

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

Particulars	Note No	As at March 31,		As at March 31,	
ASSETS					
Non-current Assets					
Financial assets (i) Loans (ii) Other financial assets	4 5		3,058,110,924 -	5.2	2,569,733,80 48,773,79
Total Non-current Assets			3,058,110,924		2,618,507,60
Current Assets					
(a) Financial assets (i) Cash and cash equivalents (ii) Bank balances other than (ii) above (iii) Other financial assets	6 6 5	2,869,506 24,156,859 31,672,807	58,699,172	1,235,849 20,748,683 12,140,181	34,124,71
(b) Other current assets	7		0.664.457		202 47
b) Office Current assets			8,664,457 67,363,629		263,17 34,387,89
Total Current Assets			67,363,629		34,387,890
Total Assets	1 - 2   1		3,125,474,553		2,652,895,49
EQUITY AND LIABILITIES					
Equity					
(a) Equity share capital (b) Other Equity Equity attributable to owners of the Company	8 8	63 (8,146,598)	(8,146,535)	63 (2,829,160)	(2,829,097
Total Equity		*	(8,146,535)		(2,829,097
LIABILITIES					
Non-current Liabilities					
(a) Financial Liabilities (i) Borrowings (ii) Trade payables	9 12	2,983,021,400	2,983,021,400	2,562,161,199 41,458,045	2,603,619,244
Total Non-current Liabilities			2,983,021,400		2,603,619,24
Current liabilities (a) Financial liabilities (i) Borrowings (ii) Trade payables	9 12	111,881,852 11,057,111	400 740 700	30,765,947 4,220,402	44.446.07
(iii) Other financial liabilities	10	15,774,746	138,713,709	9,459,725	44,446,074
b) Current tax liabilities (Net) c) Other current liabilities	13		254,793 11,631,186 150,599,688		343,536 7,315,739 52,105,35
Total Current Liabilities			150,599,688		52,105,35
Total Liabilities			3,133,621,088		2,655,724,59
, can analysis			0,100,021,000		2,000,124,000
Total Equity and Liabilities			3,125,474,553		2,652,895,49

Notes 1 to 21 forms part of the special purpose financial statements.

Co. Reg. No. 201506397N

For and on behalf of the Board

CFO / Authorised Person

Date

	Language		Rs.
Particulars	Note No	Year ended March 31, 2018	Year ended March 31, 2017
Revenue from Operations	14	129,488,089	119,562,871
Other income	15	758,850	₩.
Total Income		130,246,939	119,562,871
Expenses			
Finance costs	16 17	123,878,324	111,390,816
Other expenses	17	6,333,851	3,090,543
Total expenses		130,212,175	114,481,359
Profit before tax		34,764	5,081,512
Less: Tax expense			
(1) Current tax	18	5,295,144	5,890,652
		5,295,144	5,890,652
Profit/(Loss) for the period		(5,260,380)	(809,140)
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		(57,058)	74,121
Total other comprehensive (loss)/income		(57,058)	74,121
Total comprehensive income for the year		(5,317,438)	(735,020)
Profit for the period attributable to:			
- Owners of the Company		(5,260,380)	(809,141)
		(5,260,380)	(809,141)
Other comprehensive (loss)/income for the period attributable to: - Owners of the Company		(57,058)	74,121
	-	(57,058)	74,121
Total comprehensive income for the period attributable to:			
- Owners of the Company		(5,317,438)	(735,020)
		(5,317,438)	(735,020)
Earnings per equity share :			
(1) Basic (in Rs.)	19	(5,260,380)	(809,141)
(2) Diluted (in Rs.)	19	(5,260,380)	(809,141)

Notes 1 to 21 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 THREE PTE. LTD., SINGAPORE CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018 Year ended March Year ended March **Particulars** 31, 2017 31, 2018 Cash flows from operating activities (809, 140)(5,260,380)Profit for the year Adjustments for: 5,890,652 5,295,144 Income tax expense recognised in profit or loss (continuing and discontinued operations) Net foreign exchange (gain)/loss 34,764 5,081,512 Movements in working capital: 125,348,718 (455,038,927) Increase in Current and Non Current Assets 56,225,749 (134,415,549)Decrease in Current and Non Current liabilities Increase in other liabilities (9,066,831) (398,813,178)(3,985,319)(398,778,414) Cash generated from operations (5,890,652)(5,295,144)Income taxes paid Net cash generated by operating activities (A) (404,073,558)(9,875,971)Cash flows from investing activities 1,292,274 (3,312,136)Bank balance / deposits held as security against borrowings 1,292,274 Net cash (used in)/generated by investing activities (B) (3,312,136)Cash flows from financing activities 409,000,673 9,100,020 Short term loan taken from related party Interest paid 9,100,020 409,000,673 Net cash (used in)/ financing activities (C) 516,323 1,614,979 Net (decrease)/increase in cash and cash equivalents (A+B+C) 753,695 1,235,849 Cash and cash equivalents at the beginning of the year Effects of exchange rate changes on the balance of cash and cash equivalents held in 18,677 (34, 168)foreign currencies

Footnote: Non-cash transactions

Cash and cash equivalents at the end of the year

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 21 forms part of the special purpose financial statements.

For and on behalf of the Board

2,869,506

1,235,849

CFO / Authorised Person

Date

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

		Rs.
Statement of changes in equity for the	Year ended March Year ended March 31, 2018 31, 2017	Year ended March 31, 2017
a. Equity share capital		
Balance as at the beging of the year	63	63
Changes in equity share capital during the year	-	
Balance as at end of the year	63	63

Statement of changes in equity for the year endec	year ended March 31, 2017				
b. Other equity					
	Retained earnings	Total	Foreign currency translation reserve	Total	Total
Balance as at April 1, 2016	(2,066,855)	(2,066,855)	(27,286)	(27,286)	(2,094,141)
Profit for the year Other comprehensive income for the period, net of income tax	(809,140)	(809,140)	74,121	74,121	(809,140) 74,121
Total comprehensive income for the year	(809,140)	(809,140)	74,121	74,121	(735,019)
Balance as at March 31, 2017	(2,875,995)	(2,875,995)	46,835	46,835	(2,829,160)

Statement of changes in equity for the year ended	the year ended March 31, 2018				
b. Other equity	Reserves and surplus	surplus	Items of other comprehensive income	ehensive income	
	Retained earnings	Total	Foreign currency translation reserve	Total	Total
Balance as at April 1, 2017	(2,875,995)	(2,875,995)	46,835	46,835	(2,829,160)
Profit for the year Other comprehensive income for the period, net of	(5,260,380)	(5,260,380)	. (57,058)	(57,058)	(5,260,380) (57,058)
income tax  Total comprehensive income for the year	(5,260,380)	(5,260,380)	(57,058)	(57,058)	(5,317,438)
Balance as at March 31, 2018	(8,136,375)	(8,136,375)	(10,223)	(10,223)	(8,146,598)

Refer Doc

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

#### Note 4. Loans

- 1	_	•

Particulars	As at March	31,2018	As at March	31,2017
	Non Current	Current	Non Current	Current
Loans to related parties (Refer note no 29)				
-Secured, considered good				
-Unsecured, considered good				
- Elsamex S.A.	3,058,110,924		2,569,733,809	( <del>*</del>
Total	3,058,110,924	-	2,569,733,809	V.W

#### Foot Note:

The Loan is denominated in Euro. It carries an interest at EURIBOR plus 3.5% and repayable by Augu

The Loan drawn under facility agreement as mentioned above has been extended to Elsamex S.A, a

These financials assets are carried at amortised cost.

#### Note 5. Other financial assets

Rs.

Particulars	As at March	31,2018	As at March	31,2017
	Non Current	Current	Non Current	Current
Guarantee fee receivable from related party (refer note 22(c)		17,406,907	48,773,799	-
Expenses reoverable from related party (refer note 22(c) /(d))		10,450,673		10,040,902
Interest recoverable from related party (refer note 22(c) /(d))		3,815,227		2,099,279
Total	-	31,672,807	48,773,799	12,140,181

#### Note 6. Cash and cash equivalents

Rs.

Particulars	As at March	As at March
Balances with Banks	2,869,441	1,235,784
Cash on hand	65	65
Cash and cash equivalents	2,869,506	1,235,849
Balances held as margin money or as security against borrowing	24,156,859	20,748,683
Other bank balances	24,156,859	20,748,683

#### Note 7. Other assets

Rs.

Rs.

		113.		110.
Particulars	As at March	31,2018	As at March	31,2017
	Non Current	Current	Non Current	Current
Prepaid expenses		8,664,457		263,177
Total	-	8,664,457		263,177

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

Note 8. Equity

#### **Equity Share Capital**

Particulars	As at March	31,2018	As at March 31, 2017	
	No. of Shares	Rs.	No. of Shares	Rs.
Equity share capital (refer foot note no. i)	1	63	1	63
Total	1	63	1	63

Particulars	As at Marc	h 31,2018	As at March 31, 2017	
	No. of Shares	Rs.	No. of Shares	Rs.
Authorised Share capital :			(	
Equity Shares of USD 1/- each	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Issued and subscribed capital comprises:				
Equity Shares of USD 1/- each fully paid	1	63	1	63
	1	63	1	63

Movement during the year

Particulars	As at Marc	ch 31,2018	As at March 31, 2017		
	No. of Shares	Equivalent `	No. of Shares	Equivalent `	
Shares outstanding at the beginning of the year	1	63	1	63	
Shares issued during the Year		( <del>=</del>	( <b>-</b>		
Shares outstanding at the end of the year	1	63	1	63	

Note: All the above shares are held by the 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

#### Other Equity

		Rs.
Particulars	As at March 31,2018	As at March 31, 2017
Foreign currency translation reserve		
Balance at beginning of year	46,835	(27,286)
Exchange differences arising on translating the foreign	(57,058)	74,121
operations		
Balance at end of the year	(10,223)	46,835
Retained earnings		
Balance at beginning of year	(2,875,995)	(2,066,855)
Profit attributable to owners of the Company	(5,260,380)	(809,140)
Balance at end of the year	(8,136,375)	(2,875,995)
Total	(8,146,598)	(2,829,160)

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

#### Note 9. Borrowings

Rs.

Particulars	As a	at March 31, 2018		A	s at March 31, 2017	
_	Long-term	Current portion	Short-term	Long-term	Current portion	Short-term
Unsecured – at amortised cost Loans from bank Loans from related party (refer note 22(c) /(d))	2,983,021,400	111,881,852	-	2,562,161,199	- 30,765,947	
Total Borrowings	2,983,021,400	111,881,852	-	2,562,161,199	30,765,947	

Foot Note: Amounts repayable to Banks by the Company at interest rate of EURIBOR Plus 3.2% per annum (as at March 31, 2016: EURIBOR Plus 3.2% per annum;).

Particulars	Date of Loan Taken	Amount of Loan (in Euro)	Rate of Interest	Terms of Repayment	Due date of Repayment
State Bank of India, Singapore Branch	27.05.2015	14.5 Mn	EURIBOR Plus 3.2%	60 months	26.05.2020
Mega International Commercial Bank Co Ltd, Singapore Branch	27.05.2015	4.0 Mn	EURIBOR Plus 3.2%	60 months	26.05.2020
EXIM Bank India, London Branch	27.05.2015	18.5 Mn	EURIBOR Plus 3.2%	60 months	26.05.2020
		37 Mn			

#### Foot Note:

The Company entered into an Euro term facility as borrower, with arrangers namely Australia and New Zealand Banking Group Limited (ANZ) and Export-Import Bank of India, London branch (EXIM) on 7th April, 2015. One of the arranger ANZ vide clause 23 of the term loan facility had transferred by novation to new lenders, all of their existing rights and obligations under the facility agreement and the other finance documents which relate to that portion of their commitment and participation in loans under the facility agreement.

The Loan drawn under facility agreement as mentioned above has been extended to Elsamex S.A, a fellow subsidiary.

The Holding Company has given guarantee to the banks for the aforesaid borrowings.

#### (c). 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, 2017	As at March 31, 2017
	₹	₹	Frequency of Repayment*	Frequency of Repayment*
			-	-
1-3 years	2,983,021,400	-	В	
3-5 years		2,562,161,199		В
Total	2,983,021,400	2,562,161,199		

<sup>\*</sup> QT = Quarterly, Y = Yearly and B = Bullet repayment

#### Note 10. Other financial liabilities

Rs.

Particulars	As at March 31, 2018		As at March 31, 2017	
	Non Current	Current	Non Current	Current
Interest accrued From bank From related parties (see note no 29)		8,750,107 7,024,639		7,287,925 2,171,800
Total		15,774,746	2	9,459,725

#### Note 11. Other liabilities

Rs

Particulars	As at March	As at March 31, 2018		
	Non Current	Current	Non Current	Current
Statutory dues		11,631,186	-	7,315,739
Total	-	11,631,186	-	7,315,739

#### Note 12. Trade payables

Rs.

Particulars	As at March 31, 2018		As at March 31, 2017	
	Non Current	Current	Non Current	Current
Guarantee fee payable (refer note 22(c) /(d))	<i>a</i>	6,252,104	41,458,045	
Expenses payable to related party (refer note 22(c) /(d))		1,410,436		1,405,980
Payable to related party (refer note 22(c) /(d))		2,614,041		1,874,262
Audit fees payable		780,530		940,160
Total	-	11,057,111	41,458,045	4,220,402

#### Note 13. Current tax assets and liabilities

Particulars	As at March	As at March 31, 2017		
	Non Current	Current	Non Current	Current
Current tax liabilities Income tax payable	-	254,793		343,538
	-	254,793	-	343,538

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

#### Note 14. Revenue from operations

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Interest income on loan Interest on DSRA Loan from fellow sudsidiary Guarantee Commission recovered	99,731,726 1,400,733 28,355,630	96,212,683 1,222,991 22,127,197
Total	129,488,089	119,562,871

#### Note 15. Other Income

Rs.

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Miscellaneous income	758,850	
Total	758,850	*

#### Note 16. Finance costs

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(-) Interest costs :		
(a) Interest costs :- Interest on bank loans	91,183,270	87,965,842
Interest on loans from related party (refer note 22(c) /(d))	4,339,424	1,297,777
Total (a)	95,522,694	89,263,618
(b) Other borrowing costs Guarantee commission	28,355,630	22,127,197
Total (b)	28,355,630	22,127,197
Total (a+b)	123,878,324	111,390,816

Interest on Loan taken from ITNL International Pte Ltd to maintain the DSRA account pursuant to the loan taken from banks is fully recovered from Elsamex S.A.

The charges on loan taken from bank to finance Elsamex S.A. are recovered fully from Elsamex S.A. Guaranatee Commission payable to ITNL for the guarantee given for Bank loan is recovered from Elsamex S.A.

#### Note 17. Other expenses

Rs.

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Legal and consultation fees	1,223,966	2,408,417
Exchange rate fluctuation cost (net)	2,410,874	420,058
Bank charges	213,769	122,062
Payment to auditors	972,121	140,006
Miscellaneous expenses	1,513,121	2
Total	6,333,851	3,090,543

Rs.

Payments to auditors	Year ended March 31, 2018	Year ended March 31, 2017
a) For audit	972,121	140,006
b) For taxation matters		•
c) For company law matters		-
d) For other services		-
c) For reimbursement of expenses		
Total	972,121	140,006

#### Note 18. Income taxes

#### Income tax recognised in profit or loss

R

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Current tax In respect of the current year	5,295,144	5,165,912 724,740
In respect of prior year	5,295,144	5,890,652
Total income tax expense recognised in the current year	5,295,144	5,890,652

#### Note 19. Earnings per share

Particulars  From Continuing operations  Basic earnings per share	Year ended March 31, 2018	
	Rs. per share (5,260,380)	e de la companya de l
Diluted earnings per share	(5,260,380)	(809,140.68)

#### 19.1 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	Year ended March	
	31, 2018	31, 2017	
Profit for the period attributable to owners of the Company (A)	(5,260,380)	(809,141)	
Weighted average number of equity shares for the purposes of basic earnings per share (B)	1	1	
Basic Earnings per share (A/B)	(5,260,380)	(809,140.68)	

#### 19.2 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	(5,260,380)	(809,141)	
Earnings used in the calculation of diluted earnings per share (A)	(5,260,380)	(809,141)	
Weighted average number of equity shares used in the calculation of basic earnings per share	1	1	
Weighted average number of equity shares used in the calculation of diluted earnings per share (B)	1	1	
Diluted earnings per share (A/B)	(5,260,380)	(809,140.68)	

#### Note 20. Related Party Disclosures

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

Nature of Relationship	Name of Entity	Abbreviation used	Year ended March 31, 2018	As at March 31, 2017
Ultimate Holding Company	Infrastructure Leasing & Financial Services Limited	IL&FS	~	V
	IL&FS Transportation Networks Limited	ITNL	~	>
Fellow Subsidiaries	ITNL International Pte. Ltd.	IIPL	~	>
(Only with whom there	ITNL Offshore Two Pte. Ltd.	IO2PL	~	>
have been transaction during the period/ there was balance outstanding at the year end)	Elsamex SA	ESA	×	,
Key Management	K Ramchand Director and his relatives		~	~
Personnel ("KMP")	Mukund Sapre and his relatives		~	~

Related Party Disclosures (contd.)

Year ended March 31, 2018

(c) transactions/ balances with above mentioned related parties (mentioned in note 20(a) above)

Particulars	Elsamex	IIPL	IOPL2	ITNL	Total
Balance					
long-term loans (lending)	3,058,110,924				3,058,110,924
Interest accrued but not due on borrowing		7,024,639			7,024,639
Other Payables		2,614,041	1,410,436		4,024,477
Short Term Borrowings		111,881,852			111,881,852
Guarantee fee & Interest receivable	21,222,134				21,222,134
Other receivable	10,450,673			AU-T	10,450,673
Guarantee fee payable				6,252,104	6,252,104
Transactions					
Interest income	99,731,726				99,731,726
Guarantee commission recovered	28,355,630				28,355,630
Guarantee Commission expense				28,355,630	28,355,630
Interest expense		4,339,424			4,339,424

Year ended March 31, 2017

(d) transactions/ balances with above mentioned related parties (mentioned in note 20(a) above)

Particulars	Elsamex	IIPL	IOPL2	ITNL	Total
Balance					
long-term loans (lending)	2,569,733,809				2,569,733,809
Interest accrued but not due on borrowing		2,171,800			2,171,800
Other Payables		1,874,262	1,405,980		3,280,242
Short Term Borrowings		30,765,947			30,765,947
Guarantee fee & Interest receivable	50,873,078				50,873,078
Other receivable	10,040,902				10,040,902
Guarantee fee payable				41,458,045	41,458,045
Transactions					
Interest income	96,212,683				96,212,683
Guarantee commission recovered	22,127,197				22,127,197
Guarantee Commission expense				22,127,197	22,127,197
Interest expense		1,297,777			1,297,777
Interest on DSRA Loan	1,222,991				1,222,991

Note 21: 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.

Note 22: { Approval of financial statements

For and on behalf of the Board

CFO / Authorised Person

Date