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Independent Auditor's Report on Financial Statements
To the members of ITNL Toll Management Services Limited

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of ITNL Toll Management Services Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and the statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), Cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit of Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

Luthra & Luthra New Delhi Chartered Accountants

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the IND AS, of the state of affairs of the Company as at 31st March, 2018, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

   c) The Balance Sheet, the Statement of Profit and Loss, the Cash Flow Statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of accounts

   d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act

   e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st

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March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigation on its financial position in its Ind AS financial statement- Refer note 24 to financial statements.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Naresh Agrawal
Partner
M.No: 504922

Place: Noida
Date: May 18, 2018

Annexure - A to the Independent Auditors' Report
The Annexure referred to in Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended 31 March 2018

1. a. The Company is generally maintaining proper records showing full particulars including quantitative details and situation of fixed assets.

   b. As per the information and explanations given to us, fixed assets have been physically verified by the Management at reasonable intervals, and no discrepancy was noticed.

   c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company does not hold any immovable property.

2. As per the information and explanations given to us, inventories have been physically verified at reasonable interval during the year by the Management. The discrepancies noticed on verification between the physical stock and book records are not material and have been properly dealt with in the books of accounts.

3. In our opinion and according to the information and explanation given to us, the Company has not granted any loan, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act 2013.

4. In our opinion and according to the information and explanations given to us, the Company has not given/make any loan, investment, guarantee and security and accordingly provisions of section 185 and 186 of the Act are not applicable.

5. According to the information and explanations given to us the company has not accepted deposits.

6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Companies Act, 2013 in respect of services carried by the Company.

7. a. According to the information and explanations given to us, the company is generally regular in depositing undisputed statutory dues including provident fund, employees state insurance, income tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authorities during the year.

   There were no undisputed amounts payable on account of the above dues in arrears as at March 31, 2018 for a period of more than six months from the date they became payable.

   b. According to the information and explanation given to us, there is no due on account of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax which have not been deposited on account of dispute.

8. As per the information and explanation given to us, the Company has not taken any loans or borrowing from banks and financial institutions during the year. Accordingly, paragraph 3 (viii) of the Order is not applicable.

9. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Proceeds of loan have been used for the purpose for which loan was raised.

Luthra & Luthra * New Delhi * Chartered Accountants

10. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

11. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided any managerial remuneration. Accordingly, paragraph 3 (xi) of the Order is not applicable.

12. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Ind AS financial statements as required by the applicable Indian accounting standards.

14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Naresh Agrawal
Partner
M.No: 504922

Place: Noida
Date: May 18, 2018

Annexure - B to the Independent Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of ITNL Toll Management Services Limited ("the Company") as of 31st March 2018 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Luthra & Luthra
New Delhi
Chartered Accountants

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Naresh Agrawal
Partner
M.No: 504922

Place: Noida
Date: May 18, 2018

ITNL Toll Management Services Limited
Balance Sheet as at March 31, 2018

(Rs in lacs)

	Note	As At March 31, 2018	As At March 31, 2017
ASSETS			
Non Current Assets			
(a) Property, plant and equipment	3	9.02	16.14
(b) Financial Assets			
(i) Loans	4(i)	18.69	20.09
Total Non-Current Assets		**27.71**	**36.23**
Current Assets			
(a) Inventories	5	1.38	1.85
(b) Financial Assets			
(i) Cash & Cash Equivalents	6	0.74	41.73
(ii) Loans	4(ii)	1.41	1.37
(c) Current Tax assets	7	168.88	386.60
(d) Other Current Assets	8	33.42	9.94
Total Current Assets		**205.83**	**441.49**
TOTAL ASSETS		**233.54**	**477.72**
EQUITY AND LIABILITIES			
Equity			
(a) Share Capital	9	5.00	5.00
(b) Other Equity	10	(179.89)	(173.68)
Total Equity		**(174.89)**	**(168.68)**
Liabilities			
Non-Current Liablities			
(a) Provisions	11(i)	26.46	67.25
Total Non-Current Liablities		**26.46**	**67.25**
Current Liabilities			
(a) Financial Liabilities			
(i) Borrowing	12	108.85	-
(ii) Trade payables	13	77.28	35.64
(iii) Other Financial Liabilities	14	72.51	284.42
(b) Other Current Liabilities	15	97.87	88.66
(c) Provisions	11(ii)	25.46	170.44
Total Current Liabilities		**381.97**	**579.16**
TOTAL EQUITY AND LIABILITIES		**233.54**	**477.72**
Notes forming part of the financial statements	1-30		

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Luthra & Luthra New Delhi Chartered Accountants

Naresh Agrawal
Partner
(M. No. 504922)
Place: Noida
Date: 18.05.2018

For ITNL Toll Management Services Limited

Rajiv Jain
Director
Din- 07784179

Anwar Abbas Abbasi
Director
Din- 07117720

General Manager

ITNL TOLL MANAGEMENT SERVICES LTD.

ITNL Toll Management Services Limited
Statement of Profit & Loss for the year ended March 31, 2018

(Rs in lacs)

	Note	Year ended March 31, 2018	Year ended March 31, 2017
Revenue from Operation	16	480.00	1,350.87
Other Income	17	38.03	29.26
Total Income		**518.03**	**1,380.13**
Expenses			
Operating expenses	18	169.44	451.08
Employee benefits expense	19	294.22	804.92
Finance costs	20	21.29	3.00
Depreciation and amortization expense	3	5.45	8.47
Other expenses	21	38.98	47.38
Total Expenses		**529.38**	**1,314.85**
Profit for the year before taxation		**(11.35)**	**65.28**
Tax Expense:		-	-
Profit for the year after tax		(11.35)	65.28
Other Comprehensive Income			
Actuarial (gain)/loss in respect of defined benefit plan		5.14	(19.29)
		5.14	**(19.29)**
Total comprehensive Income for the period		**(6.21)**	**45.99**
Earning per Equity Share:			
- Basic	**22**	(22.69)	130.56
- Diluted	**22**	(22.69)	130.56
Notes forming part of the financial statements	**1-30**		

The accompanying notes are an integral part of the financial statements

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Naresh Agrawal
Partner
(M. No. 504922)

Place: Noida
Date: 18.05.2018

For ITNL Toll Management Services Limited

Rajiv Jain
Director
Din- 07784179

Anwar Abbas Abbasi
Director
Din- 07117720

General Manager
Place: Noida

ITNL TOLL MANAGEMENT SERVICES LIMITED
Cash Flow Statement for the year ended March 31, 2018

Rs. In lacs

		Year ended March 31, 2018	Year ended March 31, 2017
(A)	**Cash Flows from Operating Activities**		
	Profit/(Loss) before taxes	(11.35)	65.28
	Adjustment for :		
	- Depreciation	5.45	8.47
	- Loss on Sale of Fixed Assets	3.22	1.18
	- Interest Expense	21.23	-
	- Provision for Employee Benefits	11.47	105.02
	Operating Profit before working capital changes	**30.02**	**179.95**
	Adjustments for Change in		
	Decrease/(Increase) in Trade Receivables & Other Current Assets	(21.65)	82.18
	Increase/(Decrease) in Trade payables & Other Current Liabilities	(367.72)	(311.42)
	Cash Flow from Operating Activities	(359.36)	(49.29)
	Payment of Taxes	217.72	(10.69)
	Net Cash Generated / (Used) in Operating Activities	**(141.64)**	**(59.98)**
(B)	**Cash Flow from Investing Activities**		
	Purchase of Fixed Assets	(1.56)	(5.90)
	Sale of Fixed Assets	0.02	0.17
	Net Cash (Used in) / Generated from Investing Activities	**(1.54)**	**(5.73)**
(C)	**Cash Flow from Financing Activities**		
	Short Term loan availed	108.85	-
	Interest paid	(6.66)	-
	Net Cash Generated from Financing Activities	**102.19**	-
(D)	**Net Decrease in Cash & Cash Equivalents**	**(40.99)**	**(65.71)**
	Cash & Cash equivalent at the beginning of the period	41.73	107.44
	Cash & Cash equivalent at end of the period	0.74	41.73
		(40.99)	**(65.71)**

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Luthra & Luthra New Delhi Chartered Accountants

Naresh Agrawal
Partner
(M. No. 504922)

Place: Noida
Date: 18.05.2018

For ITNL Toll Management Services Limited

Rajiv Jain
Director
Din- 07784179

Anwar Abbas Abbasi
Director
Din- 07117720

General Manager

ITNL TOLL MANAGEMENT SERVICES LTD.

ITNL Toll Management Services Limited
Statement of Change in Equity for the year ended March 31, 2018

Equity Share Capital	**Rs. In lacs**
As at 1 April 2016	5.00
As at March 31, 2017	5.00
As at March 31, 2018	5.00

Rs. In lacs

	Retained Earning	**Other Comprehensive Income**	**Total**
As at 1 April 2016	(219.86)	0.19	**(219.67)**
Net Profit	65.28	(19.29)	**45.99**
As at March 31,2017	**(154.58)**	**(19.10)**	**(173.68)**
Net Profit	(11.35)	5.14	(6.21)
As at March 31,2018	**(165.93)**	**(13.96)**	**(179.89)**

In terms of our report attached
For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Naresh Agrawal
Partner
(M. No. 504922)

Place: Noida
Date: 18.05.2018

For ITNL Toll Management Services Limited

Rajiv Jain
Director
Din- 07784179

Anwar Abbas Abbasi
Director
Din- 07117720

General Manager

ITNL TOLL MANAGEMENT SERVICES LTD.

1. Background

ITNL Toll Management Services Limited (ITMSL) is a public limited company incorporated and domiciled in India on 22nd June, 2007 with its registered office at Toll Plaza, DND Flyway, Noida - 201301, Uttar Pradesh, India. Its parent Company is Noida Toll Bridge Company Limited.

ITMSL has been incorporated to provide services and consultancy in the areas of operations, toll collections, routine and procedure maintenance, engineering, design, supply, installation, commissioning of toll and traffic management system. ITMSL has started operations and management of Noida Toll Bridge Project w.e.f. 1st August, 2007.

2. Significant Accounting Policies

a) Statement of Compliance

The financial statements have been prepared in accordance with Ind ASs notified under the Companies (Indian Accounting Standards) Rules, 2015.

b) Basis of Preparation

These financial statements have been prepared in accordance with the going-concern principle and on a historical cost basis except for available for sale investments which have been measured at fair value. The presentation and grouping of individual items in the balance sheet, the Statement of Profit & Loss and the cash flow statement are based on the principle of materiality.

c) Significant accounting judgments and estimates

Judgements and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

d) Foreign Currency Transactions

The Company's financial statements are presented in INR, which is also the company's functional currency. Transactions in foreign currencies are recorded at the currency rate ruling at the date of transactions. Monetary assets and liabilities denominated in foreign currency are retranslated at the exchange rate ruling at the Balance Sheet date and resulted differences are taken to Statement of Profit & Loss.

Luthra & Luthra Chartered Accountants New Delhi

ITNL TOLL MANAGEMENT SERVICES LTD.

i) Provisions

Provisions are recognized when the company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

j) Employee costs

Retirement benefit costs and termination benefits

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions. The Company has no obligation, other than the contribution payable to the provident fund.

For defined benefit retirement benefit plans, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. Re- measurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding net interest), is reflected immediately in the balance sheet with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss. Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Group recognises related restructuring costs

Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability or asset.

Defined benefit costs are categorised as follows:

- service cost (including current service cost, past service cost, as well as gains and losses on curtailments and
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in profit or loss in the line item 'Employee benefits expense'. Curtailment gains and losses are accounted for as past service costs.

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on government bonds.

The retirement benefit obligation recognized in the balance sheet represents the actual deficit or surplus in the Company's defined benefit plans. Any surplus resulting from this calculation is limited to the present value of any economic benefits available in the form of refunds from the plans or reductions in future contributions to the plans.

Luthra & Luthra New Delhi Chartered Accountants

ITNL TOLL MANAGEMENT SERVICES LTD.

depreciation or carry forward of tax losses are recognised to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

n) CENVAT Credit

CENVAT (Central Value Added Tax) in respect of service Tax is accounted on accrual basis on eligible services. The balance of CENVAT Credit is reviewed at each reporting date and amount estimated to be unutilised is charged to the Statement of profit & loss for the period.

o) Preliminary Expenditure

Preliminary expenditures have been written off in the period in which incurred.

p) Cash and Cash Equivalents:

Cash comprises of Cash on Hand, Cheques on Hand and demand deposits with Banks. Cash Equivalents are short term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risks of changes in value.

q) Earnings per Share

Basic earnings per share are calculated by dividing net profit for the year by the weighted average number of ordinary shares outstanding during the period.

Diluted earnings per share are calculated by dividing the net profit for the year by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

(s) Standard Issued but not yet effective

The Ministry of Corporate Affairs (MCA), on 28 March 2018, notified Ind AS 115, Revenue from Contracts with Customers, as part of the Companies (Indian Accounting Standards) Amendment Rules, 2018. The new standard is effective for accounting periods beginning on or after 1 April 2018. The Management is in the process of evaluating the impact of the same on its financial statement.

Luthra & Luthra New Delhi Chartered Accountants

ITNL TOLL MANAGEMENT SERVICES LTD.

ITNL TOLL MANAGEMENT SERVICES LIMITED
Notes to financial statements for the year ended March 31, 2018

3. Property, Plant & Equipment

(Rs. in lacs)

Current Year 2017-18

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2017	Additions	Deletion	As on 31.03.2018	As on 01.04.2017	For the year	Deletion	As on 31.03.2018	As on 31.03.2018	As on 31.03.2017
Office Equipment	29.09	0.87	4.33	25.63	18.43	3.94	2.88	19.50	6.13	10.66
Furniture & Fixtures	16.56	-	2.30	14.26	12.27	0.70	0.94	12.03	2.23	4.29
Computers	9.46	0.69	3.83	6.32	8.27	0.80	3.41	5.66	0.66	1.19
TOTAL	**55.11**	**1.56**	**10.47**	**46.20**	**38.97**	**5.45**	**7.23**	**37.18**	**9.02**	**16.14**

Previous Year 2016-17

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01.04.2016	Additions	Deletion	As at 31.03.2017	As at 01.04.2016	For the year	Deletion	As at 31.03.2017	As at 31.03.2017	As at 31.03.2016
Office Equipment	30.18	3.96	5.05	29.09	16.91	5.70	4.19	18.42	10.66	13.27
Furniture & Fixtures	14.91	1.65	-	16.56	10.78	1.50	-	12.27	4.29	4.13
Computers	22.71	0.29	13.54	9.46	20.06	1.27	13.05	8.28	1.19	2.66
TOTAL	**67.80**	**5.90**	**18.59**	**55.11**	**47.74**	**8.47**	**17.24**	**38.97**	**16.14**	**20.05**

ITNL TOLL MANAGEMENT SERVICES LTD.

Luthra & Luthra Chartered Accountants New Delhi

	As At March 31, 2018 Rs. In lacs	As At March 31, 2017 Rs. In lacs
4. Loans (Unsecured, Considered Good)		
(i) Non Current		
Loan to Staff	18.69	20.09
	18.69	20.09
(ii) Current		
Loan to Staff	1.41	1.37
	1.41	1.37
5. Inventories		
Stores and spares	1.38	1.85
	1.38	1.85
6. Cash and Bank Balances		
Balances with banks		
- In Current Account	0.74	3.41
Cash on hand	-	38.32
	0.74	41.73
7. Current Tax Assets		
Advance Payment against Taxes	168.88	386.60
	168.88	386.60
8. Other Current Assets (Considered Good)		
Prepaid Expenses	4.46	7.19
Others	28.96	2.75
	33.42	9.94
9. Share Capital		
Authorised		
50,000 Equity Shares of Rs. 10/- each	5.00	5.00
Issued, Subscribed & Paid up		
50,000 Equity Shares of Rs. 10/- each	5.00	5.00
	5.00	5.00

a. Reconciliation of the share outstanding at beginning and at end of the period/year

	As at March 31, 2018		As at March 31, 2017	
	Number	Rupees	Number	Rupees
Shares outstanding at the beginning of the period/year	50,000	5.00	50,000	5.00
Shares Issued during the period/ year	-	-	-	-
Shares outstanding at the end of the period/ year	50,000	5.00	50,000	5.00

b. Terms/Rights attached to Equity Shares

The company has only one class of ordinary equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. Each holder of these ordinary shares are entitled to receive dividends as and when declared by the company.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportionate to the number of equity shares held by the shareholders.

c. Shares held by Holding Company

25,500 Equity Shares (Previous year 25,500) are held by Noida Toll Bridge Co. Limited, the holding company.

d. Details of the Shareholders holding more than 5 % in shares of the company

	As at March 31, 2018		As at March 31, 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Noida Toll Bridge Company Limited	25,500	51%	25,500	51%
IL&FS Transportation Networks Limited	24,500	49%	24,500	49%

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10. Other Equity		As At March 31, 2018 Rupees		As At March 31, 2017 Rupees
Statement of Profit & Loss				
Opening balance	(154.58)		(219.86)	
Profit/(loss) for the period	(11.35)	(165.93)	65.28	(154.58)
Other Comprehensive Income				
Opening balance	(19.10)		0.19	
During the period	5.14	(13.96)	(19.29)	(19.10)
		(179.89)		(173.68)

11. Provisions		
(i) Non Current		
(a) Provision for Employee Benefits	26.46	67.25
	26.46	67.25
(ii) Current		
(a) Provision for Employee Benefits	25.46	170.44
	25.46	170.44

12. Borrowings		
Unsecured Loan	108.85	-
	108.85	-

13. Trade Payable		
Trade payables	77.28	35.64
	77.28	35.64

14. Other Financial Liability		
Current		
(a) Statutory Dues	11.25	11.48
(b) Expenses Payable	27.91	233.70
(c) Interest Accrued but not due	14.57	-
(d) Other payables	18.78	39.24
	72.51	284.42

15. Other Current Liability		
Advance from Customer	97.87	88.66
	97.87	88.66

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16. Income From Operations	Year ended March 31, 2018 Rupees	Year ended March 31, 2017 Rupees
Operation & Maintenance Fees	480.00	852.15
Service Fee	-	498.72
	480.00	1,350.87

17. Other Income		
Interest Received	34.34	10.14
Profit on Sale of Fixed Asset	-	-
Other Misc	3.69	19.12
	38.03	29.26

18. Operating Expenses		
Power & Fuel Exps	5.55	10.10
Security Charges	86.43	130.06
Stores & Spares Expenses	1.52	9.85
Vehicle Running & Maint. (Patrolling & Maint.)	11.13	11.36
Bridge Repair & Maintenance	64.81	289.71
	169.44	451.08

19. Employee Cost		
Salaries, Wages & Bonus	256.56	703.82
Contribution to Provident Fund & others	25.29	54.17
Staff Welfare Expenses	12.37	46.94
	294.22	804.92

20. Finance Cost		
Interest on Loan	21.23	-
Bank Charges	0.06	3.00
	21.29	3.00

21. Other Expenses		
Legal & Professional Charges*	21.73	18.71
Insurance	0.38	2.03
Travelling & Conveyance	2.07	6.51
Telephone, Internet & Postage	4.75	6.65
Printing & Stationery	0.65	4.61
Repair & Maintenance Expenses	2.12	2.93
Rates & Taxes	-	0.06
Loss on Sale of Fixed Assets	3.20	1.18
Other Expenses	4.08	4.69
	38.98	47.38

*Legal & Professional charges includes payment to auditors		
As Auditors	2.00	6.30
Tax Matters	-	1.20
Out of Pocket expenses	0.15	0.30
	2.15	7.80

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22. Earning/ (Loss) Per Share	Year ended March 31, 2018	Year ended March 31, 2017
A. Number of Equity shares of Rs. 10 each fully paid up at the beginning of the period	50,000	50,000
B. Number of Equity shares of Rs. 10 each fully paid up at the period end	50,000	50,000
C. Weighted Average number of Equity Shares outstanding during the period	50,000	50,000
D Net Profit for the period (Rs. In lacs)	(11.35)	65.28
E Basic / Diluted Profit per Share (Rs.)	**(22.69)**	**130.56**
F Nominal value of Equity Share (Rs.)	10.0	10.0

23. Accumulated losses of the Company have exceeded its net worth. The Company is economically dependent on its parent company for necessary financial and other assistance. The continuity of the Company as a going concern is further subject to continuation of O&M agreement with its parent company. The promoter of the Company has assured to provide necessary financial and other assistance to help running its operations smoothly in the ensuing years. Therefore the accounts of the Company have been prepared under going concern assumptions.

24. Contingent Liabilities	Year ended March 31, 2018
	-
(i) Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil
(ii) Claims not acknowledged as debt by the Company	Nil

25. Employees Benefit Obligation

A. Defined-contribution plans

(i) The company offers its employees defined contribution benefits in the form of provident fund. Provident fund cover substantially all regular employees. Both the employees and the Company pay predetermined contributions into the provident fund.

A sum of Rs.15.54 lacs (Previous year Rs. 36.44 lacs) has been charged to the Statement of Profit and Loss in this respect.

B. Defined–benefit plans:

Gratuity is computed as 15 days salary, for every completed year of service or part there of in excess of 6 months and is payable on retirement/termination/resignation. The benefit vests on the employee completing 5 years of service. The Gratuity plan for the Company is a defined benefit scheme and the Company makes provision of such gratuity asset/ liability in the books of accounts on the basis of actuarial valuation.

The following table summarises the components of net expense recognised in the statement of profit & loss and amounts recognised in the balance sheet for gratuity.

Net Benefit Expenses	Year ended March 31, 2018 Rs.	Year ended March 31, 2017 Rs.
Current service cost	4.36	5.71
Interest cost on benefit obligation	6.13	5.22
Expected return on plan assets	(4.16)	(4.31)
Components of defined benefit costs recognised in profit or loss	6.33	6.62
Remeasurement on the net defined benefit liability:		
Return on plan assets (excluding amounts included in net interest expense)	(0.31)	0.07
Actuarial (gains) / losses arising from changes in demographic assumptions	-	-
Actuarial (gains) / losses arising from changes in financial assumptions	1.14	4.15
Actuarial (gains) / losses arising from experience adjustments	4.30	15.07
Components of defined benefit costs recognised in other comprehensive income	5.14	19.29
Benefit Asset/ (Liability)		
Defined benefit obligation	29.87	83.24
Fair value of plan assets	40.14	56.50
Benefit Asset/ (Liability)	10.27	(26.75)

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Changes in the present value of the defined benefit obligation:		
Opening defined benefit obligation	83.24	63.28
Interest cost	6.13	5.22
Current service cost	4.36	5.71
Benefits Paid	(58.42)	(10.18)
Net actuarial(gain)/loss recognised in year	(5.44)	19.22
Closing defined benefit obligation	29.87	83.24

Changes in the fair value of plan assets:		
Opening fair value of plan assets	56.50	52.25
Expected return	3.85	4.31
Contributions	-	-
Actuarial gains/(losses) on fund	(20.21)	(0.07)
Closing fair value of plan assets	40.14	56.50

Significant actuarial assumptions for the determination of the defined obligation are discount rate, expected salary increase and mortality. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

- If the discount rate is .50% higher (lower), the defined benefit obligation would decrease by Rs 1.65 lacs (increase by Rs 1.52 lacs) (as at March 31, 2017: decrease by Rs.2.63 lacs (increase by Rs.2.43 lacs))
- If the expected salary growth increases (decreases) by .50%, the defined benefit obligation would increase by Rs.1.66 lacs (decrease by Rs 1.55 lacs) (as at March 31, 2017: increase by Rs.2.64 lacs (decrease by Rs.2.46 lacs))

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Company's best estimate of contribution during next year is Rs. 4.44 lacs (PY Rs.8.36 lacs)

The principal assumptions used in determining pension and post-employment benefit obligations for the Company's plans are shown below:

	Year ended March 31, 2018	Year ended March 31, 2017
Discount rate	7.73%	7.37%
Future salary increases	6.50%	6.50%
Expected rate of return on plan assets	7.00%	7.00%

26. List of Related parties and Transactions / Outstanding Balances:

Nature of Relationship	Name of Entity	Abbreviation used
Holding Company :	Noida Toll Bridge Company. Ltd	NTBCL
Company holding substantial interest in voting power of the company	IL&FS Transportation Networks Limited	ITNL
Key Management Personnel ("KMP")	Mr Ajai Mathur	Director
	Mr Abbas Abbasi Anwar	Director
	Mr Rajiv Jain	Director

(i) Holding Company
Noida Toll Bridge Company. Ltd

Transactions	Year ended March 31, 2018	Year Ended March31, 2017
Service fees	480.00	852.15
Interest Expense	21.23	

Outstanding balances	Year ended March 31, 2018	Year Ended March31, 2017
Payables as at the Year End	98.84	31.73
Unsecured Loan as at the Year End	108.85	-
Interest Accrued but not due	14.57	-
Equity as at the Year End	2.55	2.55

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ii) Company holding substantial Interest in voting power of the company
IL&FS Transportation Networks Limited

Outstanding balances	Year ended March 31, 2018	Year Ended March31, 2017
Equity as at the year end	2.45	2.45
	2.45	2.45

iii) Key Managerial Personnel

Transactions/Outstanding Balances	Year ended March 31, 2018	Year Ended March31, 2017
Mr. Abbas Abbasi Anwar	-	0.15
Mrs. Monisha Prabhu Macedo	-	0.15
Mr. Harish Chandra Mathur	-	0.15

27. Deferred tax asset has not been recognised in view of uncertainty of reversal of the same in the near future.

28. Capital management

The company manages its capital to ensure that it will be able to continue as going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance.

The capital structure of the company consists of debt (borrowings as detailed in notes) and equity of the Company (comprising issued capital and reserves).

28.1 Gearing ratio

Particulars	As at March 31, 2018	As at March 31, 2017
Debt (i)	108.85	-
Cash and bank balances	0.74	41.73
Net debt	108.11	(41.73)
Equity (ii)	(174.89)	(168.68)
Net debt to equity ratio	-61.8%	24.7%

(i) Debt is defined as long-term, current maturity of long term, short term borrowings and interest accrued thereon
(ii) Total equity is defined as equity share capital and reserves and surplus

28.2 Categories of financial instruments

Particulars	As at March 31, 2018	As at March 31, 2017
Financial assets		
Financial Assets measured at amortised cost		
Cash and bank balances	0.74	41.73
Loan	20.10	21.46
Financial liabilities		
Financial Liabilities measured at amortised cost		
Borrowings (including Interest Accrued)	123.42	-
Trade Payables	77.28	35.64
Others	57.94	284.42

29 Financial risk management objectives
The Company's board of directors has overall responsibility for the establishment and oversight of the risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the

29.1 Interest rate risk management
The company is not exposed to interest rate risk because it borrows funds primarily at fixed interest rates

29.2 Credit Risk Management
Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and its financing activities (primarily loans given).

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29.3 Liquidity risk Management

The Company manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods.

Particulars	March 31,2018				March 31,2017	
	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments
Weighted average effective interest rate (%)			15.50%			
upto 1 year	135.22	-	123.42	320.06	-	-
1-5 years	-	-	-	-	-	-
5+ years	-	-	-	-	-	-
Total	**135.22**	**-**	**123.42**	**320.06**	**-**	**-**

The following table details the Company's expected maturity for its financial assets.

Particulars	March 31,2018				March 31,2017	
	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments	Non Interest Bearing	Variable interest rate instruments	Fixed interest rate instruments
Weighted average effective interest rate (%)			2.50%			
upto 1 year	0.74	-	1.41	-	-	-
1-5 years	-	-	5.94	-	-	-
5+ years	-	-	12.75	-	-	-
Total	**0.74**	**-**	**20.10**	**-**	**-**	**-**

30. Approval of Financial Statements

The Financial Statements were approved for issue by the Board of Directors on May 18, 2018

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Naresh Agrawal
Partner
(M. No. 504922)
Place: Noida
Date: 18.05.2018

For and on behalf of the Board of Directors

Rajiv Jain
Director
Din- 07784179

Anwar Abbas Abbasi
Director
Din- 07117720

General Manager