	IFIN
	IL&FS Education & Technology Services Limited	IETS
	IL&FS Energy Development Company Limited	IEDCL
	IL&FS Environmental Infrastructure & Services Limited	IEISL
	IL&FS Renewable Energy Limited	IREL
	IL&FS Maritime Infrastructure Company Limited	IMICL
	IL&FS Airport Limited	IAL
	IL&FS Capital Advisors Limited	ICAL
	IL&FS Urban Infrastructure Managers Limited	IUIML
	PT Mantimin Coal Mining	PTMCM
	Chattisgarh Highways Development Company Limited	CHDCL
	IL&FS Securities Services Limited	ISSL
	IL&FS Township & Urban Assets Limited	ITUAL
	IL&FS Trust Company Limited	ITCL
	IL&FS Technology Limited (since January 30, 2015)	ITL
	IL&FS Global Financial Services Pte Limited	IGFSL
	IL&FS Global Financial Services (ME) Limited	IGFSL(ME)
IL&FS Global Financial Services (HK) Limited	IGFSL(HK)	
IL&FS Global Financial Services (UK) Limited	IGFSL(UK)	
Associates - Direct	ITNL Toll Management Services Limited	ITMSL
	Thiruvananthapuram Road Development Company Limited	TRDCL
	Warora Chandrapur Ballarpur Toll Road Limited	WCBTRL
	Srinagar Sonmarg Tunnelway Limited (since June 3, 2014)	SSTL
	Gujarat Road and Infrastructure Company Limited (since August 08, 2014)	GRICL
Associates - Indirect	Centro de Investigaciones de Curretros Andalucía S.A.	CICAN
	Labetec Ensayos Técnicos Canarios, S.A.	LABTEC
	CGI 8 S.A.	CGI-8
	Elsamex Road Technology Company Limited	ERT(China)
	Sociedad Concesionaria Autovía A-4 Madrid S.A	A4 CONCESSION
	VCS-Enterprises Limited	VCS
	Ramky Elsamex Ring Road Limited, Hyderabad	REHRR
	Zhejiang Elsamex Road Technology Co Ltd	
Zhejiang Elsamex Road Construction Equipment Co Ltd		
Emprsas Pame sa De CV		
Key Management Personnel ("KMP")	Mr K Ramchand-Managing Director	EPSD
	Mr Mukund Sapre-Executive Director	
	Mr George Cherian-Chief Financial Officer	
	Mr Krishna Ghag-Company Secretary	
Relatives of KMP	Mrs Rita Ramchand (wife of Mr K Ramchand)	
	Mrs Sangeeta Sapre (wife of Mr Mukund Sapre)	
	Mrs Vishpala Parthasarathy (wife of Mr Ravi Parthasarathy)	
KMP of Holding Company	Mr Ravi Parthasarathy - Director	
	Mr Hari Sankaran - Director	
	Mr Arun Saha - Director	

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

b) Previous Year balances / transactions with above mentioned related parties

Particulars	₹ in Crore				
	Holding Company	Fellow Subsidiaries	Associates	Key Management personnel and relatives	Total
Balances					
Advance towards Share Application Money (Long-term)					
GRICL	-	-	75.00	-	75.00
	-	-	75.00	-	75.00
Advances Recoverable					
ILFS	0.07	-	-	-	0.07
IAL	-	27.07	-	-	27.07
PTMCM	-	18.36	-	-	18.36
OTHERS	-	4.40	0.04	-	4.45
	0.07	49.84	0.04	-	49.95
Current Liabilities					
ILFS	5.90	-	-	-	5.90
IFIN	-	15.26	-	-	15.26
ITUAL	-	34.82	-	-	34.82
OTHERS	-	37.68	6.63	-	44.31
	5.90	87.75	6.63	-	100.28
Current Maturities of Long-term debt					
ILFS	4.30	-	-	-	4.30
	4.30	-	-	-	4.30
Equity share Capital with Premium					
ILFS	364.50	-	-	-	364.50
	364.50	-	-	-	364.50
Inter-corporate deposits					
IFIN	-	24.82	-	-	24.82
	-	24.82	-	-	24.82
Interest accrued but not due on borrowings					
ILFS	0.99	-	-	-	0.99
IFIN	-	0.38	-	-	0.38
ITUAL	-	1.74	-	-	1.74
	0.99	2.12	-	-	3.10
Interest-accrued					
ILFS	1.10	-	-	-	1.10
SSTL	-	-	5.28	-	5.28
TRDCL	-	-	33.64	-	33.64
OTHERS	-	1.38	1.29	-	2.67
	1.10	1.38	40.21	-	42.68
Investment in Covered Warrants					
ILFS	194.30	-	-	-	194.30
	194.30	-	-	-	194.30
Long-term borrowings					
ILFS	126.74	-	-	-	126.74
ITUAL	-	57.00	-	-	57.00
	126.74	57.00	-	-	183.74

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore				
	Holding Company	Fellow Subsidiaries	Associates	Key Management personnel and relatives	Total
Long-Term loans and advances					
A4 CONCESSION	-	-	55.57	-	55.57
ILFS	112.34	-	-	-	112.34
TRDCL	-	-	34.35	-	34.35
OTHERS	-	-	3.00	-	3.00
	112.34	-	92.92	-	205.26
Mobilisation Advance paid					
ITUAL	-	0.91	-	-	0.91
	-	0.91	-	-	0.91
Option Premium (Net of provision)					
ILFS	7.91	-	-	-	7.91
	7.91	-	-	-	7.91
Other Current Liabilities					
ILFS	15.00	-	-	-	15.00
	15.00	-	-	-	15.00
Preference share Capital with Premium					
IFIN	-	200.00	-	-	200.00
IMICL	-	200.00	-	-	200.00
	-	400.00	-	-	400.00
Prepaid Expenses					
IGFSL	-	7.52	-	-	7.52
	-	7.52	-	-	7.52
Provision for redemption premium on Preference Shares					
IFIN	-	3.78	-	-	3.78
IMICL	-	3.78	-	-	3.78
	-	7.56	-	-	7.56
Rent Deposit					
Mr K Ramchand-Managing Director	-	-	-	0.10	0.10
Mr Mukund Sapre-Executive Director	-	-	-	0.05	0.05
Mrs Rita Ramchand (wife of Mr K Ramchand)	-	-	-	0.05	0.05
Mrs Sangeeta Sapre (wife of Mr Mukund Sapre)	-	-	-	0.05	0.05
Mrs Vishpala Parthasarathy (wife of Mr Ravi Parthasarathy)	-	-	-	2.00	2.00
	-	-	-	2.25	2.25
Short-term Borrowings					
IFIN	-	437.95	-	-	437.95
	-	437.95	-	-	437.95
Short-term loans and advances					
SSTL	-	-	50.50	-	50.50
TRDCL	-	-	77.95	-	77.95
WCBTRL	-	-	24.50	-	24.50

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore				
	Holding Company	Fellow Subsidiaries	Associates	Key Management personnel and relatives	Total
OTHERS	-	15.87	-	-	15.87
	-	15.87	152.95	-	168.82
Trade Payables					
ITUAL	-	0.60	-	-	0.60
OTHERS	-	0.00	-	-	0.00
	-	0.61	-	-	0.61
Trade Receivables					
SSTL	-	-	227.73	-	227.73
OTHERS	-	0.02	24.18	-	24.20
	-	0.02	251.92	-	251.94
Unamortised Expenses					
IFIN	-	37.13	-	-	37.13
OTHERS	-	5.88	-	-	5.88
	-	43.01	-	-	43.01
Transactions					
Administrative and general expenses					
ILFS *	41.27	-	-	-	41.27
IFIN	-	15.25	-	-	15.25
IMICL	-	11.80	-	-	11.80
OTHERS	-	15.58	0.05	-	15.63
	41.27	42.63	0.05	-	83.95
Borrowings					
IFIN	-	597.25	-	-	597.25
OTHERS	-	25.25	-	-	25.25
	-	622.50	-	-	622.50
Director Remuneration					
Mr K Ramchand-Managing Director	-	-	-	4.76	4.76
Mr Mukund Sapre-Executive Director	-	-	-	2.81	2.81
Mr George Cherian-Chief Financial Officer	-	-	-	1.60	1.60
Mr Krishna Ghag-Company Secretary	-	-	-	0.64	0.64
	-	-	-	9.80	9.80
Director Commission					
Mr Ravi Parthasarathy - Director	-	-	-	0.10	0.10
Mr Hari Sankaran - Director	-	-	-	0.10	0.10
Mr Arun Saha - Director	-	-	-	0.10	0.10
	-	-	-	0.30	0.30
Finance charges					
IFIN	-	10.92	-	-	10.92
OTHERS	-	1.52	-	-	1.52
	-	12.44	-	-	12.44
Intangible assets under development					
ILFS	0.01	-	-	-	0.01
ITCL	-	0.11	-	-	0.11

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore				
	Holding Company	Fellow Subsidiaries	Associates	Key Management personnel and relatives	Total
OTHERS	-	0.02	-	-	0.02
	0.01	0.12	-	-	0.14
Inter-corporate deposits - matured					
ILFS	5.30	-	-	-	5.30
IFIN	-	125.17	-	-	125.17
	5.30	125.17	-	-	130.47
Inter-corporate deposits - placed					
ILFS	3.17	-	-	-	3.17
IFIN	-	148.99	-	-	148.99
	3.17	148.99	-	-	152.16
Interest Income					
ILFS	12.94	-	-	-	12.94
SSTL	-	-	4.91	-	4.91
TRDCL	-	-	14.31	-	14.31
OTHERS	-	3.14	1.43	-	4.58
	12.94	3.14	20.65	-	36.74
Interest on Loans (Expense)					
ILFS	18.41	-	-	-	18.41
IFIN	-	37.19	-	-	37.19
OTHERS	-	9.34	-	-	9.34
	18.41	46.53	-	-	64.94
Investment made / purchased					
SSTL	-	-	5.66	-	5.66
	-	-	5.66	-	5.66
Lendings					
SSTL	-	-	35.25	-	35.25
TRDCL	-	-	17.85	-	17.85
WCBTRL	-	-	24.50	-	24.50
OTHERS	-	7.82	-	-	7.82
	-	7.82	77.60	-	85.42
Mobilisation Advance recovered					
ITUAL		11.01		-	11.01
		11.01		-	11.01
Operating Expenses (Other than Construction Cost)					
ILFS	4.94	-	-	-	4.94
ITUAL	-	167.77	-	-	167.77
OTHERS	-	0.21	-	-	0.21
	4.94	167.98	-	-	172.92
Other Income					
A4 CONCESSION	-	-	5.62	-	5.62
OTHERS	-	-	0.57	-	0.57
	-	-	6.20	-	6.20
Proposed Dividend on Preference Shares					
IFIN	-	20.50	-	-	20.50
IMICL	-	20.50	-	-	20.50
	-	41.00	-	-	41.00

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Particulars	₹ in Crore				
	Holding Company	Fellow Subsidiaries	Associates	Key Management personnel and relatives	Total
Proposed Dividend Paid					
IFIN	-	10.50	-	-	10.50
IMICL	-	10.50	-	-	10.50
	-	21.01	-	-	21.01
Purchase of Goods					
IETS	-	0.12	-	-	0.12
	-	0.12	-	-	0.12
Redemption on NCD					
ILFS	3.60	-	-	-	3.60
	3.60	-	-	-	3.60
Rent Expense					
Mr K Ramchand-Managing Director	-	-	-	0.32	0.32
Mr Mukund Sapre-Executive Director	-	-	-	0.16	0.16
Mrs Rita Ramchand (wife of Mr K Ramchand)	-	-	-	0.39	0.39
Mrs Sangeeta Sapre (wife of Mr Mukund Sapre)	-	-	-	0.16	0.16
Mrs Vishpala Parthasarathy (wife of Mr Ravi Parthasarathy)	-	-	-	0.01	0.01
	-	-	-	1.03	1.03
Rental Income					
IETS	-	0.61	-	-	0.61
	-	0.61	-	-	0.61
Repayment of Borrowings					
ILFS	0.70	-	-	-	0.70
IFIN	-	315.00	-	-	315.00
	0.70	315.00	-	-	315.70
Revenue from Operations					
SSTL	-	-	80.10	-	80.10
OTHERS	-	-	12.62	-	12.62
	-	-	92.72	-	92.72

Footnote : * Includes Deputation cost of ₹ 5.21 crore charged by Holding Company "IL&FS"

Mr K Ramchand-Managing Director	3.46
Mr Mukund Sapre-Executive Director	1.75
	5.21

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

31. Disclosure as per Schedule III of the Companies Act, 2013 related to Consolidated Financial Statements

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ in crore)	As % of consolidated profit or loss	Amount (₹ in crore)
IL&FS Transportation Networks Limited	64.39	4,309.72	55.69	173.49
Subsidiaries				
Indian				
East Hyderabad Expressway Limited	1.23	82.46	7.64	23.81
ITNL Road Infrastructure Development Company Limited	0.82	55.07	(13.08)	(40.76)
IL&FS Rail Limited	11.42	764.48	15.75	49.06
Rapid MetroRail Gurgaon Limited	6.33	423.68	(42.40)	(132.10)
Rapid MetroRail Gurgaon South Limited	8.65	579.02	23.38	72.82
Vansh Nimay Infraprojects Limited	(2.01)	(134.46)	(7.83)	(24.40)
Scheme of ITNL Road Investment Trust	1.65	110.41	4.28	13.34
West Gujarat Expressway Limited	(0.92)	(61.45)	(8.75)	(27.24)
Hazaribagh Ranchi Expressway Limited	(0.01)	(0.87)	(18.06)	(56.27)
Pune Sholapur Road Development Company Limited	8.07	540.42	(16.01)	(49.86)
Moradabad Bareilly Expressway Limited	13.53	905.45	(11.51)	(35.86)
Jharkhand Road Projects Implementation Company Limited	3.21	215.02	(9.99)	(31.11)
Chenani Nashri Tunnelway Limited	8.61	576.29	9.71	30.25
Badarpur Tollway Operations Management Limited	0.00	0.25	(0.01)	(0.03)
MP Border Checkpost Development Company Limited	(0.26)	(17.53)	(50.85)	(158.43)
North Karnataka Expressway Limited	2.95	197.72	3.11	9.68
Kiratpur Ner Chowk Expressway Limited	7.83	524.31	13.17	41.04
Baleshwar Kharagpur Expressway Limited	3.28	219.67	(3.19)	(9.94)
Sikar Bikaner Highway Limited	6.47	433.30	7.21	22.45
Khed Sinnar Expressway Limited	6.44	431.11	18.64	58.08
Barwa Adda Expressway Limited	2.77	185.43	15.90	49.54
Karyavattom Sports Facilities Limited	0.94	63.23	3.46	10.79
Futureage Infrastructure India Limited	0.03	2.27	(0.03)	(0.09)
Charminar RoboPark Limited	0.09	5.87	(0.01)	(0.04)
Andhra Pradesh Expressway limited	3.60	240.79	4.04	12.58
GIFT Parking Facilities Limited	-	-	(0.01)	(0.03)
Amravati Chikhli Expressway Limited	0.16	11.01	(0.17)	(0.54)
Fagne Songadh Expressway Limited	0.12	8.01	(0.17)	(0.54)
Jharkhand Infrastructure Implementation Company Limited	0.19	12.42	(0.02)	(0.08)
Rajasthan Land Holdings Limited (from March 31, 2016)	(0.04)	(2.56)	(0.00)	(0.00)
Flamingo Landbase Private Limited (from March 31, 2016)	(0.00)	(0.02)	(0.00)	(0.00)
Devika Buildestate Private Limited (from March 31, 2016)	(0.00)	(0.28)	(0.00)	(0.00)
Chirayu Kath Real Estate Private Limited (from March 31, 2016)	(0.00)	(0.07)	(0.00)	(0.00)
Gujarat Road Bridge Development Company Limited (from March 31, 2016)	(0.02)	(1.04)	-	-
Elsamex India Pvt Limited	0.19	12.74	(0.11)	(0.35)
Yala Construction Company Pvt Limited	0.17	11.24	(0.20)	(0.63)
Grusamar India Limited	0.01	0.86	0.03	0.09
Elsamex Maintenance Services limited	0.46	31.05	6.56	20.44

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ in crore)	As % of consolidated profit or loss	Amount (₹ in crore)
Foreign				
ITNL International Pte. Limited	2.64	176.71	(1.67)	(5.21)
ITNL Offshore Pte. Limited	0.13	8.84	(1.14)	(3.54)
ITNL Offshore Two Pte. Limited	0.15	10.06	(1.84)	(5.74)
ITNL Offshore Three Pte. Limited	(0.00)	(0.21)	(0.07)	(0.21)
ITNL International DMCC	(0.00)	(0.11)	(7.78)	(24.23)
ITNL Africa Projects Ltd	(0.02)	(1.09)	(0.19)	(0.60)
Sharjah General Services Company LLC	(0.10)	(6.83)	(0.67)	(2.08)
I IPL USA LLC	0.23	15.07	(3.99)	(12.43)
ITNL Infrastructure Developer LLC	(0.02)	(1.58)	(0.50)	(1.56)
Elsamex SA	7.20	481.81	15.11	47.08
Atenea Seguridad Y Medio Ambiente S.A.U	0.27	18.27	1.02	3.17
Señalización Viales e Imagen S.A.U	0.10	6.38	(0.06)	(0.18)
Elsamex Internacional S.L	0.40	26.68	(6.73)	(20.95)
Grusamar Ingeniería y Consulting S.L	0.52	34.76	0.01	0.03
Elsamex Portugal S.A	0.16	11.04	0.19	0.59
Inteval Gestao Integral Rodoviaria S.A	0.55	36.81	2.53	7.88
Mantenimiento Y Conservacion De Vialidades S.A De CV	0.07	5.01	0.02	0.06
ESM Mantenimiento Integral S.A De CV	0.04	2.52	0.01	0.04
CIESM-INTEVIA S.A.	0.12	8.14	(0.14)	(0.42)
Control 7 S.A.	0.09	5.69	(0.22)	(0.69)
Grusamar Albania SHPK	(0.00)	(0.30)	-	-
Area de Servicio Coiros S.L.U	0.32	21.56	0.06	0.18
Conservacion De Infraestructuras De Mexico S.A. De CV	0.00	0.01	(0.00)	(0.00)
Alcantarilla Fotovoltaica S.L.U	0.04	2.93	(0.20)	(0.62)
Area de Servicio Punta Umbría S.L.U	0.07	4.44	0.17	0.54
Beasolarta S.A.U	0.01	0.35	(0.06)	(0.19)
Elsamex Construcao E Manutencao LTDA	(0.00)	(0.08)	-	-
Elsamex LLC USA	-	-	-	-
Grusamar Engenharia y Consultoría Brasil LTDA	-	-	-	-
Minority Interest in all subsidiaries	(7.08)	(473.61)	12.77	39.78
Associates (Investment as per the equity method)				
Indian				
Thiruvananthapuram Road Development Company Limited	-	-	-	-
Warora Chandrapur Ballarpur Toll Road Limited	2.05	137.12	(1.48)	(4.62)
Srinagar Sonamarg Tunnelway Limited	0.12	7.90	(0.02)	(0.06)
Gujarat Road and Infrastructure Company Limited	1.93	129.34	0.08	0.25
ITNL Toll Management Services Limited	-	-	-	-
Ramky Elsamex Hyderabad Ring Road Limited	0.23	15.43	-	-
Foreign				
CGI 8 S.A.	0.00	0.26	0.02	0.05
Sociedad Concesionaria Autovía A-4 Madrid S.A	0.13	8.74	2.23	6.95
Elsamex Infrastructure Company WLL	0.00	0.17	-	-

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (₹ in crore)	As % of consolidated profit or loss	Amount (₹ in crore)
Joint Ventures				
(as per proportionate consolidation)				
Indian				
Noida Toll Bridge Company Limited	1.96	131.45	6.71	20.90
Jorabat Shillong Expressway Limited	1.66	111.03	10.58	32.95
N.A.M. Expressway Limited	5.83	389.95	(1.65)	(5.15)
Foreign				
Chongqing Yuhe Expressway Co. Ltd.	12.06	807.09	26.70	83.19
Consortio De Obras Civiles S.R.L	0.01	0.63	(0.05)	(0.17)
Geotecnia y Control De Qualitat, S.A.	0.01	0.64	0.00	0.00
Vias Y Construcciones S. R. L.	0.00	0.16	(0.03)	(0.08)
Consolidated adjustments and elimination	(92.25)	(6,174.83)	44.13	137.49
Consolidated Net Assets/Profit	100.00	6,693.35	100.00	311.54

Footnote :

The above figures have been taken from the financial statement of the respective entities.

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

32. Statement containing salient features of the Financial Statements of Subsidiaries / Associate Companies / Joint Ventures (pursuant to Section 129 (3) of the Companies Act, 2013)

Part "A": Subsidiaries

Sr. No.	Name of the Subsidiary	Reporting Currency	Exchange Rate	Share capital	Reserve and Surplus	Total Assets	Total Liabilities	Investments	Turnover / Total Revenue	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of shareholding
1	East Hyderabad Expressway Limited	INR	1.00	29.31	53.15 (84.93)	390.11	307.65	-	66.07	28.11	4.30	23.81	-	74.00
2	ITNL Road Infrastructure Development Company Limited	INR	1.00	140.00	(84.93)	897.61	842.54	-	44.55	(40.76)	-	(40.76)	-	100.00
3	IL&FS Rail Limited	INR	1.00	688.65	75.83	951.67	187.18	602.20	444.70	75.18	26.12	49.06	-	79.89
4	Rapid MetroRail Gurgaon Limited	INR	1.00	631.00	(207.33)	1,548.69	1,125.01	-	46.74	(132.10)	-	(132.10)	-	42.46
5	Rapid MetroRail Gurgaon South Limited	INR	1.00	445.65	133.37	2,143.93	1,564.92	-	725.71	82.56	9.73	72.82	-	86.93
6	Vansh Nimay InfraProjects Limited	INR	1.00	15.89	(150.35)	13.60	148.06	0.00	59.91	(24.40)	-	(24.40)	-	90.00
7	Scheme of ITNL Road Investment Trust	INR	1.00	109.61	0.80	110.41	0.01	102.47	13.39	13.34	-	13.34	13.39	100.00
8	West Gujarat Expressway Limited	INR	1.00	40.00	(101.45)	229.49	290.94	-	54.40	(27.24)	-	(27.24)	-	74.00
9	Hazari bagh Ranchi Expressway Limited	INR	1.00	131.00	(131.87)	970.76	971.63	-	73.17	(56.27)	-	(56.27)	-	99.99
10	Pune Sholapur Road Development Company Limited	INR	1.00	176.00	364.42	2,286.59	1,746.18	-	377.84	(49.86)	-	(49.86)	-	90.91
11	Moradabad Bareilly Expressway Limited	INR	1.00	221.66	683.79	3,370.60	2,465.16	-	255.21	(32.52)	3.34	(35.86)	-	100.00
12	Jharkhand Road Projects Implementation Company Limited	INR	1.00	259.50	(44.48)	2,525.70	2,310.68	-	294.55	(31.11)	-	(31.11)	-	93.43
13	Chenani Nashri Tunnelway Limited	INR	1.00	372.00	204.29	4,433.70	3,857.40	-	972.58	30.25	-	30.25	-	100.00
14	Badapaur Tollway Operations Management Limited	INR	1.00	0.05	0.20	0.28	0.02	-	0.00	(0.03)	0.00	(0.03)	-	100.00
15	MP Border Checkpost Development Company Limited	INR	1.00	149.02	(166.55)	1,365.42	1,382.95	-	156.08	(158.41)	0.02	(158.43)	-	74.00
16	North Karnataka Expressway Limited	INR	1.00	59.39	138.33	436.46	238.74	-	55.28	17.14	7.46	9.68	14.85	93.50
17	Kiratpur Ner Chowk Expressway Limited	INR	1.00	415.95	108.36	1,507.50	983.19	-	455.01	41.04	-	41.04	-	100.00
18	Baleswar Kharagpur Expressway Limited	INR	1.00	178.59	41.08	805.02	585.35	-	117.55	(9.94)	-	(9.94)	-	100.00
19	Sikar Bikaner Highway Limited	INR	1.00	124.05	309.25	1,052.41	619.11	-	250.72	22.45	-	22.45	-	100.00
20	Khed Sinnar Expressway Limited	INR	1.00	294.19	136.92	1,631.87	1,200.76	-	657.19	58.08	-	58.08	-	100.00
21	Barwa Adda Expressway Limited	INR	1.00	85.00	100.43	1,316.53	1,131.10	-	570.99	49.54	-	49.54	-	100.00
22	Karyavatam Sports Facilities Limited	INR	1.00	43.12	20.11	402.46	339.23	-	100.51	10.79	-	10.79	-	100.00
23	Futureage Infrastructure India Limited	INR	1.00	5.13	(2.86)	2.59	0.32	1.64	-	(0.09)	-	(0.09)	-	58.48
24	Charminar RoboPark Limited	INR	1.00	6.32	(0.46)	9.55	3.69	-	0.01	(0.04)	-	(0.04)	-	89.20
25	ITNL International Pte. Limited	USD	66.33	356.97	(180.26)	1,471.41	1,294.70	1,335.93	126.84	0.94	6.15	(5.21)	-	100.00
26	ITNL Offshore Pte. Limited	USD	66.33	20.84	(12.00)	692.02	683.18	-	49.83	(3.54)	-	(3.54)	-	100.00
27	ITNL Offshore Two Pte. Limited	USD	66.33	0.32	9.74	733.60	723.54	-	45.01	(5.09)	0.65	(5.74)	-	100.00
28	ITNL Offshore Three Pte. Limited	USD	66.33	0.00	(0.21)	283.88	284.09	-	7.97	0.20	0.41	(0.21)	-	100.00
29	ITNL International DMCC	AED	18.02	39.34	(39.45)	14.57	14.69	-	0.19	(24.23)	-	(24.23)	-	100.00
30	ITNL Africa Projects Ltd	NGN	0.33	14.68	(15.77)	3.26	4.35	-	0.00	(0.60)	-	(0.60)	-	100.00
31	Sharjah General Services Company LLC	AED	18.02	0.51	(7.34)	0.28	7.11	-	-	(2.08)	-	(2.08)	-	49.00
32	IIPL USA LLC	USD	66.33	31.52	(16.45)	15.71	0.64	-	0.10	(12.43)	-	(12.43)	-	100.00
33	ITNL Infrastructure Developer LLC	AED	18.02	-	(1.58)	0.69	2.27	-	-	(1.56)	-	(1.56)	-	-
34	Andhra Pradesh Expressway limited	INR	1.00	253.70	(12.91)	842.17	601.38	-	132.38	16.01	3.44	12.58	-	86.74
35	GIFT Parking Facilities Limited	INR	1.00	0.05	(0.05)	-	-	-	-	(0.03)	-	(0.03)	-	100.00
36	Amravati Chikhli Expressway Limited	INR	1.00	11.55	(0.54)	175.21	164.20	-	173.57	(0.54)	-	(0.54)	-	100.00
37	Fagne Songadh Expressway Limited	INR	1.00	8.55	(0.54)	131.73	123.72	-	131.30	(0.54)	-	(0.54)	-	100.00
38	Jharkhand Infrastructure Implementation Company Limited	INR	1.00	12.50	(0.08)	36.53	24.11	-	27.15	(0.08)	-	(0.08)	-	99.60
39	Rajasthan Land Holdings Limited (from March 31, 2016)	INR	1.00	2.00	(4.56)	74.70	77.26	9.53	0.01	(0.00)	-	(0.00)	-	100.00

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Sr. No.	Name of the Subsidiary	Reporting Currency	Exchange Rate	Share capital	Reserve and Surplus	Total Assets	Total Liabilities	Investments	Turnover / Total Revenue	Profit before taxation	Provision for taxation	Profit after taxation	Proposed dividend	% of shareholding
40	Flamingo Landbase Private Limited (from March 31, 2016)	INR	1.00	0.01	(0.03)	11.09	11.11	-	-	(0.00)	-	(0.00)	-	100.00
41	Devika Buildstate Private Limited (from March 31, 2016)	INR	1.00	0.01	(0.29)	7.59	7.87	-	-	(0.00)	-	(0.00)	-	100.00
42	Chirayu Kath Real Estate Private Limited (from March 31, 2016)	INR	1.00	0.01	(0.08)	26.81	26.88	-	-	(0.00)	-	(0.00)	-	100.00
43	Gujarat Road Bridge Development Company Limited (from March 31, 2016)	INR	1.00	0.05	(1.09)	4.72	5.76	-	-	-	-	-	-	100.00
44	Eisamex SA#	Euro	75.10	152.18	329.63	1,577.61	1,095.81	394.55	730.81	55.67	8.60	47.08	-	100.00
45	Atenea Seguridad Y Medio Ambiente S.A.U#	Euro	75.10	0.98	17.29	23.69	5.42	-	18.70	3.85	0.68	3.17	-	100.00
46	Señalización Viales e Imagen S.A.U#	Euro	75.10	5.17	1.21	47.91	41.53	-	20.36	(0.29)	(0.11)	(0.18)	-	100.00
47	Eisamex Internacional S.L.#	Euro	75.10	107.47	(80.79)	254.16	227.49	-	19.59	(26.83)	(5.87)	(20.95)	-	100.00
48	Grusamar Ingeniería y Consulting S.L.#	Euro	75.10	26.25	8.51	73.59	38.83	12.01	62.21	1.82	1.80	0.03	-	100.00
49	CIESM-INTEVIA S.A.#	Euro	75.10	0.45	7.69	84.30	76.17	14.73	21.28	(1.57)	(1.15)	(0.42)	-	100.00
50	Area de Servicio Coiros S.L.U#	Euro	75.10	7.53	14.03	39.03	17.47	-	3.95	0.25	0.07	0.18	-	100.00
51	Area de Servicio Punta Umbria S.L.U#	Euro	75.10	0.62	3.82	18.64	14.19	-	2.68	0.76	0.21	0.54	-	100.00
52	Alcantarilla Fotovoltaica S.L.U#	Euro	75.10	0.32	2.60	34.57	31.64	-	3.58	(0.86)	(0.24)	(0.62)	-	100.00
53	Beasolarta S.A.U#	Euro	75.10	0.31	0.04	23.16	22.81	-	2.69	(0.26)	(0.07)	(0.19)	-	100.00
54	Conservacion De Infraestructuras De Mexico S.A. De CV#	Mexican Peso	3.83	0.02	(0.01)	0.03	0.02	-	-	(0.00)	-	(0.00)	-	96.40
55	Eisamex India Pvt Limited#	INR	1.00	2.12	10.62	16.39	3.66	-	3.71	(0.73)	(0.37)	(0.35)	-	99.15
56	Yala Construction Company Pvt Limited#	INR	1.00	6.32	4.92	15.11	3.87	-	3.78	(0.74)	(0.11)	(0.63)	-	96.03
57	Eisamex Construcão E Manutencao LTDA#	Brazilian Real	18.21	0.18	(0.26)	0.73	0.81	-	-	-	-	-	-	99.99
58	Eisamex Maintenance Services limited#	INR	1.00	0.05	31.00	108.06	77.01	-	317.82	31.40	10.97	20.44	-	99.88
59	Eisamex LLC USA#	USD	66.33	-	-	-	-	-	-	-	-	-	-	100.00
60	Eisamex Portugal S.A.#	Euro	75.10	2.63	8.41	18.87	7.84	-	15.91	0.80	0.21	0.59	-	70.00
61	ESM Mantenimiento Integral S.A De CV#	Mexican Peso	3.83	2.12	0.40	2.56	0.05	-	3.86	0.04	0.00	0.04	-	100.00
62	Inteval Gestao Integral Rodoviaria S.A.#	Euro	75.10	10.51	26.30	70.18	33.36	-	160.59	10.66	2.79	7.88	-	100.00
63	Mantenimiento Y Conservacion De Vialidades S.A De CV#	Mexican Peso	3.83	3.65	1.35	5.93	0.93	0.00	20.09	0.05	(0.01)	0.06	-	64.00
64	Control 7 S.A.#	Euro	75.10	4.13	1.56	20.79	15.10	0.70	16.65	(1.46)	(0.77)	(0.69)	-	100.00
65	Grusamar India LTD#	INR	1.00	0.05	0.81	0.94	0.07	-	0.84	0.09	(0.00)	0.09	-	100.00
66	Grusamar Albania SHPK#	Albanian Lek	0.53	0.01	(0.31)	0.42	0.72	-	-	-	-	-	-	51.00
67	Grusamar Engenharia y Consultoria Brasil LTDA#	Brazilian Real	18.21	-	-	-	-	-	-	-	-	-	-	99.99
68	Eisamex Colombia SAS#	Colombian Peso	0.02	-	-	-	-	-	-	-	-	-	-	100.00
69	Grusamar Ingenieria Y Consulting Colombia SAS#	Colombian Peso	0.02	-	-	-	-	-	-	-	-	-	-	100.00

Footnotes :

- # Subsidiaries having December 31, 2015 as a reporting date
- The above figures have been taken from the financial statement of the respective entities.
- The above statement also indicates performance and financial position of each of the subsidiaries.
- Percentage holding is disclosed based on aggregation of direct holding of the Company and effective proportionate share holding of the subsidiary

Names of subsidiaries which are yet to commence operations

- Eisamex Colombia SAS
- Grusamar Ingenieria Y Consulting Colombia SAS

Names of subsidiaries which have been liquidated / under liquidation during the year

- Badarpur Tollway Operations Management Limited
- GIFT Parking Facilities Limited

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Sr. No.	Name of Associates/Joint Ventures	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company on the year end	Amount of Investment in Associates/Joint Venture	Extend of Holding %	Network attributable to Shareholding as per latest audited Balance Sheet	Profit / Loss for the year	Description of how there is significant influence	Reason why the associate/joint venture is not consolidated
Joint Ventures:									
1	Noida Toll Bridge Company Limited	March 31, 2016	47,195,007	187.16	25.35	131.45	20.90	-	-
2	Jorabat Shillong Expressway Limited	March 31, 2016	42,000,000	42.00	50.00	111.03	32.95	-	-
3	N.A.M. Expressway Limited	March 31, 2016	116,754,970	116.75	50.00	389.95	(5.15)	-	-
4	Chongqing Yuhe Expressway Co. Ltd.	March 31, 2016	77,166	1,114.82	49.00	807.09	83.19	-	-
5	Consorcio De Obras Civiles S.R.L.	December 31, 2015	34	-	34.00	0.63	(0.17)	-	-
6	Geotecnia y Control De Calidad, S.A	December 31, 2015	1,000	0.68	50.00	0.64	0.00	-	-
7	Vias Y Construcciones S. R. L.	December 31, 2015	500	-	50.00	0.16	(0.08)	-	-
Associates:									
1	Thiruvananthapuram Road Development Company Limited	March 31, 2016	17,030,000	17.03	50.00	-	-	(9.89)	There is significant influence due to percentage (%) of Share Capital.
2	Warora Chandrapur Ballarpur Toll Road Limited#	December 31, 2015	61,708,500	61.71	35.00	137.12	(4.62)	-	-
3	Srinagar Sonamarg Tunnelway Limited	March 31, 2016	5,676,068	5.68	49.00	7.90	(0.06)	-	-
4	Gujarat Road and Infrastructure Company Limited	March 31, 2016	23,187,166	22.13	41.81	129.34	0.25	-	-
5	ITNL Toll Management Services Limited	March 31, 2016	24,500	0.02	49.00	-	-	0.05	-
6	CGI 8 S.A.	December 31, 2015	1,308	0.59	49.00	0.26	0.05	-	-
7	Sociedad Concesionaria Autovia A-4 Madrid S.A	December 31, 2015	917,804	34.46	48.75	8.74	6.95	-	-
8	Ramky Elsamex Hyderabad Ring Road Limited	December 31, 2015	5,200,000	6.10	26.00	15.43	-	-	-
9	Elsamex Infrastructure Company WLL	December 31, 2015	8,800	0.17	44.00	0.17	-	-	-

Footnotes :

- The above figures have been taken from the financial statement of the respective entities.
- The above statement also indicates performance and financial position of each of the joint ventures and associates.
- In case of Associates, loss in excess of investments in Associates are not considered in CFS and are disclosed as not considered in Consolidation
- Information of Companies marked "#" is from unaudited Financial Statements
- Investment in Airport Holding Australasia Pte Limited ("AHA") are not consolidated as Investments in Associates as in the view of the Management, no significant influence exist. Also, the financial statements of AHA is not available with the Company for any of the periods

Names of Associates and Joint Ventures which has been liquidated / under liquidation during the year

- VCS Enterprises Limited
- Elsamex Road Technology Company Limited
- Zhejiang Elsamex Road Technology Co Ltd
- Zhejiang Elsamex Road Construction Equipment Co Ltd

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

- 33.** Provision for doubtful loans and receivables for year ended March 31, 2016 represents provisions made for doubtful loans of ₹ 0.60 crore (March 31, 2015 ₹ Nil crore) and doubtful receivables of ₹ 72.60 crore (March 31, 2015 ₹ 5.25 crore).
- 34.** During the year ended March 31, 2016, the Group has sold its non-current investment of 300,211,197 equity shares held in RMGL at a profit of ₹ 7 per share to Infrastructure Leasing & Financial Services Limited, its holding company. The profit on sale of ₹ 294.82 crore from this transaction is included under Revenue from operations.
- 35. Information pertaining to Consolidating Entities**

A. The list of subsidiary companies, which are included in the CFS with their respective country of incorporation and the Group's holding therein are given below:

Name of the Subsidiary	Country of Incorporation	Proportion of Group's Interest (%)		Date of Acquisition of Control
		As at March 16	As at March 15	
1. Held directly:				
Scheme of ITNL Road Investment Trust ("IRIT")	India	100.00	100.00	March 13, 2007
East Hyderabad Expressway Limited ("EHEL")	India	74.00	74.00	September 5, 2007
ITNL Road Infrastructure Development Company Limited ("IRIDCL")	India	100.00	100.00	January 17, 2008
IL&FS Rail Limited ("IRL")	India	79.89	73.56	February 4, 2008
Elsamex SA (includes 22.61 % shares held through IIPL, previous year 22.61%) ("Elsamex")	Spain	100.00	100.00	March 18, 2008
ITNL International Pte. Ltd. ("IIPL")	Singapore	100.00	100.00	September 19, 2008
Vansh Nimay Infraprojects Limited ("VNIL")	India	90.00	90.00	March 25, 2009
West Gujarat Expressway Limited ("WGEL")	India	74.00	74.00	June 10, 2009
Hazaribagh Ranchi Expressway Limited ("HREL")	India	99.99	99.99	August 1, 2009
Pune Sholapur Road Development Company Limited ("PSRDCL")	India	90.91	90.91	September 25, 2009
Moradabad Bareilly Expressway Limited ("MBEL")	India	100.00	100.00	February 4, 2010
Jharkhand Road Projects Implementation Company Limited ("JRPICL")	India	93.43	93.43	February 27, 2010
Chenani Nashri Tunnelway Limited ("CNTL")	India	100.00	100.00	June 2, 2010
MP Border Checkpost Development Company Limited ("MPBCDCL")	India	74.00	74.00	October 28, 2010
Badarpur Tollway Operations Management Limited ("BTOML")	India	100.00	100.00	December 9, 2010
Futureage Infrastructure India Limited ("FIIL")	India	58.48	58.48	July 14, 2011
Charminar RoboPark Limited ("CRL")	India	89.20##	89.20##	July 27, 2011
ITNL Offshore Pte. Ltd. ("IOPL")	Singapore	100.00	100.00	December 5, 2011
Karyavattom Sports Facility Limited ("KSFL")	India	100.00	100.00	February 8, 2012
Kiratpur Ner Chowk Expressway Limited ("KNCEL")	India	100.00	100.00	February 12, 2012
Baleshwar Kharagpur Expressway Limited ("BKEL")	India	100.00	100.00	April 4, 2012
Sikar Bikaner Highway Limited ("SBHL")	India	100.00	100.00	May 9, 2012
Khed Sinnar Expressway Limited ("KSEL")	India	100.00	100.00	June 12, 2013
Barwa Adda Expressway Limited ("BAEL")	India	100.00	100.00	June 27, 2013

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Name of the Subsidiary	Country of Incorporation	Proportion of Group's Interest (%)		Date of Acquisition of Control
		As at March 16	As at March 15	
GIFT Parking Facilities Limited ("GPFL")	India	100.00	100.00	January 9, 2014
ITNL Offshore Two Pte. Ltd. ("IOPL2")	Singapore	100.00	100.00	February 9, 2015
ITNL Offshore Three Pte. Ltd. ("IOPL3")	Singapore	100.00	100.00	March 10, 2015
Amravati Chikhli Expressway Limited ("ACEL")	India	100.00	-	August 25, 2015
Fagne Songadh Expressway Limited ("FSEL")	India	100.00	-	August 25, 2015
Jharkhand Infrastructure Implementation Company Limited ("JIICL")	India	99.60	-	October 23, 2015
Rajasthan Land Holdings Limited (RLHL)	India	100.00	-	March 31, 2016
GRICL Rail Bridge Development Company Limited ("GRBDCL")	India	100.00	-	March 31, 2016
2. Held through subsidiaries:				
North Karnataka Expressway Limited ("NKL")	India	93.50@	93.50@	March 21, 2007
Atenea Seguridad Y Medio Ambiente S.A.U.	Spain	100.00 \$	100.00 *	March 18, 2008
Senalizacion Viales e Imagen S.A.U.	Spain	100.00 \$	100.00 *	March 18, 2008
Elsamex Internacional S.L.	Spain	100.00 \$	100.00 *	March 18, 2008
Grusamar Ingenieria Y Consulting, S.L.	Spain	100.00 \$	100.00 *	March 18, 2008
Elsamex Portugal S.A.	Portugal	70.00 \$	70.00 *	March 18, 2008
Intevial Gestao Integral Rodoviaria S.A.	Portugal	100.00 \$	100.00 *	March 18, 2008
Elsamex India Private Limited	India	99.15 \$	99.15 *	March 18, 2008
Yala Construction Co Private Limited	India	96.03 \$	96.03 *	March 18, 2008
Mantenimiento Y Conservacion De Vialidades S.A. DE C.V.	Mexico	64.00 \$	64.00 *	March 18, 2008
ESM Mantenimiento Integral, SA DE CV	Mexico	100.00 \$	100.00 *	March 18, 2008
CIESM-INTEVIA, S.A.	Spain	100.00 \$	100.00 *	March 18, 2008
Control 7, S.A.	Spain	100.00 \$	100.00 \$	March 18, 2008
Grusamar Albania SHPK	Albania	51.00 \$	51.00 \$	March 18, 2008
Elsamex Brazil LTDA	Brazil	-	44.10 \$^^	March 18, 2008
Rapid MetroRail Gurgaon Limited ("RMGL")	India	42.46#	82.81#	July 30, 2009
Area De Servicio Coiros S.L.U.	Spain	100.00 \$	100.00 *	May 31, 2010
Conservacion De Infraestructuras De Mexico S.A. DE C.V.	Mexico	96.40\$	96.40 *	September 1, 2010
Alcantarilla Fotovoltaica, S.L.U.	Spain	100.00 \$	100.00 *	December 17, 2010
Area De Servicio Punta Umbria, S.L.U.	Spain	100.00 \$	100.00 *	December 17, 2010
ITNL International DMCC ("IIDMCC") [formerly known as ITNL International JLT]	UAE	100.00	100.00	May 17, 2012
Beasolarta S.A.U.	Spain	100.00 \$	100.00 *	November 29, 2012
Rapid MetroRail Gurgaon South Limited ("RMGSL")	India	86.93@@	82.81@@	December 6, 2012
ITNL Africa Projects Ltd. ("IAPL")	Nigeria	100.00^	100.00^	February 28, 2013
Grusamar India Limited	India	100.00 \$	100.00 *	March 21, 2013
Elsamex Construcao E Manutencao LTDA	Brazil	99.99 \$	99.99 *	June 26, 2013
Sharjah General Services Company LLC ("SGSC")	UAE	49.00**	49.00**	October 9, 2013
IIPL USA LLC	USA	100.00	100.00	November 20, 2013
Andhra Pradesh Expressway Limited	India	86.74\$\$	86.74\$\$	March 27, 2014
Elsamex Maintenance Services Limited	India	99.88 \$	99.88 *	September 12, 2013
Elsamex LLC	USA	100.00 \$	100.00 *	September 26, 2013

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Name of the Subsidiary	Country of Incorporation	Proportion of Group's Interest (%)		Date of Acquisition of Control
		As at March 16	As at March 15	
Grusamar Engenharia y Consultoría Brasil LTDA	Brazil	99.99 \$	99.99 *	August 29, 2013
ITNL Infrastructure Developer LLC ("IIDL")	UAE	-***	-***	May 4, 2015
Elsamex Colombia SAS	Colombia	100.00 \$	- *	May 14, 2015
Grusamar Ingenieria Y Consulting Colombia SAS	Colombia	100.00 \$	- *	May 14, 2015
Flamingo Landbase Private Limited ("FLPL")	India	100.00	-	March 31, 2016
Devika Buildestate Private Limited ("DBPL")	India	100.00	-	March 31, 2016
Chirayu Kath Real Estate Private Limited ("CKREPL")	India	100.00	-	March 31, 2016

\$ Proportion of Group's Interest as at December 31, 2015

* Proportion of Group's Interest as at December 31, 2014

Out of the above 74.00% is directly held by the Company and balance 15.20% through FIIL (Previous year 74.00% held by Company and balance 15.20% held through FIIL)

@ Out of the above 13.00% is held directly by the Company and balance 80.50% through the scheme of IRIT (Previous year 13.00% held by the Company and balance 80.50% through the scheme of IRIT)

^^ Elsamex Portugal S.A directly holds 63% in Elsamex Brazil LTDA and Elsamex S.A. directly holds 70% in Elsamex Portugal S.A. Accordingly, Groups proportionate holding comes to 44.10%.

Out of the above 2.89% is directly held by the Company and balance 39.57% through IRL (Previous year 35.00% held by Company and balance 47.81% held through IRL)

@@ Out of the above 35% is held directly by the Company and balance 51.93% through the IRL. (Previous year 35.00% held by Company and balance 47.81% held through IRL)

^ Out of the above 0.50 % is directly held by the Company and balance 99.50% through IIPL (Previous year 0.50 % held by Company and balance 99.50% through IIPL)

** As per Memorandum of Association between IIPL and other shareholder, Profits and Statutory Reserve, the net profits of SGSC and losses shall be distributed among IIPL 70% and other shareholders 30%. IIPL controls the SGSC through composition of Board of Directors and accordingly is a subsidiary of IIPL

***As per Memorandum of Association between IIPL and other shareholder, Profits and Statutory Reserve, the net profits of IIDL and losses shall be distributed among IIPL 49% and other shareholders 51%. IIPL controls the IIDL through composition of Board of Directors and accordingly is a subsidiary of IIPL

\$\$ Out of the above 12.74 % is directly held by the Company and balance 74% through IRIT (Previous year 12.74 % is directly held by the Company and balance 74% through IRIT)

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

- B. (i) The financial position and results (after eliminations) of ACEL, FSEL, JIICL, GRBDCL, RLHL, FLPL, DBPL, CKREPL, Elsamex Colombia SAS, Grusamar Ingenieria Y Consulting Colombia SAS and IIDL which became subsidiaries during the year ended March 31, 2016 are given below:

	₹ in crore				
	ACEL	FSEL	JIICL	GRBDCL	RLHL
Equity and Liability as at March 31, 2016					
Shareholder's Funds	(0.54)	(0.54)	(0.08)	-	(2.56)
Current liabilities	5.83	3.92	0.55	1.35	0.44
	5.29	3.38	0.47	1.35	(2.11)
Assets as at March 31, 2016					
Fixed Assets (Net Block)	174.25	131.30	-	-	-
Non-current assets	0.00	-	36.12	4.72	9.92
Current assets	1.64	0.44	0.41	0.00	19.32
	175.89	131.74	36.53	4.72	29.24
Income for the period (from the date of incorporation / acquisition to March 31, 2016)					
Operating income	173.57	131.30	27.15	-	-
Other income	0.00	-	-	-	0.01
Total Income	173.57	131.30	27.15	-	0.01
Expenses for the period (from the date of incorporation / acquisition to March 31, 2016)					
Operating expenses	21.57	16.30	4.55	-	-
Interest cost	-	-	-	-	0.02
Other administrative expenses	0.55	0.54	0.08	-	0.00
Total Expenses	22.12	16.84	4.63	-	0.02
Profit / (Loss) for the period before tax	151.46	114.46	22.52	-	(0.00)
Taxes	-	-	-	-	-
Profit / (Loss) for the period after tax	151.46	114.46	22.52	-	(0.00)

	₹ in crore			
	FLPL	DBPL	CKREPL	IIDL
Equity and Liability as at March 31, 2016				
Shareholder's Funds	(0.03)	(0.28)	(0.08)	(1.58)
Non-current liabilities	-	-	-	-
Current liabilities	0.10	0.09	0.01	0.17
	0.07	(0.19)	(0.07)	(1.41)
Assets as at March 31, 2016				
Fixed Assets (Net Block)	-	-	-	0.32
Non-current assets	-	-	-	0.29
Current assets	11.09	7.59	26.81	0.08
	11.09	7.59	26.81	0.69
Income for the period (from the date of incorporation / acquisition to March 31, 2016)				
Operating income	-	-	-	-
Other income	-	-	-	-
Total Income	-	-	-	-
Expenses for the period (from the date of incorporation / acquisition to March 31, 2016)				
Operating expenses	-	-	-	-
Depreciation	-	-	-	-
Interest cost	-	-	-	-
Other administrative expenses	0.00	0.00	0.00	1.56
Total Expenses	0.00	0.00	0.00	1.56
Profit / (Loss) for the period before tax	(0.00)	(0.00)	(0.00)	(1.56)
Taxes	-	-	-	-
Profit / (Loss) for the period after tax	(0.00)	(0.00)	(0.00)	(1.56)

Footnote:

Subsidiaries Elsamex Colombia SAS and Grusamar Ingenieria Y Consulting Colombia SAS are yet to commence operations

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

The financial position and results (after eliminations) of IOPL2 and IOPL3 which became subsidiaries during the year ended March 31, 2015 are given below:

	₹ in crore	
	IOPL2	IOPL3
Equity and Liability as at March 31, 2015		
Shareholder's Funds (Including share application money)	-	-
Current liabilities	34.71	-
Total	34.71	-
Assets as at March 31, 2015		
Non-current assets	35.95	-
	35.95	-
Income for the period (from the date of incorporation / acquisition to March 31, 2015)		
Total Income	-	-
Expenses for the period (from the date of incorporation / acquisition to March 31, 2015)		
Total Expenses	-	-
Profit / (Loss) for the period after tax	-	-

- (ii) During the year ended March 31, 2016, Elsamex Brazil LTDA has ceased to be subsidiary by virtue of voluntary liquidation. The Financial position and results of the same is not material.

The financial position and results of GRICL and GRBDCL which ceased to be subsidiary during year ended March 31, 2015 is given below:

	₹ in crore	
	GRICL	GRBDCL
Equity and Liability as at June 30, 2014		
Shareholder's Funds (Including share application money)	186.36	-
Non-current liabilities	236.17	-
Current liabilities	30.11	-
	452.63	-
Assets as at June 30, 2014		
Fixed Assets (Net Block)	483.40	-
Non-current assets	198.54	-
Current assets	18.06	-
	699.99	-
Income for the period (from the period April 1, 2014 till August 7, 2014)		
Revenue from Operation	41.13	-
Other income	0.62	-
Total Revenue	41.74	-
Expenses for the period (from the period April 1, 2014 till August 7, 2014)		
Employee expenses	0.45	-
Operating expenses	0.90	-
Depreciation	3.56	-
Finance costs	8.52	-
Administrative and general expenses	2.55	-
Total Expenses	15.97	-
Profit / (Loss) before taxation	25.77	-
Tax Expenses	6.65	-
Profit / (Loss) for the period after tax	19.12	-

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

C. Interest in Jointly Controlled Entities:

(a) The Group's interest in jointly controlled entities are:

Name of the Company	Country of Incorporation	Date of Acquisition of Joint Control	Proportion of Group's Interest (%)	
			As at March 16	As at March 15
Held Directly :				
Noida Toll Bridge Company Limited (NTBCL)	India	Various dates	25.35	25.35
N.A.M. Expressway Limited (NAMEL)	India	June 15, 2010	50.00	50.00
Jorabat Shillong Expressway Limited (JSEL)	India	June 18, 2010	50.00	50.00
Held through Subsidiaries :				
Consorcio De Obras Civiles S.R.L	R.Dominicana	December 11, 2009	34.00 \$	34.00*
Geotecnia y Control De Qualitat, S.A.	Spain	July 15, 2010	50.00 \$	50.00*
Vias Y Construcciones S. R. L.	R.Dominicana	August 12, 2010	50.00 \$	50.00*
Chongqing Yuhe Expressway Co. Ltd.	China	December 27, 2011	49.00	49.00

Footnote:

NTBCL includes ITNL Toll Management Services Limited, a subsidiary of NTBCL, which is also an associate of the Company.

\$ Proportion of Group's Interest as at December 31, 2015

* Proportion of Group's Interest as at December 31, 2014

D. Interest in Jointly Controlled Operations :

(a) The Group's interest in jointly controlled operations are :

Name of the Jointly Controlled Operations	Proportion of Group's Interest (%)	
	As at March 16	As at March 15
Api Conservacion-Elsamex UTE Teruel II	50% \$	50% *
Asfaltos Uribe-Norte Industrial-Construcciones Eder-Elsamex UTE Durango Bi	28% \$	28% *
Atenea – Basoinsa UTE Atda Bergara Zizurkil	-	50% *
Atenea – Consulnima UTE Consultea	50% \$	50% *
Atenea – Iz Ingenieros UTE Atda Embalse De Flix	50% \$	50% *
Betancourt – Grusamar UTE Linares	50% \$	50% *
Betancourt –Grusamar UTE Rio Alhama	50% \$	50% *
Con Interaniño	50% \$	50% *
Cons.Carreteras del Sur	60% \$	60% *
Cons.Jose Saldis	34% \$	34% *
Corsan Corviam-Elsamex UTE Corelsa	50% \$	50% *
Dair –Intevia	50% \$	50% *
Elsamex- Martín Casillas UTE Conservación Cádiz	50% \$	50% *
Elsamex-Asfaltos Uribe Este Señal UTE Durango II	45% \$	45% *
Elsamex-Asfaltos Urretxu UTE Itziar	-	50% *
Elsamex-Cauchil UTE Elsamex- Cauchil Jaen	80% \$	80% *
Elsamex-Iberseñal UTE Señalización Madrid	60% \$	60% *
Elsamex-Oca UTE Conservación Orense III	50% \$	50% *
Elsamex-Oca UTE Coruña III	70% \$	70% *

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Name of the Jointly Controlled Operations	Proportion of Group's Interest (%)	
	As at March 16	As at March 15
Elsamex-Rubau UTE Argentona	50% \$	50% *
Elsamex-Sando UTE II Conservación A-395	-	50% *
Elsamex-Torrescamara UTE Presas	-	50% *
Elsamex-Velasco UTE Polideportivos Latina	50% \$	50% *
Elsan Pacsa-Elsamex UTE Navalvillar De Pela II	50% \$	50% *
Epsilon	35% \$	35% *
Geoteyco-Cgs-Ciesm-Enmacosa 2/2008	24% \$	24% *
Grusamar – Progescan UTE Areas De Servicio	100% \$	100% *
Grusamar- Elsamex – Atenea	30% \$	30% *
Grusamar Elsamex Atenea UTE Seguridad Vial Murcia	70% \$	70% *
Grusamar- Ineco- Inastecan UTE Arucas	40% \$	40% *
Intevia-Grusamar-Dair UTE Seguridad Vial Bizkaia	70% \$	70% *
UTE Abedul Cáceres	25% \$	25% *
UTE Abedul Orihuela	25% \$	25% *
UTE Abedul Ponferrada	25% \$	25% *
UTE Abedul Villavidel	25% \$	25% *
UTE Abedul Zamora	25% \$	25% *
UTE Almanzora	65% \$	65% *
UTE AP-7 Ondara	60% \$	60% *
UTE Arona	60% \$	60% *
UTE Asistencia Molinar	52% \$	52% *
UTE Atenea-Paymacotas	40% \$	40% *
UTE Atenea-Prevecons	55% \$	55% *
UTE Autovia de Santiago	50% \$	50% *
UTE Bizcaya Bi	37.5% \$	37.5% *
UTE CAP 1	50% \$	50% *
UTE Cican Ciesm	50% \$	50% *
Ute Conservacion Almeria	70% \$	70% *
Ute Conservacion Asturias	50% \$	50% *
UTE Conservacion Caceres	50% \$	50% *
UTE Cordoba	50% \$	50% *
UTE Dallas	50% \$	50% *
UTE Elsamex Arias Oca Conservación Orense	-	50% *
UTE Elsamex-Lujan Alicante	50% \$	50% *
UTE Grusamar – OHS Ingeniería Y Urbanismo UTE Travesía De Hermigua	50% \$	50% *
UTE Grusamar-Eyser	50% \$	50% *
Ute Grusamar-Intecsa-Inarsa-Atenea	60% \$	60% *
UTE Grusumar – Inserco Rambla Retamar	50% \$	50% *
UTE Mantenimient De Cuenca	50% \$	50% *
UTE Parking Estacion Intermodal	50% \$	50% *
UTE SG-2/2011	24% \$	24% *
UTE Sur Sevilla	50% \$	50% *
UTE Tren Mallorca	80% \$	80% *
UTE Urbanizacion Centro	-	30% *
UTE Viales el Jable	-	50% *
Consortio Elsamex-Grusamar Ecuador	100% \$	100% *
JV Elsamex – Ascon	50% \$	50% *

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

Name of the Jointly Controlled Operations	Proportion of Group's Interest (%)	
	As at March 16	As at March 15
UTE Control 7 Geoplaning	50% \$	50% *
UTE Elsamex-Pulido	50% \$	50% *
UTE AP-7 Ondara 2	60% \$	60% *
UTE Prointec-Intevia-Gestinsa	33% \$	33% *
UTE Ciesm-Intevia-Conurma	40% \$	40% *
UTE Intevia-Getinsa-Ciesa	34% \$	34% *
UTE Etiopia 35	100%\$	100%*
UTE Sistema tarifario	50%\$	50%*
UTE Elsamex-Rebogar	60%\$	60%*
UTE Servicios Energeticos de Antequera	30%\$	30%*
UTE Burgos Sur	86%\$	86%*
UTE Alumbrado Teguste	50%\$	50%*
UTE Avda. de Daganzo	50%\$	50%*
UTE Servicios Energeticos las Palmas	50%\$	50%*
UTE Jaen Sur	70%\$	70%*
UTE Ciesm- Intevia-Dair-Itsak	42.5%\$	42.5%*
UTE Elsgroup	90%\$	-
UTE Santiago AP -9	50%\$	-
UTE Inspeccion Autobuses Lineas Urbanas Murcia	20%\$	-
UTE Sevilla Este	70%\$	-
UTE Malaga Norte	70%\$	-
UTE Arbrat Badalona	50%\$	-
UTE Acceso Norte	60%\$	-
UTE Piscinas Zamora	60%\$	-
UTE Elsamex - Lujan Alicante II	50%\$	-
UTE Seguridad Vial Murcia II	100%\$	-
UTE Instalaciones Deportivas	60%\$	-
UTE STM Terres del L'Ebre	30%\$	-
UTE Red Viaria Sevilla	70%\$	-
UTE Piscina Cubierta	50%\$	-
UTE Servicio Mantenimiento Las Palmas	50%\$	-
UTE Auditorias Fis Granada	33.33%\$	-
Elsamex - ITNL JVCA	100%	100%

\$ Proportion of Group's Interest as at December 31, 2015

* Proportion of Group's Interest as at December 31, 2014

Notes

forming part of the Consolidated Financial Statements for the year ended March 31, 2016

E. Investments in Associates:

(a) Details of associates and ownership interest are as follows:

Name of the Company	Country of Incorporation	Proportion of Group's Interest (%)	
		As at March 16	As at March 15
1. Held directly :			
Thiruvananthapuram Road Development Company Limited ("TRDCL")	India	50.00	50.00
ITNL Toll Management Services Limited ("ITMSL") (see footnote below)	India	49.00	49.00
Warora Chandrapur Ballarpur Toll Road Limited ("WCBTRL")	India	35.00	35.00
Srinagar Sonamarg Tunnelway Limited ("SSTL")	India	49.00	49.00
Gujarat Road and Infrastructure Company Limited ("GRICL")	India	41.81	41.81
2. Held through Subsidiaries :			
CGI 8 S.A.	Spain	49.00 \$	49.00 *
Elsamex Road Technology Company Limited	China	23.44 \$	23.44 *
Sociedad Concesionaria Autovía A-4 Madrid S.A	Spain	48.75 \$	48.75 *
VCS Enterprises Limited	India	- #	30.00 *
Ramky Elsamex Hyderabad Ring Road Limited	India	26.00 \$	26.00 *
Zhejiang Elsamex Road Technology Co Ltd	China	-	23.44 *
Zhejiang Elsamex Road Construction Equipment Co Ltd	China	-	23.44 *
Elsamex Infrastructure Company WLL	Qatar	44.00 \$	-

Note: ITMSL is a subsidiary of NTBCL which is consolidated as a Jointly Controlled Entity.

Dissolved on February 18, 2016.

\$ Proportion of Group's Interest as at December 31, 2015

* Proportion of Group's Interest as at December 31, 2014

36. Figures for the previous year have been regrouped and reclassified wherever considered necessary to conform to the classification for the current year.

For and on behalf of the Board

K. Ramchand
Managing Director

Arun K. Saha
Director

Dilip Bhatia
Chief Financial Officer
Mumbai, May 13, 2016

Krishna Ghag
Company Secretary

Notice

Notice

Attendance Slip

Proxy

Route map

Notice

Notice is hereby given that the Sixteenth Annual General Meeting of IL&FS Transportation Networks Limited will be held at Y B Chavan Auditorium, Next to Sachivalaya Gymkhana, Opp. Mantralaya, Gen. J. Bhosale Marg, Mumbai 400 021 on August 9, 2016 at 3.00 p.m. to transact the following business:

Ordinary Business

- (1) To receive, consider and adopt:
 - (a) the Audited Financial Statements for the year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements for the year ended March 31, 2016
- (2) To confirm the payment of interim dividend as final dividend on Preference Shares
- (3) To declare dividend on Equity Shares
- (4) To appoint a director in place of Mr. Hari Sankaran (DIN 00002386), who retires by rotation and being eligible offers himself for re-appointment
- (5) To appoint a director in place of Mr. Arun K Saha (DIN 00002377), who retires by rotation and being eligible offers himself for re-appointment
- (6) Appointment of Auditors

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the appointment of Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai, Registration Number 117366W/W100018, as the Statutory Auditors of the Company be and is hereby ratified for the FY 2016-17, to enable them to continue as the Statutory Auditors of the Company till the conclusion of the Annual General Meeting to be held in FY 2017-18 and authorise the Board of Directors to determine their remuneration

Special Business

- (7) Approval of Cost Auditor’s remuneration for FY 2016-17

To consider, and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications(s) or re-enactment(s) thereof, Mr. Dattatray Chivilkar, Cost Accountant, Mumbai bearing Firm Registration No. 100605 appointed by the Board of Directors to conduct the audit of the cost records of the Company for FY 2016-17 be paid a remuneration of ₹ 200,000/- plus service tax as applicable and reimbursement of out of pocket expenses incurred by him in connection with the aforesaid audit”

By Order of the Board
For **IL&FS Transportation Networks Limited**

Krishna Ghag
Vice President &
Company Secretary

Mumbai, May 13, 2016

Registered Office:
The IL&FS Financial Centre,
C-22, G-Block, Bandra – Kurla Complex,
Bandra (East), Mumbai 400051

CIN: L45203MH2000PLC129790

Notes

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, trusts, etc., must be supported by appropriate resolutions / authority, as applicable**

A person can act as a proxy on behalf of Members not exceeding Fifty (50) and holding in the aggregate not more than 10% of the total paid-up share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or member

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the business under Item No. 7 of the Notice is annexed hereto. The relevant details as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 for persons seeking Appointment/ Re-appointment as Directors under Item No. 4 and 5 of the Notice are also annexed
3. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing such representative(s) to attend and vote on their behalf at the Meeting
4. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the Members at the Company's Registered Office on all working days (except Saturdays, Sundays and Public holidays) between 2.00 pm to 5.00 pm prior to the date of this Annual General Meeting
5. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 2, 2016 to

Tuesday, August 9, 2016 (both days inclusive)

6. The Dividend as recommended by the Board of Directors on the Equity Shares of the Company, if approved by the Shareholders at the 16th Annual General Meeting shall be paid:
 - (i) to those Members, holding shares in physical form, whose names appear on the Register of Members at the close of business hours on Tuesday, August 9, 2016 after giving effect to all the valid transfers received in physical form lodged on or before Monday, August 1, 2016 with the Company and/ or its Registrar & Transfer Agents; and
 - (ii) to those Members, holding shares in electronic form, whose names appear as Beneficial Owners as on the closing hours of business on Monday, August 1, 2016 as per the details furnished by the Depositories for this purpose
7. Members are requested to immediately intimate changes, if any, in their registered addresses along with pin code number to the Company or the Registrar & Share Transfer Agents. Members holding shares in dematerialised mode are requested to intimate the same to their respective depository participants
8. In order to avail the facility of Electronic Clearing Service (ECS), Members holding shares in physical form are requested to provide bank account details to the Company or the Registrar & Share Transfer Agents. Members holding shares in dematerialised mode are requested to instruct their respective Depository Participants their details of bank account in which they wish to receive the dividends. The Company/Registrars & Share Transfer Agents will not act on any request received from the Members holding shares in dematerialised form for carrying out any change/deletion of such bank account details
9. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate risks associated with physical shares
10. The Company is obliged to print bank details on the Dividend warrants as furnished by National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL")

hereinafter referred to as (“the Depositories”) to the Company and the Company cannot entertain any request for deletion/change of Bank details already printed on the Dividend warrant(s) based on the information received from the concerned Depositories without confirmation from them. In this regard, Members are advised to contact their Depository Participant (DP) and furnish them the particulars of any change desired

11. In terms of the provisions of Section 205C of the Companies Act, 1956 (which are still applicable as the relevant sections under the Companies Act, 2013 are yet to be notified) dividend amount remaining unpaid/unclaimed for a period of 7 years would be transferred to the “Investor Education and Protection Fund (IEPF)”, constituted by the Central Government. Members who have not yet encashed their dividend warrant(s) for the financial year 2009-10 onwards are requested to make their claims without any delay to the Company

Pursuant to the provisions of the IEPF (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules 2012, the details of unpaid / unclaimed dividend amounts lying with the Company as on August 26, 2015 (date of last AGM) have been displayed on the website of the Company (www.itnlindia.com) and are also available on the website of the Ministry of Corporate Affairs

12. The Notice of the AGM along with the Annual Report is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member had requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode
13. Members intending to require information or clarifications about the Financial Accounts, to be explained at the Meeting are requested to inform the Company atleast a week in advance to enable the Company to compile the information and provide replies at the Meeting
14. Members are requested to bring their copy of the Annual Report to the Meeting
15. Process and manner for Voting through electronic means is given below:

- i. Pursuant to the provisions of Section 108 of the Companies Act, 2013 (“the Act”) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is providing the facility of ‘Remote E-voting’ (voting from a place other than at the venue of the AGM) to exercise their right to vote at the 16th Annual General Meeting of the Company. The business may be transacted through remote e-voting services rendered by Central Depository Services (India) Limited (CDSL) on all resolutions set forth in this Notice. The members attending the Meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting
- ii. Mrs. Jayshree S. Joshi (FCS: 1451; CP No.: 487), Proprietress of Jayshree Dagli & Associates, Company Secretaries, Mumbai has been appointed as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner
- iii. The remote e-voting period commences on Saturday, August 6, 2016 (9.00 am IST) and ends on Monday, August 8, 2016 (5.00 pm IST). During this period, Members holding shares in physical or dematerialized form, as on the cut-off date i.e. Tuesday, August 2, 2016, may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently
- iv. The voting rights of Members shall be in proportion to their share in the paid up share capital of the Company as on the cut-off date i.e. Tuesday, August 2, 2016
- v. A Member can opt for only one mode of voting i.e. either through remote e-voting or by ballot. If a Member casts votes by both modes, then the voting done through e-voting shall prevail and ballot shall be treated as invalid
- vi. The procedure and instructions for remote e-voting areas follows:
 - a. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com

- b. Now click on "Shareholders" to cast your votes.
- c. Now, fill up the following details in the appropriate boxes:

User - ID will be	a. For members holding shares through CDSL: 16 digits beneficiary ID
	b. For members holding shares through NSDL: 8 Character DP ID followed by 8 Digits Client ID
	c. Members holding shares in Physical Form : Enter Folio Number registered with the Company

- d. Next, enter the Image Verification as displayed and Click on Login
- e. If you are a first time user (Both - Members holding shares in demat and physical form), follow the steps given below:

If wish to use PAN

- i. Enter your 10 digit alpha-numeric PAN issued by Income Tax Department
- ii. Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field

If wish to use Dividend Bank Details or Date of Birth (DoB)

- i. Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
- ii. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (vi) (c) above
- f. After entering the above details appropriately, click on "SUBMIT"
- g. Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password

field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided, that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential

- h. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- i. Now, select the Electronic Voting Sequence Number ("EVSN") for "IL&FS Transportation Networks Limited" from the drop down menu and click on "SUBMIT"
- j. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution
- k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details
- l. After selecting the resolution, if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote
- m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote
- n. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page
- o. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on 'Forgot Password' & enter the details as prompted by the system

- p. **Shareholders can also cast their vote using CDSL's Mobile App "M-Voting" available for android based mobiles. The "M-Voting App" can be downloaded from Google Play Store, Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile**
- q. **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same
- r. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which voting is to be held, allow voting, with the assistance of the Scrutinizer, by use of Poll for all those Members who are present at the AGM, but have not cast their votes by availing the remote e-voting facility
- s. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall not later than three days of conclusion of the meeting, issue a consolidated Scrutinizers Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him who shall countersign the same and shall declare the Result of the voting forthwith
- t. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- u. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.itnlindia.com and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 and Rule 15(3) of Companies (Meetings of Board and Its Powers) Rules, 2014

Item no. 7

The Board of Directors on the recommendation of the Audit Committee, had approved the appointment of Mr. Dattatray Chivilkar, Cost Accountant, to conduct the audit of the cost records of the Company for FY 2016-17

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor for FY 2016-17 is required to be approved by the Members of the Company. Accordingly, the Members are requested to approve the remuneration payable to the Cost Auditor for the financial year ending March 31, 2017, as set out in the Resolution No 7 of the Notice

None of the Directors, Promoters or Key Managerial Personnel of the Company or their relatives is concerned

or interested, financially or otherwise in the said Resolution

The Board of Directors recommend the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members

By Order of the Board
For **IL&FS Transportation Networks Limited**

Krishna Ghag
Vice President &
Company Secretary

Mumbai, May 13, 2016

Registered Office:
The IL&FS Financial Centre,
C-22, G-Block, Bandra – Kurla Complex,
Bandra (East), Mumbai 400051

CIN: L45203MH2000PLC129790

Details of Directors seeking Appointment / Re-Appointment as required under Regulation 36 of SEBI (Listing Obligations And Disclosure Requirements) Regulations 2015

Particulars	Mr. Hari Sankaran	Mr. Arun K Saha
Date of Birth	February 19, 1961	March 27, 1953
Date of Appointment	November 29, 2000	January 6, 2001
Qualifications	B.A.-Economics M.Sc – Economics from London School of Economics	Master's degree in Commerce Associate Member of the Institute of Chartered Accountants of India and Associate Member of the Institute of Companies Secretaries of India
Expertise in specific functional areas	Eminent Profession with rich and varied experience in Infrastructure & financial services segment	Has considerable experience in the areas of financial services, infrastructure and asset management
Relationships between directors inter se	-	-
Directorships in other Listed Companies*	-	Noida Toll Bridge Company Limited
Membership of Committees in other Listed Companies (includes only Audit & Stakeholders' Relationship Committee)	-	Member of Audit Committee - Noida Toll Bridge Company Limited
No. of Shares held in the Company	637,916	401,801

* Excludes Directorships in Private Limited Companies, Foreign Companies and Government bodies

IL&FS Transportation Networks Limited

Regd.Office: The IL&FS Financial Centre, C-22, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai 400051
 Tel. No.: +91 22 2653 3333, Facsimile: +91 22 2652 3979,
 Email: itnlinvestor@ilfsindia.com, website: www.itnlindia.com
 CIN: L45203MH2000PLC129790

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id*		Folio No.	
Client Id*		No. of Shares	

NAME AND ADDRESS OF THE MEMBER

I hereby record my presence at the **ANNUAL GENERAL MEETING** of IL&FS Transportation Networks Limited held on August 9, 2016 at 3.00 p.m. at Y. B. Chavan Auditorium, Gen. J. Bhosale Marg, Next to Sachivalaya Gym., Opp. Mantralaya, Mumbai 400 021

* Applicable for investors holding shares in electronic form

Signature of Member / Proxy

IL&FS Transportation Networks Limited

Regd.Office: The IL&FS Financial Centre, C-22, G-Block, Bandra – Kurla Complex, Bandra (East), Mumbai 400051
 Tel. No.: +91 22 2653 3333, Facsimile: +91 22 2652 3979,
 Email: itnlinvestor@ilfsindia.com, website: www.itnlindia.com
 CIN: L45203MH2000PLC129790

PROXY FORM

Name of the member(s):		e-mail Id:	
Registered address:		Folio No/ *Client Id /*DP Id:	

I/We, being the member(s) of _____ shares of IL&FS Transportation Networks Limited, hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Annual General Meeting** of the Company, to be held on August 9, 2016 at 3.00 p.m. at Y. B. Chavan Auditorium, Gen. J. Bhosale Marg, Next to Sachivalaya Gym., Opp. Mantralaya, Mumbai 400 021 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. Consider and adopt the (a) Audited Financial Statement, Reports of the Board of Directors and Auditors and (b) Consolidated Financial Statement		
2. Confirm the Payment of Interim Dividend as Final Dividend on Preference Shares		
3. Declaration of Dividend on Equity Shares		
4. Re-appointment of Mr. Hari Sankaran (DIN 00002386) who retires by rotation		
5. Re-appointment of Mr. Arun Saha (DIN 00002377) who retires by rotation		
6. Ratify the appointment of Deloitte Haskins & Sells LLP, as Statutory Auditors for FY 2016-17 and to fix their remuneration		
7. Approval of Cost Auditor's Remuneration for FY 2016-17		

Signed this..... day of.....2016

Signature of Member

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

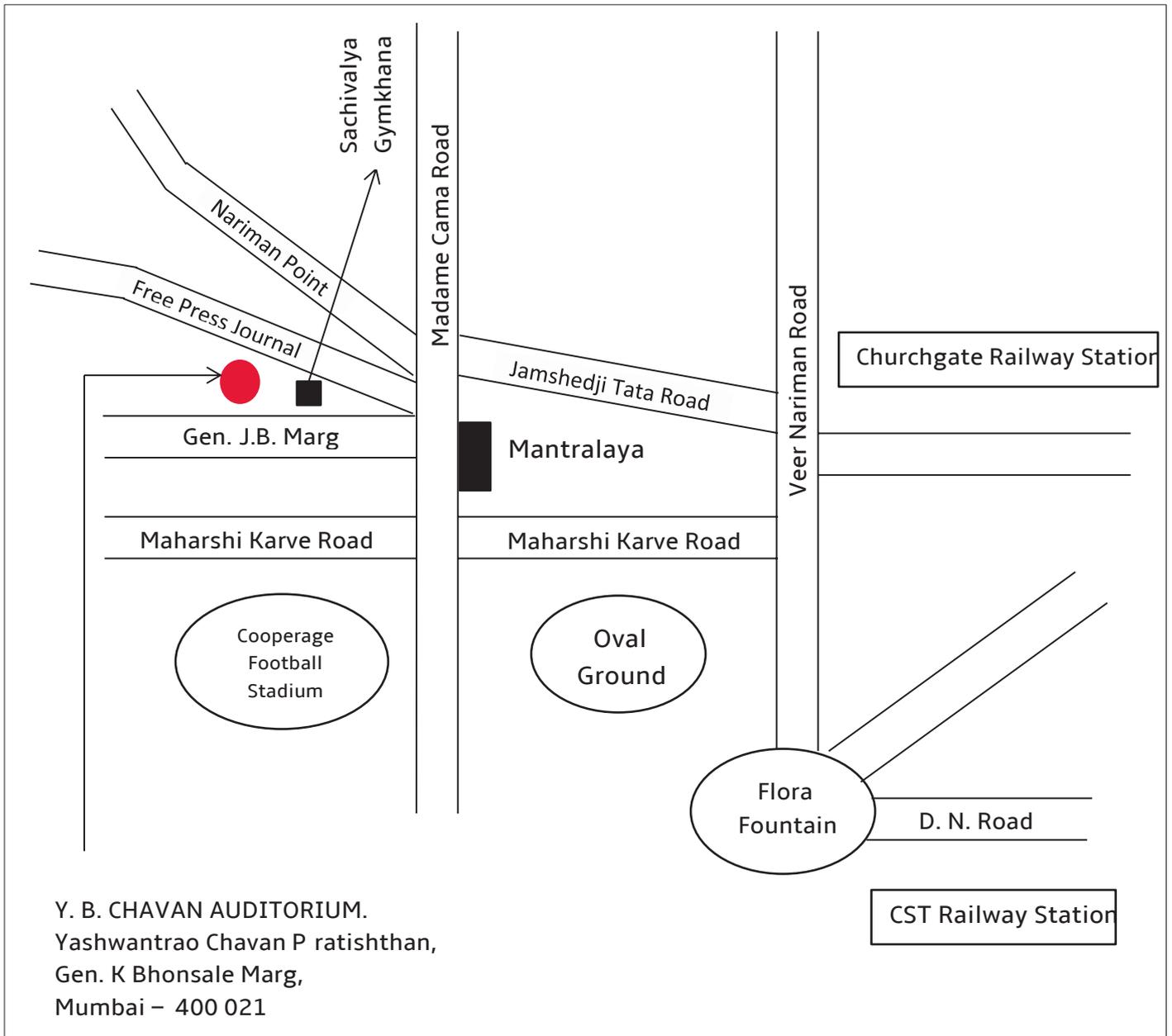
Affix a
15 paise
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* Applicable for members holding shares in electronic form

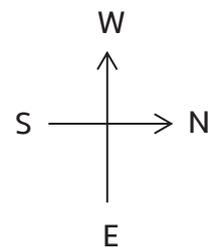
Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting**
- (2) A Proxy need not be a member of the Company**
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member
- ** (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes
- (6) In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated

Route map



Not to scale





➤ Karyavattom Sports Stadium

 | Transportation

IL&FS Transportation Networks Limited

The IL&FS Financial Centre
Plot C-22, G-Block, Bandra Kurla Complex,
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Tel: +91 22 2653 3333, Fax: +91 22 2652 3979

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www.itnlindia.com