

May 15, 2015

General Manager

Listing Department
BSE Limited,
P.J. Tower, Dalal Street,
Mumbai 400 001
Fax Nos: 022- 22722037/39/41/61
022-22723121/3719/1278/1557/3354
/3577

Vice President

Listing Department
National Stock Exchange of India Limited
'Exchange Plaza', Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Fax Nos. 022-26598237/38,
022-26598347/48

Scrip Code No: 533177

Scrip Code No: IL&FSTRANS EQ

Dear Sirs,

Re: Standalone & Consolidated Financial Results for the quarter and year ended March 31, 2015


Dear Sirs,

We are enclosing the text of the Standalone & Consolidated Financial Results of the Company for the quarter and year ended March 31, 2015, alongwith the Report issued by Deloitte Haskins & Sells LLP, Statutory Auditors, in terms of Clause 41 of the Listing Agreement, which was approved by the Board of Directors at their meeting held today for your information and records

Thank you

Yours faithfully,

For IL&FS Transportation Networks Limited


Krishna Ghag
Vice President &
Company Secretary

Encl: As above

INDEPENDENT AUDITOR'S REPORT TO THE BOARD OF DIRECTORS OF IL&FS TRANSPORTATION NETWORKS LIMITED

1. We have audited the accompanying Statement of Standalone Financial Results and the related Notes thereon, of **IL&FS TRANSPORTATION NETWORKS LIMITED** ("the Company") for the year ended March 31, 2015, ("the Statement"), being submitted by the Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 6 below. This Statement has been prepared on the basis of the related annual standalone financial statements, which are the responsibility of the Company's Management and have been approved by the Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related annual standalone financial statements, which have been prepared in accordance with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India.
2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. Attention is invited to Note 12 of the Statement regarding figures for the quarter ended March 31, 2015 being balancing figures between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year.
4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - (i) is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges; and

Agul

**Deloitte
Haskins & Sells LLP**

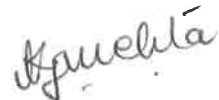
(ii) gives a true and fair view in conformity with the accounting principles generally accepted in India of the net profit and other financial information of the Company for the year ended March 31, 2015.

5. Attention is invited to Note 11 regarding an amount of Rs.23,527 lakhs included in the Income from Operations for the year ended March 31, 2015 on account of compensation claimed by ITNL from two Special Purpose Vehicles ("SPVs") for the incremental work and related claims arising from delays due to handing over of the land for project execution and the Company has been legally advised that such claims are contractually admissible under the Service Concession Agreements entered into with Concession Granting Authorities.

Our opinion is not modified in this regard.

6. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged / encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding, in terms of Clause 35 of the Listing Agreements with the Stock Exchanges from the details furnished by the Management and the particulars relating to the investor complaints from the details furnished by the Registrars, both disclosed in Part II - Select Information for the quarter and year ended March 31, 2015 of the Statement.

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



Kalpesh J. Mehta
Partner
(Membership No.48971)

MUMBAI, May 15, 2015
KJM/NDU

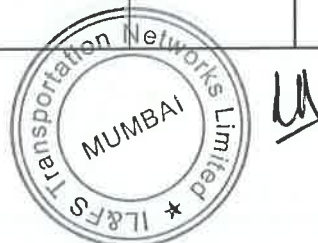
IL&FS TRANSPORTATION NETWORKS LIMITED

Registered Office : The IL&FS Financial Centre, Plot C-22, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
 Telephone : +91 22 2653 3333 Fax : +91 22 2652 3979 Website : www.itlindia.com CIN : L45203MH2000PLC129790

Part I : Statement of Standalone Results for the quarter and year ended March 31, 2015

(₹ in Lakhs)

Particulars	Quarter ended			Year Ended	
	March 31, 2015 (Audited) (Refer Note 12)	December 31, 2014 (Unaudited) (Refer Note 12)	March 31, 2014 (Audited) (Refer Note 12)	March 31, 2015 (Audited)	March 31, 2014 (Audited)
1 Income from operations					
(a) Income from operations	75,018	100,130	97,817	324,032	340,458
(b) Other operating income (Refer Note 6)	5,390	-	-	28,261	-
Total income from operations	80,408	100,130	97,817	352,293	340,458
2 Expenses					
(a) Construction Contract Cost	57,913	78,827	83,419	233,557	241,574
(b) Employee benefit expense	1,449	1,305	883	6,702	6,178
(c) Depreciation and amortisation expense	387	325	237	988	1,093
(d) Other expenses	13,050	8,354	8,035	34,711	34,095
Total expenses	72,799	88,811	92,574	275,958	282,940
3 Profit from operations before other income, finance costs and exceptional items (1-2)	7,609	11,319	5,243	76,335	57,518
4 Other income	11,237	10,371	11,973	35,889	26,738
5 Profit from ordinary activities before finance costs and exceptional items (3 + 4)	18,846	21,690	17,216	112,224	84,256
6 Finance costs	21,805	18,995	13,885	73,812	51,965
7 (Loss) / Profit from ordinary activities after finance costs but before exceptional items (5 - 6)	(2,959)	2,695	3,331	38,412	32,291
8 Exceptional items	-	-	-	-	-
9 (Loss) / Profit from ordinary activities before tax (7 - 8)	(2,959)	2,695	3,331	38,412	32,291
10 Tax expense (net)	(2,624)	526	(1,763)	6,546	5,688
11 Net (Loss) / Profit from ordinary activities after tax (9 - 10)	(335)	2,169	5,094	31,866	26,603
12 Extraordinary Items (net of tax expense ₹ Nil)	-	-	-	-	-
13 Net (Loss) / Profit for the period/year (11 - 12)	(335)	2,169	5,094	31,866	26,603
14.i Paid-up equity share capital (face value - ₹ 10 per share)	24,672	24,672	19,427	24,672	19,427
14.ii Paid-up Debt Capital (face value - ₹ 1,000,000 per unit)	213,000	153,728	109,554	213,000	109,554
15.i Reserves excluding Revaluation Reserves				295,637	241,144
15.ii Debenture Redemption Reserve				19,372	9,477
15.iii Capital Redemption Reserve				-	-
15.iv Net worth (Refer Note 10 below)				357,954	298,216
16.i Earnings per share (before extraordinary items) (of ₹ 10/- each): (Refer Note 3)					
(a) Basic	*(1.17)	*(0.06)	*1.33	9.21	11.02
(b) Diluted	*(1.17)	*(0.06)	*1.33	9.21	11.02
16.ii Earnings per share (after extraordinary items) (of ₹ 10/- each): (Refer Note 3)					
(a) Basic	*(1.17)	*(0.06)	*1.33	9.21	11.02
(b) Diluted	*(1.17)	*(0.06)	*1.33	9.21	11.02
* Not Annualised					
17 Ratios (Refer Note 7 below)					
(a) Debt Equity ratio (number of times)	Not Applicable	Not Applicable	Not Applicable	2.32	1.77
(b) Debt Service Coverage ratio (DSCR) (number of times)	Not Applicable	Not Applicable	Not Applicable	0.21	0.23
(c) Interest Service Coverage ratio (ISCR) (number of times)	Not Applicable	Not Applicable	Not Applicable	1.52	1.62
See accompanying Notes 1 to 15 to the financial results					



Part II : Select Information for the quarter and year ended March 31, 2015

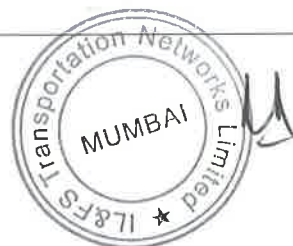
	Particulars	Quarter ended			Year ended	
		March 31, 2015	December 31, 2014	March 31, 2014	March 31, 2015	March 31, 2014
A	PARTICULARS OF SHAREHOLDING					
1	Public shareholding					
	- Number of shares	72,070,244	72,070,244	53,504,729	72,070,244	53,504,729
	- Percentage of shareholding	29.21%	29.21%	27.54%	29.21%	27.54%
2	Promoters and Promoter Group Shareholding					
	a) Pledged / Encumbered					
	- Number of shares	171,450,000	171,450,000	135,000,000	171,450,000	135,000,000
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	98.17%	98.17%	95.91%	98.17%	95.91%
	- Percentage of shares (as a % of the total share capital of the company)	69.49%	69.49%	69.49%	69.49%	69.49%
	b) Non - encumbered					
	- Number of shares	3,199,776	3,199,776	5,763,003	3,199,776	5,763,003
	- Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group)	1.83%	1.83%	4.09%	1.83%	4.09%
	- Percentage of shares (as a % of the total share capital of the company)	1.30%	1.30%	2.97%	1.30%	2.97%

Particulars		Quarter ended March 31, 2015
B	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	Nil
	Received during the quarter	6
	Disposed off during the quarter	6
	Remaining unresolved at the end of the quarter	Nil

NOTES

1 Standalone Statement of Assets and Liabilities:

Particulars		(₹ in Lakhs)	
		As at March 31, 2015 (Audited)	As at March 31, 2014 (Audited)
A	EQUITY AND LIABILITIES		
1	Shareholders' funds		
	(a) Share capital	62,317	57,072
	(b) Reserves and surplus	295,637	241,144
	Sub-total - Shareholders' funds	357,954	298,216
2	Non-current liabilities		
	(a) Long-term borrowings	411,542	269,078
	(b) Deferred tax liabilities (net)	3,540	2,076
	(c) Other long-term liabilities	52,182	40,323
	(d) Long-term provisions	942	391
	Sub-total - Non-current liabilities	468,206	311,868
3	Current liabilities		
	(a) Current maturities of long-term debt	137,249	110,675
	(b) Short-term borrowings	195,117	82,652
	(c) Trade payables	74,615	102,950
	(d) Other current liabilities	59,070	49,436
	(e) Short-term provisions	23,777	16,903
	Sub-total - Current liabilities	489,828	362,616
	TOTAL - EQUITY AND LIABILITIES	1,315,988	972,700
B	ASSETS		
1	Non-current assets		
	(a) Fixed assets (net)	13,877	3,115
	(b) Non-current investments (net)	479,008	399,917
	(c) Long-term loans and advances	212,193	132,358
	(d) Other non-current assets	45,665	36,170
	Sub-total - Non-current assets	750,743	571,560
2	Current assets		
	(a) Trade receivables (net)	273,946	249,532
	(b) Cash and cash equivalents	2,032	1,114
	(c) Short-term loans and advances	233,037	120,604
	(d) Other current assets	56,230	29,890
	Sub-total - Current assets	565,245	401,140
	TOTAL - ASSETS	1,315,988	972,700



- 2 The above results have been reviewed by the Audit Committee at its meeting held on May 14, 2015 and thereafter approved by the Board of Directors at its meeting held on May 15, 2015 and the results for the year ended March 31, 2015 have been subjected to an audit by the statutory auditors of the Company.
- 3 During the year ended March 31, 2015, the Company issued 52,452,288 equity shares on rights basis in the ratio of 27:100 on May 22, 2014. The Earnings per share has been accordingly restated to give effect of the Rights Issue for the quarter ended March 31, 2014 and year ended March 31, 2014.
- 4 Consequent to the enactment of the Companies Act, 2013 and its applicability for accounting periods commencing on or after April 1, 2014, the Company reviewed its method of providing for depreciation on its tangible fixed assets and also reassessed the useful lives of such assets. On and from April 1, 2014, the Company has changed its method of providing for depreciation from the Written Down Value Method to the Straight Line Method to depreciate all classes of tangible fixed assets. The Management believes that the revised useful lives of the assets reflect the lives over which these assets are expected to be used.
As a result of the change, the charge on account of Depreciation for the quarter ended March 31, 2015, is higher by ₹ 77 lakhs and for year ended March 31, 2015, is lower by ₹ 97 lakhs compared to the method used and useful lives estimated in earlier periods.
- 5 During the Quarter ended March 31, 2015, the Company incorporated and invested USD 1 each in ITNL Offshore Two Pte. Ltd., Singapore, and ITNL Offshore Three Pte. Ltd., Singapore, wholly owned subsidiaries of the Company. There is no material impact on the financial results of the Company as a consequence of the above.
- 6 Other operating income for the year ended March 31, 2015 represents gain on sale (dilution of interest in Service Concession SPV) of 41.80% shareholding in one of the subsidiary companies. The Company now holds 41.81% of the shareholding in Subsidiary as at March 31, 2015. The Company has diluted its control over the Board of Subsidiary from August 8, 2014, and consequently Subsidiary has been considered as an associate of the Company.

Other operating income for the quarter and year ended March 31, 2015 represents gain on sale of 26,200,000 shares (representing 5% shareholding) in one of the subsidiary companies. Sales consideration of the same is receivable as at March 31, 2015.

- 7 Formulae used for the computation of the Ratios:
a) Debt/Equity Ratio = Debt / (Equity Share Capital + Reserves & Surplus)
b) Debt Service Coverage Ratio (DSCR) = Earnings before Finance costs and Tax/ (Finance costs + Principal Repayment during the year)
c) Interest Service Coverage Ratio (ISCR) = Earnings before Finance costs and Tax/ Finance costs
d) Debt = Aggregate of Long-term borrowings, Current maturities of Long-term borrowings and Short-term borrowings
- 8 During the quarter ended March 31, 2015, the Company has issued Rated, Unsecured Redeemable, Non-Convertible Debentures ("NCDs") of the face value of ₹ 10,00,000 per unit per NCD on a private placement basis and which have been subsequently listed as detailed below:

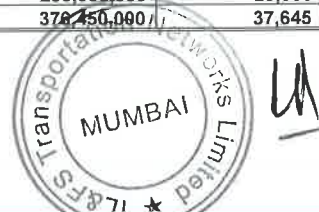
Particulars	Number of NCDs	Allotment Date	Amount (₹ in Lakhs)
ITNL 11.80% 2024	2,500	January 22, 2015	25,000
ITNL 11.80% 2024	2,500	February 4, 2015	25,000
ITNL 11.70% 2018	1,500	February 12, 2015	15,000
			65,000

The details of utilisation of the proceeds of the above NCDs is as under :

Particulars	(₹ in Lakhs)
Amount received from the issues	65,000
Utilisation :	
For repayment of loans	63,032
For working capital payments	868
Loans to subsidiaries	1,100
Total utilisation	65,000
Balance amount unutilised as on March 31, 2015	-

- 9 Additional disclosure as per Clause 2 of Part A of the Listing agreement for Non-convertible Redeemable Preference Shares :

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	₹ in Lakhs	Number of Shares	₹ in Lakhs
Listed :				
10.40% Rated Listed Fully Paid-Up Cumulative Non-Convertible Compulsorily Redeemable Preference Shares of ₹ 10/- each ("CNCRPS") ("10.40% ITNL CNCRPS 2017")	107,250,000	10,725	107,250,000	10,725
10.50% Rated Listed Fully Paid-Up Cumulative Non-Convertible Compulsorily Redeemable Preference Shares of ₹ 10/- each ("10.50% ITNL CNCRPS 2018")	19,200,000	1,920	19,200,000	1,920
Sub-total	126,450,000	12,645	126,450,000	12,645
Unlisted :				
20.50% Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid ("20.50% CRPS")	200,000,000	20,000	200,000,000	20,000
11% Rated Unlisted Fully Paid-Up Cumulative Non-Convertible Compulsorily Redeemable Preference Shares of ₹ 10/- each ("11% ITNL CNCRPS 2021")	50,000,000	5,000	50,000,000	5,000
Sub-total	250,000,000	25,000	250,000,000	25,000
Total	376,450,000	37,645	376,450,000	37,645



- 10 Net worth as per Listing agreement for Non-convertible Redeemable Preference Shares with BSE Ltd.:
"Net worth" means the aggregate of the paid up equity share capital, paid up preference share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance in the Statement of Profit and Loss.
- 11 Income from Operations for the year ended March 31, 2015 includes an amount of ₹ 23,527 lakhs on account of aggregate compensation claimed by the Company from two Special Purpose Vehicles ("SPVs") and by the two SPVs on the Concession Granting Authority ("CGA") for the incremental work and related claims arising from delays due to handing over of the land by CGA for project execution. The compensation is based on the provisions in the Service Concession Agreements and is supported by the Extension of Time granted by the Independent Engineers. The SPVs have been legally advised that they are contractually entitled to such claims under the Service Concession Agreements. Costs in connection with the foregoing have been considered in recognising the above income.
- 12 The figures for the quarters ended March 31, 2015 and March 31, 2014 are balancing figures arrived at as the difference between the audited figures of the respective full financial years and the published unaudited figures for nine months ended December 31, 2014 and 2013, respectively, which were subjected to a limited review.
The figures for the quarter ended December 31, 2014 are balancing figures arrived at as the difference between the unaudited figures for the nine months ended December 31, 2014 and the published audited figures for half year ended September 30, 2014.
- 13 The Company has only a single reportable primary (business) segment viz. Surface Transportation Business.
- 14 The Board of Directors have recommended dividend of ₹ 4.00 per equity share of ₹ 10 each (40%) for the year ended March 31, 2015 on the existing 246,720,020 fully paid-up equity shares of the Company.
- 15 The figures for the year ended March 31, 2014, quarter ended December 31, 2014 and quarter ended March 31, 2014 have been regrouped and / or rearranged wherever necessary to conform to the classification adopted in the current quarter and the year ended March 31, 2015.



On behalf of the Board


K Ramchand
Managing Director

Place: Mumbai
Date: May 15, 2015

**INDEPENDENT AUDITOR'S REPORT
TO THE BOARD OF DIRECTORS OF
IL&FS TRANSPORTATION NETWORKS LIMITED**

1. We have audited the accompanying Statement of Consolidated Financial Results of **IL&FS TRANSPORTATION NETWORKS LIMITED** ("the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") its associates and jointly controlled entities / operation for the year ended March 31, 2015 ("the Statement"), being submitted by the Holding Company pursuant to the requirement of Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 8 below. This Statement has been prepared on the basis of the related annual consolidated financial statements, which are the responsibility of the Holding Company's Management and have been approved by the Board of Directors. Our responsibility is to express an opinion on the Statement, based on our audit of the related annual consolidated financial statements, which have been prepared in accordance with the Accounting Standards notified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and other accounting principles generally accepted in India.
2. We conducted our audit of the Statement in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the Statement is free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and the disclosures in the Statement. An audit also includes assessing the accounting principles used and the significant estimates made by the Management, as well as evaluating the overall Statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. Attention is invited to Note 16 of the Statement regarding the figures for the quarter ended March 31, 2015 being balancing figures between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year.
4. We did not audit the financial statements of:
 - a. Forty six subsidiaries whose financial statements reflect total assets of Rs.1,998,735 lakhs as at March 31, 2015, total revenues of Rs.255,696 lakhs for the year ended March 31, 2015 and total profit after tax (net) of Rs.17,776 lakhs for the year ended on that date, as considered in the consolidated financial results.

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- b. Seven jointly controlled entities which reflect total assets of Rs.351,528 lakhs as at March 31, 2015, total revenues of Rs.40,820 lakhs for the year ended March 31, 2015 and total profit after tax (net) of Rs.11,009 lakhs for the year ended on that date, as considered in the consolidated financial results.
- c. Ten associates in which the Group's share of profit (net) of Rs.259 lakhs for the year ended on March 31, 2015, as considered in the consolidated financial results.

The financial statements of these sixty three entities have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors read with paragraph 7 (i), (ii), (iii), (v) and (vi) below.

Our opinion is not modified in respect of the above.

- 5. The consolidated financial results includes the Group's share of profit after tax of Rs.164 lakhs for the year ended March 31, 2015, (carrying value of Rs.13,023 lakhs as at March 31, 2015), as considered in the consolidated financial results, in respect of one associate, based on the unaudited financial statements as at / for the nine months ended December 31, 2014 prepared by the Management, which was not subjected to audit / review. There is no financial information available with the Management thereafter. This financial statements / information have been certified by the Management of the entity and, our opinion on the Statement, in so far as it relates to the amounts included in respect of this associate, is based solely on such certified interim financial information. Any adjustment to the financial information could have consequential effects on the attached Statement. However, the size of the entity in the context of the Group is not material.

Our opinion is not modified in respect of this matter.

- 6. In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors referred to in paragraph 4 above and based on the financial information certified by the management referred to in paragraph 5 above, the Statement:

- (i) includes the results of the entities listed in the annexure:
- (ii) is presented in accordance with the requirements of Clause 41 of the Listing Agreements with the Stock Exchanges and
- (iii) gives a true and fair view in conformity with the accounting principles generally accepted in India of the net profit and other financial information of the Group for the year ended March 31, 2015.

- 7. We draw attention to:

- (i) the following elements as explained in Note 14 of the Statement in respect of Intangible Asset / Intangible asset under development under the Service Concession Arrangements determined on the basis of:

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A. Technical evaluations made by experts with respect to:

- a. the amortisation charge of Rs.12,204 lakhs for the current financial year in respect of the intangible assets under Service Concession Arrangements (SCA) based on the estimated units of usage and estimated toll rates over each concession period.
- b. estimate of Rs.1,819 lakhs provision for overlay expenditure for the year ended March 31, 2015 and the contractual liability as at March 31, 2015 of Rs.5,052 lakhs and the timing of the same.

B. Internal evaluation by the Management with respect to the margin (construction revenue less construction costs) included in the fair value estimate of the construction services (as required by the Draft Guidance note on Service Concession Arrangements) as part of the intangible asset covered under each Service Concession Arrangements. The cumulative margin included in Intangible asset and Intangible asset under development aggregates Rs.133,988 lakhs of which Rs.32,327 lakhs is recognised for the year ended March 31, 2015.

(ii) the following elements as explained in Note 14 of the Statement in respect of Receivables against Service Concession Arrangements determined on the basis of:

A. Technical evaluations made by experts with respect to:

future operating and maintenance costs of Rs.132,142 lakhs and the provision for and timing of overlay / renewal costs of Rs.123,778 lakhs considered in determining the effective interest rate for revenue recognition on financial assets.

B. Internal Management evaluation of the:

- a. cumulative margin to arrive at the fair value estimate of the construction services (margin earned being difference between the construction revenue and construction costs) aggregates Rs.66,382 lakhs of which Rs.5,344 lakhs is recognised for the year ended March 31, 2015 for financial asset covered under each Service Concession Arrangements.
- b. current year revenue of Rs.74,599 lakhs being the financial income on the basis of the effective interest rate applied on the fair value of the construction services, future operating and maintenance costs and provision for overlay and renewal costs, considering the contractual provisions of each Service Concession Arrangement and the contracted annuities receivable over the Concession period

(iii) We draw attention to Note 9 of the Statement, wherein it has been stated that during the year ended March 31, 2015, an associate Company (subsidiary upto August 7, 2014) 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. The financial statements of the associate reflect, the contribution by Government of Gujarat ("GOG") amounting to Rs.3,000 lakhs as Advance towards Capital / Debt, liabilities towards Non-convertible Debentures ("NCDs") aggregating Rs.1,600 lakhs and Deep Discount Bonds ("DDBs") aggregating to Rs.18,302 lakhs.

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Deloitte Haskins & Sells LLP

Consequent to the Company's exit from the CDR, the below mentioned items are under discussion and decisions are pending:

- a. with respect to the Advances towards Capital / Debt, approval from Government of Gujarat ("GOG") to continue the classification of the advances given by GOG of Rs.3,000 lakhs as Advance towards Capital / Debt until the repayment of DDBs and NCDs till July 2018; and
- b. with respect to the acceptance of the revised terms of the NCDs & DDBs as explained below.

In the view of the Management of the associate company, the amounts payable, if any, for the aforesaid item (a) is currently unascertainable and accordingly, no liability/charge has been created in its financial statements. With respect to item (b) above, the revised terms of the NCDs / DDBs are subject to approval from the trustees for DDBs, DDB holders and NCD holders, however the Group has accounted interest cost / premium on the basis of the revised terms as approved in the Board meeting dated April 23, 2015 of the said Associate, thereby the additional interest / premium cost accounted by the associate on account of the above matter aggregates Rs.1,455 lakhs which has been debited to the Statement of Profit and Loss of the associate. The Group has recognised its share of profit of associate after considering the above additional cost.

- (iv) We also draw attention to Note 10 of the Statement, regarding an amount of Rs.26,093 lakhs included as Income from Operations for the year ended March 31, 2015 on account of aggregate compensation claimed by the Company from two Special Purpose Vehicles ("SPVs") and by the two SPV's on the Concession Granting Authorities ("CGA"), for the incremental work and related claims arising from delays due to handing over of the land for project execution. The compensation is based on the provisions in the Service Concession Agreements and is supported by the Extension of Time granted by the Independent Engineers. The SPV's have been legally advised that they are contractually entitled to such claims under the Service Concession Agreements.
- (v) One of the subsidiary company auditors has expressed an emphasis of matter in respect of the matter explained in Note 11 of the Statement, drawing attention to the impact on account of additional works / revised project specifications, which have been determined based on the Management estimates and / or technical evaluation by independent experts.
- (vi) One of the associate company auditors has expressed an emphasis of matter in respect of the matter explained in Note 12 of the Statement, drawing attention that the appropriateness of the going concern assumption being dependent upon the Annuity and Claim receivable from Kerala Road Fund Board due to delay in the project. According to the Management there is no additional financial impact on the consolidated financial statement owing to the above matter.

Our opinion is not modified in respect of the above mentioned matters from 7(i) to (vi).



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8. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged / encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements with the Stock Exchanges from the details furnished by the Management and the particulars relating to investor complaints from the details furnished by the Registrar, both disclosed in Part II - Select Information for the quarter and year ended March 31, 2015 of the Statement.

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



Kalpesh J. Mehta
Partner
(Membership No. 48791)

MUMBAI, May 15, 2015
KJM/NDU

ANNEXURE TO INDEPENDENT AUDITORS' REPORT
(Referred to in paragraph 6 (i) to our Auditors' Report)
Re: IL&FS Transportation Networks Limited

Sr. No.	Name of the Entities
	Subsidiaries:
1	Scheme of ITNL Road Investment Trust
2	East Hyderabad Expressway Limited
3	ITNL Road Infrastructure Development Company Limited
4	IL&FS Rail Limited
5	Elsamex S.A. (including Jointly Controlled Operations)
6	ITNL International Pte. Ltd.
7	Vansh Nimay Infraprojects Limited
8	West Gujarat Expressway Limited
9	Hazaribagh Ranchi Expressway Limited
10	Pune Sholapur Road Development Company Limited
11	Moradabad Bareilly Expressway Limited
12	Jharkhand Road Projects Implementation Company Limited
13	Chenani Nashri Tunnelway Limited
14	MP Border Checkpost Development Company Limited
15	Badarpur Tollway Operations Management Limited
16	Futureage Infrastructure India Limited
17	Charminar RoboPark Limited
18	ITNL Offshore Pte. Ltd.
19	Karyavattom Sports Facility Limited
20	Kiratpur Ner Chowk Expressway Limited
21	Baleshwar Kharagpur Expressway Limited
22	Sikar Bikaner Highway Limited
23	Khed Sinnar Expressway Limited
24	Barwa Adda Expressway Limited
25	GIFT Parking Facilities Limited
26	North Karnataka Expressway Limited
27	Atenea Seguridad y Medio Ambiente S.A.
28	Senalizacion Viales e Imagen S.A.U.
29	Elsamex Internacional S.L.
30	Grusamar Ingenieria y Consulting, S.L.U.
31	Elsamex Portugal Engheneria e Sistemas de Gestao S.A.
32	Inteval Gestao Integral Rodoviaria, S.A.
33	Elsamex India Private Limited
34	Yala Construction Co Private Limited
35	Mantenimiento y Conservacion de Vialidades S.A. DE C.V.
36	ESM Mantenimiento Integral, SA DE CV
37	CISEM-INTEVIA, S.A.
38	Control 7, S.A.
39	Grusamar Albania SHPK
40	Rapid MetroRail Gurgaon Limited
41	Area De Servicio Coiros S.L.U.
42	Conservacion De Infraestructuras De Mexico S.A. DE C.V.
43	Alcantarilla Fotovoltaica, S.L.

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Sr. No.	Name of the Entities
44	Area De Servicio Punta Umbria, S.L.U.
45	ITNL International JLT
46	Beasolarta S.A.U.
47	Rapid MetroRail Gurgaon South Limited
48	ITNL Africa Projects Ltd.
49	Grusamer India Limited
50	Elsamex Construcao E Manutencao LTDA
51	Sharjah General Services Company LLC
52	I IPL USA LLC
53	Andhra Pradesh Expressway Limited
54	Elsamex Maintenance Services Limited
55	Elsamex LLC USA
56	Grusumar Engenharia Y Consultoria Brasil LTDA
57	Elsamex Brazil LTDA
58	ITNL Offshore Two Pte. Ltd.
59	ITNL Offshore Three Pte. Ltd.
	Jointly Controlled Entities:
1	Noida Toll Bridge Company Limited
2	N.A.M. Expressway Limited
3	Jorabat Shillong Expressway Limited
4	Chongqing Yuhe Expressway Co. Ltd.
5	Geotecnia Y Control De Qualitat, S.A.
6	Consortio De Obras Civiles S.R.L
7	Vias Y Construcciones S. R. L.
	Associates:
1	Gujarat Road and Infrastructure Company Limited
2	Thiruvananthapuram Road Development Company Limited
3	ITNL Toll Management Services Limited
4	Warora Chandrapur Ballarpur Toll Road Limited
5	CGI 8 S.A.
6	Elsamex Road Technology Company Limited
7	Sociedad Concesionaria Autovía A-4 Madrid S.A
8	Srinagar Sonamarg Tunnelway Limited
9	VCS-Enterprises Limited
10	Ramky Elsamex Ring Road Limited, Hyderabad
11	Zhejiang Elsamex Road Technology Co. Ltd.
12	Zhejiang Elsamex Road Construction Equipment Co. Ltd.

ASU

IL&FS TRANSPORTATION NETWORKS LIMITED ("the Company")

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

Telephone : +91 22 2653 3333 Fax : +91 22 2652 3979 Website : www.itnlindia.com CIN : L45203MH2000PLC129790

Part I : Statement of Consolidated Results for the Quarter and Year ended March 31, 2015

(₹ in Lakhs)

Particulars	Quarter ended			Year ended	
	March 31, 2015	December 31, 2014	March 31, 2014	March 31, 2015	March 31, 2014
	(Audited) (Refer Note 16)	(Unaudited) (Refer Note 16)	(Audited) (Refer Note 16)	(Audited)	(Audited)
1 Income from operations					
(a) Income from operations	143,023	195,176	182,929	630,359	658,699
(b) Other operating income (net) (Refer Note 8)	5,339	212	2	19,976	5
Total income from operations (net)	148,362	195,388	182,931	650,335	658,704
2 Expenses					
(a) Cost of materials consumed	11,907	5,200	11,826	22,960	21,922
(b) Purchases of stock-in-trade	257	582	238	936	681
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	69	126	39	262	124
(d) Employee benefit expense	11,751	11,031	10,101	45,913	41,415
(e) Depreciation and amortisation expense	1,179	4,952	5,388	15,212	15,102
(f) Construction Contract Cost	56,069	91,463	83,858	259,901	298,364
(g) Other expenses	25,140	34,044	38,612	106,272	107,230
Total expenses	106,372	147,398	150,062	451,456	484,838
3 Profit from operations before other income, finance costs and exceptional items (1-2)	41,990	47,990	32,869	198,879	173,866
4 Other income	8,883	8,104	12,217	32,488	21,544
5 Profit from ordinary activities before finance costs and exceptional items (3 + 4)	50,873	56,094	45,086	231,367	195,410
6 Finance costs (net)	46,133	42,534	36,766	183,312	147,096
7 Profit from ordinary activities after finance costs but before exceptional items (5 - 6)	4,740	13,560	8,320	48,055	48,314
8 Exceptional items	-	-	-	-	-
9 Profit from ordinary activities before tax (7 - 8)	4,740	13,560	8,320	48,055	48,314
10 Tax expense (net)	(1,630)	1,527	(2,636)	8,044	2,655
11 Net Profit from ordinary activities after tax (9 - 10)	6,370	12,033	10,956	40,011	45,659
12 Extraordinary Items (net of tax expense ₹ Nil)	-	-	-	-	-
13 Net Profit for the period / year (11 - 12)	6,370	12,033	10,956	40,011	45,659
14 Share of profit of associates (net)	498	555	150	1,464	507
15 Share of (loss) / profit transferred to minority (net)	(917)	(318)	(636)	(2,885)	(139)
16 Net Profit after taxes, minority interest and share of profit / (loss) of associates (13 +14 - 15)	7,785	12,906	11,742	44,360	46,305
17 Paid-up equity share capital (face value - ₹ 10 per share)	24,672	24,672	19,427	24,672	19,427
18 Reserves excluding Revaluation Reserves				509,600	443,311
19.i Earnings per share (before extraordinary items) (of ₹ 10/- each) : (Refer Note 6)					
(a) Basic	*2.09	*4.29	*4.56	14.32	20.49
(b) Diluted	*2.09	*4.29	*4.56	14.32	20.49
19.ii Earnings per share (after extraordinary items) (of ₹ 10/- each) : (Refer Note 6)					
(a) Basic	*2.09	*4.29	*4.56	14.32	20.49
(b) Diluted	*2.09	*4.29	*4.56	14.32	20.49
* Not annualised					
See accompanying notes 1 to 18 to the financial results					



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Part II : Select Information for the Quarter and Year ended March 31, 2015

Particulars	Quarter ended			Year ended	
	March 31, 2015	December 31, 2014	March 31, 2014	March 31, 2015	March 31, 2014
A PARTICULARS OF SHAREHOLDING					
1 Public shareholding					
- Number of shares	72,070,244	72,070,244	53,504,729	72,070,244	53,504,729
- Percentage of shareholding	29.21%	29.21%	27.54%	29.21%	27.54%
2 Promoters and Promoter Group Shareholding					
a) Pledged / Encumbered					
- Number of shares	171,450,000	171,450,000	135,000,000	171,450,000	135,000,000
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	98.17%	98.17%	95.91%	98.17%	95.91%
- Percentage of shares (as a % of the total share capital of the company)	69.49%	69.49%	69.49%	69.49%	69.49%
b) Non - encumbered					
- Number of shares	3,199,776	3,199,776	5,763,003	3,199,776	5,763,003
- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	1.83%	1.83%	4.09%	1.83%	4.09%
- Percentage of shares (as a % of the total share capital of the company)	1.30%	1.30%	2.97%	1.30%	2.97%

Particulars	Quarter ended March 31, 2015
B INVESTOR COMPLAINTS	
Pending at the beginning of the quarter	Nil
Received during the quarter	6
Disposed off during the quarter	6
Remaining unresolved at the end of the quarter	Nil

NOTES

1 Consolidated Statement of Assets and Liabilities

Particulars	As at	
	March 31, 2015 (Audited)	March 31, 2014 (Audited)
	(₹ in Lakhs)	
A EQUITY AND LIABILITIES		
i Shareholders' funds		
(a) Share capital	62,317	57,072
(b) Reserves and surplus	509,600	443,311
Sub-total - Shareholders' funds	571,917	500,383
ii Minority interest	29,114	45,875
iii Non-current liabilities		
(a) Long-term borrowings	1,859,171	1,626,676
(b) Deferred tax liabilities (net)	12,456	19,904
(c) Other long-term liabilities	45,382	50,232
(d) Long-term provisions	6,298	5,266
Sub-total - Non-current liabilities	1,923,307	1,702,078
iv Current liabilities		
(a) Current maturities of long-term debt	264,886	152,358
(b) Short-term borrowings	227,290	102,619
(c) Trade payables	108,999	152,740
(d) Other current liabilities	38,476	32,761
(e) Short-term provisions	28,394	24,462
Sub-total - Current liabilities	668,045	464,940
TOTAL - EQUITY AND LIABILITIES	3,192,383	2,713,276
B ASSETS		
i Non-current assets		
(a) Fixed assets (net)	1,658,429	1,353,656
(b) Goodwill on consolidation (net)	58,200	57,532
(c) Non-current investments (net)	64,246	46,757
(d) Deferred tax assets (net)	1,612	1,800
(e) Long-term loans and advances	138,658	109,989
(f) Other non-current assets	865,426	808,757
Sub-total - Non-current assets	2,786,571	2,378,491
ii Current assets		
(a) Current investments	2,005	153
(b) Inventories	1,408	1,715
(c) Trade receivables (net)	104,562	98,754
(d) Cash and cash equivalents	77,706	67,128
(e) Short-term loans and advances	119,233	97,355
(f) Other current assets	100,898	69,680
Sub-total - Current assets	405,812	334,785
TOTAL - ASSETS	3,192,383	2,713,276



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2 Segmentwise Revenue, Results and Capital Employed under Clause 41 of the Listing Agreement

The Company has only a single reportable primary (business) segment viz. Surface Transportation Business.

(₹ in Lakhs)

Particulars	Quarter ended			Year ended	
	March 31, 2015 (Audited) (Refer Note 16)	December 31, 2014 (Unaudited) (Refer Note 16)	March 31, 2014 (Audited) (Refer Note 16)	March 31, 2015 (Audited)	March 31, 2014 (Audited)
i Segment Revenue					
(a) Surface Transportation	140,015	186,833	172,571	618,399	626,495
(b) Others	8,347	8,555	10,360	31,936	32,209
Total	148,362	195,388	182,931	650,335	658,704
Less: Intersegment Revenue	-	-	-	-	-
Net Sales/Income From Operations	148,362	195,388	182,931	650,335	658,704
ii Segment Results, Profit before tax and interest from each segment					
(a) Surface Transportation Business	41,604	47,448	28,898	197,232	171,111
(b) Others	1,289	1,192	4,797	4,450	5,997
Total	42,893	48,640	33,695	201,682	177,108
Less: Unallocated expenses					
(i) Interest	46,133	42,534	36,766	183,312	147,096
(ii) Others	903	650	826	2,803	3,242
Add:					
(i) Unallocable income	8,883	8,104	12,217	32,488	21,544
Total Profit Before Tax	4,740	13,560	8,320	48,055	48,314
iii Capital employed (Segment assets - Segment liabilities)					
(a) Surface Transportation Business	2,689,887	2,579,378	2,242,701	2,689,887	2,242,701
(b) Others	(2,252)	9,035	9,281	(2,252)	9,281
(c) Unallocated assets net of (liabilities)	(2,086,604)	(1,974,926)	(1,705,724)	(2,086,604)	(1,705,724)
Total	601,031	613,487	546,258	601,031	546,258

3 The Consolidated Financial Results of the Company for the quarter and year ended March 31, 2015 have been prepared in accordance with the principles and procedures as set out in AS-21 on 'Consolidated Financial Statements', AS-23 on 'Accounting for Investments in Associates in Consolidated Financial Statements' and AS-27 on 'Financial Reporting of Interests in Joint Ventures' and is hereinafter referred to as the "Group".

4 Stand-alone Information

(₹ in Lakhs)

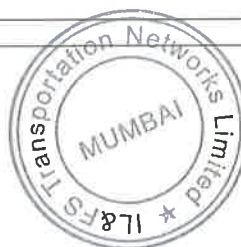
Particulars	Quarter ended			Year ended	
	March 31, 2015 (Audited) (Refer Note 16)	December 31, 2014 (Unaudited) (Refer Note 16)	March 31, 2014 (Audited) (Refer Note 16)	March 31, 2015 (Audited)	March 31, 2014 (Audited)
Total Income from operations	80,408	100,130	97,817	352,293	340,458
(Loss) / Profit Before Tax	(2,959)	2,695	3,331	38,412	32,291
(Loss) / Profit After Tax	(335)	2,169	5,094	31,866	26,603

b During the quarter ended March 31, 2015, the Company has issued Rated, Unsecured Redeemable, Non-Convertible Debentures ("NCDs") of the face value of ₹ 10,00,000 per unit per NCD on a private placement basis and which have been subsequently listed as detailed below:

Particulars	Number of NCDs	Allotment Date	Amount (₹ in Lakhs)
ITNL 11.80% 2024	2,500	January 22, 2015	25,000
ITNL 11.80% 2024	2,500	February 4, 2015	25,000
ITNL 11.70% 2018	1,500	February 12, 2015	15,000
			65,000

c The details of utilisation of proceeds of above NCDs is given below :

Particulars	(₹ in Lakhs)
Amount received from the issue	65,000
Utilisation :	
For repayment of loans	63,032
For working capital payments	868
Loans to subsidiaries	1,100
Total utilisation	65,000
Balance amount unutilised as on March 31, 2015	-



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(₹ in Lakhs)

d Additional disclosure on a standalone basis pursuant to debt listing agreement

Particulars	Quarter ended			Year ended	
	March 31, 2015	December 31, 2014	March 31, 2014	March 31, 2015	March 31, 2014
	(Audited) (Refer Note 16)	(Unaudited) (Refer Note 16)	(Audited) (Refer Note 16)	(Audited)	(Audited)
Paid-up debt capital (face value - ₹ 1,000,000 per unit)	213,000	153,728	109,554	213,000	109,554
Debt Redemption Reserve				19,372	9,477
Ratios:					
(i) Debt Equity ratio (number of times)	Not Applicable	Not Applicable	Not Applicable	2.32	1.77
(ii) Debt Service Coverage ratio (DSCR) (number of times)	Not Applicable	Not Applicable	Not Applicable	0.21	0.23
(iii) Interest Service Coverage ratio (ISCR) (number of times)	Not Applicable	Not Applicable	Not Applicable	1.52	1.62

Formulas used for the computation of the above ratios:

i) Debt/Equity Ratio = Debt / (Equity Share Capital + Reserves & Surplus).

ii) Debt Service Coverage Ratio (DSCR) = Earnings before Finance costs and Tax/ (Finance costs + Principal Repayment during the year).

iii) Interest Service Coverage Ratio (ISCR) = Earnings before Finance costs and Tax/ Finance costs.

iv) Debt = Aggregate of Long-term borrowings, Current maturities for Long-term borrowings and Short-term borrowings.

e Additional disclosure as per Clause 2 of Part A of the Listing agreement for Non-convertible Redeemable Preference Shares :

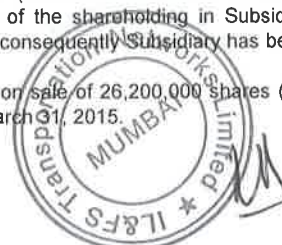
Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	₹ in Lakhs	Number of Shares	₹ in Lakhs
Listed :				
10.40% Rated Listed Fully Paid-Up Cumulative Non-Convertible Compulsorily Redeemable Preference Shares of ₹ 10/- each ("CNCRPS") ("10.40% ITNL CNCRPS 2017")	107,250,000	10,725	107,250,000	10,725
10.50% Rated Listed Fully Paid-Up Cumulative Non-Convertible Compulsorily Redeemable Preference Shares of ₹ 10/- each ("10.50% ITNL CNCRPS 2018")	19,200,000	1,920	19,200,000	1,920
Sub-total	126,450,000	12,645	126,450,000	12,645
Unlisted :				
20.50% Cumulative Redeemable Preference Shares of ₹ 10/- each fully paid ("20.50% CRPS")	200,000,000	20,000	200,000,000	20,000
11% Rated Unlisted Fully Paid-Up Cumulative Non-Convertible Compulsorily Redeemable Preference Shares of ₹ 10/- each ("11% ITNL CNCRPS 2021")	50,000,000	5,000	50,000,000	5,000
Sub-total	250,000,000	25,000	250,000,000	25,000
Total	376,450,000	37,645	376,450,000	37,645
Net worth*		357,954		298,216
Capital Redemption Reserve		-		-

"Net worth" as per Listing agreement for Non-convertible Redeemable Preference Shares with BSE Ltd.:

* "Net worth" means the aggregate of the paid up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance in the Statement of the Profit and Loss.

Investors can view the standalone results of the Company on the Company's website (www.itnlindia.com) or on the BSE website (www.bseindia.com) or NSE website (www.nseindia.com).

- 5 During the quarter ended March 31, 2015, the Company incorporated and invested USD 1 each in ITNL Offshore Two Pte. Ltd., Singapore, and ITNL Offshore Three Pte. Ltd., Singapore, wholly owned subsidiaries of the Company. There is no material impact on the financial results of the Company as a consequence of the above.
- 6 During the year ended March 31, 2015, the Company issued 52,452,288 equity shares on rights basis in the ratio of 27:100 on May 22, 2014. The Earnings per share has been accordingly restated to give effect of the Rights Issue for the quarter ended March 31, 2014 and year ended March 31, 2014.
- 7 Consequent to the enactment of the Companies Act, 2013 and its applicability for accounting periods commencing on or after April 1, 2014, the Group reviewed its method of providing for depreciation on its tangible fixed assets and also reassessed the useful lives of such assets. On and from April 1, 2014, the Group has changed its method of providing for depreciation from the Written Down Value Method to the Straight Line Method to depreciate all classes of tangible fixed assets. The Group believes that the revised useful lives of the assets reflect the lives over which these assets are expected to be used. As a result of the change, the charge on account of Depreciation for the quarter ended March 31, 2015 is lower by ₹ 1,606 lakhs and for the year ended March 31, 2015 is lower by ₹ 1,435 lakhs compared to the method used and useful lives estimated in earlier periods.
- 8 Other operating income for the year ended March 31, 2015 includes gain on sale (dilution of interest in Service Concession SPV) of 41.80% shareholding in one of the subsidiary companies. The Company now holds 41.81% of the shareholding in Subsidiary as at March 31, 2015. The Company has diluted its control over the Board of Subsidiary from August 8, 2014, and consequently Subsidiary has been considered as an associate of the Company. Other operating income for the quarter and year ended March 31, 2015 includes gain on sale of 26,200,000 shares (representing 5% shareholding) in one of the subsidiary companies. Sales consideration of the same is receivable as at March 31, 2015.



9 During the year ended March 31, 2015, an associate Company (subsidiary upto August 7, 2014) received a formal communication from the Corporate Debt Restructuring (CDR) Empowered Group with respect to it having formally exited from the CDR system. The financial statements of the associate reflect, contribution by Government of Gujarat ("GOG") amounting to ₹ 3,000 lakhs as Advance towards Capital / Debt, liabilities towards Non-convertible Debentures ("NCDs") aggregating ₹ 1,600 lakhs and Deep Discount Bonds ("DDBs") aggregating to ₹ 18,302 lakhs. Consequent to the Company's exit from the CDR, the below mentioned items are under discussion and decisions are pending:

- with respect to the Advances towards Capital / Debt, approval from Government of Gujarat ("GOG") to continue the classification of the advances given by GOG of ₹ 3,000 lakhs as Advance towards Capital / Debt until the repayment of DDBs and NCDs till July 2018; and
- with respect to the acceptance of the revised terms of the NCDs & DDBs as explained below.

In the view of the Management of the associate company, the amounts payable, if any, for the aforesaid item (a) is currently unascertainable and accordingly, no liability/charge has been created in its financial statements. With respect to item (b) above, the revised terms of the NCDs / DDBs are subject to approval from the trustees for DDBs, DDB holders and NCD holders, however the Group has accounted interest cost / premium on the basis of the revised terms as approved in the Board meeting dated April 23, 2015 of the said Associate, thereby the additional interest / premium cost accounted by the associate on account of the above matter aggregates ₹ 1,455 lakhs which has been debited to the Statement of Profit and Loss of the associate. The Group has recognised its share of profit of associate after considering the above additional cost.

- Income from Operations for the year ended March 31, 2015 includes an amount of ₹ 26,093 lakhs on account of aggregate compensation claimed by ITNL from two Special Purpose Vehicles ("SPVs") and by the two SPVs on the Concession Granting Authority ("CGA"), for the incremental work and related claims arising from delays due to handing over of the land CGA for project execution. The compensation is based on the provisions in the Service Concession Agreements and is supported by the Extension of Time granted by the Independent Engineers. The SPVs have been legally advised that they are contractually entitled to such claims under the Service Concession Agreements. Costs in connection with the foregoing have been considered in recognising the above income.
- During the year ended March 31, 2015, one of the subsidiary companies has increased the construction cost of the project from ₹ 20,225 lakhs to ₹ 29,225 lakhs and accordingly entered into a supplemental development agreement of ₹ 9,000 lakhs with the existing contractor for executing additional works/ revised project specifications. The financial statements have been prepared on the basis of estimates for increase in the aforesaid project costs due to factors including changes in project specifications, which resulted in a change in allocation between financial asset and intangible asset. The subsidiary company has made an application seeking approval for enhancement in the Annuities towards the incremental project costs. Pending conclusion of the acceptance for the same, the financial statements do not include impact, if any for the anticipated increase in annuities.
- In respect of one of the Associate whose carrying value is ₹ Nil in the Consolidated Financial Statement, Auditor has provided an Emphasis of Matter on the appropriateness of the going concern assumption being dependent upon the Annuity and Claim receivable from Kerala Road Fund Board due to delay in the project. According to the Management there is no additional financial impact on the consolidated financial statement owing to the above matter.
- Borrowing costs incurred by the group on qualifying assets are capitalised and accordingly the finance cost reported is net of such capitalization

(₹ in Lakhs)

Particulars	Quarter ended			Year ended	
	March 31, 2015	December 31, 2014	March 31, 2014	March 31, 2015	March 31, 2014
	(Audited) (Refer Note 16)	(Unaudited) (Refer Note 16)	(Audited) (Refer Note 16)	(Audited)	(Audited)
Gross finance cost	72,799	67,747	53,378	263,748	200,557
Less : Capitalised	26,666	25,213	16,612	80,437	53,461
Finance cost (net)	46,133	42,534	36,766	183,312	147,096

- The Company follows the Draft Guidance note on Service Concession Arrangements issued by ICAI in respect of its infrastructure projects recognised as Intangible Asset, Intangible asset under development and Receivables against Service Concession Arrangements. These require internal evaluation by the management and / or technical evaluations made by experts with respect to estimates of the fair value of the construction services rendered, future operating and maintenance costs, units of usage, toll rates, provision for overlay and the timing thereof.
- The figures for the year ended March 31, 2014, quarter ended December 31, 2014 and quarter ended March 31, 2014 have been regrouped and / or re-arranged wherever necessary to conform to the classification adopted in the current quarter and the year ended March 31, 2015.
- The figures for the quarters ended March 31, 2015 and March 31, 2014 are balancing figures arrived at as the difference between the audited figures of the respective full financial years and the published unaudited figures for nine months ended December 31, 2014 and 2013, respectively, which were subjected to a limited review.
The figures for the quarter ended December 31, 2014 are balancing figures arrived at as the difference between the unaudited figures for the nine months ended December 31, 2014 and the published audited figures for half year ended September 30, 2014.
- The Board of Directors have recommended dividend of ₹ 4.00 per equity share of ₹ 10 each (40%) for the year ended March 31, 2015 on the existing 246,720,020 fully paid-up equity shares of the Company.
- The above results have been reviewed by the Audit Committee at its meeting held on May 14, 2015 and thereafter approved by the Board of Directors at its meeting held on May 15, 2015 and the results for the year ended March 31, 2015 have been subjected to an audit by the statutory auditors of the Company.



On behalf of the Board


K Ramchand
Managing Director

Place: Mumbai
Date: May 15, 2015