Mantenimiento Y Conservacion De Vialidades, DE C.V Annual Report 2010





Independent auditor's opinion

Stockholders.

ESM MANTENIMIENTO INTEGRAL, S.A. DE C.V.

INDEPENDENT AUDITORS REPORT ON THE FINANCIAL STATEMENTS.

We have audited the financial information compromising the Balance Sheet as of 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 ESM Mantenimiento Integral, S.A. de C.V for the year ended December 31, 2010 using the International Accounting Standards, and in accordance with International Auditing Standards.

The preparation of the Balance Sheet, the Profit & Loss Account and the Cash Flow Statement is the responsibility of ESM Mantenimiento Integral, S.A. de C.V.'s management. As stated therein, the Balance Sheet, the Profit & Loss Account and the Cash Flow Statement have been prepared in accordance with the International Accounting Standards.

Based on our audit of ESM Mantenimiento Integral, S.A. de C.V., and read together with our comments above, in our 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 International Accounting Standards.

Jaime Campos Jr.

Chartered Accountants

JAIME CAMPOS & ASOCIADOS, S.C.

Membership no: AGAFF Number 13152.

Date: January 27, 2011.

	Schedule	Mexican Pesos	As at December 31, 2010 Mexican Pesos
SOURCES OF FUNDS			
Shareholders' funds Capital Reserves and surplus	A B	9,550,000 192,878	9,742,878
Minority interest			
Preference shares issued by subsidiary to Minority			
Advance towards capital of subsidiary			
Loan funds Secured Unsecured	c 	- 	
Deferred tax liability			•
		Entered Analysis	9,742,878
APPLICATION OF FUNDS			
Fixed assets Gross block Less: Depreciation Net fixed assets Capital work in progress	D 	5,964,317 2,764,237 3,200,080	3,200,080
Goodwill on consolidation			•
Investments	E		-
Receivable under Service Concession Arrangement			-
Toll receivable account			
Current assets, loans & advances Inventories Unbilled Revenue Sundry debtors Cash and bank balances Other current assets Loans and advances Less ; Current liabilities & provisions Current liabilities	F G	1,621,830 556,818 5,974,012 8,152,660 429,423	
Provisions		1,180,439 1,609,862	
Net current assets			6,542,798 9, 742,878
Significant accounting policies Notes to account	O P	grade Applications	
In terms of our clearance memorandum attached. For: Despacho Howard & Wayman , S.C. Chartered Accountants C.P. Ricardo Jerús Dávila Santamaría Membership No. 12828	Lic-Varinta Valdi Managing Directo		conio Jose Quiñon yo Pastor

Place: Querétaro, Qro. México Date: 28 Abril de 2011

MANTENIMIENTO Y CONSERVACIÓN DE VIALIDADES, S. A. DE C. V.

(FOR CONSOLIDATION INTO THE FINANCIAL STATEMENTS OF IL&FS TRANSPORTATION NETWORKS LIMITED) PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED December 31, 2010

	Schedule	Year ended December 31, 2010 Mexican pesos
INCOME		
Income from operations	н	63,260,332
Other Income	I	162,458
Foreign exchange fluctuation (Net)		63,422,790
EXPENSES		
increase / decrease in stock in trade and work in progress		
Consumption of raw materials		
Operating Expenses	J	41,585,742
Employee Cost	K	8,065,860
Administrative and general expenses	L	11,213,900
Interest and finance charges	M	22,444
Preliminary expenses written off		-
		60,887,946
PROFIT BEFORE DEPRECIATION AND TAX		2,534,844
Depreciation		3 534 534
PROFIT BEFORE DIMINUTION AND TAX		2,534,844
Provision for Diminution in value of investments		2,534,844
PROFIT BEFORE TAX	N	(939,027)
Provision for tax PROFIT AFTER TAX (BEFORE ADJUSTMENT OF MINORITY INTREST)		1,595,817
Less: Share of profit transferred to minority interest		-
Add: Own share in Associate included as Minority interest of a Jointly Controlled Entity		Þ
PROFIT AFTER TAX (AFTER ADJUSTMENT OF MINORITY INTREST)	•	1,595,817
Add / Less: Share of Profit / (Loss) of associates		(FOF 917
PROFIT AFTER TAX		1,595,817
Balance of profit brought forward		_
Profit available for appropriation		1,595,817
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		1,595,817
Basic / Diluted earnings per share (Face value per share Rs)		
bullet blacks currings par effect (the relative and the many the		
Significant accounting policles	0	
Notes to account	P .	
In terms of our clearance memorandum attached.		
	For and on beh	alf of the Board
For: Despacho Howard & Wayman , S.C.	1	41.

For: Despacho Howard & Wayman , S.C. Chartered Accountents

C.P. Ricardo esus Dávila Santamaría

Membership No. 12828

Lic, Verenter Valdez Lor Managing Director

Ing. Antonio Jose Quagnero Pastor Director

Place: Querétaro, Qro. México

MANTENIMIENTO Y CONSERVACIÓN DE VIALIDADES, S. A. DE C. V. (FOR CONSOLIDATION INTO THE FINANCIAL STATEMENTS OF IL&FS TRANSPORTATION NETWORKS LIMITED) CASHFLOW STATEMENTS FOR THE YEAR ENDED December 31, 2010

	As at December 31, 2010 Mexican pesos	As a December 31, 200 Mexican pesc
Cash Flow from Operating Activities		
Profit Before Taxes, Minority Interest & Share of Profits of Associates	2,534,844	-
adjustments for :-		
nterest on loans granted nterest on short term deposit placed	-	-
nterest on debentures issued nterest on call money placed	-	•
nterest on fixed deposits with original maturity of less than three months		
DS on Interest on fixed deposits with original maturity of less than three months Profit)/Loss on sale of investments		_
Dividend Income nterest and finance expense	162,458	
Profit)/Loss on sale of fixed assets	102,430	-
rovision for Compensated Absences Provision for Gratuity	-	-
Depreciation Provision for Doubtful Debts	1,096,939	-
rovision for Overlay	-	-
rovision for diminution in value of investments Capital advances written off	-	-
xchange rate Fluctuation reserve	•	-
oreign Exchange difference xcess provision written back	<u> </u>	
perating profit before Working Capital Changes	3,794,241	-
djustments changes in working capital:	(424 505)	
Increase) / decrease in receivables Increase) / decrease in other current assets	(121,585) 680,726	-
Increase) / decrease in inventories Increase) / decrease in loans and advances	64,840	-
ncrease / (decrease) In current liabilities & provisions	(559,955)	
ash Generated from Operating Activities	3,858,268	_
· -	-,,	
lrect Taxes (paid) / receivable (Net)	<u>-</u>	
let Cash Flow from Operations (A)	3,858,268	
ash flow from Investing Activities	(060 226)	
urchase of fixed assets roceeds from sale of fixed assets	(869,556)	-
urchase of / advance towards investments efund of advance towards investments	-	:
ale proceeds of investments	•	-
oans given oans received back	-	•
ixed Deposit placed with original maturity of more than three months	-	-
ixed Deposit encashed with original maturity of more than three months nterest on fixed deposits		
DS on Interest on fixed deposits with original maturity of more than three months evestment in call money (net)	_	
nterest received	(162,458)	-
cquisition of a Subsidiary (net of cash and cash equivalents) ioodwill Acquired	-	-
apital Grant received Increase) in Receivable under Service Concession Arrangement		
let Cash from Investing Activities (B)	(1,032,014)	
ash flow from Financing Activities		
ncrease /(decrease) in Advance towards capital	-	•
roceeds from borrowings epayments of borrowings	-	-
nterest paid ncrease/(Decrease) In creditors for finance charges	•	-
lvidend paid		
ontribution by minority let Cash from Financing Activities (C)		
et Increase in Cash & Cash Equivalents (A+B+C)	2,826,254	_
ash and Cash Equivalent at the beginning of the year ash and Cash Equivalent at the end of the year	3,630,564 6,456,818	-
et Increase / (Decrease) in Cash & Cash Equivalents	2,826,254	
Notes:		<u> </u>
omponents of Cash & Cash Equivalent		
ash on Hand	69,950	-
heques on Hand alance with Scheduled Banks - Current Accounts	486,868	•
alance with Scheduled Banks in term deposits (maturity less than 3 months)	5,900,000 6,456,818	
xed deposits placed for periods exceeding 3 months		
ash & Bank Balances (Refer Schedule No."F")		-
Ignificant accounting policies otes to account	O P	
terms of our clearance memorandum attached. or [Name of audit firm]	For and on behalf of th	ne Board
hartered Accountants	. J. Jilo on Jenon of th	
lame of the partner]	Director	Director
ertner		
	Company Secretary	

SCHEDULE A : CAPITAL

	As at December 31, 2010 Mexican pesos	As at December 31, 2009 mexican pesos
AUTHORISED		
9,550,000 equity shares of mexican pesos. 1.00 each	9,550,000	ů.
	9,550,000	
ISSUED, SUBSCRIBED AND PAID-UP		
Suscribed and paid up 9,550,000 equity shares of mexican pesos 1.00 each fully paid up (Refer footnote)	9,550,000	-
	9,550,000	-

Footnote:

Of the above, 6,112,000 shares are held by Elsamex Internacional, S. L. and 3,438,000 shares held by Agacel Agregados y Asfaltos, S. A. de C. V..

SCHEDULE B: RESERVES AND SURPLUS

	Mexican pesos	As at December 31, 2010 Mexican pesos
Securities premium account Balance as per last Balance Sheet Addition during the period	192,878	192,878
Capital reserve Opening balance Transfer during the period	<u>-</u>	<u>.</u>
Capital reserve on consolidation Opening balance Transfer during the period	<u>-</u>	_
Other statutory reserves (created through transfer of profits) Opening balance Transfer during the period	-	
Debenture redemption reserve Opening balance Addition during the period (post acquisition)	-	_
General reserve Opening balance Add: Transfer during the period	<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)	<u>-</u>	-
Balance in Profit and loss account		. -
Total reserves and surplus		192,878

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	paration of the control of the contr	_
Zero Coupon Bonds	NO APLICA	-
Lease Finance	INO 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		- -
Other than short term roans		
Non-Convertible Debentures		-
Interest accrued and due		
Total unsecured loans		
Total loan funds		

MANTENIMIENTO Y CONSERVACIÓN DE VÍALIDADES, S. A. DE C. V. (FOR CONSOLIDATION INTO THE FINANCÍAL STATEMENTS OF ILÆFS TRANSPORTATION NETWORKS LIMITED) SCHEDULES TO BALANCE SHEET AS AT December 31, 2010

Schedule D : FIXED ASSETS

Particulars		5	Gross Block					Depreciation			Net Block	¥
	Opening as at 31.12.09	Opening adjustments	Additions	Deletions	Closing as at 31.12.10	Upto 31.12.2009	Openina adjustments	For the period	Deletions	Upto 31.12.10	As at 31.12.10	
Tangible Assets												
Land	•	,	•	•	,	•	,	•	•		,	
Building & Structures	•	,	•	•	•	•		•	•		r	
Roads and bridges	•	,	•	•	•	•	,	•	•		. 1	
Vehicles	2,318,100	,	1,102,764	· -	3,420,864	1.088.943	203.076			2 101 979	1 218 884	
Data Processing Equipments	110,186	•	153,062	•	263.248	64,129	(6.358)		•	895.96	186 680	
Office Premises	54,181	•	15,818	•	566'69	7,110	6,258	5,886	•	19.254	50 745	
Office Equipments	•				•		•		•	,	25.722	
Leasehold Improvements	•	•	•	•	•		,	•	•	•	,	
Furniture & Fixtures	1	•	•	•	,	•	,	h	•	•	•	
ctrical Installations	1	*	,		,	•	•	,	•	,	•	
Plant & Machinery	2,119,207	1	000,18	'	2,210,207	223,028	137,438	185,970	•	546,436	1,663,771	
Advertisement Structure	_	•			•	•	,		•	•	. •	
Sub total	4,601,674	ı	1,362,643	-	5,964,317	1,383,210	340,414	1,040,613	1	2,764,237	3,200,080	
Concord Accord												
ased Assets			_	_								
Flant & Machinery	•	•	,		•	1	•	,	•	•	•	
Vehicles	493,087	•	•	(493,087)	•	959'19	•	į	(61,636)	•	*	
Furniture & fixtures	•	•			,	•	,		•	1	•	
Building & Structures	•	,	,	•	•	•	,	į	•	•	•	
Land	-		,	-	-	,	·		•	•	•	
Sub Total	493,087	1		(493,087)		959'19	,	•	(61,636)	-	*	
Intangible Assets												
Softwares / licenses	•	•	•	•	•		•	•	,	•	4	
Commercial Kignts Acquired	•	•	,		•		•	ì	•	f	•	
Kight Under Service Concession Arrangements	•	•	•			•		į	•	,	•	
Trademarks and Licenses	•	•	•	•	•	•	•		•	,	•	
Sign Sign Sign Sign Sign Sign Sign Sign		,				,	4	-	•	-		
Sub lotal	4			1			-	1	1		•	
Total fixed accete	5 094 761	1	1 265 643	(200 007)	715 750 3	300 000 +	240.444	. 040 643	(262.437	200 900	000 000 0	
	10/10/01		70,70		77.77	28	1 1	2	0	(5/90//		

SCHEDULE E : INVESTMENTS

		As at December 31, 2010	As at December 31, 2009
		Rupees	Rupees
Investments in associates		-	-
Less: Unrealised gain on transactions between the Cor		-	-
Add: Post-acquisition share of profit/ (loss) of associate Add: Post-acquisition share of movement in the capital		-	-
Less: Cash flow Hedge Reserve		-	
		_	
Long term investments Unquoted equity shares (fully paid up) Other investments		- -	-
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		-	<u> </u>

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	1,621,830	-
Considered doubtful	<u> </u>	-
	1,621,830	-
Less: Provision for doubtful debts Total sundry debtors	1,621,830	-
Total sultury deptors		
CASH AND BANK BALANCES		
Cash In hand	69,950	-
Balance with scheduled banks	486,868	
In current accounts In fixed deposits	480,808	-
Balance with non-scheduled banks		
In current accounts	-	-
In fixed deposits	-	-
Total cash and bank balances	556,818	
OTHER CURRENT ASSETS		
Interest accrued	-	-
Option premium assets	-	=
Receivable against sale of investments		=
Total other current assets	and the second s	-
LOANS AND ADVANCES	r 000 010	
Advances recoverable in cash or in kind or for value to be received	5,969,012	-
Deposits Advance payment of taxes (net of provision)		- -
Advance Fringe benefit tax (net of provision)	-	-
Long term loans	-	-
Short term loans	5,000	•
Advance towards Capital / Share Application Money Investment in Call Money	-	-
Grant receivable from National Highway Authorities of India		- -
Total loans and advances	5,974,012	-
Tatal annual acade and large Conduction	0 452 660	
Total current assets and loans & advances	8,152,660	

SCHEDULE G : CURRENT LIABILITIES AND PROVISIONS

	As at December 31, 2010 Rupees	As at December 31, 2009 Rupees
CURRENT LIABILITIES		
Sundry creditors	429,423	-
Advance received	-	-
Interest accrued but not due	•	-
Other liabilities	•	-
Jnearned revenue	-	-
Income received in advance	429,423	
Total current liabilities	429,423	
PROVISIONS		
Provision for fringe benefit tax (net of advance)	-	-
Provision for Tax (net of advance)	1,180,439	.
Provision for employee benefits	-	-
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	-	<u>.</u>
Provision for overlay	<u>-</u>	-
Provision for contingency Fotal provisions	1,180,439	-
otal profisions		
Total current liabilities & provisions	1,609,862	-

MANTENIMIENTO Y CONSERVACIÓN DE VIALIDADES, S. A. DE C. V. (FOR CONSOLIDATION INTO THE FINANCIAL STATEMENTS OF IL&FS TRANSPORTATION NETWORKS LIMITED) SCHEDULES TO PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED DECEmber 31, 2010

SCHEDULE H : INCOME FROM OPERATIONS

		Year ended December 31, 2010 Mexican pesos	Year ended December 31, 2009 Mexican pesos
Income from services			
Advisory and project managen	nent fees	•	*
Lenders' engineer and supervis		-	-
Operation and maintenance in	come	-	-
Toll revenue		-	-
Periodic Maintenance Income		-	-
Finance Income		-	-
License Fee	(-)		-
Total	(a)		<u>.</u>
Traded products			
Sales (net of sales tax)		63,260,332	-
Total	(b)	63,260,332	<u>-</u>
Construction Income			
Total	(c)		
Total income from operation	ns (a+b+c)	63,260,332	

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)	-	=
Profit on sale of fixed assets (net)	-	-
Advertisement income	-	
Income from Material Testing	-	-
Excess provisions written back	-	-
Operation and Maintenance Grant from National Highways Authority of India	-	-
Miscellaneous income	162,458	_
Total other income	162,458	-

MANTENIMIENTO Y CONSERVACIÓN DE VIALIDADES, S. A. DE C. V. (FOR CONSOLIDATION INTO THE FINANCIAL STATEMENTS OF IL&FS TRANSPORTATION NETWORKS LIMITED) SCHEDULES TO PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED DECEMBER 31, 2010

SCHEDULE J : OPERATING EXPENSES

	Year ended December 31, 2010 Mexican pesos	Year ended December 31, 2009 Mexican pesos
Material Consumption	25,092,601	_
Cost of traded products		-
Construction Contract Costs	**	
Fees for technical services / design and drawings	-	-
Diesel and Fuel Expenses	-	-
Operation and maintenance expenses	16,493,141	-
Provision for overlay expenses	· · · -	-
Periodic maintenance expenses	-	-
Total operating expenses	41,585,742	-

SCHEDULE K : EMPLOYEE COST

	Year ended December 31, 2010 Mexican pesos	Year ended December 31, 2009 Mexican pesos
Salaries and allowances	6,325,601	_
Contribution of provident and other funds Staff welfare expenses	1,740,259	-
Total employee cost	8,065,860	

MANTENIMIENTO Y CONSERVACIÓN DE VIALIDADES, S. A. DE C. V. (FOR CONSOLIDATION INTO THE FINANCIAL STATEMENTS OF IL&FS TRANSPORTATION NETWORKS SCHEDULES TO PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED December 31, 2010

SCHEDULE L: ADMINISTRATIVE & GENERAL EXPENSES

	Year ended December 31, 2010 Mexican pesos
Legal and consultation fees	236,887
ECR Operating and Administrative Expenses	
Agency fees	<u>.</u>
Travelling and conveyance	122,137
Rent	,· -
Rates and taxes	78,569
Repairs and maintenance	677,136
Bank commission	,
Registration expenses	_
Communication expenses	321,785
Insurance	209,496
Exchange rate fluctuation	,
Printing and stationery	258,138
Electricity charges	23,226
Cost of shared services	, <u>-</u>
Directors' fees	•
Bad debts and provision for doubtful debts	
Project management fees	7,628,056
Loss on sale of assets (net)	· · · -
Royalty	.
Miscellaneous expenses	561,532
Depreciation	1,096,939
Total administrative & general expenses	11,213,900

MANTENIMIENTO Y CONSERVACIÓN DE VIALIDADES, S. A. DE C. V. (FOR CONSOLIDATION INTO THE FINANCIAL STATEMENTS OF IL&FS TRANSPORTATION NETWO SCHEDULES TO PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED December 31, 2010

SCHEDULE M: INTEREST & FINANCE CHARGES

	Year ended December 31, 2010 Mexican pesos
Interest on loans for fixed period	22,444
Interest on debentures	-
Guarantee commission	-
Finance charges	-
Upfront fees on performance guarantee	-
Intrest on Deep Discount bonds	-
Other interest	-
Total interest and finance charges	22,444

MANTENIMIENTO Y CONSERVACIÓN DE VIALIDADES, S. A. DE C. V. (FOR CONSOLIDATION INTO THE FINANCIAL STATEMENTS OF IL&FS TRANSPORTATION NETWO SCHEDULES TO PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED December 31, 2010

SCHEDULE N : PROVISION FOR TAXATION

	Year ended December 31, 2010 Mexican pesos
Current tax Tax related to earlier years Fringe benefit tax Deferred tax charge (net)	939,027 - - -
Total provision for taxation	939,027