

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

Particulars	ulars Note As at No March 31, 2018			As at March 31,	2017
ASSETS					
Non-current Assets					
Financial assets (i) Loans	4				7,094,276,386
(ii) Other financial assets					
Total Non-current Assets			-		7,094,276,386
(a) Financial assets (i) Cash and cash equivalents (ii) Bank balances other than (iii) above	6	230,663 318,000		42,182,625 15,492,070	
(iii) Loans (iv) Other financial assets	5	385,994,064 277,543	386,820,270	457,339,000	515,013,695
(b) Other current assets	7		1,410,436 388,230,706		1,505,186 516,518,881
Assets classified as held for sale					1.0
Total Current Assets			388,230,706		516,518,881
Total Assets			388,230,706		7,610,795,267
EQUITY AND LIABILITIES					
Equity		2 101 112		2 191 112	
(a) Equity share capital (b) Other Equity Equity attributable to owners of the Company	8 8	3,181,443 (160,170,244)	(156,988,801)	3,181,443 11,742,747	14,924,190
Total Equity			(156,988,801)		14,924,190
LIABILITIES					
Non-current Liabilities					
(a) Financial Liabilities (i) Borrowings	9			-	8
Total Non-current Liabilities			-		
Current liabilities (a) Financial liabilities (i) Borrowings (ii) Trade payables	9 12	18,333,721		130,696,403	
(iii) Current matutities of long term debt (iv) Other financial liabilities	9	490,637,679	508,971,400	6,864,351,937 574,951,876	7,570,000,216
(b) Current tax liabilities (Net) (c) Other current liabilities	13 11		5,465,857 30,782,250		6,425,052 19,445,809
			545,219,507		7,595,871,07
Total Current Liabilities			545,219,507		7,595,871,07
Total Liabilities			545,219,507		7,595,871,07
Total Equity and Liabilities			388,230,706		7,610,795,26

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 TWO PTE. LTD., SINGAPORE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018

Particulars	Note No	Year ended March 31, 2018	Year ended March 31, 2017
Revenue from Operations	14	452,705,920	471,273,583
Other income	15	4,364,286	52,347,702
Total Income		457,070,206	523,621,285
Expenses Finance costs Other expenses	16 17	500,994,747 36,655,314	496,962,663 21,024,946
Total expenses		537,650,061	517,987,608
Profit before tax		(80,579,855)	5,633,677
Less: Tax expense (1) Current tax (2) Deferred tax	18	14,502	
(2) Bolotted tax		14,502	
Profit for the year		(80,594,357)	5,633,677
Other Comprehensive Income			
(i) Items that may be reclassified to profit or loss Effective portion of gains/losses on designated portion of hedging instrument Exchange differences in translating the financial statements of foreign operations including the gain / loss on related hedging instrument		(975,809)	(65,058,178) 1,676,049
Total other comprehensive (loss)/income		(975,809)	(63,382,129)
Total comprehensive income for the year		(81,570,166)	(57,748,452)
Total completionate modific for the year.			
Profit for the period attributable to: - Owners of the Company		(80,594,357)	5,633,677
		(80,594,357)	5,633,677
Other comprehensive (loss)/income for the period attributable to: - Owners of the Company		(975,809)	(63,382,129
		(975,809)	(63,382,129
Total comprehensive income for the period attributable to: - Owners of the Company		(81,570,166)	(57,748,452
		(81,570,166	(57,748,452
Earnings per equity share : (1) Basic (in Rs.)	19	(1,611.89) 112.67
(2) Diluted (in Rs.)	19	(1,611.89	112.67

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

For and on behalf of the Board

Rs.

CFO / Authorised Person

Date

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

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018 Rs. Year ended March Year ended March **Particulars** 31, 2018 31, 2017 Cash flows from operating activities 5,633,677 (80,594,357)Profit for the year Adjustments for: 83,706,712 82,873,352 Amortisation of Bond Issue Expenses 3,112,355 88,507,029 Movements in working capital: Increase in Current and Non Current Assets (795,087,973)(11,748,134)Decrease in Current and Non Current Liabilities (7,106,305,732) 102,494,486 Long term loans given (7,118,053,865) (692,593,486) (7,114,941,510) (604,086,457) Cash generated from operations Income taxes paid (7,114,941,510) (604,086,457) Net cash generated by operating activities (A) Cash flows from investing activities Increase in Bank balance / deposits held as security against borrowings (2,571,942)15,085,265 (2,571,942)15,085,265 Net cash (used in)/generated by investing activities (B) Cash flows from financing activities 7,058,151,843 Loan and interest repaid by related party 471,333,972 Short term loan taken from related party 471,333,972 7,058,151,843 Net cash (used in)/ financing activities (C) Net (decrease)/increase in cash and cash equivalents (A+B+C) (41,704,403)(135, 324, 427)42,182,625 176,987,940 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 (247,559)519,111 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

230,663

42,182,625

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 31, 2018	Year ended March 31, 2017
a. Equity share capital		
Balance as at the beging of the year Changes in equity share capital during the period	3,181,443	3,181,443 -
Balance as at end of the year	3,181,443	3,181,443

Statement of changes in equity for the year ended b. Other equity	Reserves and s	surplus	Items of o	other comprehensive in	come	
	Retained earnings	Total	Foreign currency translation reserve	Cash flow hedge reserve	Total	Total
Balance as at April 1, 2017	(79,290,034)	(79,290,034)	689,956	90,342,825	91,032,781	11,742,747
Profit for the year Other comprehensive income for the period, net of income tax	(80,594,357)	(80,594,357) -	- (975,809)	(90,342,825)	- (91,318,634)	(80,594,357) (91,318,634)
Total comprehensive income for the year	(80,594,357)	(80,594,357)	(975,809)	(90,342,825)	(91,318,634)	(171,912,991)
Balance as at March 31, 2018	(159,884,391)	(159,884,391)	(285,853)	-	(285,853)	(160,170,244)

Statement of changes in equity for the year ended b. Other equity	Reserves and surplus		Items of o	ncome		
	Retained earnings	Total	Foreign currency translation reserve	Cash flow hedge reserve	Total	Total
Balance as at April 1, 2016	(84,923,711)	(84,923,711)	(986,093)	155,401,003	154,414,910	69,491,199
Profit for the year Other comprehensive income for the period, net of income tax	5,633,677	5,633,677	1,676,049	(65,058,178)	(63,382,129)	5,633,677 (63,382,129)
Total comprehensive income for the year	5,633,677	5,633,677	1,676,049	(65,058,178)	(63,382,129)	(57,748,452)
						-
Balance as at March 31, 2017	(79,290,034)	(79,290,034)	689,956	90,342,825	91,032,781	11,742,747

Refer Doc

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

Note 4. Loans

Loans

Particulars	As at March	1 31,2018	As at March 31,2017	
	Non Current	Current	Non Current	Current
Loans to related parties (Refer note no 20)				
-Secured, considered good				
-Unsecured, considered good				
- ITNL offshore Pte Ltd		273,806,521	7,094,276,386	
- Elsamex ITNL JV Bure		112,187,543		
Total		385,994,064	7,094,276,386	

The Company had granted a long term loan of USD 96,000,000 to a fellow subsidiary to repay its Bond Liability. It carries a fixed interest rate at 7.5% p.a. The loan matures on 13th April, 2018. However, Loan was fully repaid on 29th March, 2018. Also company has granted short term Loan of USD 1,700,000 to Elsamex ITNL JV Bure carries a fixed interest rate at 9% p.a.

These financials assets are carried at amortised cost.

Note 5. Other financial assets

Rs.

Particulars	As at Marc	h 31,2018	As at March 31,2017	
Turioururo	Non Current	Current	Non Current	Current
Swap margin Deposit		-		374,118,722
Interest on Bond paid in advance		¥		4,002,422
Receivable on account of Swap		-		79,217,856
Interest accrued and due (From Related Party) (refer note 20 (b) /(c))		277,543		-
Total	-	277,543	-	457,339,000

Note 6. Cash and cash equivalents

20

		1/2.
Particulars	As at March 31,2018	As at March 31,2017
Balances with Banks	230,598	42,182,560
Cash on hand	65	65
Cash and cash equivalents	230,663	42,182,625
Balances held as security against Bank Guarantees.	-	-
Balances held as margin money or as security against borrowings	318,000	15,492,070
Other bank balances	318,000	15,492,070

Note 7. Other assets

Rs

Particulars	As at March	31,2018	As at March 31,2017	
unodiare	Non Current	Current	Non Current	Current
Receivable from related party (refer note 20 (b) /(c))	1,410,436			1,405,980
Prepaid expenses		-		99,206
		:=:		
Total		1,410,436	:•:	1,505,186

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)	50,000	3,181,443	50,000	3,181,443	
Total	50,000	3,181,443	50,000	3,181,443	

Particulars	As at March 31,2018		As at March	31, 2017
T unitodians	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	50,000	3,181,443	50,000	3,181,443
	50,000	3,181,443	50,000	3,181,443

Movement during the year

Particulars	As at March	31,2018	As at March 31, 2017		
Tarabalars	No. of Shares	Rs.	No. of Shares	Rs.	
Shares outstanding at the beginning of the year	50,000	3,181,443	50,000	3,181,443	
Shares issued during the Year	-	-	-	-	
Shares outstanding at the end of the year	50,000	3,181,443	50,000	3,181,443	

Footnote:

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

Particulars	As at March 31,2018	As at March 31, 2017
	01,2010	
Cash flow hedge reserve		
Balance at beginning of year	90,342,825	155,401,003
Movement during the year	(90,342,825)	(65,058,178)
Balance at end of the year	-	90,342,825
E a la company translation records	- 13 - 11.1	
Foreign currency translation reserve	690.056	(006 003)
Balance at beginning of year	689,956	(986,093) 1,676,049
Exchange differences arising on translating the foreign	(975,809)	1,070,049
operations		
Balance at end of the year	(285,853)	689,956
Retained earnings		
Balance at beginning of year	(79,290,034)	(84,923,711)
Profit attributable to owners of the Company	(80,594,357)	5,633,677
Balance at end of the year	(159,884,391)	(79,290,034)
Total	(160,170,244)	11,742,747

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

Note 9. Current 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
(a) Current maturities of long-term debt - Unsecured Current maturities of long-term debt Unsecured bonds (b) Term loans from related party (Refer note no 20) (c) Interest accrued on loan from related party		452,913,987 37,723,692			6,408,712,920 445,586,894 10,052,123	
Total		490,637,679	-		6,864,351,937	

Amounts repayable to related parties of the Company. Interest of 6.25% to 7% per annum is charged on the outstanding loan balances (as at March 31, 2016: Nil per annum; as at April 1, 2015: Nil per annum).

Note 10. Other financial liabilities

Rs.

Particulars	As at March 31,2018		As at March 31,2017	
	Non Current	Current	Non Current	Current
(a) Current maturities of long-term debt - Unsecured Bonds / debentures Less: Unamortised borrowing cost Loans from related parties (see note no 20)				
(b) Payable on account of derivative (MTM Loss)		-		574,951,876
Total				574,951,876

Note 1 : 1.ITNL Offshore Pte Ltd (IOPL) had issued bonds of RMB 630,000,000 on April 27, 2012. The bonds carried a fixed coupon rate of 5.75% per annum payable semi annually. The bonds were issued for a term of 3 years and were listed on the Hong Kong Stock Exchange. The bonds were guaranteed by the Export Import Bank of India and counter guarantee given by ITNL.

TINL, the holding company had incorporated a new subsidiary in Singapore on 9th February 2015, ITNL Offshore Two Pte Ltd. ("IOTPL"), wherein a bond issue of US\$ 111.15 million (RMB 690 million) was raised on March 25, 2015. The Bonds were against a Corporate Guarantee issued by ITNL Out of the above proceeds, the Company had granted a long term loan of USD 96,000,000 to IOPL to repay its Bond Liability.

2. The Company has entered into cross currency interest rate swap on March 24, 2015 for the Bonds issued by the Company. The details of Swap are as under

Swap Counter party Cross Currency interest rate SWAP Interest payable Maturity Date

Swap Counter party Cross Currency interest rate SWAP Interest payable

Maturity Date

Standard Chartered Bank - Singapore Branch 4.35% on US \$ 83.37 Million against Semi annually on 1st April and 1st October March 29, 2018

ANZ Bank - Singapore Branch 4.35% on US \$ 27.78 Million against 7.5% on RMB 172.50 Commencing on 8th October 2015, and Semi annually thereafter on 1st April and 1st October

March 29, 2018

The changes in the fair value of these derivatives is designated and effective. Accordingly, the notional gain / loss on Mark to market are recognised in the shareholders funds under "Cash Flow hedge reserve"

The Company has entered into a Swap Agreement with Standard Chartered Bank and Australia and New Zealand Banking Group Limited – Singapore Branch by virtue of which the bond issuance amount of RMB 517.50 Million and RMB 172.50 Million respectively has been swapped into a USD liability of USD 111.15 Million. Further, the interest payments on bonds denominated in RMB terms have also been swapped into USD terms by virtue of this Swap Agreement

The risk management objective of entering into this derivative contract is to hedge the variability of the functional currency equivalent cash flows associated with the foreign currency bonds due to changes in forward rates. The critical terms of the derivative match with those of the underlying bonds i.e. exchange of principal at the maturity and semi-annual interest payments. Accordingly, there is an expectation of high effectiveness

Further, the measurement of hedge effectiveness has been done by using hypothetical derivative method. Accordingly, since the actual hedging instrument is the same as a hypothetical cross currency swap with exactly matching terms and therefore, no ineffectiveness is anticipated. The Company will assess counterparty credit risk and probability of cash flows under the swap occurring every period.

All of the Company's interest rate swaps are designated and effective as cash flow hedges and the movement in fair value of these interest rate swaps, amounting to INR (65,058,178) for March 31, 2017 & INR 155,401,003 for March 31, 2016 has been recognised in other comprehensive income

Note 11. Other liabilities

Rs.

Particulars	As at Marc	As at March 31,2018		:h 31,2017
	Non Current	Current	Non Current	Current
Statutory dues		30,782,250		19,445,809
Total		30,782,250	-	19,445,809

Note 12. Trade payables

Particulars	As at March 31,2018		As at March 31,2017	
	Non Current	Current	Non Current	Current
Trade payables				
Payable to holding company (refer note 20 (b) /(c))	1.0	17,269,599	-	129,239,215
Payable to related party (refer note 20 (b)/(c))		283,592		30,739
Audit fees payable	-	780,530	-	778,063
Payable for expenses	-	-	-	648,386
Total	-	18,333,721	-	130,696,403

Note 13. Current tax assets and liabilities

Particulars	As at Marc	As at March 31,2018		:h 31,2017
	Non Current	Current	Non Current	Current
Current tax liabilities Income tax payable		5,465,857	-	6,425,052
	-	5,465,857	-	6,425,052

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

Note 14. Revenue from operations

		Rs.
Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Interest income (refer note 23 (c) /(d))	452,705,920	471,273,583
Total	452,705,920	471,273,583

Note 15. Other Income

		Rs.
Particulars	Year ended March 31, 2018	Year ended March 31, 2017
	01, 2010	* H = 2 3 1
Bank deposits	4,364,286	1,682,965
MTM gain on derivative instrument		50,664,737
Total (a)	4,364,286	52,347,702
b) Other gains and losses Exchange rate fluctuation gain (net)		3
Total (b)	-	
Total (a+b)	4,364,286	52,347,702

Note 16. Finance costs

Note 10. I mande costs		Rs.
Particulars	Year ended March 31, 2018	Year ended March 31, 2017
(a) Interest costs:- Interest to related party (refer note 20 (b) & (c)) Interest to Bonds	27,389,323 397,961,062	10,398,378 411,689,696
Total (a)	425,350,385	422,088,074
(b) Other borrowing costs Guarantee Commission (refer note 20 (b) & (c)) Finance Charges	74,484,174 1,160,188	74,874,588 -
Total (b)	75,644,362	74,874,588
Total (a+b)	500,994,747	496,962,663

Foot note:

Note that are are also as	V anded March	Year ended March
Particulars	Year ended March	rear ended March
	31, 2018	31, 2017
Gross finance costs	500,994,747	496,962,663
Less : Capitalised		
Finance costs (net)	500,994,747	496,962,663

Note 17. Other expenses

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Legal and consultation fees	598,399	3,013,448
Bank charges	523,593	427,317
Payment to auditors	1,184,732	830,419
Exchange rate fluctuation cost (net)	34,348,590	16,753,762
Total	36,655,314	21,024,946

Payments to auditors	Year ended March	Year ended March
rayments to additors	31, 2018	31, 2017
a) For audit	1,184,732	830,419
b) For taxation matters		
c) For company law matters	- 1	<u>2</u>
d) For other services	5.	3
c) For reimbursement of expenses	-	-
Total	1,184,732	830,419

Note 18. Income taxes

Income tax recognised in profit or loss

		Rs.
Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Current tax In respect of the current year	14,502	
in respect of the durient year	14,502	-
Total income tax expense recognised in the current year	14,502	-

Note 19. 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	(1,611.89)	113
Diluted earnings per share	(1,611.89)	113

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)	(80,594,357)	5,633,677
Weighted average number of equity shares for the purposes of basic earnings per share (B)	50,000	50,000
Basic Earnings per share (A/B)	(1,611.89)	112.67

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	(80,594,357)	5,633,677
Earnings used in the calculation of diluted earnings per share (A)	(80,594,357)	5,633,677
Weighted average number of equity shares used in the calculation of basic earnings per share	50,000	50,000
Weighted average number of equity shares used in the calculation of diluted earnings per share (B)	50,000	50,000
Diluted earnings per share (A/B)	(1,611.89)	113

Note 20. 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 Compa	IL&FS Transportation Networks Limited	ITNL	~	~
Fellow Subsidiaries	ITNL International Pte. Ltd.	IIPL	~	~
(Only with whom there	ITNL Offshore Pte Ltd	IOPL	~	~
have been transaction	ITNL Offshore Three Pte Ltd	IOPL3	~	>
during the period/ there	Elsamex ITNI JV Bure	ESA JV	~	
was balance outstanding at the year end)	Elsamex SA	ESA	~	
at the year end)	IL&FS Financial Services Ltd	IFSL		
Key Management	K Ramchand Director and his relatives		~	~
Personnel ("KMP")	Mr Dilip Bhatia-Chief Financial Officer		~	~

Related Party Disclosures (contd.)

Year ended March 31, 2018 (b) transactions/ balances with above mentioned related parties (mentioned in note 20 (a) above)

		2 200	ITA11	LOA	N VOL	IECI	١	Total
Particulars	IOPL	IOPL3	INL	ACT.	20 404	10 =	1	1000
Balance				100				
I ong Term I oan (lending)								
Interest accribed and die	273,806,521			277,543				274,084,064
Other receivable		1,410,436						1,410,436
Trade Development			17,269,599			283,592		17,553,191
Chort Torm Dornwing					112,187,543		490,637,679	602,825,222
Short Term Borrowing				1				
Transactions								
Interest income	452,430,196			275,724				452,705,920
Interest expense							27,389,323	27,389,323
Girarantee Commission expense			74,484,174					74,484,174

Year ended March 31, 2017 (c) transactions/ balances with above mentioned related parties (mentioned in note 20 (a) above)

Particulars	IOPL	IOPL3	ITNL	ESA	ESA JV	IFSL	IIPL	Total
Balance								
near Torm near (londing)	7 094 276 386							7,094,276,386
ong Term Loan (remaing)							10,052,123	10,052,123
Interest accided and due		1 405 980						1.405.980
Other receivable		000,004,1					10 059 193	10 052 123
interest accrued and due on borrowing							0,002,120	10,002,120
rada Dayahlas			129,239,215					129,239,215
Dhort Torm Dornwins							445,586,894	445,586,894
Holi Calli Dollownig								
Transactions								
preset income	471.273.583							471,273,583
terest mound							10,398,378	10,398,378
Interest expense			74,874,588					74,874,588
dalance commission orbeing								

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.

For and on behalf of the Board

CFO / Authorised Person

Date