ITNL TOLL MANAGEMENT SERVICES LIMITED

BOARD OF DIRECTORS
Ajai Mathur
Rajiv Jain
Anwar Abbasi

BANKER
Canara Bank
C-3, Sector 1
Noida – 201 301

AUDITORS
Luthra & Luthra
Chartered Accountants
A-16/9, Vasant Vihar
New Delhi

REGISTERED OFFICE ADDRESS
Toll Plaza, DND Flyway
Noida (UP) 201 301
CIN : U45203UP2007PLC033529

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Eleventh Directors' Report for the financial year April 1, 2017 to March 31, 2018.

OPERATIONS

The Company handles the Operations and Maintenance (O&M) of the DND Flyway. In light of the judgement of the Allahabad High Court on a Public Interest Litigation filed in 2012, collection of user fee from the users of the DND Flyway had been suspended from October 26, 2016. Though Tolling Operations have been suspended all other O&M obligations such as Traffic Management, Security and Maintenance are being performed as per the provisions of the Concession Agreement.

The Automatic Vehicle Classification Systems installed at the toll plaza were made inoperational post suspension of collection of user charges from the users of DND Flyway and hence, traffic data on the DND Flyway for FY 2017-18 is not available. However, between January 2018 to March, 2018, a traffic count on DND Flyway and Mayur Vihar link was conducted using videography. The average daily traffic count on DND Flyway and Mayur Vihar link was approximately 2,20,000.

During the year under review, there had been 209 accidents on the DND Flyway. All the accidents/incidents had been duly attended by staff/guards of Traffic and Security Department along with requisite medical and logistical support.

At the time of suspension of services in October 2016, the Company's on roll manpower strength was 268. This has been reduced to 49, through a Voluntary Retirement Scheme.

MAINTENANCE

Maintenance of facility related to Civil, Electrical and Systems activities have been performed as per the laid down scope in the Concession Agreement irrespective of closure of toll collection. The Activities being performed is as under:-

a. Routine Maintenance

b. Preventive Maintenance

c. Periodic Maintenance

d. Special repairs

The above tasks are being performed for the following as per the standard guidelines:

(a) Roadway

(b) Structures

(c) River Training Structures

(d) Buildings

(e) Electrical Equipments

(f) System Equipments

(g) Horticulture

(h) Road Appurtenances

FINANCIAL RESULTS

(₹ million)

Particulars	Year ended March 31, 2018	Year ended March 31, 2017
Operation & Maintenance Fees	**48.00**	135.09
Other Income	**3.80**	2.93
Operating & Administration Expenses	**50.26**	130.64
Profit (Loss) before Interest & Depreciation	**1.54**	7.38
Interest & Finance Charges	**2.13**	-
Depreciation	**0.54**	0.85
Provision for Tax	**-**	-
Net Profit/(Loss) carried to Balance Sheet.	**(1.13)**	6.53

The Company adopted Indian Accounting Standard ("Ind AS") from April 1, 2016 and accordingly the financial results have been prepared in accordance with the recognition and measurement principles stated therein, prescribed under Section 133 of the Companies Act 2013 read with the relevant rules issued there under and the other accounting principles generally accepted in India. Financial results for all the periods during FY 2017-18 have been prepared in accordance with the recognition and measurement principles of Ind AS. The date of transition to Ind AS is April 1, 2015.

DIVIDEND

The Directors do not recommend any dividend for the year.

SHARE CAPITAL

The Issued and Subscribed Equity Share Capital of the Company on March 31, 2017, was ₹ 5,00,000/- There were no allotments of shares during the year and hence the share capital on March 31, 2018 remains the same.

RESERVES & SURPLUS

The Company has incurred a loss of ₹1.13 million during the year under review. No money was required to be transferred under Reserves and Surplus.

PUBLIC DEPOSIT

The Company has not accepted any deposits from the public during the year under review.

PARTICULARS OF EMPLOYEES

During the year under review, the Company had no employees drawing remuneration as set out under Section 197 (12) of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION

The Company does not own any manufacturing facilities hence particulars with regard to Energy Conservation & Technology Absorption are not applicable.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned or paid any foreign exchange during the year.

STATUTORY AUDITORS

M/s. Luthra & Luthra, Chartered Accountants, (Registration No. 002081N) were appointed as Statutory Auditors of the Company, at the last Annual General Meeting held in 2017 for a period of 5 years, to hold office till the conclusion Annual General Meeting of the Company to be held in the year 2022 subject to ratification of their appointment at every AGM, at a remuneration to be determined by the Board of Directors of the Company. Pursuant to an amendment under the Act with effect from May 7, 2018, the requirement of ratification of appointment of Statutory Auditors at every AGM has been removed. Accordingly, the ratification of appointment of Statutory Auditors of the Company by the shareholders is not required.

There are no audit qualifications in the financials for the year under review.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013, Mr. Rajiv Jain is due to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

None of the Directors of the Company are disqualified from being appointed as Directors as specified under Section 164 of the Companies Act, 2013.

During the year under review, the Board of Directors of the Company met seven times during the year under review on April 5, 2017, April 25, 2017, May 2, 2017, May 16, 2017, August 9, 2017, November 13, 2017 and February 6, 2018.

DISCLOSURE UNDER SEXUAL HARRASMENT OF WOMEN AT THE WORKPLACE (Prevention, Prohibition and Redressal) ACT, 2013 (SHWWA)

As required under SHWWA the Company has in place an anti Sexual Harassment Policy in line with the requirements SHWWA on prevention of sexual harassment at the workplace. An Internal Complaints Committee of the holding Company, is accessible to all employees. During the year under review, no complaint was received under SHWWA.

RELATED PARTY TRANSACTIONS

The Company has an ongoing contract with its holding Company, for providing Operation & Maintenance Services for the DND Flyway. O&M Fees received from the Parent Company is the primary source of Income and hence is material in nature. This transaction is on an arm's length basis and in the ordinary course of business. Disclosure in Form AOC – 2 is enclosed as Annexure 1 to this report.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal audit is entrusted to M/s Patel & Deodhar, Chartered Accountants. The main thrust of the internal audit is to review controls and flag areas of concern, non- compliances, if any.

DIRECTORS' RESPONSIBILITY STATEMENT

The provisions of Section 134(5) of the Companies Act, 2013, requires the Board of Directors to provide a statement to the members of the Company in connection with maintenance of books, records and preparation of Annual Accounts in conformity with the accepted accounting standards and practices followed by the Company. Pursuant to the forgoing and on the basis of representations received from the operating management, and after due enquiry, it is confirmed that:

(1) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;

(2) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;

(3) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(4) the Directors have prepared the annual accounts on a going concern basis;

(5) the Directors, have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and are operating effectively.

(6) the Directors, have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

EXTRACTS OF ANNUAL RETURN

Extracts of the Annual Return of the Company are enclosed as Annexed 2, to this Report.

OTHER STATUTORY AFFIRMATIONS/DISCLOSURES

There are no other material changes and commitments affecting the financial position of the Company, which have occurred between April 1, 2018 to May 18, 2018, as required under Section 134(3)(l) of the Companies Act, 2013.

The Company does not have any Subsidiaries, Joint Ventures or Associate Companies.

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

ACKNOWLEDGEMENTS

The Board of Directors place on record their appreciation for the dedication and commitment of employees at all levels, who have contributed to the success of the Company.

By order of the Board

For ITNL Toll Management Services Limited

Anwar Abbasi Director

Rajiv Jain Director

Place : Noida

Dated : May 18, 2018

Annexure 1

FORM NO. AOC - 2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis – NIL
   - (a) Name(s) of the related party and nature of relationship
   - (b) Nature of contracts/arrangements/transactions
   - (c) Duration of the contracts/arrangements/transactions
   - (d) Salient terms of the contracts or arrangements or transactions including the value, if any
   - (e) Justification for entering into such contracts or arrangements or transactions
   - (f) Date(s) of approval by the Board
   - (g) Amount paid as advances, if any:
   - (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188
2. Details of material contracts or arrangement or transactions at arm's length basis
   - (a) Name(s) of the related party and nature of relationship – Noida Toll Bridge Company Limited, Promoter
   - (b) Nature of contracts/arrangements/transactions – Operation & Maintenance Contract (O & M Contract) executed on August 1, 2007
   - (c) Duration of the contracts/arrangements/transactions – Termination Date as defined in the Agreement is the date which is the earlier of the following :-
     - (i) the date of Agreement is expressly terminated or
     - (ii) the termination / expiration of the Concession Agreement (CA)

     Essentially it is an ongoing contract co-terminus with the Parent Company's Concession Agreement. The O & M fee however is reviewed annually.
   - (d) Salient terms of the contracts or arrangements or transactions including the value, if any: ITMSL, has been O&M Contractor for the DND Flyway Project since August 1, 2007. All fee revisions automatically form part of the said Agreement.

     Scope of O&M Operator's work inter-alias includes-

     Operating the facility, traffic management, security and regular maintenance of the facility covering ordinary repairs in accordance with the standards and provisions of the Concession Agreement.

     The O&M fees for FY 2017-18 was ₹ 48.00 mn per annum. The fee is revised annually.
   - (e) Date(s) of approval by the Board, if any: Transactions with Holding Companies fall within the purview of Related Party Transactions. Further since all the ITMSL Board Members are Nominees of NTBCL, the RPT was approved by the shareholders at an Extra Ordinary meeting of the Company held on March 13, 2015 and modified annually by the Board of Directors of NTBCL.
   - (f) Amount paid as advances, if any: ₹ 9.79 mn.

Anwar Abbassi
(Director)

Rajiv Jain
(Director)

Annexure 2

FORM NO. MGT.9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on March 31, 2017
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i.	CIN:	U45203UP2007PLC033529
ii.	Registration Date:	22/06/2007
iii.	Name of the Company:	ITNL Toll Management Services Limited
iv.	Category / Sub-Category of the Company:	Operations and Maintenance
v.	Address of the Registered office and contact details:	The Toll Plaza, DND Flyway, Noida - 201 301, Uttar Pradesh Tel No: 0120 2516447 Email id : ntbcl@ntbcl.com
vi.	Whether listed company:	No
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any:	NA

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Operations & Maintenance of DND Flyway	99674201	92.66%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

S. No.	Name And Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	Noida Toll Bridge Company Limited	L45101DL1996PLC315772	Holding	51%	Section 2 (87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
(1)	Indian									
a.	Individual/ HUF									
b.	Central Govt.									
c.	State Govt. (s)									
d.	Bodies Corp.	50,000			100%		50,000		100%	
e.	Banks/FI									
f.	Any Other..									
	Sub-total (A) (1)		**50,000**		**100**		**50,000**		**100**	

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	(2) FForeign									
a.	NRIs – Individuals									
b.	Other – Individuals									
c.	Bodies Corp.									
d.	Banks / FI									
e.	Any Other....									
	Sub-total (A)(2)			-	-			-	-	
	Total shareholding of Promoter (A) = (A)(1)+(A)(2)		**50,000**		**100**		**50,000**		**100**	
B.	Public Shareholding									
(1)	Institutions									
a.	Mutual Funds									
b.	Banks/FI									
c.	Central Govt									
d.	State Govt(s)									
e.	Venture Capital Funds									
f.	Insurance Companies									
g.	FIIs									
h.	Foreign Venture Capital Funds									
	i. Others (specify)									
	Sub-total (B)(1)									
(2)	Non-Institutions									
a.	Bodies Corp.									
	i) Indian									
	ii) Overseas									
b.	Individuals									
i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh									

Category of Shareholders		No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh									
c.	Others (specify)									
	Sub-total (B)(2)									
	Total Public Shareholding (B) = (B)(1) + (B)(2)									
	C. SShares held by Custodian for GDRs & ADRs									
	Grand Total (A+B+C)		**50,000**		**100**		**50,000**		**100**	

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged/ encumbered to total shares	
1	Noida Toll Bridge Company Limited	25,497	51	-	25497	51	-	-
2	IL & FS Transportation Networks Limited	24,498	49	-	24498	49	-	-
	Total	**50,000**	**100**	**-**	**50,000**	**100**	**-**	**-**

iii. Change in Promoters' Shareholding (please specify, if there is no change)- NIL

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc):				
	At the End of the year				

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): NIL**

Sl. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase/Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus/sweat equity etc):				
	At the End of the year (or on the date of separation, if separated during the year)				

v. **Shareholding of Directors and Key Managerial Personnel: NIL**

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the company
	At the beginning of the year	NIL			
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):				
	At the End of the year				

V. **INDEBTEDNESS- NIL**

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans (₹)	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	NIL	NIL	NIL	NIL
i) Principal Amount	NIL			
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
• Addition		2,00,00,000		2,00,00,000
• Reduction		91,15,000		91,15,000
Net Change		1,08,85,000		1,08,85,000
Indebtedness at the end of the financial year				
i) Principal Amount		1,08,85,000		1,08,85,000
ii) Interest due but not paid		0		0
iii) Interest accrued but not due		14,56,726		14,56,726
Total (i+ii+iii)		1,23,41,726		1,23,41,726

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: NIL

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1.	Gross salary	NIL	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
	Profits in lieu of salary under section 17(3) Income- tax Act, 1961		
2.	Stock Option		
3.	Sweat Equity		
4.	Commission		
	- as % of profit		
	- others, specify...		
5.	Others, please specify		
	Total (A)		
	Ceiling as per the Act		

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	For attending board committee meetings	Commission	Others, please specify	Total Amount
	Name of Directors				
1.	Independent Directors	Nil	Nil	Nil	Nil
	Total (1)	0	0	0	0
2.	Other Non-Executive Directors				
	Mr Ajai Mathur	0	0	0	0
	Mr Rajiv Jain	0	0	0	0
	Mr Anwar Abbasi	0	0	0	0
	Overall Ceiling as per the Act	No payments were made to the Directors.			

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD –

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	**Company Secretary**	**CFO**	**Total**
1.	Gross salary	Not Applicable			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission				
	- as % of profit				
	- others, specify...				
5.	Others, please specify				
	Total				

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/ NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

Anwar Abbasi
(Director)

Rajiv Jain
(Director)

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.

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 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.

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.

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

BALANCE SHEET AS AT 31ST MARCH, 2018

(₹ 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

For ITNL Toll Management Services Limited

Naresh Agrawal
Partner
(M. No. 504922)

Rajiv Jain
Director
Din- 07784179

Anwar Abbas Abbasi
Director
Din- 07117720

Place: Noida
Date: 18.05.2018

General Manager

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(₹ In lacs)

	Note No.	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/(loss) for the year before taxation		**(11.35)**	*65.28*
Tax Expense:		**-**	*-*
Profit/(loss) 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(in ₹):			
- 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

For ITNL Toll Management Services Limited

Naresh Agrawal
Partner
(M. No. 504922)

Rajiv Jain
Director
Din- 07784179

Anwar Abbas Abbasi
Director
Din- 07117720

Place: Noida
Date: 18.05.2018

General Manager

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2018

₹ 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

For ITNL Toll Management Services Limited

Naresh Agrawal
Partner
(M. No. 504922)

Rajiv Jain
Director
Din- 07784179

Anwar Abbas Abbasi
Director
Din- 07117720

Place: Noida
Date: 18.05.2018

General Manager

STATEMENT OF CHANGE IN EQUITY FOR THE YEAR ENDED MARCH 31, 2018

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

(₹ 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/(loss)	*(11.35)*	*5.14*	*(6.21)*
As at March 31, 2018	**(165.93)**	**(13.96)**	**(179.89)**

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

For ITNL Toll Management Services Limited

Naresh Agrawal
Partner
(M. No. 504922)

Rajiv Jain
Director
Din- 07784179

Anwar Abbas Abbasi
Director
Din- 07117720

Place: Noida
Date: 18.05.2018

General Manager

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

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.

e) Property, plant and equipment

Property, plant and equipment have been stated at cost less accumulated depreciation and accumulated impairment in value. Such cost includes the cost of replacing part of such plant and equipment when that cost is incurred if the recognition criteria are met.

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

An item of fixed assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the period the asset is derecognized.

The asset's residual values, useful lives and methods are reviewed, and adjusted if appropriate, at each reporting date.

f) Depreciation

All assets are depreciated on a Straight Line Method (SLM) of Depreciation, over the useful life of assets as prescribed under Schedule II of the Companies Act, 2013 other than assets specified in para:

Furniture & Fixtures	7 years
Mobile	2 years

g) Impairment

Where an indication of impairment exists, or when annual impairment testing for an asset is required, the management makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Impairment losses of continuing operations are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

h) Inventories

Inventories are valued at the lower of cost or net realizable value. Cost is recognised on First in First Out basis.

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.

A liability for a termination benefit is recognised at the earlier of when the entity can no longer withdraw the offer of the termination benefit and when the entity recognizes any related restructuring costs.

Short-term and other long-term employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period the related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognised in respect of short-term employee benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Liabilities recognised in respect of other long-term employee benefits are measured at the present

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date.

k) Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue comprises:

Operation & Maintenance Fees

Operation & Maintenance Fees is recognised on accrual basis in accordance with contractual rights.

Service Charges

Service charges are recognized on accrual basis, in respect of revenue recovered for the various business auxiliary services provided to the parties.

l) Expenditure

Expenditures have been accounted for on the accrual basis and provisions have been made for all known losses and liabilities.

m) Taxes

Current tax represents the amount that would be payable based on computation of tax as per prevailing taxation laws. Current tax includes taxes on income and fringe benefit tax.

Current tax is determined based on the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized on timing differences; being the difference between the taxable income and accounting income that originate in one accounting period and are capable of reversal in one or subsequent periods. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets arising on unabsorbed 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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

3. FIXED ASSETS

Current Year (₹ In lacs)

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 (₹ In lacs)

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

	As at March 31, 2018 ₹ in lacs	As At March 31, 2017 ₹ 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

	As at March 31, 2018 ₹ in lacs	As At March 31, 2017 ₹ in lacs
5. INVENTORIES		
Stores and spares	**1.38**	1.85
	1.38	1.85

	As at March 31, 2018 ₹ in lacs	As At March 31, 2017 ₹ in lacs
6. CASH AND BANK BALANCES		
Balances with banks		
- In Current Account	**0.74**	3.41
Cash on hand	**-**	38.32
	0.74	41.73

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

	As at March 31, 2018 ₹ in lacs	As At March 31, 2017 ₹ in lacs
7. CURRENT TAX ASSETS		
Advance Payment against Taxes	**168.88**	*386.60*
	168.88	*386.60*

	As at March 31, 2018 ₹ in lacs	As At March 31, 2017 ₹ in lacs
8. OTHER CURRENT ASSETS (CONSIDERED GOOD)		
Prepaid Expenses	**4.46**	*7.19*
Others	**28.96**	*2.75*
	33.42	*9.94*

	As at March 31, 2018 ₹ in lacs	As At March 31, 2017 ₹ in lacs
9. SHARE CAPITAL		
Authorised		
50,000 Equity Shares of ₹ 10/- each	**5.00**	*5.00*
Issued, Subscribed & Paid up		
50,000 Equity Shares of ₹ 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	**₹in lacs**	*Number*	*₹in lacs*
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 ₹ 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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

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%*

	As at March 31, 2018 ₹ in lacs		*As At March 31, 2017 ₹ in lacs*	
10. OTHER EQUITY				
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)**

	As at March 31, 2018 ₹ in lacs	*As At March 31, 2017 ₹ in lacs*
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*

	As at March 31, 2018 ₹ in lacs	*As At March 31, 2017 ₹ in lacs*
12. BORROWINGS		
Unsecured Loan	**108.85**	-
	108.85	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

	As at March 31, 2018 ₹ in lacs	As At March 31, 2017 ₹ in lacs
13. TRADE PAYABLE		
Trade payables	**77.28**	*35.64*
	77.28	*35.64*

	As at March 31, 2018 ₹ in lacs	As At March 31, 2017 ₹ in lacs
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*

	As at March 31, 2018 ₹ in lacs	As At March 31, 2017 ₹ in lacs
15. OTHER CURRENT LIABILITY		
Advance from Customer	**97.87**	*88.66*
	97.87	*88.66*

	Year ended March 31, 2018 ₹ in lacs	Year ended March 31, 2017 ₹ in lacs
16. INCOME FROM OPERATIONS		
Operation & Maintenance Fees	**480.00**	*852.15*
Service Fee	**-**	*498.72*
	480.00	*1,350.87*

	Year ended March 31, 2018 ₹ in lacs	Year ended March 31, 2017 ₹ in lacs
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*

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

	Year ended March 31, 2018 ₹ in lacs	*Year ended March 31, 2017 ₹ in lacs*
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*

	Year ended March 31, 2018 ₹ in lacs	*Year ended March 31, 2017 ₹ in lacs*
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*

	Year ended March 31, 2018 ₹ in lacs	*Year ended March 31, 2017 ₹ in lacs*
20. FINANCE COST		
Interest on Loan	**21.23**	-
Bank Charges	**0.06**	*3.00*
	21.29	*3.00*

	Year ended March 31, 2018 ₹ in lacs	*Year ended March 31, 2017 ₹ in lacs*
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*

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

	Year ended March 31, 2018 ₹ in lacs	*Year ended March 31, 2017 ₹ in lacs*
***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*

	Year ended March 31, 2018 ₹ in lacs	*Year ended March 31, 2017 ₹ in lacs*
22. EARNING/ (LOSS) PER SHARE		
A. Number of Equity shares of ₹ 10 each fully paid up at the beginning of the period	**50,000**	*50,000*
B. Number of Equity shares of ₹ 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/(loss) for the period (₹ In lacs)	**(11.35)**	*65.28*
E. Basic / Diluted Profit per Share (₹)	**(22.69)**	*130.56*
F. Nominal value of Equity Share (₹)	**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.

	As at March 31, 2018 ₹ in lacs
24. CONTINGENT LIABILITIES	
(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.

(ii) A sum of ₹15.54 lacs (Previous year ₹ 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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

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 ₹ in lacs	*Year ended March 31, 2017 ₹ in lacs*
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*

	Year ended March 31, 2018 ₹ in lacs	*Year ended March 31, 2017 ₹ in lacs*
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)*
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 ₹ 1.65 lacs (increase by ₹ 1.52 lacs) (as at March 31, 2017: decrease by ₹2.63 lacs (increase by ₹2.43 lacs))
- If the expected salary growth increases (decreases) by .50%, the defined benefit obligation would increase by ₹1.66 lacs (decrease by ₹ 1.55 lacs) (as at March 31, 2017: increase by ₹2.64 lacs (decrease by ₹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.

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

Company's best estimate of contribution during next year is ₹ 4.44 lacs (PY ₹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 ₹ in lacs	*Year ended March 31,2017 ₹ in lacs*
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	
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 Anwar Abbas Abbasi	Director
	Mr Rajiv Jain	Director

i) Holding Company

Noida Toll Bridge Company. Ltd

Transactions	**Year ended March 31, 2018 ₹ in lacs**	*Year ended March 31, 2017 ₹ in lacs*
Service fees	**480.00**	*852.15*
Interest Expense	**21.23**	

Outstanding balances	**As at March 31, 2018 ₹ in lacs**	*As at March 31, 2017 ₹ in lacs*
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*

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

ii) Company holding substantial Interest in voting power of the company

IL&FS Transportation Networks Limited

Outstanding balances	**Year ended March 31,2018 ₹ in lacs**	*Year ended March 31,2017 ₹ in lacs*
Equity as at the year end	**2.45**	*2.45*
	2.45	**2.45**

iii) Key Managerial Personnel

Transactions/Outstanding Balances

	As at March 31, 2018 ₹ in lacs	*As at March 31, 2017 ₹ in lacs*
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 ₹ in lacs**	*As at March 31, 2017 ₹ in lacs*
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

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

28.2 Categories of financial instruments

Particulars	**As at March 31, 2018 ₹ in lacs**	*As at March 31, 2017 ₹ in lacs*
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 Company's activities.

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).

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 (₹ in lacs)**			*March 31, 2017 (₹ in lacs)*		
	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*	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

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

Particulars	**March 31, 2018 (₹ in lacs)**			*March 31, 2017 (₹ in lacs)*		
	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

For ITNL Toll Management Services Limited

Naresh Agrawal
Partner
(M. No. 504922)

Rajiv Jain
Director
Din- 07784179

Anwar Abbas Abbasi
Director
Din- 07117720

Place: Noida
Date: 18.05.2018

General Manager