


IOPL - INDAS

SPECIAL PURPOSE FINANCIAL STATEMENTS
ITNL OFFSHORE PTE. LTD., SINGAPORE
BALANCE SHEET AS AT MARCH 31, 2018

Particulars	Note No	As at		As at	
		March 31, 2018		March 31, 2017	
ASSETS					
Non-current Assets					
Other assets	6		159,082,952.00		-
Total Non-current Assets			159,082,952.00		
Current Assets					
(a) Financial assets					
(i) Cash and cash equivalents	5	706,849,985		10,779,040	
(ii) Bank balances other than (iii) above	5	650,441,036			
(iii) Loans	4	8,991,262,027	10,348,553,048	7,188,158,659	7,198,937,699
(b) Other current assets					
	6		88,100,117		
			10,436,653,165		7,198,937,699
Total Current Assets			10,436,653,165		7,198,937,699
Total Assets			10,595,716,117		7,198,937,699
EQUITY AND LIABILITIES					
Equity					
(a) Equity share capital	7	208,435,444		208,435,444	
(b) Other Equity	7	(437,787,370)		(139,758,728)	
Equity attributable to owners of the Company			(229,351,926)		68,676,716
Total Equity			(229,351,926)		68,676,716
LIABILITIES					
Borrowings					
	8	10,431,533,888	10,431,533,888	6,224,505,600	6,224,505,600
Current liabilities					
(a) Financial liabilities					
(i) Trade payables	10	88,184,108		4,173,858	
(ii) Other financial liabilities	9	305,350,047	393,534,155	901,214,654	905,388,512
(b) Current tax liabilities (Net)					
	11		-		366,871
			393,534,155		905,755,383
Total Current Liabilities			393,534,155		905,755,383
Total Liabilities			10,825,068,043		7,130,260,983
Total Equity and Liabilities			10,595,716,117		7,198,937,699

Notes 1 to 19 forms part of the special purpose financial statements.

For and on behalf of the Board



CFO / Authorised Person
Date



SPECIAL PURPOSE FINANCIAL STATEMENTS
ITNL OFFSHORE PTE. LTD., SINGAPORE
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	Note No	Rs	
		Year ended March 31, 2018	Year ended March 31, 2017
Revenue from Operations	12	480,574,616	476,495,610
Other income	13	46,230,676	5,036,240
Total Income		526,805,292	481,531,850
Expenses			
Finance costs	14	637,743,891	473,260,257
Other expenses	15	5,229,216	2,412,152
Total expenses		642,973,107	475,672,409
Profit before tax		(116,167,815)	5,859,441
Less: Tax expense	16		
(1) Current tax		-	379,509
(2) Deferred tax		-	-
			379,509
Profit for the year		(116,167,815)	5,479,932
Other Comprehensive Income			
(i) Items that may be reclassified to profit or loss			
Exchange differences in translating the financial statements of foreign operations including the gain / loss on related hedging instrument		(844,333)	(1,643,143)
		(844,333)	(1,643,143)
Total other comprehensive (loss)/income		(844,333)	(1,643,143)
Total comprehensive Income for the year		(117,012,148)	3,836,789
Profit for the period attributable to:			
- Owners of the Company		(116,167,815)	5,479,932
		(116,167,815)	5,479,932
Other comprehensive (loss)/income for the period attributable to:			
- Owners of the Company		(844,333)	(1,643,143)
		(844,333)	(1,643,143)
Total comprehensive income for the period attributable to:			
- Owners of the Company		(117,012,148)	3,836,789
		(117,012,148)	3,836,789
Earnings per equity share :			
(1) Basic (in Rs.)	17	(34.47)	1.63
(2) Diluted (in Rs.)	17	(34.47)	1.63

Notes 1 to 19 forms part of the special purpose financial statements.

For and on behalf of the Board

Date



[Signature]

SPECIAL PURPOSE FINANCIAL STATEMENTS
ITNL OFFSHORE PTE. LTD., SINGAPORE
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Cash flows from operating activities		
Profit for the year	(116,167,815)	5,479,932
<u>Adjustments for:</u>		
Income tax expense recognised in profit or loss (continuing and discontinued operations)	-	379,509
Excess provisions written back		(5,035,701)
Amortisation of Bond Issue Expenses	25,415,811	-
	(90,752,004)	823,740
<u>Movements in working capital:</u>		
Increase in Current and Non Current Assets	(270,339,839)	(471,459,909)
Decrease in Current and Non Current liabilities	(510,425,738)	467,611,093
	(780,765,578)	(3,848,817)
Cash generated from operations	(871,517,582)	(3,025,077)
Income taxes paid	-	-
Net cash generated by operating activities (A)	(871,517,582)	(3,025,077)
Cash flows from investing activities		
Decrease in Bank balance / deposits held as security against borrowings	(644,548,716)	-
Net cash (used in)/generated by investing activities (B)	(644,548,716)	-
Cash flows from financing activities		
Proceeds from borrowings	10,157,658,349	-
Loan repaid to fellow subsidiary	(6,187,667,327)	-
Loan given to fellow subsidiary	(1,764,193,297)	-
Net cash (used in)/ financing activities (C)	2,205,797,726	-
Net (decrease)/increase in cash and cash equivalents (A+B+C)	689,731,429	(3,025,077)
Cash and cash equivalents at the beginning of the year	10,779,040	14,019,199
Effects of exchange rate changes on the balance of cash and cash equivalents held in foreign currencies	6,339,516	(215,083)
Cash and cash equivalents at the end of the year	706,849,985	10,779,039

Footnote : Non-cash transactions

During the current period, the Company entered into the following non-cash investing and financing activities which are not reflected in the statement of cash flows:

Notes 1 to 19 forms part of the special purpose financial statements.



For and on behalf of the Board

[Signature] *[Signature]*

CFO / Authorised Person
Date

SPECIAL PURPOSE FINANCIAL STATEMENTS
ITNL OFFSHORE PTE. LTD., SINGAPORE

Notes forming part of Financial Statements for the year ended March 31, 2018

	Rs	
Statement of changes in equity for the	Year ended March 31, 2018	Year ended March 31, 2017
a. Equity share capital		
Balance as at the beging of the year	208,435,444	208,435,444
Changes in equity share capital during the year	-	-
Balance as at end of the year	208,435,444	208,435,444

	Rs				
	Reserves and surplus		Items of other comprehensive income		
Statement of changes in equity for the year ended March 31, 2018	Retained earnings	Total	Foreign currency translation reserve	Foreign currency monetary item translation difference account	Total
b. Other equity					
Balance as at April 1, 2017	(144,650,062)	(144,650,062)	4,891,334		4,891,334
Profit for the year	(116,167,815)	(116,167,815)	-		(116,167,815)
Other comprehensive income for the period, net of income tax	-	-	(844,333)		(844,333)
Exchange differences arising on translating the foreign operations				(181,016,494)	(181,016,494)
Total comprehensive income for the year	(116,167,815)	(116,167,815)	(844,333)	(181,016,494)	(298,028,642)
Balance as at March 31, 2018	(260,817,877)	(260,817,877)	4,047,001	(181,016,494)	(437,787,370)

	Rs				
	Reserves and surplus		Items of other comprehensive income		
Statement of changes in equity for the year ended March 31, 2017	Retained earnings	Total	Foreign currency translation reserve	Foreign currency monetary item translation difference account	Total
b. Other equity					
Balance as at April 1, 2016	(150,129,994)	(150,129,994)	6,534,477		6,534,477
Profit for the year	5,479,932	5,479,932	-		5,479,932
Movement during the year (net)	-	-	(1,643,143)		(1,643,143)
Other comprehensive income for the period, net of income tax				(1,643,143)	(1,643,143)
Total comprehensive income for the year	5,479,932	5,479,932	(1,643,143)		3,836,789
Balance as at March 31, 2017	(144,650,062)	(144,650,062)	4,891,334		4,891,334
					(139,758,728)

SPECIAL PURPOSE FINANCIAL STATEMENTS
ITNL OFFSHORE PTE. LTD., SINGAPORE
Notes forming part of Financial Statements for the year ended March 31, 2018

Refer Doc

SPECIAL PURPOSE FINANCIAL STATEMENTS
ITNL OFFSHORE PTE. LTD., SINGAPORE

Notes forming part of Financial Statements for the year ended March 31, 2018

Note 4. Loans

Particulars	As at March 31, 2018		As at March 31, 2017	
	Non Current	Current	Non Current	Current
Loans to related parties (Refer note no 18)				
-Secured, considered good				
-Unsecured, considered good				
- ITNL International Pte Ltd		8,397,643,943		7,188,158,659
- Elsamex S.A.		593,618,084		
Total	-	8,991,262,027	-	7,188,158,659

Foot Note :

The loan to IIPL is unsecured, carries a fixed interest rate of 8% per annum. The loan matures in January 2018.

The Company had issued Bond of CNY 630 million on April 17, 2012. Out of its bond proceeds, the Company had granted a long term loan of US\$ 89 million to ITNL International Pte Ltd (IIPL) in 2012.

IIPL has issued the Bonds, wherein the Bond holders through the Offering Memorandum have restricted IIPL from making any payment to the Company in respect of the aforesaid loan during the existence of the Bond liability.

In order to give effect to the aforesaid provision of the Bond Holders, IIPL entered into an agreement with the Company dated July 18, 2014 wherein the Interest rate on the aforesaid loan was fixed at 8% p.a (Inclusive of all expenses) w.e.f July 14, 2014 and the principal has been now agreed to be repaid on January 2018 bullet. Hence the maturity date of the loan to IIPL is now revised to January 2019 and thereafter renewable on mutually agreeable terms.

These financials assets are carried at amortised cost.

The Company had also given Loan of 10.8 Mn USD to ITNL International Pte Ltd (IIPL) and Loan of 9.115 Mn USD to Elsamex S.A during the period under audit @ 9%

Note 5. Cash and cash equivalents

Particulars	Rs	
	As at March 31, 2018	As at March 31, 2017
Balances with Banks	323,871,159	10,779,040
Cash on hand	-	-
Balances with Banks in deposit accounts	383,178,826	-
Cash and cash equivalents	706,849,985	10,779,040
Balances held as security against Bank Guarantees.	-	-
Balances held as margin money or as security against borrowings	650,441,036	-
Other bank balances	650,441,036	-

Note 6. Other assets

Particulars	As at March 31, 2018		As at March 31, 2017	
	Non Current	Current	Non Current	Current
Prepaid expenses	-	-	-	-
Unamortised borrowing cost	159,062,952	88,100,117	-	-
Total	159,062,952	88,100,117	-	-

SPECIAL PURPOSE FINANCIAL STATEMENTS
ITNL OFFSHORE PTE. LTD., SINGAPORE

Notes forming part of Financial Statements for the year ended March 31, 2018

Note 7. Equity

Equity Share Capital

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Equivalent `	No. of Shares	Equivalent `
Equity share capital	3,370,500	208,435,444	3,370,500	208,435,444
Total	3,370,500	208,435,444	3,370,500	208,435,444

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Equivalent `	No. of Shares	Equivalent `
Authorised Share capital :				
Equity Shares of USD 1/- each	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Issued and subscribed capital comprises:				
3,370,500 fully paid equity shares of USD 1 each	3,370,500	208,435,444	3,370,500	208,435,444
	3,370,500	208,435,444	3,370,500	208,435,444

Movement during the year

Particulars	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Equivalent `	No. of Shares	Equivalent `
Shares outstanding at the beginning of the period	3,370,500	208,435,444	3,370,500	208,435,444
Shares issued during the period	-	-	-	-
Shares outstanding at the end of the period	3,370,500	208,435,444	3,370,500	208,435,444

Footnote :

Note : All the above shares are held by IL&FS Transportation Networks Limited (ITNL) - the Holding Company. These are fully paid equity shares which have a par value of USD 1, carry one vote per share and carry a right to dividends as and when declared by the Company

Other Equity

Particulars	Rs	
	As at March 31, 2018	As at March 31, 2017
<u>Foreign currency monetary item translation difference account</u>		
Balance at beginning of year	-	-
Exchange differences arising on translating the foreign operations	181,016,494	-
Balance at end of the year	(181,016,494)	-
<u>Foreign currency translation reserve</u>		
Balance at beginning of year	4,891,334	6,534,477
Exchange differences arising on translating the foreign operations	(844,333)	(1,643,143)
Balance at end of the year	4,047,001	4,891,334
<u>Retained earnings</u>		
Balance at beginning of year	(144,650,062)	(150,129,994)
Profit attributable to owners of the Company	(116,167,815)	5,479,932
Balance at end of the year	(260,817,877)	(144,650,062)
Total	(437,787,370)	(139,758,728)

SPECIAL PURPOSE FINANCIAL STATEMENTS
ITNL OFFSHORE PTE. LTD., SINGAPORE

Notes forming part of Financial Statements for the year ended March 31, 2018

Note 8. Borrowings

Rs

Particulars	As at March 31, 2018			As at March 31, 2017		
	Long-term	Current portion	Short-term	Long-term	Current portion	Short-term
Unsecured – at amortised cost						
Loans from related parties (refer note 18 (b/c))				6,224,505,600		
Unsecured Guaranteed Bonds (refer foot notes above)	10,544,147,695					
Less : Discount on issue of Bond	-112,613,807.00					
	10,431,533,888					
Total Non-current borrowings	10,431,533,888	-	-	6,224,505,600	-	-

Summary of borrowing arrangements

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

Particulars	As at March 31, 2018	As at March 31, 2017	As at March 31, 2018	As at March 31, 2017
	₹	₹	Frequency of Repayment*	Frequency of Repayment*
Upto 1 year	-	-	-	-
1-3 years	-	6,224,505,600	-	B
3-5 years	10,431,533,888	-	B	-
More than 5 years	-	-	-	-
Total	10,431,533,888	6,224,505,600		

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

The Terms of Borrowings are as under:

Loan Type : Unsecured
Start Date : 18th January 2018
Rate of Interest : 7.50% per annum, reset at every six months
Interest Payment : Semi-annually in arrear on Interest Payment Dates falling on 18th July and 18th January
Terms of Repayment : 3 years bullet repayment
Maturity Date : 18th January 2021

The Company had issued bonds of RMB 1000,000,000 on January 18, 2018. The bonds carried a fixed coupon rate of 7.50% per annum payable semi annually. The bonds were issued for a term of 3 years and were listed on the Singapore Stock Exchange. The bonds were guaranteed by the IL&FS Transportation Networks Limited.

Out of the above proceeds, the Company had repaid a long term loan of USD 96,000,000 to IO2PL and further IO2PL has repaid its Bond Liability of RMB 690 Mn on

Terms of Repayment of Unsecured Guaranteed Bonds

Particulars	Date of Issue	Amount of Bond (in RMB)	Coupon Rate	Terms of Repayment	Due date of Repayment
Unsecured Guaranteed Bonds	18.01.2018	1,000,000,000	7.50%	3 years	18.01.2021
			(Semi-annually in arrear on Interest Payment Dates falling on 18th July and 18th January)		

Note 9. Other financial liabilities

Rs

Particulars	As at March 31, 2018		As at March 31, 2017	
	Non Current	Current	Non Current	Current
Interest accrued				
From related parties (see note no 18 (b/c))		305,350,047		901,214,654
Withholding tax payable		-		
Total	-	305,350,047	-	901,214,654

Note 10. Trade payables

Rs

Particulars	As at March 31, 2018		As at March 31, 2017	
	Non Current	Current	Non Current	Current
Payable to related company (refer note 18 (b/c))		2,262,234		2,255,087
Payable to related party (refer note 18 (b/c))		51,268,475		978,612
Audit fees payable		1,300,882		421,451
Other payables		33,352,517		518,709
Total	-	88,184,108	-	4,173,868

Note 11. Current tax assets and liabilities

Rs

Particulars	As at March 31, 2018		As at March 31, 2017	
	Non Current	Current	Non Current	Current
Current tax liabilities				
Income tax payable		-		366,871
	-	-	-	366,871
Current Tax Assets (current portion)				
Current Tax Assets (non-current portion)	-	-		

SPECIAL PURPOSE FINANCIAL STATEMENTS
ITNL OFFSHORE PTE. LTD., SINGAPORE

Notes forming part of Financial Statements for the year ended March 31, 2018

Note 12. Revenue from operations

Particulars	Rs	
	Year ended March 31, 2018	Year ended March 31, 2017
Interest income (refer note 18 (b/c))	480,574,616	476,495,610
Total	480,574,616	476,495,610

Note 13. Other Income

Particulars	Rs	
	Year ended March 31, 2018	Year ended March 31, 2017
(a) Bank deposits	46,194,095	-
(b) Miscellaneous Income	36,581	5,035,701
(c) Foreign exchange fluctuation gains	-	539
Total	46,230,676	5,036,240

Note 14. Finance costs

Particulars	Rs	
	Year ended March 31, 2018	Year ended March 31, 2017
(a) Interest costs :-		
Interest on loans for fixed period	452,430,182	473,260,257
Interest on bonds	159,897,898	-
(b) Other borrowing costs		
Amortisation of Bond Issue Expenses	25,415,811	-
Total	637,743,891	473,260,257

Particulars	Rs	
	Year ended March 31, 2018	Year ended March 31, 2017
Gross finance costs	637,743,891	473,260,257
Less : Capitalised	-	-
Finance costs (net)	637,743,891	473,260,257

Note 15. Other expenses

Particulars	Rs	
	Year ended March 31, 2018	Year ended March 31, 2017
Legal and consultation fees	782,991	944,281
Directors Fees	187,631	535,369
Bank charges	124,081	106,573
Board Meeting expenses	-	680,647
Payment to auditors	1,487,760	139,993
Exchange loss	2,646,025	-
Miscellaneous expenses	728	5,289
Total	5,229,216	2,412,152

Payments to auditors	Rs	
	Year ended March 31, 2018	Year ended March 31, 2017
a) For audit	1,487,760	139,993
b) For taxation matters	-	-
c) For company law matters	-	-
d) For other services	-	-
e) For reimbursement of expenses	-	-
Total	1,487,760	139,993

Note 16. Income taxes

Income tax recognised in profit or loss

Particulars	Rs	
	Year ended March 31, 2018	Year ended March 31, 2017
Current tax		
In respect of the current year	-	379,509
	-	379,509
Total income tax expense recognised in the current year	-	379,509

SPECIAL PURPOSE FINANCIAL STATEMENTS

ITNL OFFSHORE PTE. LTD., SINGAPORE

Notes forming part of Financial Statements for the year ended March 31, 2018

Note 17. Earnings per share

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
From Continuing operations	Rs. per share	Rs. per share
Basic earnings per share	(34.47)	1.63
Diluted earnings per share	(34.47)	1.63

17.1 Basic Earnings per share

The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows.

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Profit for the period attributable to owners of the Company (A)	(116,167,815)	5,479,932
Weighted average number of equity shares for the purposes of basic earnings per share (B)	3,370,500	3,370,500
Basic Earnings per share (A/B)	(34.47)	1.63

17.2 Diluted earnings per share

The earnings used in the calculation of diluted earnings per share are as follows.

The weighted average number of equity shares for the purpose of diluted earnings per share reconciles to the weighted average number of equity shares used in the calculation of basic earnings per share as follows:

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Earnings used in the calculation of basic earnings per share	(116,167,815)	5,479,932
Earnings used in the calculation of diluted earnings per share (A)	(116,167,815)	5,479,932
Weighted average number of equity shares used in the calculation of basic earnings per share	3,370,500	3,370,500
Weighted average number of equity shares used in the calculation of diluted earnings per share (B)	3,370,500	3,370,500
Diluted earnings per share (A/B)	(34.47)	1.63

SPECIAL PURPOSE FINANCIAL STATEMENTS

ITNL OFFSHORE PTE. LTD., SINGAPORE

Notes forming part of Financial Statements for the year ended March 31, 2018

Note 18. Related Party Disclosures

(a) Name of the Related Parties and Description of Relationship:

Nature of Relationship	Name of Entity	Abbreviation used	As at March 31, 2018	As at March 31, 2017
Ultimate Holding Company	Infrastructure Leasing & Financial Services Limited	IL&FS	✓	✓
Immediate Holding Company	IL&FS Transportation Networks Limited	ITNL	✓	✓
Fellow Subsidiaries (Only with whom there have been transaction during the period/ there was balance outstanding at the year end)	ITNL International Pte. Ltd.	IOPL	✓	✓
	ITNL Offshore Two Pte. Ltd.	IO2PL	✓	✓
	IL&FS Global Financial Services (HK) Limited	IGFSL(HK)	✓	
	IL&FS Financial Services Ltd	IFSL	✓	
	Elsamex S.A	ESA	✓	
Key Management Personnel ("KMP")	K Ramchand Director and his relatives		✓	✓
	Mukund Sapre and his relatives		✓	✓
	Mr Dilip Bhatia-Chief Financial Officer		✓	✓

SPECIAL PURPOSE FINANCIAL STATEMENTS
 ITNL OFFSHORE PTE. LTD., SINGAPORE
 Notes forming part of Financial Statements for the year ended March 31, 2018

Related Party Disclosures (contd.)

Year ended March 31, 2018

(b) transactions/ balances with above mentioned related parties (mentioned in note 18 (a) above)

Particulars	IPL	IO2PL	IGFSL(HK)	IFSL	ESA	ITNL	Total
Balance					593,618,084		8,991,262,027
Short term Loan (lending)	8,397,643,943						305,350,047
Interest accrued and due		305,350,047					901,214,654
Interest accrued and due on borrowing		901,214,654					53,530,710
Payable for Expenses			51,254,751	13,724		2,262,234	
Transactions							
Interest income	479,840,217				734,399		480,574,616
Interest expense		452,430,182					452,430,182

Year ended March 31, 2017

(c) transactions/ balances with above mentioned related parties (mentioned in note 18 (a) above)

Particulars	IPL	IO2PL	IGFSL(HK)	IFSL	ESA	ITNL	Total
Balance							7,188,158,659
Short term Loan (lending)	7,188,158,659						6,224,505,600
Interest accrued and due		6,224,505,600					901,214,654
Interest accrued and due on borrowing		901,214,654					3,233,699
Payable for Expenses	978,612					2,255,087	
Transactions							
Interest income	476,495,610						476,495,610
Interest expense		473,260,257					473,260,257

SPECIAL PURPOSE FINANCIAL STATEMENTS

ITNL OFFSHORE PTE. LTD., SINGAPORE

Notes forming part of Financial Statements for the year ended March 31, 2018

Note 19: Segment Information

As per Ind AS 108, Segment reporting is applicable to the General Purpose financial statements. These Special Purpose Financial Statements have been prepared for limited and specific purpose to be included into the Consolidated Financial Statements of IL&FS Transportation Networks Limited and hence disclosure requirements as per Ind AS 108 under Segment Reporting is not applicable.

For and on behalf of the Board




CFO / Authorised Person

Date

