# Conservacion De Infraestructuras De Mexico SD DE CV **Annual Report** 2010

# CONSERVACION DE INFRAESTRUCTURAS DE MEXICO, SA. DE C.V.

# Audit of the Component's Financial Information Clearance Memorandum

From: C.P. Karina Olvera León

Date: June 09, 2011

Subject: Audit of Conservación de Infraestructuras de México's Financial Information for

year ended December 31,2010

I have audited the financial Information compromising the Balance Sheet as at December 31, 2010, the Profit & Loss Account and the Cash Flow Statement for the year ended on that date included in the accompanying reporting package of "Conservación de Infraestructuras de México, SA de CV", for the year ended December 31,2010 using the Accounting Policies stipulated by the holding company, IL&FS Transportation Networks Limited, and in accordance with auditing standards generally accepted in India.

The preparation of the Balance Sheet, the Profit & Loss Account and the Cash Flow Statement is the responsibility of "Conservación de Infraestructuras de México, SA de CV". As stated therein, the Balance Sheet, the Profit & Loss Account and the Cash Flow Statement has been prepared in accordance with the recognition and measurement criteria as adopted by the Group for inclusion in the consolidated financial information of IL&FS Transportation Networks Limited (ITNL) and are intended solely for that purpose.

Based on my audit of "Conservación de Infraestructuras de México, SA de CV"; and read together with our comments above, in my opinion and according to the information and explanations given to us, we report that the Financial Statements comprising of the Balance Sheet, the Profit & Loss Account and the Cash Flow Statement as at/ for the year ended 31 December 2010 has been prepared, in all material respects, in accordance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 other recognized accounting practices and policies stipulated by the Holding Company, IL&FS Transportation Networks Limited (ITNL) and that the amounts contained in the Financial Statements are appropriate for inclusion in the consolidated financial ITNL as at/for the year ended 31 December 2010.

This communication is provide to you solely for the information and use in the consolidated financial statements of ITNL Group for the year ended December 31, 2010. It should not be distributed to anyone in the Group, any of its components, or any other third party.

Date: June 09,2011

Tel / Fax 01 442 135-4800 y 291-2325

	Schedule	Maxican Pasos	As at December 31, 2010 Mexican Pesos	De Mexican Pesos	As at cember 31, 2009 Mexican Pesos
SOURCES OF FUNDS					
Shareholders' funds Capital Reserves and surplus	A B _	50,000 (20,610)	29,390	-	•
Minority Interest			•		•
Preference shares issued by subsidiary to Minority			•		•
Advance towards capital of subsidiary			•		•
Loan funds Secured Unsecured	c .	-		:	~
Deferred tax liability					-
			29,390		*
APPLICATION OF FUNDS					
Fixed assets Gross block Less: Depreciation Net fixed assets Capital work in progress		· · · · · · · · · · · · · · · · · · ·		·	
Goodwill on consolidation			,-		-
Investments	E		•		-
Receivable under Service Concession Arrangement					-
Deffered Tax Asset			-		•
Current assets, loans & advances Inverkories Sundry debtors Cash and bank balances Other current assets Loans and advances	F	48,295 31,092 	-	-	
Less : Current liabilities & provisions Current liabilities	G	40,000			
Provisions		40,000	- 29,390	-	(O)
Net current assets			29,390		(0)
Significant accounting policies Notes to account	Ŏ P		0		
In terms of our clearance memorandum attached.	1	prof			,
For: Chartered Accountents  C.P. Karing Oliver Leon Membershin/ster	Lic. Verovic Managing D	Valdez lugez	ehalf of the Board Ing. Antonio José Quiñor Director	nero Pastor	

	Schedule	Year ended December 31, 2010 Mexican Pesos	Year ended Decembar 31, 2009 Mexican Pesos
INCOME			
Income from operations Other Income Foreign exchange fluctuation (Net)	Ħ		
EXPENSES Increase / decrease in stock in trade and work in progress Consumption of raw materials Operating Expenses Employee Cost Administrative and general expenses Interest and finance charges Preliminary expenses written off	ј К Ц М	20,000	-
Titalian, especies was an		20,610	
PROFIT BEFORE DEPRECIATION AND TAX Depreciation PROFIT BEFORE DIMINUTION AND TAX		(20,610) - (20,610)	<u>.</u>
Provision for Dimination In value of Investments PROFIT BEFORE TAX Provision for tax PROFIT AFTER TAX (BEFORE ADJUSTMENT OF MINORITY INTREST) Less: Share of profit transferred to minority interest Add: Own share in Associate included as Minority Interest of a Jointly Controlled Entity PROFIT AFTER TAX (AFTER ADJUSTMENT OF MINORITY INTREST) Add / Less: Share of Profit / (Loss) of associates	N	(20,610)	
PROFIT AFTER TAX  Balance of profit brought forward		(20,610)	
Profit available for appropriation Appropriations: Transfer to general reserve Transfer to debenture redemption reserve Proposed dividend on equity shares Tax on dividend on equity shares Premium on preference shares of subsidiary Tax on dividend and premium on preference shares of subsidiary Balance carried forward		(20,610) - - - - - (20,610)	-
Basic / Diluted earnings per share (Face value per share Rs)			•
Significant accounting policies Notes to account	0 P	(20,610)	$\alpha$
In terms of our clearance memorandum attached. For: Chartered Accountants  C.P. Karina Olverateon Membership No.  Place: Querétaro, Qro. Date: 08 de Junio de 2011		behalf of the Board  A Valdez Hopez Ing. Antonic Director	o Jos Obinitaro Pastor

## SCHEDULE A : CAPITAL

	As at December 31, 2010 Mexican Pesos	As at December 31, 2009 Mexican Pesos
AUTHORISED		
Issued 337,175 equity shares of Euros 60.101210 each	50,000	-
	50,000	<del>-</del>
ISSUED, SUBSCRIBED AND PAID-UP		
Suscribed and paid up 337,175 equity shares of Euros 60.101210 each fully paid up (Refer footnote)	50,000	-
	50,000	

Footnote: Of the above, 76,226 shares are held by ITNL International Pte Ltd and 260,949 shares are held by IL&FS Transportation Networks Ltd

# SCHEDULE B : RESERVES AND SURPLUS

	Mexican Pesos	As at December 31, 2010 Mexican Pesos	As at December 31, 2009 Mexican Pesos
Securities premium account Balance as per last Balance Sheet Addition during the period	(20,610)		<u>.</u>
		(20,610)	-
Capital reserve Opening balance Transfer during the period		-	<u>-</u>
Capital reserve on consolidation Opening balance Transfer during the period			- - -
Other statutory reserves (created through transfer of profits) Opening balance Transfer during the period			<u>-</u>
Debenture redemption reserve Opening balance Addition during the period (post acquisition)	-	· ·	- - -
General reserve Opening balance Add: Transfer during the period	<u> </u>	<u>.</u> .	-
Foreign Exchange Fluctuation Reserve (Net of deferred tax asset of Rs) Opening balance Add/(Less): Adjustment during the period (Net)	<u>-</u>		- -
Cash Flow Hedge Reserve Opening balance Add/(Less): Adjustment during the period (Net)		- 	- - -

SCHEDULE C : LOAN FUNDS

		As at December 31, 2010 Mexican pesos
SECURED		
From banks		-
From financial institutions		-
From others		_
Non convertible debentures		_
Deep discount bonds Zero Coupon Bonds	NIO A DI IOA	-
Lease Finance	NO APLICA	-
Interest accrued and due		
Total secured loans		-
UNSECURED		
From Bank		
Short term loans		-
Other than short term loans		
From Others		
Short term loans		-
Other than short term loans		-
Non-Convertible Debentures		-
Interest accrued and due		-
Total unsecured loans		***************************************
Total loan funds		<u> </u>

CONSERVACION DE INFRAESTRUCTURAS DE MEXICO, SA DE CV (FOR CONSOLIDATION INTO THE FINANCIAL STATEMENTS OF IL&FS TRANSPORTATION NETWORKS LIMITED) SCHEDULES TO BALANCE SHEET AS AT December 31, 2010

Schedule D : FIXED ASSETS

The state of the s												Euros
Particulars			Gross Block					Depreciation			Net	Net Block
	Opening as at 31.12.09	Opening adjustments	Additions	Deletions Reclassifications	Closing as at 31.12.10	Upto 31.12.09	Opening adjustments	For the period	Deletions Reclassifications	Upto 31.12.10	As at 31.12.10	As at 31.12.09
Tangible Assets												
Land	,	r	r	•		1	,	ı	1	r	•	,
Building & Structures	•	1	•	•	•	•	,	ì	ı	1	•	•
Roads and bridges	1			•	•	•	1	•		1		,
Vehicles		•	r	•	•		•		1	1	•	•
Data Processing Equipments	•	•	٠	1	,	,	,	į	1	1	•	,
Office Premises		•	ŧ	,	,			•	•	1	٠	•
Office Equipments	1	1	1	•	ı	•	1	٠		,	•	1
Leasehold Improvements	:	1	1	•	,	,	'	•		•	,	•
Furniture & Fixtures	,		1	7 (1			•	,	,	,	•	,
Electrical Installations	,	•	1		<u>'</u> {	r	•	,	ı	1		,
Plant & Machinery	,	•	1			•	•	•	,	1	,	•
Advertisement Structure	,	•	1	•	1	٠	•	,	1	ı	•	,
Sub total	1	•	1			2	,	ı	,	1		1
Leased Assets												
Plant & Machinery	1	•	1	•	,		•	,	1	1	•	•
Electrical Installations	1	•	1	•	r	1	,	,	•	,	•	•
Vehicles	1		ı	,	r	1		•	•	ı	r	,
Furniture & fixtures	1		1	•	•	•	1	r	•	r	r	•
Building & Structures	1	•	1	•	•	•	,	1	1	r	t	•
Land	•	,	,	•	•	•	'	ı	•	1	1	,
Sub Total	•		,	,	1	r	-	ŧ		1	1	
Intangible Assets												
Softwares / licenses		ı	•	•	•		,	,		1	1	r
Commercial Rights Acquired	•	•	1	•	,	•		•	•	1	1	1
Right Under Service Concession Arrangements	ı		ı	•	,	•	t	•	,		1	•
Trademarks and Licenses	1	1	1	•	•	•	•	'	1	'	'	,
Others and R&D Expenses	r	•	,	•	•	,	-	-	-	ŧ	,	,
Sub Total	-	-	1.		r	r	-		•	-	-	•
Total fixed assets	1	-	1	,	1	E	-	t	•	-	1	-
					-					-	1	
Previous year ended March 31, 2010	•	r	•		,	1	,	•	•	•	•	•

SCHEDULE E : INVESTMENTS

		As at	As at
		December 31, 2010	December 31, 2009
		Mexican Pesos	Mexican Pesos
Investments in associates		-	-
Less: Unrealised gain on transactions between the Cor		-	-
Add: Post-acquisition share of profit/ (loss) of associat		-	•
Add: Post-acquisition share of movement in the capita	reserves of an associate		-
Less: Cash flow Hedge Reserve			
Long term investments Unquoted equity shares (fully paid up) Other investments		-	- -
	NIO ADLICA		
Sub total	NO APLICA		
Current investments In units of mutual funds (Market value as June 30, 2010 Rs)		-	-
Sub total		_	
		-	-
Less: Provision for diminution		-	-
Total investments			

# SCHEDULE F: CURRENT ASSETS AND LOANS & ADVANCES

	As at December 31, 2010 Mexican Pesos	As at December 31, 2009 Mexican Pesos
CURRENT ASSETS		
INVENTORIES (at lower of cost and market value)		
Raw Material	-	-
Finished Goods Stores and Spares	_	•
Total Inventories	-	_
SUNDRY DEBTORS (Unsecured, considered good unless otherwise stated)		
Considered good	48,298	-
Considered doubtful	48,298	
Less: Provision for doubtful debts	-	
Total sundry debtors	48,298	
CASH AND BANK BALANCES		_
Cash In hand Balance with scheduled banks		
In current accounts	21,092	-
In fixed deposits	-	-
Balance with non-scheduled banks In current accounts		-
In fixed deposits		-
Total cash and bank balances	21,092	-
OTHER CURRENT ASSETS		
Interest accrued	-	_
Option premium assets Receivable against sale of investments	-	-
Other current assets		
Total other current assets	Batters	
LOANS AND ADVANCES		
Advances recoverable in cash or in kind or for value to be received	-	-
Deposits	-	•
Advance payment of taxes (net of provision) Advance Fringe benefit tax (net of provision)	- -	-
Long term loans	-	-
Short term loans	-	-
Advance towards Capital / Share Application Money	<del>-</del> -	<u>.</u>
Investment in Call Money Grant receivable from National Highway Authorities of India	- -	- -
Total loans and advances		
Total current assets and loans & advances	69,390	fee

# SCHEDULE G : CURRENT LIABILITIES AND PROVISIONS

	As at December 31, 2010 Mexican Pesos	As at December 31, 2009 Mexican Pesos
CURRENT LIABILITIES		
Sundry creditors	40,000	-
Advance received	-	-
Interest accrued but not due	•	+
Other liabilities (Derivatives)	-	-
Unearned revenue	-	-
Income received in advance	*	
Total current liabilities	40,000	*
PROVISIONS		
Provision for fringe benefit tax (net of advance)	-	-
Provision for Tax (net of advance)	-	=
Provision for employee benefits	-	<del></del>
Proposed dividend on equity shares	-	-
Provision for tax on proposed dividend on equity shares	-	-
Provision for dividend on preference shares of subsidiary	-	
Provision for premium on preference shares of subsidiary	-	-
Provision for tax on preference dividend of subsidiary	-	-
Provision for tax on preference share premium of subsidiary	-	-
Provision for overlay	-	-
Provision for contingency		
Total provisions		
Total current liabilities & provisions	40,000	

SCHEDULE H : INCOME FROM OPERATIONS

444		Year ended December 31, 2010 Mexican Pesos	December 31, 2009
Income from services Advisory and project management fee Lenders' engineer and supervision fee Operation and maintenance income Toll revenue Periodic Maintainance Income Finance Income Licence Fee Total	s s (a)	- - - - - - -	- - - - - -
Traded products Sales (net of sales tax)		-	-
Total	(b)		
Construction Income			-
Total	(c)		
Total income from operations (a+	b+c)	-	<u>-</u>

# SCHEDULE I : OTHER INCOME

	Year ended December 31, 2010 Mexican Pesos	Year ended December 31, 2009 Mexican Pesos
Interest on loans granted	-	-
Interest on debenture	-	-
Interest on call money		-
Interest on bank deposits	•	-
Interest on Short Term Deposit	-	-
Interest on advance towards property	-	-
Profit on sale of investment (net)	-	<b></b>
Profit on sale of fixed assets (net)	-	••
Advertisement Income	-	•
Income from Material Testing	-	•
Excess provisions written back	-	•
Operation and Maintainace Grant from National Highways Authority of India	-	•
Miscellaneous income		**
Total other income	dree .	

## SCHEDULE J : OPERATING EXPENSES

	Three Months ended December 31, 2010 Mexican Pesos	Year ended December 31, 2009 Mexican Pesos
Material Consumption	-	-
Cost of traded products	-	-
Construction Contract Costs	<b>-</b>	-
Fees for technical services / design and drawings	-	-
Diesel and Fule Expenses	-	
Operation and maintainance expenses	-	-
Provision for overlay expenses	-	-
Periodic maintainance expenses	-	-
Total operating expenses		let

SCHEDULE K : EMPLOYEE COST

	Three Months ended December 31, 2010 Mexican Pesos	Year ended December 31, 2009 Mexican Pesos
Salaries and allowances	-	-
Contribution of provident and other funds	-	-
Staff welfare expenses	-	-
Total employee cost		*



## SCHEDULE L : ADMINISTRATIVE & GENERAL EXPENSES

	Three Months ended December 31, 2010 Mexican Pesos	Year ended December 31, 2009 Mexican Pesos
Legal and consultation fees	20,000	-
ECR Operating and Administrative Expenses	· <u>-</u>	-
Agency fees	-	_
Travelling and conveyance	•	_
Rent	-	•
Rates and taxes	-	-
Repairs and maintenance	-	-
Bank commission	-	<del>-</del>
Registration expenses		<del>-</del>
Communication expenses	-	-
Insurance	-	-
Exchange rate fluctuation	•	<del>-</del>
Printing and stationery	-	-
Electricity charges	-	-
Cost of shared services	•	-
Directors' fees	-	-
Bad debts and provision for doubtful debts	-	-
Project management fees	•	-
Loss on sale of assets (net)	-	•
Royalty	-	-
Miscellaneous expenses	•	-
	<u> </u>	
Total administrative & general expenses	20,000	н

# SCHEDULE M: INTEREST & FINANCE CHARGES

	Three Months ended December 31, 2010 Mexican Pesos	Year ended December 31, 2009 Mexican Pesos
Interest on loans for fixed period	-	-
Interest on debentures	-	-
Guarantee commission	-	-
Finance charges	-	-
Upfront fees on performance quarantee	-	-
Intrest on Deep Discount bonds	-	-
Other interest	610	-
Total interest and finance charges	610	

# SCHEDULE N : PROVISION FOR TAXATION

	Three Months ended December 31, 2010 Mexican Pesos	Year ended December 31, 2009 Mexican Pesos
Current tax	-	_
Tax related to earlier years	-	-
Fringe benefit tax	-	-
Deferred tax charge (net)	•	-
Total provision for taxation		_

# CONSERVACION DE INFRAESTRUCTURAS DE MEXICO, SA DE CV (FOR CONSOLIDATION INTO THE FINANCIAL STATEMENTS OF IL&FS TRANSPORTATION NETWORKS LIMITED) Related party information

1. Name of the related parties and description of relationship:

Nature of Relationship	Name of Entity	Acronym used
Holding Company:		
Fellow Subsidiaries		
	AND THE RESIDENCE OF THE PARTY	
Associates :	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
	<u> </u>	
Co - Venture :		
co venture:		
Key Management		
personnel :		
	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	

2. Details of balances a	and transactions during the period with related parties	Me	xican pesos
Account head	Name of Entity	31st December 2010	31st December 2009
Balances:			
Account Payable	MANTENIMIENTO Y CONSERVACION DE VIALIDADES SA DE CV	(40,000.00)	
Account Receivable	ELSAMEX, SA	45,000.00	
Transactions:			
Purchases			
Purchases		-	
Sales		-	