ANNUAL REPORT 2016-17

IRB INFRASTRUCTURE DEVELOPERS LTD

Welcome to IRB Annual Report 2016-17

UNTIRING EFFORTS. UNWAVERING FOCUS.

B — BID

E — EXECUTE

S — STABILISE

T — TRANSFER

BEST WAY TO GROW.

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Corporate Information

Advisor to the Board
Mr. Rajkamal R. Bajaj

Bankers/Lenders to the IRB Group
State Bank of India
Canara Bank
IDFC Bank
Union Bank of India
Indian Overseas Bank
Indian Bank
Bank of India
IDBI Bank
HDFC Ltd
Andhra Bank
Corporation Bank
Punjab National Bank
Bank of Baroda
Bank of Maharashtra
IIFCL
ICICI Bank
Allahabad Bank
YES Bank

Auditors
S. R. Batliboi & Co. LLP
Gokhale & Sathe

Internal Auditors
Suresh Surana & Associates LLP

Auditors of Subsidiaries
S. R. Batliboi & Co. LLP
Gokhale & Sathe
MKPS & Associates
A. J. Kotwal & Co.
M. Bhaskara Rao & Co.
R. K. Dhupia & Associates

Registrar & Transfer Agent
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As India, the world's fastest growing major economy, races ahead amidst global consolidation for second year in a row, its inadequate and inefficient surface transportation infrastructure is the Achilles heel that can potentially slow down its pace.

Though India has the world's second largest road network at 5.47 million kms, in terms of Logistics Performance Index (World Bank Analysis 2016), the country still ranks behind at 35th position. Estimates by ASSOCHAM indicates that the country's logistics cost at 14% of the GDP is significantly higher than that of 8-9% that developed economies attain. A decline to those levels can result in logistics savings to the tune of USD 50 billion.

With ushering in of the GST regime, the requirement to develop an efficient road network that facilitates seamless connectivity along with other modes of transportation for faster, cheaper and more effective logistics network becomes more urgent.

At IRB, we understand the importance and magnitude of this.

With years of experience and engineering expertise, robust financials and engineering team, superior execution skills and contemporary equipment infrastructure, bidding and project management skills, we have partnered various government authorities to undertake various first-of-its-kind surface transport projects. Be it country's first Built-Operate-Transfer (BOT) project, or the first mega and ultra-mega highway projects, we have been the pioneers in creating high quality surface transport infrastructure that have a proven track record of streamlining freight movement and enhancing traffic.

We have taken forward this legacy by becoming the first in the country to successfully launch and list an Infrastructure Investment Trust. While the unit holders in this trust would benefit from regular returns, the Company has benefited through deleveraged balance sheet, and monetisation of assets which shall facilitate in taking up more projects.

Backed by our untiring efforts and unwavering focus on strengthening internal competencies and by embracing the 'B.E.S.T.' (Bid. Execute. Stabilise. Transfer) approach, we have developed a robust self-sustaining business model. A model that facilitates in building income generating assets; stabilising their operations and then monetising these assets by offering them to the InvIT Trust. A model that is relatively non-cyclical, delivers superior returns, mitigates downside risks, maximises returns to the stakeholders and most importantly provides an avenue to recycle capital in achieving growth for the Company without any more leveraging or dilution of equity capital.

At IRB, we believe our **untiring efforts and unwavering focus** on calculated bidding, building robust execution skills, stabilising projects and transferring these assets to InvIT is the **B.E.S.T. way to grow.**

IRB's B.E.S.T. Route to be the Best

IRB Infrastructure Developers Limited is amongst the country's most time-tested road infrastructure Company. We have a proven track record of delivering in time, some of the best roads in the country built across challenging terrains and managing them efficiently to stabilise operations and generate toll collections.

Undertaking projects of national and socio-economic importance, we have been contributing to the nation's development since the last 19 years.

Profile

IRB Infrastructure Developers Ltd. commenced operations in 1998. With each passing project, our growing expertise in construction, project management and engineering has enabled us to take on bigger challenges and more complex projects that would result in value creation for both the country's infrastructure and our shareholders.

With a portfolio comprising a total of 22 BOT projects in roads and highways, it is an area of our core competence. We have been instrumental in developing the country's first-ever BOT project (Thane-Bhiwandi Bypass) and played an important role in the Golden Quadrilateral project, accounting for 18.79% of the total 5,846 kms of developed highway network. We are also credited with having one of the largest BOT portfolios in the country with a cumulative length of 11,828 lane kms, including operational and under implementation projects.

In September 2016, we became the first Company in India to get approval from SEBI for setting-up an Infrastructure Investment Trust (InvIT), whereby six operational assets of IRB were transferred to the IRB InvIT Fund. This InvIT was listed in the BSE Ltd. and National Stock Exchange of India Ltd. (NSE) in May 2017 and has enabled us to unlock capital tied up for propelling future growth.

Business verticals

- Construction and development of highway infrastructure
- Development and operation of BOT projects

Clientele

National Highway Authority of India	Maharashtra State Road Development Corporation Limited (MSRDC)
Public Works Department (PWD)	Ministry of Shipping, Road Transport and Highways (MoSRT&H)

Competitive advantage

Operational

- One of the largest road infrastructure BOT project portfolios
- Integrated and efficient project execution capabilities
- Skilled & experienced engineering team
- Professionally managed Company with qualified and skilled employee base

Financial

- Robust balance sheet
- Prudent financial management
- Long-term source of capital and balance sheet deleveraging opportunity from IRB InvIT Fund
- Expected decline in cost of debt due to good financial track record and improved credit rating

Enviable Track Record
(as on March 31, 2017)

22
BOT projects in portfolio

14
BOT projects in operation

₹9,959Crs
Total Order Book

₹34,493Crs
Total value of assets in operation/under implementation

18.79%
Share in the Golden Quadrilateral

11,828
Cumulative lane kms in BOT portfolio

60
Flyovers

464
Bridges (includes railway over bridges, major and minor bridges)

84
Vehicle underpasses

36
Toll plazas

376
Toll lanes

An Exciting Journey

Our journey till the stage that we have reached today has been exciting. What makes it even more treasured is the manner in which we covered the journey so far.

Treading through land acquisition challenges, environment clearances, tough terrains, global economic meltdown, rising interest rates and rising raw material prices, the journey to reach here was not easy. It was our persistent, untiring efforts and unwavering focus that enabled us to continuously emerge as a bigger, stronger and better organisation.

FY 2007-08

Cumulative Lane Kms

2,104

Key highlights

- Initial Public Offering (IPO) oversubscribed and ₹ 944.6 Crs raised at an issue price of ₹ 185 per share

FY 2008-09

Cumulative Lane Kms

3,506

Key highlights

- Awarded:
  - o Greenfield Airport Project in Sindhudurg, Maharashtra, IRB's first-ever Airport Project through a Project Development Agreement with MIDC
  - o Surat-Dahisar Project, India's first mega highway project
  - o Integrated Road Development (IRD) programme, Kolhapur

FY 2009-10

Cumulative Lane Kms

4,768

Key highlights

- Awarded three projects from NHAI:
  - o Amritsar-Pathankot, Punjab
  - o Talegaon-Amravati, Maharashtra
  - o Jaipur-Deoli, Rajasthan

FY 2010-11

Cumulative Lane Kms

5,452

Key highlights

- Achieved financial closure for Amritsar-Pathankot, Talegaon-Amravati and Jaipur-Deoli projects
- Awarded and achieved financial closure of NHAI's Tumkur-Chitradurga project, Karnataka

FY 2011-12

Cumulative Lane Kms

6,439

Key highlights

- Awarded and achieved financial closure of the Ahmedabad-Vadodara Project, NHAI's first-ever Ultra Mega highway project in Gujarat

FY 2012-13
Cumulative Lane Kms
7,472

Key highlights
- Awarded Goa / Karnataka border to Kundapur Project NH-17 in Karnataka
- Acquired MVR Infrastructure and Tollways Pvt. Ltd.

FY 2013-14
Cumulative Lane Kms
7,867

Key highlights
- Awarded Solapur-Yedeshi Project, Maharashtra
- Achieved financial closure for Goa-Kundapur Project

FY 2014-15
Cumulative Lane Kms
9,846

Key highlights
- Awarded:
  - o Mumbai-Pune Phase II Project by MSRDC
  - o Yedeshi-Aurangabad Project, Maharashtra by NHAI
  - o Kaithal-Rajasthan Border Project, Haryana by NHAI
  - o Agra-Etawah six laning project on NH-2
- Achieved financial closure for Solapur-Yedeshi and Yedeshi-Aurangabad Projects
- Successfully raised ₹ 440 Crs by way of QIP

FY 2015-16
Cumulative Lane Kms
9,846

Key highlights
- Received registration for India's first Infrastructure Investment Trust – IRB InvIT Fund
- Awarded Agra-Etawah Project, Uttar Pradesh
- Commenced toll collection on NH-8 arm of Ahmedabad-Vadodara Project

FY 2016-17
Cumulative Lane Kms
11,828

Key highlights
- Commenced construction and tolling operation at the Agra-Etawah project
- Awarded three projects in Rajasthan from NHAI for which financial closure is underway:
  - o Udaipur-Gujarat Border project
  - o Gulabpura-Chittorgarh project
  - o Kishangarh-Gulabpura project
- Launched IRB InvIT Fund, first Infrastructure Investment Trust in India, in May 2017

Chairman's Message

Your Company has completed its 19th year of successful operation. With construction of each kilometre, we are creating new milestones. Rapidly growing in scale with our portfolio increasing from a little over 38 lane kms in FY 1998-99 to 11,828 lane kms in FY 2016-17, we have redefined the space.

I am delighted to report to you at the end of yet another successful year. This has been a landmark year for the Company as we successfully carried out the IPO of the country's first infrastructure trust on the Indian Stock Exchanges (BSE and NSE). I am deeply grateful to the investors for their overwhelming response to this IPO, which was oversubscribed 8.57 times. This goes on to prove, the immense confidence the shareholders have in the IRB brand. I reassure all our shareholders that the Company shall continue to work even more untiringly to sustain this trust.

Your Company has completed its 19th year of successful operations. With construction of each kilometre, we are creating new milestones. Rapidly growing in scale with our portfolio increasing from a little over 38 lane kms in FY 1998-99 to 11,828 lane kms in FY 2016-17, we have redefined the space. With our continued efforts towards strengthening project team, enhancing construction equipment infrastructure and operational efficiency, and leveraging IT, we have emerged as a holistic integrated surface transport developer. We believe that our untiring efforts and unwavering focus on these areas along with our 'B.E.S.T. (Bid. Execute. Stabilise. Transfer)' philosophy shall enable us to grow stronger as an organisation. While we keep transferring our stabilised assets to these trusts, the unlocking of capital from these assets shall enable us to bid for new projects. Our commitment towards creating value for all stakeholders has earned us the respect in the industry.

Years of innovative and pioneering initiatives which include undertaking the country's first BOT project, developing the first mega and ultra-mega highway project, and launching the first infrastructure trust, has enabled us to grow our BOT assets portfolio from a mere ₹ 2,674 Crs in FY 2007-08 to ₹ 21,955 Crs in FY 2016-17.

Review of the year, FY 2016-17

The year under review saw your Company delivering a record performance. Despite, rapid execution of projects and highest ever construction of 5,293 lane kms of roads during a financial year, we witnessed order book surging to an all-time high of ₹ 9,959 Crs as we bagged three new projects: Udaipur-Gujarat, Gulabpura-Chittorgarh and Kishangarh-Gulabpura. The financial closures for these projects are in progress.

Though our revenues during the year increased by 13.59% to ₹ 5,969 Crs, the growth could have been more robust had it not been for the demonetisation and specific issues across certain projects that impacted our tolling revenues. During the demonetisation period, the toll suspension initiative undertaken by the government for 24 days across all the highways in the country impacted toll collections. Though we have been compensated by the NHAI for the same, partly through cash payment and partly through extension of concession agreement, we believe the actual tolling revenues would have been much higher.

The EBITDA and PAT growth were similar to these lines, as they grew 13.78% and 11.87% respectively to ₹ 3,172 Crs and ₹ 715 Crs respectively. BOT assets portfolio during the year increased by nearly 28%.

Post balance sheet developments

The successful launch and listing of the IRB InvIT Fund enabled us to transfer six of our stabilised operational project assets along with its liabilities to this trust for a consideration of ₹ 1,681 Crs in cash and ₹ 889 Crs as units in the trust. A part of this cash consideration was used to pay-off debts and the other part would be used for bidding and funding new projects With this the health of our balance sheet significantly improved as net debt equity ratio improved from 3:1 as on March 31, 2017 to 1.81:1 as on May 30, 2017 and cash on books increased from ₹ 1,549 Crs to ₹ 3,230 Crs. Besides, with improved balance sheet, our credit rating is likely to improve which in turn shall result in decline in cost of debt.

Out of the three new projects awarded during the year, we achieved financial closure for Udaipur-Gujarat project, in July 2017. For the remaining two projects, the financial are in progress.

The InvIT would also act as an important value creation tool. It shall enable us to strengthen our business model, whereby we can utilise funds availed from monetising assets to develop more income generating assets at a faster pace and then remonetise it by transferring it to the trust. This virtuous cycle shall enable us to maintain a strong balance sheet while enhancing the rate of growth and profitability which shall be critical in maximising shareholders' value. On the other hand, it shall facilitate us in contributing towards the government's objective of expediting the road development programme necessary for addressing the country's infrastructure-gap which is critical for sustaining its economic growth momentum.

Macro-economy and industry

The Indian economy post going through a phase of high inflation and interest rates has significantly stabilised. At the end of the current fiscal, the country's fundamentals have significantly strengthened with inflation being contained at 3.81%, fiscal deficit estimated at 3.5% of GDP, forex reserves surging to over USD 367 billion and repo rates declining to its lowest level of 6.25% since 2011. Driven by this, the country achieved a robust growth of 7.1% in FY 2016-17, as economies across the globe struggled. Though the GDP growth could have been more robust had it not been for demonetisation that led to temporary sluggishness. On the positive side it channelised vast amounts of idle funds back to the economy which can be effectively utilised in funding the country's ailing infrastructure scenario. Besides, the implementation of Goods and Services Tax in July 2017 is likely to further enhance the country's productivity and efficiency driven by faster logistics movement and simplification of taxation structure. This shall be crucial in fast-tracking infrastructure projects.

Driven by these initiatives and the pressing need for quality infrastructure, the sector is likely to witness robust growth in the coming years. The government has also showed its concerns by making its highest ever budgetary allocation of ₹ 3.96 lakh Crs (including ₹ 1.31 lakh Crs for railways) to the sector. Speaking particularly of the roads, transport and highways, a sum of ₹ 64,900 Crs has been allocated for it, 63% of which is for roads and bridges and 37% for NHAI. The ratio between revenue and capital expenditure for FY 2017-18 is pegged at 17:83 compared to 41:59 and 22:78 for FY 2015-16 and FY 2016-17, respectively, indicating the rising focus towards capital expenditure (new construction projects).

Outlook

Going forward, we shall continue to focus on strengthening internal competencies to expedite our execution pace to reduce project turnaround time and free-up resources to take on new projects. Besides, the ROFO / ROFR Agreement between the IRB parent and the InvIT shall ensure the perpetuity of this model. We intend to keep building a robust pipeline of assets and offer stabilised ones periodically to unlock tied-up capital and reduce leverage while providing value growth to the trust's unit holders as well. This business model shall enable us to graduate to the next phase of growth while maximising returns to the shareholders.

To conclude, the prospects of the roads, transport and highways space continues to remain positive. However, the government's and industry players' increasing focus on EPC (Engineering, Procurement and Commissioning) and HAM (Hybrid Annuity Model) highway projects may throw up some challenges in the future. Though we are confident that there will be enough projects coming up in the BOT (Toll) space; with less competition, our strong bidding strategy, and high competencies required to handle these projects, we would be in a favourable position to bag a sizeable chunk of opportunity. Besides, as the government focusses on constructing more roads, financing is likely to be a major challenge. In FY 2015-16 itself, NHAI's land acquisition costs significantly increased from ₹ 1.35 Crs/hectare in FY 2014-15 to ₹ 2.13 Crs/hectare; accounting for nearly 40-45% of the total project cost. With nearly 9,285 hectares of land possessed by NHAI in FY 2015-16, the total compensation stood at ₹ 19,020 Crs significantly higher than ₹ 9,098 Crs in the previous year, which is a huge strain on its balance sheet. Moreover, of the ₹ 59,279 Crs allowed to the NHAI to be raised through Internal and Extra Budgetary Resources during FY 2016-17, only a sum of ₹ 27,831 Crs could be raised. Thus, there is a huge funding gap to meet the construction targets. Additionally, with the government consistently facing finance constraints (fiscal deficit), Public Private Partnerships especially the BOT mode is likely to be the most ideal solution in the coming years.

With significant balance sheet revitalisation and launch of InvITs, we remain excited about the future with expectations of growing faster than ever. I, on behalf of the Board, would like to appreciate the faith reposed in us by the stakeholders. Your continued support has been of great value to us and going forward we hope to be always inundated with it.

Regards,

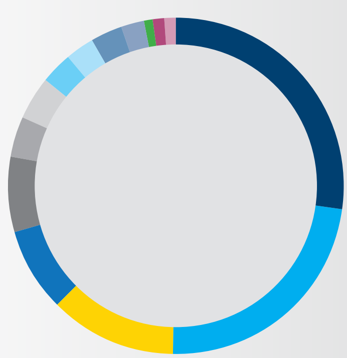
Virendra D. Mhaiskar
Chairman and Managing Director

Expanding Geographic Presence

BOT portfolio – state-wise break-up (%)

Maharashtra	₹3,631Crs	31%
Rajasthan	₹2,567Crs	22%
Gujarat	₹2,091Crs	18%
Karnataka	₹1,442Crs	12%
Uttar Pradesh	₹747Crs	6%
Haryana	₹665Crs	6%
Punjab	₹410Crs	3%
Tamil Nadu	₹275Crs	2%

BOT toll revenue split (%)

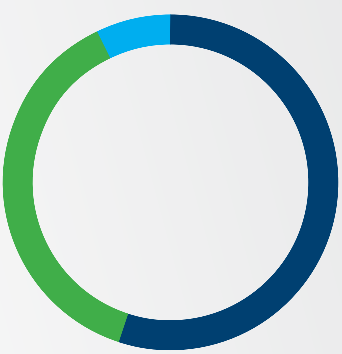


Mumbai-Pune	27%	Agra-Etawah	3%
Surat-Dahisar	23%	Omalur-Salem	3%
AV Expressway	13%	Thane-Bhiwandi	3%
Tumkur-Chitradurga	8%	Talegaon-Amravati	2%
Bharuch-Surat	7%	Thane-Ghodbunder	1%
Jaipur-Deoli	4%	Pune-Nashik	1%
Pathankot-Amritsar	4%	Pune-Solapur	1%

Order book split (%)

Udaipur-Gujarat border	20%
Gulabpura-Chittorgarh	20%
Agra-Etawah	18%
Kishangarh-Gulabpura	15%
Yedeshi-Aurangabad	9%
O&M Contracts	7%
Goa-Kundapur	5%
Kaithal-Rajasthan Border	3%
Sindhudurg Airport	2%
Solapur-Yedeshi	1%

Order book composition (as on March 31, 2017)

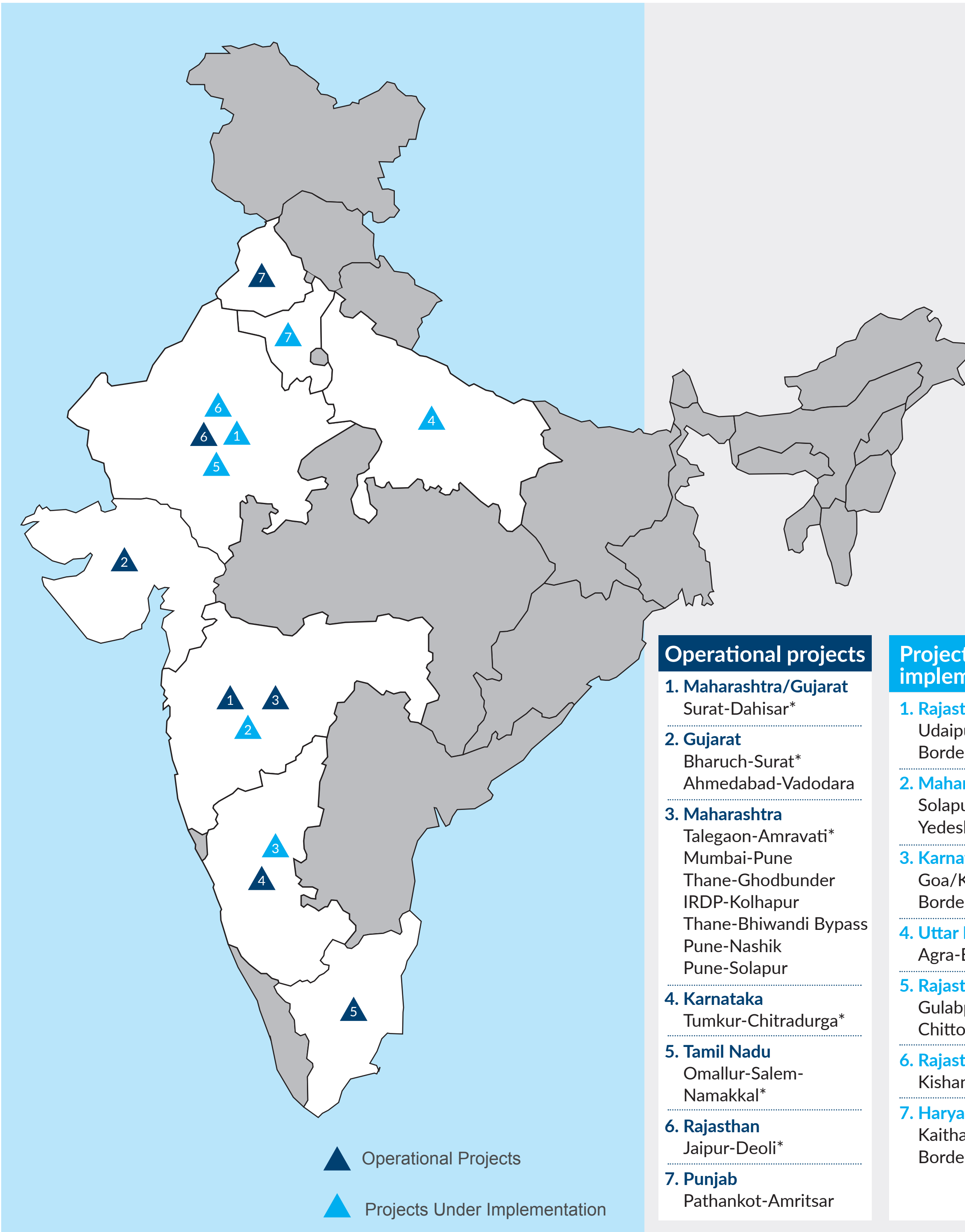


55%
₹5,436Crs
BOT Projects - Construction yet to commence

38%
₹3,822Crs
Ongoing BOT projects

7%
₹701 Crs
BOT Projects in O&M Phase

Extending value through pan-India operations (%)



Operational projects

1. **Maharashtra/Gujarat**
   Surat-Dahisar*
2. **Gujarat**
   Bharuch-Surat*
   Ahmedabad-Vadodara
3. **Maharashtra**
   Talegaon-Amravati*
   Mumbai-Pune
   Thane-Ghodbunder
   IRDP-Kolhapur
   Thane-Bhiwandi Bypass
   Pune-Nashik
   Pune-Solapur
4. **Karnataka**
   Tumkur-Chitradurga*
5. **Tamil Nadu**
   Omallur-Salem-Namakkal*
6. **Rajasthan**
   Jaipur-Deoli*
7. **Punjab**
   Pathankot-Amritsar

Projects under implementation

1. **Rajasthan/Gujarat**
   Udaipur-Gujarat Border
2. **Maharashtra**
   Solapur-Yedeshi
   Yedeshi-Aurangabad
3. **Karnataka**
   Goa/Karnataka Border to Kundapur
4. **Uttar Pradesh**
   Agra-Etawah
5. **Rajasthan**
   Gulabpura-Chittorgarh
6. **Rajasthan**
   Kishangarh-Gulabpura
7. **Haryana**
   Kaithal-Rajasthan Border

Map not to scale. It shows approximate location of Projects for indicative purposes only.

*Projects transferred to IRB InvIT w.e.f. May 9, 2017

Current portfolio (as on March 31, 2017)

14
Operational projects

8
Projects under implementation

22
Total BOT projects

₹9,959Crs
Total order book as on March 31, 2017

₹34,493Crs
Total cost of projects in operation and under implementation

11,828 lane kms
Total length of projects in operation and under implementation

Operational Projects

Name of project	Project length (km)	Project cost (~₹ in Crs)	Concession period (in years)
Maharashtra/Gujarat			
Surat-Dahisar*	239	2,537	12
Gujarat			
Bharuch-Surat*	65	1,470	15
Ahmedabad-Vadodara	195.602	4,880	25
Maharashtra			
Talegaon-Amravati*	66.73	888	22
Mumbai-Pune	206	1,302	15
Thane-Ghodbunder	14.90	246	15
IRDP-Kolhapur	49.99	430	30
Thane-Bhiwandi Bypass	24.00	104	18.5
Pune-Nashik	29.81	74	18
Pune-Solapur	26.00	63	16
Karnataka			
Tumkur-Chitradurga*	114	1,142	26
Tamil Nadu			
Omallur-Salem-Namakkal*	68.625	308	20
Rajasthan			
Jaipur-Deoli*	146.30	1,733	25
Punjab			
Pathankot-Amritsar	102.42	1,445	20
TOTAL	1,348.377	16,622	-

*These projects have been transferred to IRB InvIT Fund with effect from May 9, 2017

Projects under Implementation

Name of project	Project length (km)	Project cost (~₹ in Crs)	Concession period (in years)
Rajasthan/Gujarat			
Udaipur-Gujarat Border*	113.80	2,100	21
Maharashtra			
Solapur-Yedeshi	98.72	1,492	29
Yedeshi-Aurangabad	189.09	3,177	26
Karnataka			
Goa/Karnataka Border to Kundapur	189.60	2,639	28
Uttar Pradesh			
Agra-Etawah	124.52	2,523	24
Rajasthan			
Gulabpura-Chittorgarh**	124.87	2,100	20
Kishangarh-Gulabpura**	90.00	1,550	20
Haryana			
Kaithal-Rajasthan Border	166.26	2,290	27
TOTAL	1,096.86	17,871	-

*Financial closure achieved
**Financial closure of these projects is still underway

Accelerating Over the Years

Revenue

12%

FY 2012-13 to FY 2016-17

PAT

7%

FY 2012-13 to FY 2016-17

BOT assets

22%

FY 2012-13 to FY 2016-17

EBITDA

12%

FY 2012-13 to FY 2016-17

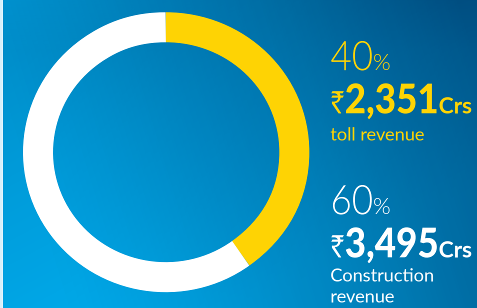
Net worth

13%

FY 2012-13 to FY 2016-17

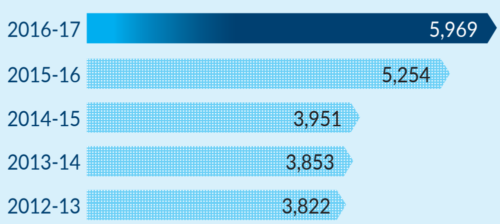
CAGR growth

Operating revenue break-up



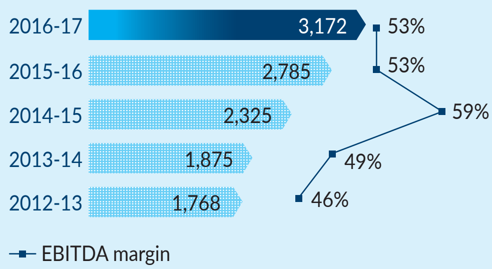
(₹ Crs)

Revenues

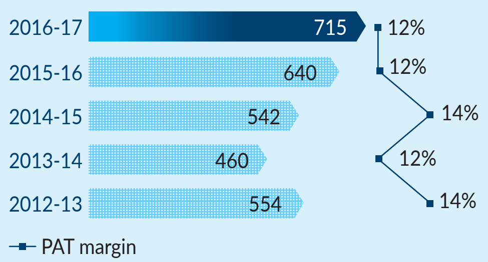


Revenues have risen consistently over the years driven by rising toll traffic, inflation linked tariff and number of operational projects and by rising construction order book contributing to higher construction revenue.

EBITDA (₹ Crs) and EBITDA margin (%)

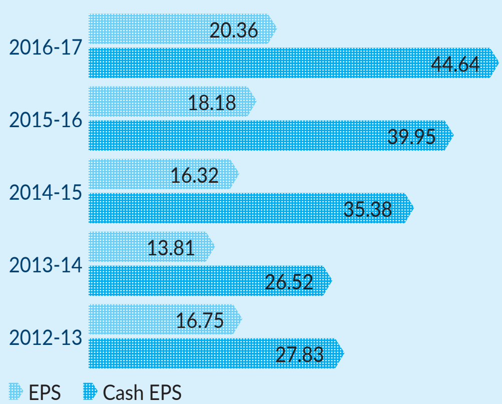


PAT (₹ Crs) and PAT margin (%)



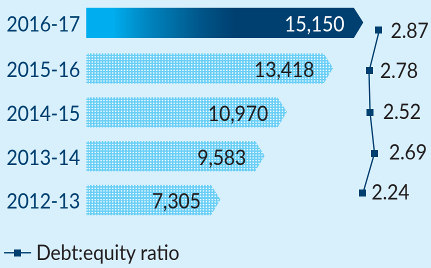
(₹)

Earnings per share (EPS) and cash EPS



Increasing number of operational project assets has led to proportional increase in non-cash expenses like depreciation and amortisation resulting in growing cash EPS.

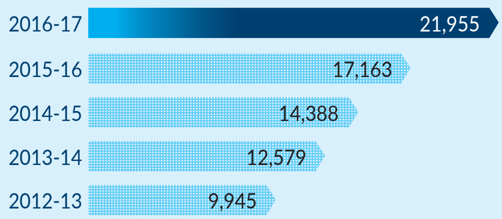
Net debt (₹ Crs) & Net debt to equity ratio



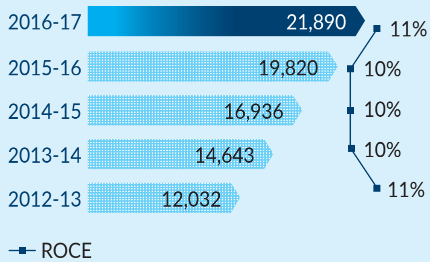
Surging order book position, number of on-going projects and size of projects though contributing to rising revenues has led to increase in debts. However, post the Company's transfer of six operational assets to IRB InvIT Fund along with its debt component aggregating to ₹ 3,358 Crs on May 9, 2017, the debt significantly reduced. As on May 30, 2017, the Company's net debt position stood at ₹ 9,720 Crs, while debt:equity declined to 1.81.

(₹ Crs)

BOT assets

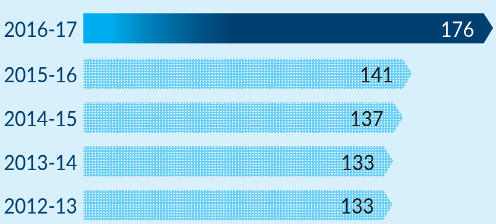


Capital employed (₹ Crs) & Return on Capital Employed (ROCE) (%)



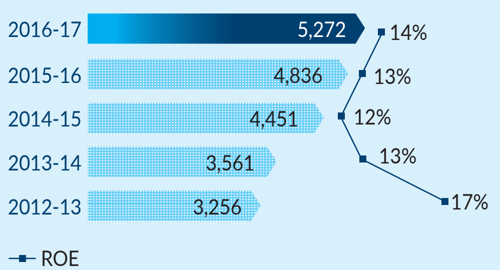
(₹ Crs)

Dividend distributed



The Company has consistently focussed on giving more returns to the shareholders with rising profitability.

Net worth (₹ Crs) & Return on Equity (ROE) (%)



With an increase in concession period of new awards from 12-15 years earlier to 25-28 years currently, the returns during the initial operational years are comparatively muted.

Untiring Efforts and Unwavering Focus on...

Accelerating Value Creation through Focus on BOTs

Roads, connecting remote areas and accounting for nearly 65% of freight movement, are in many ways the lifeline of India's socio-economic development.

At IRB, our robust balance sheet strength, past track record and execution expertise enable us to get pre-qualified to bid for entire gamut of road development projects. However, we focus only on BOT projects that have the advantage of generating higher rate of return and are marked with low competition with very few players possessing necessary competencies to undertake large size and complex projects. Besides, BOT projects facilitate us in building a pipeline of income generating assets, which post stabilisation, can be offered to InvITs which enables us to realise value of investments which can be reinvested into new projects.

Value creation through BOT projects

Enhance revenue and profitability

BOT projects offer stable revenues from construction and better returns from tolls. Thus more such projects would enhance profitability both in absolute terms and in margins.

Perpetuity of InvIT

Strong pipeline of projects shall enable us to offer assets to InvIT while realising value of investment.

Nation grows

Availability of capital would enable us take on more infrastructure projects and contribute towards nation's development.

IRB's expertise across BOT value chain

Project selection and bidding excellence

Our teams possess extensive understanding of projects which undertake detailed risk-returns, scientific and geographical analysis to determine the suitable projects that would generate higher internal rate of return with predictable risks. This enables the Team to submit bid on a competitive basis with higher possibilities of bagging the project.

Execution excellence

Years of experience, engineering expertise, equipment portfolio and skilled people enable us to deliver quality projects on time such that there are no cost-overruns and that tolling operations can commence on time.

Tolling expertise

Our robust tolling infrastructure, management and skilled people enable us to efficiently manage traffic such that we get the advantage of collecting tolls from maximum vehicles.

Infrastructure investment fund

We have the advantage of offering eligible operational projects to the InvIT.

IRB's growth in tolling revenues

₹370Crs
in FY 2007-08

27% CAGR

₹951Crs
in FY 2011-12

20% CAGR

₹2,351Crs
in FY 2016-17

Industry opportunity

With construction and project allocation in the road and highways sectors moving at a rapid pace, the segment is witnessing an unprecedented growth. In FY 2016-17, the government, despite falling short of its ambitious targets of constructing 15,000 km of roads and awarding 25,000 km of new highway project still managed to set an all-time high in these parameters by constructing 8,200 km of roads and awarding 14,000 km of new projects.

In its Union Budget 2017-18, the government has made its highest-ever allocation of ₹ 64,000 Crs to NHAI and another ₹ 27,000 Crs for the Pradhan Mantri Gram Sadak Yojana. Besides, with several initiatives undertaken by the government, various hurdles were cleared and projects are put on fast track.

In addition to this, the Ministry of Road Transport and Highways (MoRTH) intends to launch its ambitious mega project Bharatmala Pariyojana, an umbrella programme that shall focus on improving road connectivity to coastal areas, border areas, backward areas, religious destinations and tourist destinations at an estimated investment of ₹ 10 lakh Crs. Under the first phase of this project, a total of 29,000 km of highways (including economic corridor schemes, coastal and other roads) will be constructed.

Untiring Efforts and Unwavering Focus on...

Superior Execution Capabilities

In road construction business involving capital intensive projects, the faster the execution of projects and better the control over resources, better are the rate of returns.

At IRB, our superior integrated execution capabilities play a crucial role in our robust growth. While on one hand, the timely delivery of projects and quality of work significantly enhanced our brand equity; on the other, it enabled us to maintain higher internal rate of return through preventing costs overruns driven by project delays, thus providing us faster access to revenues from toll operations enabling us to break-even operations earlier. This in turn enables us to meet debt obligations and the resultant improvement in credit rating.

Our robust execution value chain

Project conceptualisation

Our experienced project management team leverages latest IT tools that facilitates in robust project planning and effective deployment of resources that results in cost optimisation across the project duration.

Project management

We have implemented advanced integrated project management solutions across the project life cycle (design, procurement, construction to operation) for end-to-end project visibility, control, high operational efficiency and risk management.

Backward integration

Procurement of leased mines for stone aggregates results in significant cost savings. Purchasing raw material from sources close to the projects helps to replenish materials in-time.

Project execution competencies

We employ highly skilled workforce and have invested in procuring large fleet of advanced construction equipment and automation technologies that facilitate in achieving higher operational efficiency.

Operation and maintenance

Our ability to effectively maintain the highway prevents frequent wear and tear, thereby enhancing its life while cutting cost. Besides our adoption of automation technologies at toll plazas facilitates faster traffic movement enabling us to collect toll efficiently.

Our robust infrastructure

Information technology

- SAP Enterprise Information Management system: Facilitates in faster information sharing and quicker response to external challenges.
- Central Command Centre: Facilitates in monitoring operation across all toll plazas.

Construction equipment

- Asphalt hot mix (batch mix type)
- Stone crushers
- Concrete batch mix plant
- Wet mix plant
- Rollers
- Sensor pavers
- Loaders

48%

Increase in total manpower resources employed by the Company in FY 2016-17 over FY 2011-12.

Pioneering India's First InvIT

Just when people began to think that infrastructure companies could not possibly grow organically without further leveraging their balance sheets and diluting shareholders' interest, we launched the country's first infrastructure investment trust.

A game-changing initiative, our transfer of 6 Projects to the IRB InvIT Fund not only reduced our leverage but provided immediate access to investible cash flow that can be reinvested in new projects. Besides being a source of regular cash flows, the trust has a potential to act as a vehicle to which operational assets can be offered for unlocking tied-up capital.

What are InvITs

InvITs (Infrastructure Investment Trust) are trusts that manage income generating infrastructure assets, while offering individual investors a liquid method of directly investing in these assets by pooling sums of money. Investors are issued units against which they are typically offered regular yields with potential for future growth. It is a kind of fund-raising mechanism leveraged by infrastructure developers as an investment vehicle to monetise their infrastructure assets.

Why InvITs

- Facilitate infrastructure developers to monetise assets for reinvestments in new projects
- Investment in diversified portfolio of infrastructure assets reduces risks
- Attracts foreign capital into infrastructure sector
- Facilitates banks to reduce burden by freeing-up capital and reducing loan exposure, which in turn can be utilised for funding new requirements
- Facilitate higher standards of governance and transparency into infrastructure development and management and distribution of income from assets so as to attract investor interest

How IRB will benefit

₹1,681Crs

Received as upfront cash consideration. This can be effectively utilised to fund existing projects and win new orders.

₹889Crs

Received as units in IRB InvIT Fund that shall provide regular cash flows in the form of quarterly distribution of returns to unit holders.

1.81:1

Net debt:equity position as on post asset transfer compared to 3:1 prior to that.

100-150 bps

Expected savings in cost of debt driven by likely improvement in credit rating and re-rating of asset portfolio.

IRB InvIT Fund – creating a win-win situation

Post registration of the InvIT from SEBI in September 2016, we successfully launched and listed it on the stock exchange in May 2017. As a result, six operational assets – the Bharuch-Surat section of NH-8, Surat-Dahisar section of NH-8, Tumkur-Chitradurga section of NH-4, Talegaon-Amravati section of NH-6, Jaipur-Deoli section of NH-12 and Omallur Salem-Namakkal section on NH-7 were transferred to the trust.

The InvITs facilitated in creating a win-win situation for the Company, its shareholders and the investors procuring units in the trusts.

With ₹ 1,681 Crs of funds available, a source of steady cash flows, expected decline in debt cost and reduction in leverage, the Company's balance sheet has completely transformed. From tied-up capital to unlocking it, with an ability to raise more debt, it has opened up a gamut of opportunities by enhancing our financial pre-qualification criteria, ability to fund existing projects and win new orders. This will further enable the Company to improve its construction capacity from the current 300-400 kms annually to potentially 500-600 kms annually leading to increase in revenues.

How unit holders will benefit

The trust will enable unit holders to invest funds in operating infrastructure assets which shall generate steady returns on the basis of cash flow from these assets. Besides, a likely increase in traffic flow and addition of more assets to the portfolio in the long-run would facilitate in enhancing returns to the unit holders and maximising their investments.

How IRB shareholders will benefit

Though the transfer of assets resulted in a temporary moderation in cash flows in the short-run; in the longer-run the Company with improved financials would be able to bid for new orders. Thus, with new projects, the construction revenues would increase and with more assets getting operational, the cash flows from toll revenues would also increase. Besides, new orders would provide more revenue visibility for the future. This will result in rising revenues which coupled with declining interest cost from deleveraging would enable us to maximise post-tax returns, grow net worth and maximise shareholders' worth.

How the nation will benefit

With the ability to take on new projects, we can contribute more by taking larger share in the country's road construction pace which is critical to sustain its economic growth momentum.

InvITs – facilitating a sustainable model

We believe our new business model of offering operational assets to the trust and freeing up resources would be sustainable in the long term. While on one hand, we shall keep on offering stabilised income generating assets to the trust to maximise its revenues, realisation of value of investment with improved financials, we shall continue to expand our ability to bag more projects and grow our top line. Thus, making it a sustainable virtuous cycle of value creation.

Besides, our robust portfolio of under implementation income generating BOT (Toll) assets, fast execution speed and focus on primarily bidding for BOT (Toll) projects puts us in favourable position to ensure continuity of this business model. We shall continue to work around the areas of enhancing our operational efficiency to ensure faster turnaround.

InvITs – a moderate risk & return asset class

IRB InvIT Fund being regulated by SEBI and having a robust set of guidelines makes it a relatively transparent investment asset with liquidity on the bourses. Besides it is floated by IRB and its management is governed by an experienced Board of Directors and professionals with proven capabilities.

Carrying Forward the Momentum

The robustness of an infrastructure business entity is determined by its ability to add new orders and grow order book position despite rapid execution of existing projects.

At IRB, our credible reputation, balance sheet strength and execution capabilities position us as one of the largest and most trusted players in the industry. This unique position enables us to be eligible for entire gamut of highway development projects that are rolled out. Under the NHAI annual pre-qualification norm, we are pre-qualified to bid up to ₹ 6,395 Crs size of single project.

We expect 3 BOT projects to become operational in the coming fiscal year, which is likely to generate healthy cash flows. Post the listing of our IRB InvIT Fund on May 2017, whereby six of our operational projects were transferred, we still have eight operational assets and another eight projects that are under implementation, of which three were received during the year. Thus, our ability to bag new projects and rapidly complete existing ones would enable us to steadily negate the decline in cash flows from the transferred assets.

As on March 31, 2017, our order book stands at ₹ 9,959 Crs, of which ₹ 5,436 Crs comprised new BOT projects giving us enough revenue visibility for the next 3 years. Going forward, we shall continue to focus on income generating BOT (Toll) projects that provides steady annual cash flows and can be offered to the IRB InvIT Fund. This synergy shall enable us to significantly improve our net worth and continue to maximise shareholder value.

New projects won

Udaipur-Gujarat border project

In the year under review, we bagged the project involving six laning of National Highway NH–8 (from 287.400 km to 401.200 km section) across the states of Rajasthan and Gujarat. The project awarded by NHAI is on DBFOT (Toll) basis under NHDP Phase-V and is scheduled to be completed in 910 days from the date of appointment.

We have offered NHAI a premium of ₹ 163.80 Crs for the project, the financial closure for which has been achieved.

113.80kms

Length of the project

₹2,100Crs

Estimated project cost as appraised by lenders

21years

Concession period

Gulabpura-Chittorgarh project

The project awarded by NHAI involves six laning of Kishangarh-Udaipur-Ahmedabad section of NH-79 (from 90.000 km section near Gulabpura to 214.870 km section at the end of Chittorgarh bypass) in the state of Rajasthan. Awarded under NHDP Phase-V on BOT (Toll) basis, the project is scheduled to be completed in 910 days from the date of appointment.

We have offered NHAI a premium of ₹ 228.60 Crs for the project, the financial closure of which is in progress.

124.87kms

Length of the project

₹2,100Crs

Estimated project cost

20years

Concession period

Kishangarh-Gulabpura project

The project awarded by NHAI involves six laning of Kishangarh to Gulabpura section of NH-79A and NH-79 in the state of Rajasthan. The project is awarded on DBFOT (Toll) basis under NHDP Phase-V. It is scheduled to be completed in 910 days from the date of appointment.

We have offered NHAI a premium of ₹ 186.30 Crs for the project, the financial closure of which is in progress.

90.00kms

Length of the project

₹1,550Crs

Estimated project cost

20years

Concession period

Untiring Efforts to Empower Communities

At IRB, we are not just recognised for the quality of roads that we build, but we are also recognised for our community empowering initiatives. Our sustainable business model also encompasses our untiring efforts and unwavering focus towards value creation for the society.

We undertake a comprehensive perspective planning to ensure development of the underprivileged sections of the society. By providing basic education, ensuring medical support, donating funds for special purposes and providing financial support, we contribute towards empowering communities. The various CSR initiatives undertaken by the Company include:

Promoting education

We promote the Government's Right to Education initiative by setting-up a model school for primary children in the Village Maalion Ka Jhopra in the Tonk district of Rajasthan. Besides providing free education, uniforms and books, the school undertakes a comprehensive learning programme focussed on all-round development of children. One of our key achievements here has been the successful promotion of the girl child education in the traditional and backward rural area of Rajasthan, where girl child education is frowned upon. As on March 31, 2017, of the 271 children in the school, 141 were girls and 130 were boys. Encouraged by this effort, we are replicating a similar model in the Pathankot district of Punjab, near the Amritsar-Pathankot project. The construction of the school is in full swing and expected to be completed in FY 2017-18.

We also focus on promoting education by providing deserving students merit-based scholarships through endowments and donating funds to educational and social institutes.

Ensuring healthcare

Through our healthcare initiative, we focus on welfare of our employees by ensuring constant support to them and their families in case the employee suffers from injuries of serious illness. Besides extending financial aid, we have introduced Medical Insurance Scheme for the employees, premium of which is completely borne by the Company.

Focussed on promoting health and hygiene as an initiative towards preventive healthcare, we have contributed for provision of sanitation facilities. We have also contributed funds to institutions providing primary and advanced healthcare facilities to the public.

Fostering talent

We focus on promoting the talent of sports person and artists by regularly providing financial contribution. As a self-sustaining initiative, we also organise annual calendars, whereby original paintings of artists from Sir J. J. School of Arts, Mumbai selected by a jury are sold at private auctions. The fund generated from this is used for promoting upcoming talented artists.

Other initiatives

During the year, we also made contribution towards the Chief Minister's drought relief fund in Maharashtra. We have also supported community development projects like building girls' toilets in municipal school in Thane, providing litter bins in Thane as part of Swachhata Abhiyan mission through Rotary Club of Thane.

The Board of Directors

Virendra D. Mhaiskar
Chairman & Managing Director

He holds a diploma in civil engineering from Shriram Polytechnic, Navi Mumbai. With over 25 years of experience as a Civil Engineer in the construction and infrastructure industry to his credit, he has rich knowledge in the field. He is responsible for developing new business, executing road construction and BOT projects. He guides the Company with his overall vision and strategy.

Deepali V. Mhaiskar
Wholetime Director

She is a graduate in Arts with Majors in Economics from L. D. Arts College, Ahmedabad, Gujarat. A Director in IRB since its incorporation, she has more than 16 years of experience in Administration and Management. She looks after the administration of the Company.

Sudhir R. Hoshing
Joint Managing Director

A Civil Engineer and management graduate, he has more than 30 years of experience in Highway and Airport construction. He has held key positions with major infrastructure companies. He is a member and on the Executive Board of IRF (International Road Federation, Indian chapter), FICCI, CII and NHBF (National Highways Builders Association). He is also a lifetime member of IRC (Indian Road Congress).

Mukeshlal P. Gupta
Joint Managing Director

A Civil Engineer by profession, he has over 37 years of experience in the Engineering & Construction industry. He has an expertise in designing and executing civil structures, having worked for reputed engineering consulting and design firms. Over the past five years, he has been closely associated with Modern Road Makers Private Limited for technical monitoring and guiding the projects. He is also a member of IRC and Institution of Engineers (India).

Sunil H. Talati
Independent Director

He holds a Bachelor's degree in law from Gujarat University and a Master's degree in commerce from H. L. Commerce College, Ahmedabad. A Fellow member of the Institute of Chartered Accountants of India (ICAI), he has held the position of Vice President and President of the ICAI for the year 2006-07 and 2007-08 respectively. He has over 30 years of experience in the fields of Accounts, Audit and Tax Law.

Chandrashekhar S. Kaptan
Independent Director

He is a practising Lawyer at Nagpur Bench of the Mumbai High Court since 1975 representing Government, semi Government and private institutions in constitutional and civil matters. He has several years of experience in Constitutional and Excise matters.

Sandeep J. Shah
Independent Director

He is a member of ICAI since August 1983. He joined M/s. J. M. Shah & Co. as a Partner in 1984. From 2011, he has been a Partner in Shah & Baxi Associates. He is a practising Chartered Accountant for over 33 years, specialising in Company Audit and Direct Tax.

Sunil Tandon
Independent Director

He holds a Master's degree in Business Administration from Strathclyde Business School, UK, with a specialisation in Financial Management and a former Indian Administrative Service Officer. He has held senior positions in State and Central governments. He has been credited with initialising and successfully implementing several large Public Private Partnership projects in India. With over 31 years of work experience in the private sector and in the government, his experience spans the entire spectrum from policy formulation to implementation of policy.

The Executive Team

Ajay P. Deshmukh
Chief Executive Officer - Infrastructure

He is responsible for the planning, execution, maintenance and toll operations areas of the Company's construction projects. A Civil Engineer, he has more than 23 years of experience in the industry.

Dhananjay K. Joshi
Chief Executive Officer - Corporate Affairs, Realty and Airport

He is responsible for the Company's project finance, corporate affairs, airport and realty areas. He is a commerce graduate and holds degrees in Law and Business Administration. He has more than 18 years of industry experience.

Anil D. Yadav
Group Chief Finance Officer

He is responsible for the Company's Accounts, Taxation and Finance functions. A qualified Chartered Accountant, he has more than 11 years of experience in this field and holds a degree in Law.

Madhav H. Kale
Head – Corporate Strategy & Planning

He is responsible for the business and corporate strategy functions of the Company. A qualified Chartered Accountant, he has 38 years of experience in the industry.

Wg. Cdr. Naresh Taneja
President - Human Resource and Administration

He is responsible for the human resources, administration and CSR activities of the Group. He holds a Master's degree in Psychology and Defense Studies and has more than 39 years of industry experience.

Rajpaul S. Sharma
Head - Contract Management

He is responsible for evaluation and budgeting of new projects, finalising contracts and ensuring completion of projects within approved budgets. A Civil Engineer, he has more than 25 years of industry experience.

Mehul N. Patel
President - Corporate Affairs & Group Company Secretary

He is responsible for the corporate secretarial and statutory compliance functions of the Company. He holds a degree in Law and is a Company Secretary. He has more than16 years of experience in this field.

N. M. P. Nair
Director - Operations

He is responsible for planning, establishing, operating and maintaining plants and machinery for the construction and maintenance projects of the Company. A commerce graduate, he has more than 31 years of industry experience.

Rajesh Thamman
Head - Procurement

He is responsible for economical procurement of construction materials and ensuring timely supplies to all projects of the Company. A Mechanical Engineer, he has more than 31 years of industry experience.

Rajendra K. Agarwal
Head - Project Construction

He is responsible for the execution and management of all under construction highway infrastructure projects. A Civil Engineer, he has more than 27 years of industry experience.

Prabhu D. Arora
Head - O&M (NHAI Projects)

He is responsible for the maintenance of operational projects to ensure unhindered and best-in-class commuter experience. Holding a Master's degree in Engineering, has more than 35 years of industry experience.

Mandar R. Jadhav
Head - IT

He is responsible for the IT infrastructure and IT support for all activities of the Company. A Diploma in Production Technology, he has more than13 years of industry experience.

Nitin V. Bansode
Head - Toll Operations

He is responsible for the tolling operations of projects and enhancing revenue from tolling operations for the Company. A Master in Commerce, he has more than 23 years of industry experience.

Vivek V. Devasthali
Head – Corporate Communications

He is responsible for the overall communication activities of the Company. A Professional qualified in Marketing and Public Relations, he has more than 20 years of experience.

Poonam Nishal
Head – Corporate Strategy & Investor Relations

She is responsible for the overall investor relations activities of the Company. She has more than 13 years of experience.

B&C

B Statutory Reports

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C Financial Statements

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Management Discussion and Analysis

1. INFRASTRUCTURE INDUSTRY OVERVIEW & OUTLOOK

In FY 2016-17, India's infrastructure industry, including the road sector, continued on its path of recovery. The Government has been undertaking initiatives to revive entrepreneurs' interests in the road sector through innovative models like Hybrid Annuity. As a result, around 4,337 kms ([approx. 422 km of Build-Operate-Transfer(BOT) projects, 2,434 km of Hyrbid Annuity projects, 1,481 km of Engineering-Procurement-Construction (EPC) projects]) of National Highways improvement work were awarded by the National Highways Authority of India (NHAI) in FY 2016-17. Most of the bids for the road projects saw good participation than the earlier years. NHAI has been focusing on addressing land acquisition and environmental clearances for its upcoming projects. The Cabinet Committee on Infrastructure has stipulated that financial bids shall be invited only after 80% of land has been acquired and environmental clearance has been obtained. This helps to reduce any delays in project implementation after award of work. The fiscal year also witnessed focussed approach of the Government towards policy improvement for bringing back equity into the system for investment into new Projects by the Developers. 75% of Arbitral Awards in disputes were decided to be paid to the Highway Developers against Bank Guarantee under the measures approved by the Cabinet Committee on Economic Affairs (CCEA) for revival of construction sector. Roadblocks for launch of InvITs were eased out resulting in successful completion of India's first InvIT by your Company enabling it to recycle capital into future projects. As a result of these decisions, there has been a renewed interest among the Developers towards investment into the Road Sector.

2. SECTOR OVERVIEW: ROADS AND HIGHWAYS

The Government launched major initiatives to upgrade and strengthen National Highways through various phases of the National Highways Development Programe (NHDP). NHDP stands apart as one of the world's largest road development programmes undertaken by a single authority. The programme focuses on the widening, upgradation and rehabilitation of about 48,789 kms of roads.

Though number of road projects awarded on BOT (Toll) mode remained lower during FY 2016-17, the Government's efforts to evolve new, flexible policies to create investor-friendly highway development initiatives have already started the process of recouping the deficit of last few years. The next fiscal year is likely to show an increase in BOT (Toll) bids with the Government aiming to build 41 kms per day of roads.

3. COMPANY AND BUSINESS OVERVIEW

A. Company Overview

IRB Infrastructure Developers Ltd. (IRB), incorporated in 1998, has strong in-house integrated project execution capabilities in both its business verticals viz. Construction and Operation & Maintenance of Highways. It is the first mover and pioneer in the road BOT business and is one of India's largest road BOT operators with a rich portfolio of 22 Road BOT projects. It also has approximately 18.79% share of the Golden Quadrilateral Highway Network under various stages of development or under operations.

IRB's construction business complements its BOT vertical by executing the Engineering, Procurement and Construction (EPC) and Operation and Maintenance (O&M) aspects of BOT concessions. Over the years, IRB has developed rich in-house expertise in both EPC and O&M verticals.

Out of IRB's 22 current road projects, 14* are operational, while 8 are under various phases of implementation. The Company's major clients are government agencies, such as NHAI and State Road Development Authorities, which engage in the development of the country's highways. In the last few years, IRB has been strategically expanding its footprint in states other than Maharashtra and Gujarat. Its road assets portfolio is across eight states. On a per lane kilometers basis, its geographic spread is 31% in Maharashtra, 22% in Rajasthan , 18% in Gujarat, 12% in Karnataka, 6% in Haryana, 6% in Uttar Pradesh, 3% in Punjab and 2% in Tamil Nadu.

* Includes 6 projects transferred to IRB InvIT Fund in May, 2017.

B. BUSINESS OVERVIEW

(I) Construction and development (EPC)

IRB has successfully constructed more than 6,525 lane kms of highways on BOT basis, while 3,321 lane kms is under construction and 1,972 lane kms where construction is yet to commence. This includes improvement of National Highway and sections of the Golden Quadrilateral Highway Network.

IRB's integrated approach towards project execution involves in-house constructing as well as operating and maintaining activities with least outsourcing. Its large pool of equipment and skilled and experienced manpower help IRB to complete projects within budget and in time. This experienced manpower also helps the Company to manage the entire tolling and maintenance functions in-house during operations phase. An evolving IT infrastructure set up provides finesse to these integrated methods of conducting business.

The Company's construction order book as on March 31, 2017 stands at approx. ₹ 9,257 Crores to be executed over the next two to three years.

Agra–Etawah Project has commenced commercial operations on the NH-2 in August, 2016. For projects under implementation, work is progressing largely as per schedule and the same are expected to be completed within their stipulated timelines.

(II) Operations and Maintenance (O&M)

IRB has 14* projects under operations and maintenance. IRB has in-house expertise in handling the operation and maintenance of BOT road Projects. The Company routinely carries out maintenance of toll roads, including periodic and major maintenance. Its O&M work has won many accolades in the past. IRB has been awarded CNBCTV18 Essar Steel Infrastructure Excellence Award in the Highways and Flyovers category for its Mumbai – Pune section of National Highways (NH-4) in FY 2009-10 and Bharuch Surat Section of NH-8 in FY 2010-11.

* Includes 6 projects transferred to IRB InvIT Fund in May, 2017, in respect of which IRB is responsible for Operations and Maintenance.

4. FINANCIAL ANALYSIS

BOT Assets

Net block in BOT Assets, both operational as well as under construction, have grown significantly from ₹ 2,674 Crores in FY 2007-08 to ₹ 21,955 Crores in FY 2016-17, registering a Compound Annual Growth Rate (CAGR) of 26%.

As is the norm for financing Highway BOT projects, debt funds from project lenders have been the major source of funding these projects. The project lenders have reposed trust in the Company's financial strength, demonstrated by healthy growth in internal accruals and net worth. Besides, they have also shown faith in the Company's project execution capabilities. This trust of the project lenders has played a primary role in helping IRB to achieve required financial closures.

Since the initial public offering (IPO) in 2008, net worth grew at 14% CAGR from ₹ 1,621 Crores in FY 2007-08 to ₹ 5,272 Crores in FY 2016-17. This growth was driven by healthy earnings during this period.

Consequently, net Debt Equity Ratio (DER) touched2.87in March 2017. IRB invested in projects that were under construction and are now in operation. With this, it has augmented capacity to invest in new projects that may be secured on a diligent evaluation of their risks and commercial viability.

During the year, IRB has made project investments of ₹ 3,701 Crores in BOT Assets under Construction. This was funded by project debt of ₹ 1,625 Crores, Grant of ₹ 744 Crores and the balance out of Internal Accruals and Equity.

These projects require a further investment of approx. ₹ 9,356 Crores across the next two and half years, before they can commence commercial operations. The investments will be funded largely through Project Debt of ₹ 6,793 Crores, Grant of ₹ 773 Crores and the balance out of Internal Accruals and Equity.

Internal accruals are generated even after providing for debt repayments as well as dividend payouts in line with its dividend policy.

Total consolidated income increased by 14% from ₹ 5,255 Crores in FY 2015-16 to ₹ 5,969 Crores in FY 2016-17.

Revenue from operations increased by 14% from ₹ 5,128 Crores in FY 2015-16 to ₹ 5,846 Crores in FY 2016-17.

Consolidated construction revenue registered an increase of 15% from ₹ 3,029 Crores in FY 2015-16 to ₹ 3,495 Crores in FY 2016-17.

In line with economic growth in the country, the Company has seen healthy growth in toll revenues. The consolidated toll revenues (net of revenue share) increased by 12% from ₹ 2,099 Crores in FY 2015-16 to ₹ 2,351 Crores in FY 2016-17.

Other Income registered a decrease of 3% from ₹ 127 Crores in FY 2015-16 to ₹ 123 Crores in FY 2016-17.

Earnings Before Interest, Tax, Depreciation & Amortisation (EBITDA) increased from ₹ 2,787 Crores in FY 2015-16 to ₹ 3,171 Crores in FY 2016-17, up by 14%.

Interest costs increased by 25% from ₹ 1,064 Crores in FY 2015-16 to ₹ 1,333 Crores in FY 2016-17 mainly because of NH-8 section of Ahmedabad-Vadodara becoming operational during last quarter of FY 2015-16. This year interest for this project is charged to Profit and loss account for full year as against only part of interest charged last year.

Depreciation of ₹ 853 Crores in FY 2015-16 remains similar at ₹ 855 Crores in FY 2016-17.

As a result, Profit Before Tax (PBT) registered an increase of 13% from ₹ 870 Crores in FY 2015-16 to ₹ 984 Crores in FY 2016-17.

Post minority interest, Profit After Tax (PAT) also rose by 12%, from ₹ 640 Crores in FY 2015-16 to ₹ 714 Crores in FY 2016-17.

Earnings per share on basic and diluted basis, which stood at ₹ 20.36 in FY 2016-17 from ₹ 18.20 in FY 2015-16, registered a growth of 12% YoY.

The Company declared interim dividends aggregating to ₹ 5/- per equity share of ₹ 10 each for financial year 2016-17.

The Company's various Special Purpose Vehicles (SPVs) have raised project-term loans to meet ongoing construction cost of BOT projects. IRB's consolidated debt on net basis, as on March 31, 2017, is ₹15,148 Crores, compared to ₹ 13,418 Crores a year ago. This increase was primarily on account of drawing of loans for various under construction projects, such as Goa-Kundapur, Solapur-Yedeshi, Yedeshi-Aurangabad, Kaithal-Rajasthan and Agra-Etawah Projects.

5. INORGANIC GROWTH

In line with its strategy to grow inorganically, IRB has been evaluating various BOT projects in the secondary markets. However, since there is a substantial gap between the expectation of the seller and the potential buyer of the projects there were no acquisitions last year. Going forward, the Company would like to focus on new projects to be awarded by NHAI rather than the acquisition of road assets.

6. KEY COMPETITIVE ADVANTAGE

The following key advantages enabled IRB to emerge as one of the market leaders:

- Proven track record of successfully accomplishing all phases of BOT Projects in the highway sector
- Robust construction order book of approximately ₹ 9,257 Crores (as on March 31, 2017)
- One of the largest domestic BOT project portfolios in the Roads and Highway sector
- 22 BOT projects, out of which 14* are operational
- Strong financial track record and healthy banking relationship with leading banks/financial institutions
- Integrated and efficient project execution capabilities, supported by comprehensive equipment bank
- Professionally-managed Company with qualified and skilled employee base.

* Includes 6 projects transferred to IRB InvIT Fund in May, 2017.

7. RISKS AND CHALLENGES

The Company's ability to foresee and manage business risks is crucial in its efforts to achieve favourable results. While management is positive about the Company's long term outlook, it is subject to a few risks and uncertainties, as discussed below.

Competition Risk

Attractive growth opportunities exist in the construction sector, especially with the Government going full throttle on infrastructure creation. This may increase the number of players operating in the industry. Notwithstanding these challenges, backed by its industry leading experience in the road and highway sector, the Company is confident of meeting present and future competition. Further, the Company has carved a niche position for itself in the BOT vertical. Higher competencies including financial strength required for this segment create entry barriers for new entrants, thereby reducing competition in the Company's area of operation. In addition, as a prudent and strategic measure, the Company will continue to bid for projects based on their financial, operational and execution viability.

Availability of capital and interest rate risk

Infrastructure projects are typically capital intensive and require high levels of long-term debt financing. IRB intends to pursue a strategy of continued investment in infrastructure development projects. In the past, the Company was able to infuse equity and arrange for debt financing to develop infrastructure projects on acceptable terms for the projects. However, IRB believes that its ability to continue to arrange for capital requirements is dependent on various factors. These factors include: timing and internal accruals generation; timing and size of the projects awarded; credit availability from banks and financial institutions; the success of its current infrastructure development projects. Besides, there are also several other factors outside its control.

However, your Company's track record has enabled it to raise funds at competitive rates. Your Company had also availed External Commercial Borrowing (ECB) facility for some of its Projects which helped it to reduce the interest rate burden. Consequently, your Company's average cost of debt remains at 10.25% p.a.

Further, the Company sponsored IRB InvIT Fund became the first Listed Business Trust of India in May, 2017 with 6 operational assets (6 SPVs) valued at ₹ 5,920 Crores. Out of the IPO proceeds, external Debt of 6 SPVs of approx. ₹ 3,300 crores have been fully repaid. Your Company has received approx. ₹ 1,700 Crores as consideration from IPO of the InvIT and it continues to hold 15% of the Unit Capital of the InvIT. Consequently, your Company's net Debt: Equity Ratio has reduced substantially from 3:1 to approx. 1.8:1, which would lead to credit rating upgrade for your Company. This would help the Company to reduce the cost of debt in future.

Also, your Company has executed the ROFO/ROFR Deed and the Future Assets Agreement with IRB InvIT Fund by which your Company has provided the InvIT rights of first offer and first refusal with respect to its existing eligible toll-road assets which are owned or which may be acquired or developed by your Company. In case the InvIT would agree to acquire assets from your Company from time to time, your Company would be able to realise value of its investments which it would re-invest in upcoming opportunities in the Highway development and/or part will be utilised for payment of dividend. Hence, your Company believes that this will be an important source of capital to fund the growth opportunities for your Company in future.

TRAFFIC GROWTH RISK

Toll revenue is a function of the toll rates and traffic growth.

Toll rates: The Government has been implementing a policy of linking toll rates increase to change in Wholesale Price Index (WPI). The toll rates of the Company's Bharuch-Surat, Surat-Dahisar and Omallur Projects are linked to average WPI. However, the toll rates for the projects awarded after 2008 are decided according to a formula, which is 3% plus 40% of average WPI. The Company's all other projects have fixed annual or periodical increase in their toll rates, according to their Concession Agreement.

Traffic

Rapid economic development increases traffic growth while low economic activity has a negative impact on traffic volume. Most of the Company's projects are part of India's Golden Quadrilateral corridor or are key connectors between India's busiest highways or economic/social hubs. This includes road projects such as Ahmedabad – Vadodara, Bharuch – Surat, Surat – Dahisar, Mumbai –Pune and many others. For their strategic connectivity, these projects are expected to record continued momentum in traffic growth in the coming years, which negates the risk of slowdown in traffic growth to a considerable extent. Moreover, the pickup in economic activity has led to higher traffic growth in the roads sector. With passage of time, even road projects which have been witnessing muted traffic growth can be expected to benefit from the uptick in economic growth.

Input cost risk

Raw materials, such as bitumen, stone aggregates, cement and steel, need to be supplied continuously to complete projects. There is also a risk of cost escalation or raw material shortage.

The Company's extensive experience, its industry standing and bulk purchases have helped it to plan and procure raw materials at competitive rates. Moreover, the Company procures stone aggregates from its self-operated leased mines which ensures quality and lowers the cost, as compared to bought out aggregates. Besides, it also reduces supply disruption or price escalation.

Labour risk

The timely availability of skilled and technical personnel is one of the key industry challenges. The Company maintains healthy and motivating work environment through various measures. This has helped it recruit and retain skilled workforce and, in turn, complete the projects in time.

8. HUMAN RESOURCE MANAGEMENT

IRB has a large pool of experienced and skilled technical manpower, with which IRB executes world-class projects and delivers excellent quality which has become synonymous with IRB. IRB aims to keep its employees continuously updated with the technical knowledge and emerging technologies relating to construction of roads and structures and toll collection systems. Hence, IRB nominates its executives to attend seminars and symposiums conducted by professional bodies of global repute. Employees are also nominated to attend other professional skill-building programmes.

IRB's reputation of providing a congenial work environment that respects individuals and encourages professional growth, innovation and superior performance, acts as a strong pull to attract new industry talent. Human resources continue to be one of the core focus areas of the Company. Respect for individual, open work culture, effective communication, fair and equitable treatment and welfare of employees are significant value propositions, which help IRB to retain a highly engaged talent pool and generate high level of trust among its employees. IRB remains the 'employer of choice' with one of the lowest attrition rates in the infrastructure sector.

9. INTERNAL CONTROL SYSTEMS

IRB maintains adequate internal control systems including internal financial control systems, which provide, among other things, reasonable assurance of recording the transactions of its operations in all material respects. This system also protects against significant misuse or loss of Company assets. IRB has a strong and independent internal audit function. The Internal Auditor reports directly to the Chairman of the Audit Committee. Periodic audits by the professionally qualified, technical and financial personnel of the internal audit function ensure that the Company's internal control systems are adequate and are complied with.

CAUTIONARY STATEMENT

"IRB", "the Company" are interchangeably used and mean IRB Group or IRB Infrastructure Developers Ltd. as may be applicable. Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities, laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could influence the Company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, interest rates, currency rates, changes in Government regulations, tax laws and other factors such as litigation and industrial relations.

IRB INFRASTRUCTURE DEVELOPERS LTD

Board's Report

Dear Stakeholders,

Your Directors have pleasure in presenting their 19th report on the business and operations, along with the audited financial statements of your Company, for the year ended March 31, 2017.

(₹ in Crores)

Particulars	Consolidated		Standalone	
	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
Total Income	5,969.10	5,255.11	3,635.95	3,160.85
Total Expenditure	4,985.16	4,384.95	3,344.02	2,812.01
Profit before tax	983.94	870.16	291.93	348.84
Less: Provision for tax				
Current tax	367.27	316.44	88.70	56.81
Deferred tax	(98.75)	(85.82)	(0.01)	(0.01)
Profit after tax before Non- controlling interests	715.42	639.53	203.24	292.04
Less: Non-controlling interests	(0.05)	0.45	0.00	0.00
Profit after tax and after Non-controlling interests	715.47	639.46	203.24	292.04
Add: Profit at the beginning of the year	2,755.79	2,370.13	540.58	459.54
Profit available for appropriation	3,471.26	3,009.22	743.82	751.58
Appropriations:				
Interim Dividend/Proposed Interim Dividend	(70.29)	(210.87)	(70.29)	(210.87)
Tax on equity dividend	(14.31)	(42.93)	0.00	0.00
Transfer to General Reserve	0.00	0.00	0.00	0.00
Other comprehensive income/(loss) for the period	(0.98)	0.37	0.05	(0.13)
Balance Carried Forward to Balance Sheet	3,385.68	2,755.79	673.58	540.58

Your Company has not proposed to transfer any amount to the General Reserves.

INDIAN ACCOUNTING STANDARDS (IND AS)

The Consolidated Financial Statements of your Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended.

For all periods up to and including the financial year ended March 31, 2016, the Company & its subsidiaries ("the Group") prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act, 2013, read with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended March 31, 2017 are the first ones that your Company has prepared in accordance with Ind AS.

OPERATION AND PERFORMANCE REVIEW

On the basis of Consolidated Financials

During the year, your Group earned total income of ₹ 5,969.10 Crores as against the total income of ₹ 5,255.11 Crores in previous year. Construction revenue resulted in growth from ₹ 3,029.15 Crores for March 31, 2016 to ₹ 3,494.78 Crores for year ended March 31, 2017. The Company's projects have witnessed healthy traffic growth commensurate with the overall economic activities in the country, which resulted into increase in Toll Revenue from ₹ 2,098.80 Crores for March 31, 2016 to ₹ 2,351.16 Crores for year ended March 31, 2017. The net profit before tax is ₹983.94 Crores against the net profit before tax of ₹870.16 Crores for the previous financial year. The net profit after tax and minority interest for the year ended March 31, 2017 stood at ₹ 715.47 Crores as against ₹ 639.09 Crores for the previous year.

On the basis of Standalone Financials

During the year, your Company earned total income of ₹ 3,635.95 Crores for the year ended March 31, 2017. Net profit before tax stood at ₹ 291.93 Crores. The net profit after tax for the year ended March 31, 2017 stood at ₹ 203.24 Crores, as against ₹ 292.04 Crores for the previous year.

There is no change in the nature of business of the Company, during the year under review.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of Loans, Guarantees or Investments, if any, are given in the Notes to the Audited Financial Statements.

DIVIDEND

In line with its dividend policy, your Company declared Interim dividends aggregating to 50%, i.e. ₹ 5/- per Equity Share of face value of ₹ 10/- each for the financial year 2016- 17. It resulted into cash outflow of ₹ 175.73 Crores. The Board has not recommended any final dividend for the financial year 2016-17.

CREDIT RATING OF COMPANY & SUBSIDIARIES

India Ratings and Research Private Limited has assigned / affirmed:

- IND A-RWP (Rating Watch Positive) to the Company with a Stable Outlook. IND A- [IND A Minus] / IND A1 [IND A One] to term loans of ₹ 2,041.00 Crores; IND A1 [IND A One]-RWP to the Company's non-fund based limits aggregating ₹ 1,100.00 Crores.
- IND BBB to the long-term senior project rupee loans of ₹ 2,985.49 Crores, and USD 29.66 Million External Commercial Borrowing of IRB Ahmedabad Vadodara Super Express Tollway Pvt. Ltd. with Stable Outlook.
- IND BBB to the long-term senior project rupee loans of ₹ 698.30 Crores, and USD 38.429 Million External Commercial Borrowing of IRB Pathankot Amritsar Toll Road Pvt. Ltd. with Stable Outlook.
- IND BBB to long-term senior project rupee loans of ₹ 682.500 Crores and USD 38.770 Million External Commercial Borrowing of IRB Jaipur Deoli Tollway Pvt. Ltd. with Stable Outlook.
- Provisional IND BBB+ to the Project loans of ₹ 722.200 Crores of IRB Surat Dahisar Tollway Pvt. Ltd. with Stable Outlook.
- IND A - (SO) to long-term senior project loans of ₹ 218.669 Crores of IRB Kolhapur Integrated Road Development Company Pvt. Ltd. with Stable Outlook.
- IND BBB to long-term senior project loans of ₹ 376.500 Crores of IRB Talegaon Amravati Tollway Pvt. Ltd. with Stable Outlook.
- IND AA to long-term senior project loans of Mhaiskar Infrastructure Pvt. Ltd. aggregating ₹ 363.485 Crores with Stable Outlook.
- IND A to long-term facilities of ₹ 328.460 Crores of IDAA Infrastructure Pvt. Ltd. with stable outlook.
- IND BBB - (SO) to senior project bank loan of ₹ 1,756 Crores (including an interchangeable ₹ 850 Crores Letter of Credit as sub-limit of the facility) of Yedeshi Aurangabad Tollway Pvt. Ltd. with Stable Outlook.

- IND A- (SO) to senior project bank loan of ₹ 1,400 Crores (including an interchangeable ₹ 950 Crores Letter of Credit as sub-limit of the facility) of Kaithal Tollway Pvt. Ltd. with Stable Outlook.

Credit Analysis & Research Ltd. has assigned/affirmed:

- CARE A [Single A] to long-term facilities of ₹ 328.46 Crores of IDAA Infrastructure Pvt. Ltd.

- CARE A [Single A]; Outlook Stable, to long-term facilities of ₹ 800.53 Crores and 'CARE A1' [CARE A One]; Outlook Stable, to short-term bank facilities of ₹ 550 Crores of Modern Road Makers Pvt. Ltd.

- CARE A - (SO) [Single A Minus (Structured Obligation)]; Outlook Stable, to long-term senior project rupee loans of ₹ 527.05 Crores and USD 63.843 Million External Commercial Borrowing of IRB Tumkur Chitradurga Tollway Pvt. Ltd.

- CARE A - (SO) [Single A Minus (Structured Obligation)]; Outlook Stable, to long-term bank facilities of ₹ 91.78 Crores and ₹ 114.97 Crores to Non-Convertible Debenture of M.V.R. Infrastructure And Tollways Pvt. Ltd.

- CARE BBB (SO) [Triple B (Structured Obligation)] ; Outlook Stable, to long-term bank facilities of ₹ 1,406 Crores of IRB Westcoast Tollway Pvt. Ltd.

- CARE BBB (SO) [Triple B (Structured Obligation)] to long-term bank facilities of ₹ 910 Crores of Solapur Yedeshi Tollway Pvt. Ltd.

- CARE BBB (SO) [Triple B (Structured Obligation)]; Outlook Stable, to long-term bank facilities of ₹ 1,650 Crores of AE Tollway Pvt. Ltd.

- CARE BBB- [Triple B Minus] to long-term bank facilities of ₹ 110.63 Crores of Thane Ghodbunder Toll Road Pvt. Ltd.

BORROWINGS

As on March 31, 2017, your Company's (Standalone) fund based facilities availed stood at ₹ 2,542.62 Crores and non-fund based credit facilities availed stood at ₹ 498.29 Crores.

INFRASTRUCTURE INVESTMENT TRUST

In May 2017, IRB InvIT Fund ("the Trust" or "the Fund"), the first Infrastructure Investment Trust (InvIT) in India sponsored by your Company and registered with SEBI, has successfully completed first IPO by any trust in India, raising over ₹ 5,000 Crores. The Trust received an overwhelming response from Indian as well as Foreign Institutional Investors. As a result, the Trust's IPO oversubscribed by more than 8 times. The Trust created history by becoming the First Listed Trust in India, resulting in transfer of 6 operational assets (6 SPVs) valued at ₹ 5,920 Crores, from your Company to the Trust along with all their assets and liabilities. Consequently, your Company's net Debt Equity Ratio has reduced substantially from 3:1 to approx. 1.8:1 which would lead credit rating upgrade for your Company and savings in the interest cost. Out of the IPO proceeds, external Debt of 6 SPVs of approx. ₹3,300 Crores have been fully repaid. Your Company has received approx. ₹ 1,681 Crores from the Trust as consideration for transfer of its equity to the Trust. Your Company continues to hold 15% of the Unit Capital of the Trust.

Further, your Company has executed the ROFO/ROFR Deed and the Future Assets Agreement with the Trust by which your Company has provided the Trust right of first offer and right of first refusal with respect to its existing toll-road assets which are owned and also those which may be acquired or developed by your Company. In case the Trust would agree to acquire assets from your Company from time to time, your Company would realise value of its investments which it would re-invest into the opportunities in the Highway development and/or part will be utilised for payment of dividend. Hence, your Company believes that this will be an important source of capital to fund the growth opportunities in the future.

PROJECTS UNDER IMPLEMENTATION

Kishangarh Gulabpura Tollway Pvt. Ltd.

This SPV was formed to implement Kishangarh to Gulabpura Section, which involves project of Six laning of Kishangarh to Gulabpura section of NH 79A and NH 79 in the State of Rajasthan (length 90.000 km) on DBFOT (Toll) under NHDP Phase V package – I Project ("the Project"). The estimated Project Cost is approximately ₹ 1,530 Crores having a concession period of 20 years including construction period of 910 days. This SPV has agreed to pay a premium of ₹ 186.30 Crores to NHAI in terms of the Concession Agreement. Subsequently, the Concession Agreement has been signed for the Project with NHAI in February, 2017.

CG Tollway Pvt. Ltd.

This SPV was formed to implement Kishangarh Udaipur Ahmedabad Section, which involves project of Six Laning of Kishangarh Udaipur Ahmedabad Section from km 90.000 (near Gulabpura) to km 214.870 (end of Chittorgarh Bypass) of NH – 79 in the state of Rajasthan Package 2 under NHDP Phase – V on BOT (Toll) mode ("the Project"). The estimated Project Cost is approximately ₹ 2,100 Crores having a concession period of 20 years including construction period of 910 days. This SPV has agreed to pay a premium of ₹ 228.60 Crores to NHAI in terms of the Concession Agreement. Subsequently, the Concession

Agreement has been signed for the Project with NHAI in December, 2016.

Udaipur Tollway Pvt. Ltd.

This SPV was formed to implement Udaipur to Rajasthan/ Gujarat Border project, which involves Six Laning from Udaipur to Rajasthan/ Gujarat Border i.e. from km 287.400 to km 401.200 section of NH-8 in the states of Rajasthan & Gujarat (approx. length 113.800 km) on DBFOT (Toll) under NHDP Phase V (package-V) ("the Project"). The estimated Project Cost is approximately ₹ 2,100 Crores having a concession period of 21 years including construction period of 910 days. This SPV has agreed to pay a premium of ₹ 163.80 Crores to NHAI in terms of the Concession Agreement. Subsequently, the Concession Agreement has been signed for the Project with NHAI in December, 2016. This SPV has achieved financial closure in July 2017 by tying up debt of ₹ 1,461 Crores from the consortium of banks/financial Institution.

AE Tollway Pvt. Ltd.

The project's construction work is progressing well and it is expected to be completed within schedule time. During the year under review, this SPV has availed a loan of ₹ 376.73 Crores out of the total project loan. As on March 31, 2017, this SPV's authorised share capital was ₹ 223 Crores and paid up share capital was ₹ 222.62 Crores.

Solapur Yedeshi Tollway Pvt. Ltd.

The project's construction work is progressing well and it is expected to be completed within schedule time. During the year under review, this SPV has availed a loan of ₹ 161.16 Crores out of the total project loan. As on March 31, 2017, this SPV's authorised and paid up share capital was ₹ 98.25 Crores.

Yedeshi Aurangabad Tollway Pvt. Ltd.

The project's construction work is progressing well and it is expected to be completed within schedule time. During the year under review, this SPV has availed a loan of ₹ 624.87 Crores out of the total project loan. As on March 31, 2017, this SPV's authorised share capital was ₹ 216 Crores and paid up share capital was ₹ 186.43 Crores.

Kaithal Tollway Pvt. Ltd.

The project's construction work is progressing well and it is expected to be completed within schedule time. During the year under review, this SPV has availed a loan of ₹ 502.20 Crores out of the total project loan. As on March 31, 2017, this SPV's authorised and paid up share capital was ₹ 328 Crores.

IRB Westcoast Tollway Pvt. Ltd.

The project's construction work is in progress and it is expected to be completed with some delay caused due to delay in approvals from the Government. During the year under review, this SPV has availed a loan of ₹ 375.27 Crores out of the total project loan. As on March 31, 2017, this SPV's authorised and paid up share capital was ₹ 174.19 Crores.

During the year under review, your Company has incorporated 3 subsidiary companies viz. Kishangarh Gulabpura Tollway Pvt. Ltd., CG Tollway Pvt. Ltd. and Udaipur Tollway Pvt. Ltd.

The list of subsidiary companies is provided in **"Annexure A"**.

Your Company has 14* projects under operations and maintenance. Your Company has in-house expertise in handling the operation and maintenance of BOT road Projects. The SPVs routinely carries out maintenance of toll roads, including periodic and major maintenance.

* Includes 6 projects transferred to IRB InvIT Fund in May, 2017, in respect of which IRB is responsible for Operations and Maintenance.

During the year, your Company's operational projects have witnessed traffic growth in line with overall economic activities in the country.

PROJECTS RELATED UPDATES

IRB Ahmedabad Vadodara Super Express Tollway Pvt. Ltd.

This SPV has been operating and maintaining the NE -1 & NH-8 section between Ahmedabad to Vadodara since January 2013 & December 2015 respectively.

Pursuant to the measures approved by the Cabinet Committee on Economic Affairs (CCEA) for revival of the construction sector directing government agencies to pay "75% of the arbitral award amount against Bank Guarantee where government agencies have challenged the arbitral award". This SPV had received from National Highways Authority of India (NHAI) ₹ 20.55 Crores against the Bank Guarantee submitted by this SPV as part of 75% of the Arbitral Award amount pronounced by the Arbitral Tribunal.

IRB Goa Tollway Pvt. Ltd.

The NHAI had terminated the Project of this SPV in November 2011 subsequent to which the SPV had lodged claims under the Arbitration Proceedings. During the year, the matter has been decided in favour of this SPV and pursuant to the measures approved by the Cabinet Committee on Economic Affairs (CCEA) for revival of the construction sector directing government agencies to pay "75% of the arbitral award amount against Bank Guarantee where government agencies have challenged the arbitral award"; this SPV had received from NHAI ₹ 241.89 Crores against the Bank Guarantee submitted by this

SPV as part of 75% of the Arbitral Award amount pronounced by the Arbitral Tribunal.

Ideal Road Builders Pvt. Ltd.

Concession period for this SPV's project viz. Thane Bhiwandi Bypass Project, expired on May 13, 2017 and this SPV has handed over the Project to the MoRTH.

Mhaiskar Infrastructure Pvt. Ltd.

The Maharashtra State Road Development Corporation Limited ("MSRDC") had issued Letter of Award in September 2014 to the Company for the Project of Operation & Maintenance of Yashwantrao Chavan Expressway and Mumbai Pune section of NH-4 along with execution of additional works on Mumbai Pune section of NH-4, on DBFOT basis with toll rights in the state of Maharashtra ("Mumbai Pune Phase II Project"). During the year, this SPV has received a letter from MSRDC informing termination of concession agreement for Mumbai Pune Phase II Project.

The SPV has been operating and maintaining the NH-4 and Expressway (collectively Phase – I Project) between Mumbai to Pune and would continue to operate & maintain Phase – I Project till end of the concession period in August, 2019.

Your Company has been following the practice to own & control 100% of its subsidiaries for better governance and operational efficiencies. Accordingly, your Company completed acquisition of remaining 26% stake in M.V.R. Infrastructure and Tollways Pvt. Ltd. and remaining 34% in Aryan Infrastructure Investments Pvt. Ltd. thereby making them wholly owned subsidiaries of your Company.

There has been no change in the nature of business of the subsidiaries, during the year under review. A statement containing salient features of the financial statements of the subsidiary companies is also included in the Annual Report.

In accordance with third proviso of Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and the consolidated financial statements has been placed on the website of the Company, www.irb.co.in. Further, as per fourth proviso of the said section, audited annual accounts of each of the subsidiary companies have also been placed on the website of the Company, www.irb.co.in. Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary at the Company's registered office.

SHIFTING OF REGISTERED OFFICE

Your Board of Directors approved shifting of the Registered Office of the Company with effect from July 1, 2017 to "Wing – A, 2nd Floor, Office No. 201, Universal Business Park, Chandivali Farm Road, Off Saki Vihar Road, Andheri (E), Mumbai 400 072", which is within the local limits of Mumbai city.

DIRECTORS

Mr. Sudhir Rao Hoshing (holding DIN 02460530), Joint Managing Director of the Company, is liable to retire by rotation at the forthcoming Annual General Meeting and, being eligible, offers himself for re-appointment. Your Directors recommend his re-appointment.

On May 30, 2017, pursuant to recommendation of Nomination & Remuneration Committee of the Board, Mr. Mukeshlal Gupta (holding DIN 02121698), Whole-time Director of the Company was appointed as Joint Managing Director of the Company, subject to approval of shareholders, for a period of 5 years with effect from May 30, 2017. Appropriate resolutions seeking your approval for the same has already been included in the Notice of the Annual General Meeting.

On July 24, 2017, pursuant to recommendation of Nomination & Remuneration Committee of the Board, Mr. Virendra D. Mhaiskar (holding DIN 00183554), Chairman & Managing Director of the Company was reappointed as a Managing Director of the Company, subject to approval of shareholders, for a period of 5 years with effect from September 7, 2017. Appropriate resolutions seeking your approval for the same has already been included in the Notice of the Annual General Meeting.

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015.

During the year, Mr. Govind G. Desai resigned from post of Director of the Company with effect from May 19, 2016. Mr. Suresh Kelkar and Mr. B. L. Gupta also resigned from post of Director of the Company with effect from July 27, 2016 and August 1, 2016 respectively. The Board of Directors wish to place on record their sincere appreciation for the contributions made by Mr. Govind G. Desai, Mr. Suresh Kelkar and Mr. B. L. Gupta during their tenure as a Director of the Company.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit, Nomination & Remuneration and other Committees. The manner in which the evaluation has been carried out has been covered in the Corporate Governance Report.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration.

The criteria for appointment of Board of Directors and Remuneration Policy of your Company is annexed herewith as **"Annexure B"**.

MEETINGS

The details of the number of Board and Committee meetings of your Company held during the financial year, indicating the number of meetings attended by each Director is set out in the Corporate Governance Report.

The Composition of various committees of the Board of Directors is provided in the Corporate Governance Report.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an Internal Control System including Internal Financial Controls, commensurate with the size, scale and complexity of its operations as approved by Audit Committee and the Board. The Internal Financial Controls are adequate and working effectively.

The scope and authority of the Internal Audit is laid down by the Audit Committee and accordingly the Internal Audit Plan is laid out. To maintain its objectivity and independence, the Internal Auditors reports to the Chairman of the Audit Committee of the Board.

The Internal Auditors monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit, process owners/concerned departments undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Further, the Board of each of the Group Companies have carried out comprehensive analysis of its business activities and processes carried out by them and laid down Internal Financial Controls which are adhered to by the Group Companies.

OTHER DISCLOSURE

Disclosure as per Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is provided as **"Annexure C"**.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company has established/formed a vigil mechanism to deal with genuine concerns of the employees and Directors. All employees and Directors are made aware of the mechanism. The Company has established a system to ensure effective functioning of the mechanism.

CORPORATE GOVERNANCE

As required by SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, Reports on the Corporate Governance and Management Discussion and Analysis form part of the Annual Report. A Certificate from a Practicing Company Secretary on the compliance with the provisions of Corporate Governance is annexed to the Corporate Governance Report.

EXTRACT OF ANNUAL RETURN

The extract of the Annual Return in Form MGT 9 is annexed herewith as **"Annexure D"**.

INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

Pursuant to the provisions of Section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting Audit Transfer and Refund) Rules, as amended, the Company has transferred the unclaimed or un-encashed dividends for financial years upto 2009 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company transfers the unclaimed or un-encashed dividend to IEPF after the expiry of seven years from the date of transfer to unpaid dividend account. As per said rules, shares in respect of which dividend has been remained unclaimed for a period of last seven consecutive years or more would be transferred to IEPF. Your Company has already sent specific communication to the concerned shareholders at their registered address, inter alia, providing the details of the shares being transferred to IEPF. The Company has also made available complete details of the concerned shareholders whose share(s) are liable for transfer to IEPF on its website at www.irb.co.in.

STATUTORY AUDITORS

M/s. S. R. Batliboi & Co. LLP (Firm Registration No. 301003E/E300005), Chartered Accountants and M/s. Gokhale & Sathe (Firm Registration No. 103264W), Chartered Accountants were appointed as Joint Statutory Auditors of your Company and they will continue till the conclusion of this Annual General Meeting. M/s. S. R. Batliboi & Co. LLP, Chartered Accountants is completing their tenure and would not be eligible for reappointment as per provisions of the Companies Act, 2013 and rules made thereunder.

M/s. Gokhale & Sathe, Chartered Accountants have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Auditors of the Company. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Your Company has also received a communication from M/s. B S R & Co. LLP, Chartered Accountants, confirming their willingness to act as the Joint Auditor of the Company in place of the outgoing Auditor M/s. S. R. Batliboi & Co. LLP, Chartered Accountants.

M/s. B S R & Co. LLP, Chartered Accountants have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed thereunder for reappointment as Auditors of the Company. As required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

Necessary resolution to consider above appointment / ratification is included in the Notice of the 19th Annual General Meeting.

COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended, the cost audit records are to be maintained by the Company. Your Directors appointed Mrs. Netra Shashikant Apte, Practicing Cost Accountant (Membership No. 11865 and Firm Registration No. 102229) to audit the cost accounts of the Company for the financial year 2016-17 on a remuneration of ₹ 1,00,000/- per annum. As required under the Companies Act, 2013, the remuneration payable to the cost auditor is required to be placed before the Members in a general meeting for their ratification. Accordingly, a Resolution seeking Member's ratification for the remuneration payable to Mrs. Netra Shashikant Apte, Cost Auditor is included in the Notice convening the Annual General Meeting.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. Makarand M. Joshi & Co., a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for financial year 2016-17. The Report of the Secretarial Audit Report for financial year 2016-17 is annexed herewith as **"Annexure E"**.

FIXED DEPOSITS

Your Company has not accepted or renewed any deposit from public during the year under review.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were in compliance with the requirement of the Companies Act, 2013 and the Rules framed thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All Related Party Transactions are placed before the Audit Committee and also the Board, as the case may be, for approval.

A statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval/ noting on a quarterly basis.

There are no materially significant Related Party Transactions entered into by the Company with Promoters, Directors, Key Managerial Personnel, which may have a potential conflict with the interest of the Company at large.

As per applicable provisions of the Companies Act, 2013, the details of contracts and arrangements with related parties in Form AOC 2 are annexed herewith as **"Annexure F"**.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

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

RISK MANAGEMENT POLICY

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee and the Board of Directors of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

a) that in the preparation of the annual financial statements for the financial year ended March 31, 2017, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) that such accounting policies as mentioned in Note 3 of the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2017 and of the profit of the Company for the year ended on that date;

c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) that the annual financial statements have been prepared on a going concern basis;

e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;

f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

HUMAN RESOURCE MANAGEMENT

Manpower is one of the key resources which company deploys for its business activities. Over 5,300 skilled and dedicated employees help the Group to execute, maintain and operate world-class projects.

Respect for individual, open work culture, effective communication, fair and equitable treatment and welfare of employees are significant employee value propositions, which help the Group to retain a pool of large number of highly engaged professionals and generate high level of trust amongst its employees. These qualities also won us an award as "Dream Companies to work for in Infrastructure Sector" and "Dream Companies to Work for in India - 57th rank" by Times Ascent in 2017. The company was also recognised and awarded as one of the "50 Most Caring Companies in India" by World CSR Congress in February 2015. No wonder that your Company remains 'employer of choice' in the infrastructure sector.

CORPORATE SOCIAL RESPONSIBILITY

IRB Group believes in making meaningful and lasting contribution to the societies in which it operates. Being engaged in the development of infrastructure facilities, we clearly realise that the foundations are the bedrock upon which all the future progress will be made. Hence, the Group values and ardently promotes activities which contribute in building strong foundations of the society in which we operate. Under the guidance of the Board, the Group Companies has formulated CSR Policy which enables them to take up initiatives in various activities like providing education & healthcare, promoting gender equality, measures for the welfare of the armed forces etc.

Towards its commitment to help the underprivileged sections of the society, Group has focused on one area for its attention and that is Right to Education. We have established and are successfully running two model IRB Primary Schools for the children, one in Village Maalion Ka Jhopra in Tonk district in Rajasthan, with 308 students, and another one in Jakror Village, Pathankot with 140 students. All the students are being provided free education, uniforms and books. What is remarkable about this school is that besides the quality of education being provided, it is creating a new trail in encouraging girl children of the area in taking up education. In a traditional and backward rural societal segments of Rajasthan and Punjab, where educating girl child is not encouraged, your school has the distinction having more girl students than boy students enrolled in the school. The school has students from Pre-primary class to class VIII. All 32 students of first batch of the school from class VIII in Rajasthan School passed successfully. In the results of Rajasthan State Board Exams for Class VIII, out of 32 of our students, 23 students achieved grade "A" and 09 students grade "B". As the operations and teaching functions stabilise in Jakror Village school, Pathankot, we are now initiating preliminary acquisition activities for our third school in Maharashtra.

The Group continues to financially support and foster brilliant and promising sports persons and artists. The Group also continues to support many Engineering and Educational institutes for promoting their Educational and Cultural activities by financial support. An endowment fund only to provide merit cum means scholarships to deserving students is also functional since last few years.

The Group has been generously contributing to the various institutions which are engaged in providing primary as well as advance healthcare facilities to the public.

As an endeavour towards providing medical facilities and promote healthcare to the deserving people, your Company contributed ₹ 7 Crores for construction of multi-facility hospital in Nashik, Maharashtra. Recently the Group collaborated with "ONCO Hopes", a team of medical professionals led by Dr. Anil Heroor, to launch mobile cancer care and vision restoration facilities to the people of rural areas in the vicinity of Thane and Dombivli. The Company gifted an air conditioned state of the art Mobile Cancer Screening and Mammography & Vision

Restoration Van is equipped with fully automated computer radiography along with a mammography machine, operating table with equipments for vision restoration treatments. The mobile center has been designed with the objective of screening to maximum number of patients for cancer as well as preventable eye diseases. The group has also committed to its regular maintenance and operational costs of conducting regular screening camps in the rural areas.

The Group also contributed to organisation engaged in Swachh Bharat Mission towards provision of sanitation facilities.

The Group continues the spirit of supporting worthy social causes. Many social & cultural institutions continue to be supported by the Group without seeking any publicity or glorification in line with the Company's ethos that to serve humanity is the best service of all – of course in addition to constructing world class highways!

CSR Policy adopted by the Board is available on the website of the Company www.irb.co.in.

The Annual Report on CSR activities is annexed herewith as **"Annexure G"**.

PARTICULARS OF EMPLOYEES

Details of remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **"Annexure H"**.

Particulars of employee remuneration as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report.

Having regard to the provisions of the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report excluding the said information is being sent to the members of the Company. The said information is available for inspection at the registered office of the Company during working hours and any member interested in obtaining such information may write to the Company Secretary at the registered office of the Company.

BUSINESS RESPONSIBILITY REPORT

As stipulated under the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Business Responsibility Report describing the initiatives taken by the Company from environmental, social and governance perspective is attached as part of the Annual Report as **"Annexure I"**.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

There was no earning in the foreign currency, while expenditure during the year was ₹ 0.71 Crores.

Since the Company does not have any manufacturing facility, the other particulars required to be provided in terms of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 are not applicable.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to thank the Ministry of Road Transport & Highways, National Highways Authority of India, Maharashtra State Road Development Corporation Ltd., Maharashtra Industrial Development Corporation, Public Works Dept., various State Governments, Central Government for their support and guidance. Your Directors also thank Ministry of Corporate Affairs, Bombay Stock Exchange Ltd., National Stock Exchange of India Ltd., Regulators, Financial Institutions and Banks, Credit Rating Agencies, Stakeholders, Suppliers, Contractors, Vendors and business associates for their continuous support. The Company also looks forward to their support in future. Also, your Directors convey their appreciation to the employees at all levels for their enormous personal efforts as well as collective contribution to the Company's growth.

For and on behalf of the Board of Directors

Virendra D. Mhaiskar
Chairman & Managing Director
Registered Office: Wing – A, 2nd Floor, Office No. 201,
Universal Business Park, Chandivali Farm Road,
Off Saki Vihar Road, Mumbai 400 072

Place: Mumbai
Date: July 24, 2017

Annexure A

LIST OF SUBSIDIARY COMPANIES AS ON MARCH 31, 2017

Direct subsidiaries

1. Modern Road Makers Pvt. Ltd. (EPC Arm)
2. IRB Ahmedabad Vadodara Super Express Tollway Pvt. Ltd. (SPV for Ahmedabad Vadodara BOT Project)
3. IRB Surat Dahisar Tollway Pvt. Ltd. (SPV for Surat Dahisar BOT Project)*
4. IDAA Infrastructure Pvt. Ltd. (SPV for Bharuch Surat BOT Project)*
5. Mhaiskar Infrastructure Pvt. Ltd. (SPV for Mumbai-Pune Project
6. IRB Tumkur Chitradurga Tollway Pvt. Ltd. (SPV for Tumkur Chitradurga BOT Project)*
7. IRB Pathankot Amritsar Toll Road Pvt. Ltd. (SPV for Pathankot Amritsar BOT Project)
8. IRB Talegaon Amravati Tollway Pvt. Ltd. (SPV for Talegaon Amravati BOT Project)*
9. IRB Jaipur Deoli Tollway Pvt. Ltd. (SPV for Jaipur Deoli BOT Project)*
10. M.V.R. Infrastructure And Tollways Pvt. Ltd. (SPV for Omallur - Salem - Namakkal BOT Project)*
11. Thane Ghodbunder Toll Road Pvt. Ltd. (SPV for Thane Ghodbunder BOT Project)
12. IRB Kolhapur Integrated Road Development Company Pvt. Ltd. (SPV for Integrated Road Development Project in Kolhapur)
13. ATR Infrastructure Pvt. Ltd. (SPV for Pune-Nashik BOT Project)
14. Ideal Road Builders Pvt. Ltd. (Thane-Bhiwandi Bypass BOT Project)
15. Aryan Toll Road Pvt. Ltd. (SPV for Pune Solapur BOT Project)
16. IRB Westcoast Tollway Pvt. Ltd. (SPV for Goa/Karnataka Border to Kundapur BOT Project)
17. Solapur Yedeshi Tollway Pvt. Ltd. (SPV for Solapur Yedeshi BOT Project)
18. Yedeshi Aurangabad Tollway Pvt. Ltd. (SPV for Yedeshi Aurangabad BOT Project)
19. Kaithal Tollway Pvt. Ltd. (SPV for Kaithal Rajasthan Border BOT Project)
20. AE Tollway Pvt. Ltd. (SPV for Agra Etawah Bypass BOT Project)
21. Udaipur Tollway Pvt. Ltd. (SPV for Udaipur to Rajasthan/ Gujarat Border Project) (incorporated w.e.f. October 6, 2016)
22. CG Tollway Pvt. Ltd. (SPV for Chittorgarh to Gulabpura Project) (incorporated w.e.f. October 18, 2016)
23. Kishangarh Gulabpura Tollway Private Limited (SPV for Kishangarh to Gulabpura Project) (incorporated w.e.f. January 12, 2017)
24. IRB Sindhudurg Airport Pvt. Ltd. (SPV for Greenfield Airport in Sindhudurg)
25. IRB Infrastructure Pvt. Ltd. (Investment Manager to IRB InvIT Fund)
26. Aryan Infrastructure Investments Pvt. Ltd.
27. Aryan Hospitality Pvt. Ltd.
28. NKT Road & Toll Pvt. Ltd.
29. IRB Goa Tollway Pvt. Ltd.
30. Zozila Tunnel Project Pvt. Ltd.

Indirect Subsidiaries

31. MMK Toll Road Pvt. Ltd. (Subsidiary of Ideal Road Builders Pvt. Ltd.)
32. MRM Highways Pvt. Ltd. (Subsidiary of Modern Road Makers Pvt. Ltd.)
33. MRM Mining Pvt. Ltd. (earlier known as J J Patel Infrastructural and Engineering Pvt. Ltd.) (Subsidiary of Modern Road Makers Pvt. Ltd.)

*Transferred to IRB InvIT Fund w.e.f. May 9, 2017

Annexure B

CRITERIA FOR APPOINTMENT OF BOARD OF DIRECTORS

IRB Infrastructure Developers Ltd. & its subsidiaries ('IRB Group') are engaged into Infrastructure development. IRB Group's business is conducted by its holding company and project specific SPVs which are subsidiaries of IRB. The Board of the Holding company being a listed entity shall have required number of Independent Directors in terms of Listing Agreement. Further, as per provisions of the Companies Act, 2013, the Board of Subsidiaries shall also have required number of Independent Directors on their Board as the case may be.

The holding company's board appoints directors, including senior executives of the holding company, on the board of these subsidiaries to carry on the business of the subsidiaries efficiently and in line with the objectives of the IRB Group.

The members of the Board of Directors of IRB Group are expected to possess the required expertise, skill and experience to effectively manage and direct the Group to attain its organisational & business goals. They are expected to be persons with vision, leadership qualities, proven competence and integrity, and with a strategic bent of mind.

Each member of the Board of Directors of the Group is expected to ensure that his/her personal interest does not run in conflict with the Group's interests. Moreover, each member is expected to use his/her professional judgement to maintain both the substance and appearance of professionalism and objectivity.

Remuneration Policy

Annual performance and salary review of the employees of the IRB group of companies is done in the first quarter every year.

The review of remuneration is based upon the following Criteria:

1. Performance of the Employee
2. Performance of the Team to which such employee belongs
3. Overall performance of the Company and
4. Prevailing Business environment and requirement of manpower for future projects.

Remuneration to Managing, Whole-Time Director/s, Key Managerial Personnel and Senior Management:

The Remuneration/ Compensation/ Commission etc. to be paid to Managing, Whole-Time Director/s and Key Managerial Personnel shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force. The remuneration including incentives to Senior Management shall be in accordance with the Company's policy. A performance appraisal be carried out annually and promotions or incentives or increment will be based on performance and the Company's Policy.

Remuneration to Non-Executive/Independent Director:

The Non-Executive Independent Director may receive remuneration / compensation/commission as per the provisions of the Companies Act, 2013 & Rules made thereunder. The amount of sitting fees for attending Board and Committee meetings shall be fixed by Board of Directors, from time to time, subject to ceiling/ limits as provided under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

Annexure C

DISCLOSURE AS PER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Pursuant to the requirements of Section 22 of Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 read with Rules thereunder, the Company has not received any complaint of sexual harassment during the year under review.

Annexure D

EXTRACT OF ANNUAL RETURN

As on the financial year ended on March 31, 2017

FORM NO. MGT-9

[Pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS

i. CIN:- L65910MH1998PLC115967

ii. Registration Date – July 27, 1998

iii. Name of the Company – IRB Infrastructure Developers Limited

iv. Category of the Company – Public Company

v. Sub-Category of the Company – Company having share capital

vi. Address of the Registered office and contact details – 3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai – 400 072; Tel.: + 91 22 6640 4220; Fax: + 91 22 6675 1024; E-mail: grievances@irb.co.in

vii. Whether shares listed on recognised Stock Exchange(s) – Yes
Details of the Stock Exchanges where shares are listed
BSE Ltd.: 532947; National Stock Exchange of India Ltd.: IRB

viii. Registrar and Transfer Agent
Name: Karvy Computershare Pvt. Ltd.
Address: Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032 Tel.: 040 6716 1500 Fax: 040 2300 1153; E-mail: einward.ris@karvy.com

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All business activities contributing more than 10% or more of the total turnover need to be mentioned

Sr. No.	Name and Description of main products/services	NIC Code	% to total turnover of the Company
1	Construction and maintenance of Roads	42101	94

3. PARTICULARS OF ITS HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES AS ON MARCH 31, 2017

Name	Address	CIN	Holding, subsidiary and associate companies	% of shares held*	Applicable Section
Ideal Soft Tech Park Private Limited	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai – 400 072	U45100MH2005PTC155334	Holding	56.74%	2(46)
IRB Surat Dahisar Tollway Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai – 400 072	U45203MH2008PTC181218	Subsidiary	100	2(87)
Mhaiskar Infrastructure Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai – 400 072	U45200MH2004PTC144258	Subsidiary	100	2(87)
IDAA Infrastructure Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai – 400 072	U99999MH2006PTC158784	Subsidiary	100	2(87)

Name	Address	CIN	Holding, subsidiary and associate companies	% of shares held*	Applicable Section
Thane Ghodbunder Toll Road Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45203MH2005PTC155349	Subsidiary	100	2(87)
Modern Road Makers Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45203MH1994PTC077075	Subsidiary	100	2(87)
IRB Kolhapur Integrated Road Development Company Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45203MH2008PTC182054	Subsidiary	100	2(87)
ATR Infrastructure Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45200MH2003PTC140999	Subsidiary	100	2(87)
Ideal Road Builders Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U70101MH1977PTC019903	Subsidiary	100	2(87)
Aryan Toll Road Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45200MH2003PTC138808	Subsidiary	100	2(87)
NKT Road & Toll Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45202MH2000PTC130112	Subsidiary	100	2(87)
IRB Infrastructure Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U28920MH1997PTC112628	Subsidiary	100	2(87)
IRB Pathankot Amritsar Toll Road Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45203MH2009PTC195741	Subsidiary	100	2(87)
IRB Talegaon Amravati Tollway Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45203MH2009PTC196741	Subsidiary	100	2(87)
IRB Jaipur Deoli Tollway Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45203MH2009PTC197250	Subsidiary	100	2(87)
IRB Goa Tollway Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45203MH2010PTC199746	Subsidiary	100	2(87)
IRB Tumkur Chitradurga Tollway Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45203MH2010PTC204932	Subsidiary	100	2(87)
IRB Ahmedabad Vadodara Super Express Tollway Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45400MH2011PTC218122	Subsidiary	100	2(87)
IRB Westcoast Tollway Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45400MH2012PTC234786	Subsidiary	100	2(87)

Name	Address	CIN	Holding, subsidiary and associate companies	% of shares held*	Applicable Section
M.V.R. Infrastructure And Tollways Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45200MH2006PTC249855	Subsidiary	100	2(87)
Solapur Yedeshi Tollway Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45400MH2014PTC251983	Subsidiary	100	2(87)
Yedeshi Aurangabad Tollway Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45300MH2014PTC255280	Subsidiary	100	2(87)
Kaithal Tollway Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45201MH2014PTC255454	Subsidiary	100	2(87)
AE Tollway Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45209MH2015PTC266741	Subsidiary	100	2(87)
Zozila Tunnel Project Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45400MH2016PTC272250	Subsidiary	100	2(87)
IRB Sindhudurg Airport Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45200MH2009PTC195740	Subsidiary	100	2(87)
Aryan Infrastructure Investments Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U45201MH2006PTC163684	Subsidiary	100	2(87)
Aryan Hospitality Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U55101MH2008PTC189243	Subsidiary	100	2(87)
Udaipur Tollway Private Limited	11/B, IRB Complex, Chandivali Road, Saki Naka, Andheri (East), Mumbai – 400 072	U45203MH2016PTC286600	Subsidiary	100	2(87)
CG Tollway Private Limited	11/B, IRB Complex, Chandivali Road, Saki Naka, Andheri (East), Mumbai – 400 072	U45200MH2016PTC286895	Subsidiary	100	2(87)
Kishangarh Gulabpura Tollway Private Limited	301, B wing, Universal Business Park, Kamani Oil Mill Road, Chandivali Estate, Chandivali, Mumbai - 400 072	U45203MH2017PTC289501	Subsidiary	100	2(87)
MMK Toll Road Pvt. Ltd.	IRB Complex, Chandivali Village, Chandivali Farm, Andheri (East), Mumbai - 400 072	U45200MH2002PTC135512	Subsidiary	100	2(87)
MRM Highways Pvt. Ltd.	IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai - 400 072	U26940MH2010PTC203790	Subsidiary	100	2(87)
MRM Mining Pvt. Ltd. (Formerly known as J J Patel Infrastructural and Engineering Pvt. Ltd.)	Survey No- 1398, at Post – Othwad, Othwad Village, Balasinor, Mahisagar, Gujarat – 388255	U14100GJ2002PTC040343	Subsidiary	100	2(87)

*Includes Direct and Indirect Shareholding

4. SHAREHOLDING PATTERN OF THE COMPANY (EQUITY SHARE CAPITAL BREAK-UP AS PERCENTAGE TO TOTAL EQUITY)

A. Category wise shareholding

Category Code	Category of Shareholder	No. of Shares held at the beginning of the year (01.04.2016)				No. of Shares held at the end of the year (31.03.2017)				% Change during the year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
(A)	**Promoters**									
(1)	**Indian**									
(a)	Individuals/ HUF	197322415	0	197322415	56.14	1617400	0	1617400	0.46	(55.68)
(b)	Central Govt./State Govt.(s)	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	3710000	0	3710000	1.06	199415015	0	199415015	56.74	55.68
(d)	Banks / FI	0	0	0	0	0	0	0	0	0
(e)	Any Other (specify)	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(1)	**201032415**	**0**	**201032415**	**57.20**	**201032415**	**0**	**201032415**	**57.20**	**0.00**
(2)	**Foreign**									
(a)	NRI Individuals / Other Individuals	0	0	0	0	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(c)	Banks/ FI	0	0	0	0	0	0	0	0	0
(d)	Any Other (specify)	0	0	0	0	0	0	0	0	0
	Sub-Total (A)(2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
	Total Shareholding of Promoters (A)= (A)(1)+(A)(2)	**201032415**	**0**	**201032415**	**57.20**	**201032415**	**0**	**201032415**	**57.20**	**0.00**
(B)	**Promoter Group**									
(1)	**Indian**									
(a)	Individuals/HUF	795908	0	795908	0.23	595908	0	595908	0.17	(0.06)
(b)	Central Govt./State Govt.(s)	0	0	0	0	0	0	0	0	0
(c)	Bodies Corporate	389482	0	389482	0.11	2290	0	2290	0.00	(0.11)
(d)	Banks/FI	0	0	0	0	0	0	0	0	0
(e)	Any Other (specify)	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(1)	**1185390**	**0**	**1185390**	**0.34**	**598198**	**0**	**598198**	**0.17**	**(0.17)**
(2)	**Foreign**									
(a)	NRI Individuals/ Other Individuals	0	0	0	0	0	0	0	0	0
(b)	Bodies Corporate	0	0	0	0	0	0	0	0	0
(c)	Banks/FI	0	0	0	0	0	0	0	0	0
(d)	Any Other (specify)	0	0	0	0	0	0	0	0	0
	Sub-Total (B)(2)	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**	**0**
	Total Shareholding of Promoter Group (B)= (B) (1)+(B)(2)	**1185390**	**0**	**1185390**	**0.34**	**598198**	**0**	**598198**	**0.17**	**(0.17)**
(C)	**Public shareholding**									
(1)	**Institutions**									
(a)	Mutual Funds/ UTI	23113375	0	23113375	6.58	24401297	0	24401297	6.94	0.37
(b)	Banks/FI	1087510	0	1087510	0.31	1451772	0	1451772	0.41	0.10

Category Code	Category of Shareholder	No. of Shares held at the beginning of the year (01.04.2016)				No. of Shares held at the end of the year (31.03.2017)				% Change during the year
		Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total shares	
(c)	Central Govt./ State Govt.(s)	0	0	0	0	0	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(e)	Insurance Companies	0	0	0	0	0	0	0	0	0
(f)	FIIs	103997131	0	103997131	29.59	102944760	0	102944760	29.59	0
(g)	Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(h)	Any Other (specify)	0	0	0	0	0	0	0	0	0
	Sub-Total (C)(1)	**128198016**	**0**	**128198016**	**36.48**	**128797829**	**0**	**128797829**	**36.65**	**0.17**
(2)	**Non-institutions**									
(a)	Bodies Corporate	5925433	0	5925433	1.69	3304687	0	3304687	0.94	(0.75)
(b)	Individuals									
	(i) Individuals holding nominal share capital upto ₹ 1 lakh	11869327	123	11869450	3.38	13007468	123	13007591	3.70	0.32
	(ii) Individuals holding nominal share capital in excess of ₹1 lakh	2134704	0	2134704	0.61	2457282	0	2457282	0.70	0.09
(c)	Any Other (specify)									
	(i) Other Directors' relatives	3565	0	3565	0	1602	0	1602	0	0
	(ii) Non Resident Indians	707958	0	707958	0.20	685733	0	685733	0.20	0
	(iii) Clearing Members	392569	0	392569	0.11	1564058	0	1564058	0.45	0.33
	(iv) Trust	500	0	500	0	605	0	605	0	0
	Sub-Total (C)(2)	**21034056**	**123**	**21034179**	**5.98**	**21021435**	**123**	**21021558**	**5.98**	**0.00**
	Total Public Shareholding (C)= (C)(1)+(C)(2)	**149232072**	**123**	**149232195**	**42.46**	**149819264**	**123**	**149819387**	**42.63**	**0.17**
	Total (A)+(B) +(C)	**351449877**	**123**	**351450000**	**100**	**351449877**	**123**	**351450000**	**100**	**0**
D	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
	Grand Total (A)+(B)+(C)+(D)	**351449877**	**123**	**351450000**	**100**	**351449877**	**123**	**351450000**	**100**	**0**

B. Shareholding of the Promoters & Promoters Group

Category of Shareholder	No. of Shares held at the beginning of the year (as on 01.04.2016)			No. of Shares held at the end of the year (as on 31.03.2017)			% change in share holding during the year
	No. of Shares	% of Total shares	%of Shares Pledged / encumbered to total shares	Demat	% of Total shares	%of Shares Pledged / encumbered to total shares	
(I) Promoters							
Virendra Dattatraya Mhaiskar Jointly with Deepali Virendra Mhaiskar	111968220	31.85	0	1000	0.00	0	(31.85)
Virendra Dattatraya Mhaiskar (HUF)	78638795	22.38	0	1000	0.00	0	(22.38)
Virendra Dattatraya Mhaiskar (HUF)	5100000	1.45	0	0	0	0	(1.45)
Ideal Soft Tech Park Private Limited	3710000	1.06	0	3710000	1.06	0	0
Ideal Soft Tech Park Private Limited	0	0	0	195705015	55.69	0	55.69
Deepali Virendra Mhaiskar Jointly with Virendra Dattatraya Mhaiskar	1614400	0.46	0	1614400	0.46	0	0
Virendra Dattatraya Mhaiskar	1000	0.00	0	1000	0.00	0	0
Total	**201032415**	**57.20**	**0**	**201032415**	**57.20**		**0**
(II) Promoters Group							
Dattatray Pandurang Mhaiskar	795908	0.23	0.20	595908	0.17	83.91	0.03
Ideal Toll and Infrastructure Pvt. Ltd.	387482	0.11	0.11	290	0.00	0	0.11
Ideal Toll and Infrastructure Private Ltd.	2000	0.00	0	2000	0.00	0	0
Total	**1185390**	**0.34**	**0.32**	**598198**	**0.17**		**0.25**

C. Change in Promoters shareholding

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in share-holding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.17)	
	For each of the top Ten Shareholders	No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
	I	II	III	IV	V	VI	VII	VIII = VII/ No. of Shares Paid up %
Promoters								
1.	Virendra Dattatraya Mhaiskar Jointly with Deepali Virendra Mhaiskar	111968220	31.85	01/04/2016				
				23/09/2016	(106259205)	Inter-se Transfer between Promoters of the Company	5709015	30.23
				30/03/2017	(5708015)	Inter-se Transfer between Promoters of the Company	1000	0.00
		1000	0.00	31/03/2017				

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in share-holding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.17)	
	For each of the top Ten Shareholders	No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
	I	II	III	IV	V	VI	VII	VIII = VII/ No. of Shares Paid up %
2.	Virendra Dattatraya Mhaiskar (HUF)	83738795	23.83	01/04/2016				
				30/03/2017	(83737795)	Inter-se Transfer between Promoters of the Company	1000	0.00
		1000	0.00	31/03/2017				
3.	Ideal Soft Tech Park Private Limited	3710000	1.06	01/04/2016				
				30/03/2017	195705015	Inter-se Transfer between Promoters of the Company	199415015	56.74
		199415015	56.74	31/03/2017				
4.	Deepali Virendra Mhaiskar Jointly with Virendra Dattatraya Mhaiskar	1614400	0.46	01/04/2016	0	Nil movement during the year	1614400	0.46
		1614400	0.46	31/03/2017				
5.	Virendra Dattatraya Mhaiskar	1000	0.00	01/04/2016				
				23/09/2016	106259205	Inter-se Transfer between Promoters of the Company	106260205	30.23
				30/03/2017	(106259205)	Inter-se Transfer between Promoters of the Company	1000	0.00
		1000	0.00	31/03/2017				
Promoters Group								
1.	Dattatray Pandurang Mhaiskar	795908	0.23	01/04/2016				
				30/10/2015	(200000)	Sale	595908	0.17
		595908	0.17	31/03/2017				
2.	Ideal Toll and Infrastructure Pvt. Ltd.	387482	0.11	01/04/2016				
				12/04/2016	(79500)	Sale	307982	0.09
				13/04/2016	(40456)	Sale	267526	0.08
				21/04/2016	(44529)	Sale	222997	0.06
				02/05/2016	(103000)	Sale	119997	0.03
				03/05/2016	(119707)	Sale	290	0.00
		290	0.00	31/03/2017				
3.	Ideal Toll and Infrastructure Private Ltd.	2000	0.00	01/04/2016	0	Nil movement during the year	2000	0.00
		2000	0.00	31/03/2017				

D. Shareholding of the top 10 shareholders (other than Directors, Promoters and holders of GDRs and ADRs)

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.17)	
	For each of the top Ten Shareholders	No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
	I	II	III	IV	V	VI	VII	VIII = VII / No. of Shares Paid up %
1.	Platinum Asia Fund	14869499	4.23	01/04/2016				
				07/10/2016	873900	Transfer	15743399	4.48
				18/11/2016	1029547	Transfer	16772946	4.77
				16/12/2016	454683	Transfer	17227629	4.90
		17227629	4.90	31/03/2017				
2.	Government of Singapore	7845896	2.23	01/04/2016				
				06/05/2016	442727	Transfer	8288623	2.36
				13/05/2016	673153	Transfer	8961776	2.55
				20/05/2016	422529	Transfer	9384305	2.67
				27/05/2016	618946	Transfer	10003251	2.85
				22/07/2016	107584	Transfer	10110835	2.88
				29/07/2016	127590	Transfer	10238425	2.91
				23/09/2016	601762	Transfer	10840187	3.08
				30/09/2016	2257799	Transfer	13097986	3.73
				07/10/2016	1327244	Transfer	14425230	4.10
				14/10/2016	295044	Transfer	14720274	4.19
				21/10/2016	379814	Transfer	15100088	4.30
				28/10/2016	600119	Transfer	15700207	4.47
				25/11/2016	273189	Transfer	15973396	4.54
				10/03/2017	(240310)	Transfer	15733086	4.48
				17/03/2017	(1078638)	Transfer	14654448	4.17
				31/03/2017	(829335)	Transfer	13825113	3.93
		13825113	3.93	31/03/2017				
3.	Government Pension Fund Global	921256	0.26	01/04/2016				
				03/06/2016	(216640)	Transfer	704616	0.20
				10/06/2016	(225258)	Transfer	479358	0.14
				17/06/2016	(29074)	Transfer	450284	0.13
				16/09/2016	2111770	Transfer	2562054	0.73
				23/09/2016	1138658	Transfer	3700712	1.05
				06/01/2017	344882	Transfer	4045594	1.15
				13/01/2017	1012869	Transfer	5058463	1.44
				17/03/2017	1563536	Transfer	6621999	1.88
				24/03/2017	1129	Transfer	6623128	1.88
		6623128	1.88	31/03/2017				

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.17)	
	For each of the top Ten Shareholders	No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
	I	II	III	IV	V	VI	VII	VIII = VII / No. of Shares Paid up %
4.	HSBC Global Investment Funds A/C HSBC GIF Mauritius Limited	5431726	1.55	01/04/2016				
				02/09/2016	(471480)	Transfer	4960246	1.41
				09/09/2016	(3070000)	Transfer	1890246	0.54
				23/09/2016	(397666)	Transfer	1492580	0.42
				30/09/2016	(698129)	Transfer	794451	0.23
				28/10/2016	(794451)	Transfer	0	0.00
		0	0.00	31/03/2017				
5.	Alliance Bernstein India Growth (Mauritius) Limited	3853133	1.10	01/04/2016				
				09/09/2016	(240618)	Transfer	3612515	1.03
				16/09/2016	(49425)	Transfer	3563090	1.01
				23/09/2016	(417507)	Transfer	3145583	0.90
				25/11/2016	798110	Transfer	3943693	1.12
				17/02/2017	(208060)	Transfer	3735633	1.06
				24/02/2017	(606297)	Transfer	3129336	0.89
				03/03/2017	(523563)	Transfer	2605773	0.74
				17/03/2017	(327560)	Transfer	2278213	0.65
				31/03/2017	(161270)	Transfer	2116943	0.60
		2116943	0.60	31/03/2017				
6.	HSBC Global Investment Funds - Indian Equity	542571	0.15	01/04/2016				
				09/09/2016	3070000	Transfer	3612571	1.03
				28/10/2016	794451	Transfer	4407022	1.25
				10/02/2017	(254723)	Transfer	4152299	1.18
				03/03/2017	(100000)	Transfer	4052299	1.15
				10/03/2017	(150000)	Transfer	3902299	1.11
				24/03/2017	(75000)	Transfer	3827299	1.09
		3827299	1.09	31/03/2017				
7.	Sanford C. Bernstein Fund, Inc.	2159534	0.61	01/04/2016				
				24/06/2016	28688	Transfer	2188222	0.62
				30/06/2016	73787	Transfer	2262009	0.64
				05/08/2016	563179	Transfer	2825188	0.80
				12/08/2016	207221	Transfer	3032409	0.86
				16/12/2016	815720	Transfer	3848129	1.09
				23/12/2016	215422	Transfer	4063551	1.16
				30/12/2016	163428	Transfer	4226979	1.20
				06/01/2017	(219410)	Transfer	4007569	1.14
				20/01/2017	285180	Transfer	4292749	1.22
				17/02/2017	(165213)	Transfer	4127536	1.17
				24/02/2017	(356527)	Transfer	3771009	1.07
		3771009	1.07	31/03/2017				

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.17)	
	For each of the top Ten Shareholders	No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
	I	II	III	IV	V	VI	VII	VIII = VII / No. of Shares Paid up %
8.	AB FCP I - Emerging Markets Growth Portfolio	1547529	0.44	01/04/2016				
				22/04/2016	267520	Transfer	1815049	0.52
				29/04/2016	7919	Transfer	1822968	0.52
				13/05/2016	57756	Transfer	1880724	0.54
				24/06/2016	34525	Transfer	1915249	0.54
				30/06/2016	94337	Transfer	2009586	0.57
				05/08/2016	675677	Transfer	2685263	0.76
				12/08/2016	176573	Transfer	2861836	0.81
				09/12/2016	639170	Transfer	3501006	1.00
				23/12/2016	540583	Transfer	4041589	1.15
				30/12/2016	192237	Transfer	4233826	1.20
				06/01/2017	(241320)	Transfer	3992506	1.14
				17/02/2017	(97312)	Transfer	3895194	1.11
				24/02/2017	(209998)	Transfer	3685196	1.05
		3685196	1.05	31/03/2017				
9.	Birla Sun Life Trustee Company Private Limited A/C Birla Sun Life Frontline Equity Fund	1856000	0.53	01/04/2016				
				03/06/2016	401000	Transfer	2257000	0.64
				08/07/2016	234200	Transfer	2491200	0.71
				11/11/2016	643000	Transfer	3134200	0.89
				02/12/2016	207000	Transfer	3341200	0.95
				23/12/2016	37000	Transfer	3378200	0.96
		3378200	0.96	31/03/2017				
10.	Invesco Asia Infrastructure Fund	3183516	0.91	01/04/2016				
				15/04/2016	58954	Transfer	3242470	0.92
				22/04/2016	112057	Transfer	3354527	0.95
				29/04/2016	210198	Transfer	3564725	1.01
				19/08/2016	178803	Transfer	3743528	1.07
				26/08/2016	20616	Transfer	3764144	1.07
				23/09/2016	(169199)	Transfer	3594945	1.02
				30/09/2016	(1584510)	Transfer	2010435	0.57
				07/10/2016	(818873)	Transfer	1191562	0.34
				28/10/2016	(762717)	Transfer	428845	0.12
				11/11/2016	(428845)	Transfer	0	0.00
		0	0.00	31/03/2017				

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.17)	
	For each of the top Ten Shareholders	No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
	I	II	III	IV	V	VI	VII	VIII = VII / No. of Shares Paid up %
11.	Monetary Authority of Singapore	2920265	0.83	01/04/2016				
				08/04/2016	66697	Transfer	2986962	0.85
				06/05/2016	108815	Transfer	3095777	0.88
				13/05/2016	217235	Transfer	3313012	0.94
				20/05/2016	148246	Transfer	3461258	0.98
				27/05/2016	222349	Transfer	3683607	1.05
				03/06/2016	382050	Transfer	4065657	1.16
				22/07/2016	35861	Transfer	4101518	1.17
				29/07/2016	42530	Transfer	4144048	1.18
				23/09/2016	228050	Transfer	4372098	1.24
				30/09/2016	857050	Transfer	5229148	1.49
				07/10/2016	456033	Transfer	5685181	1.62
				14/10/2016	111776	Transfer	5796957	1.65
				21/10/2016	176953	Transfer	5973910	1.70
				28/10/2016	279100	Transfer	6253010	1.78
				25/11/2016	128832	Transfer	6381842	1.82
				03/03/2017	(63932)	Transfer	6317910	1.80
				10/03/2017	(96898)	Transfer	6221012	1.77
				17/03/2017	(434937)	Transfer	5786075	1.65
				31/03/2017	(383490)	Transfer	5402585	1.54
		5402585	1.54	31/03/2017				
12.	UTI-Dividend Yield Fund	2901528	0.83	01/04/2016				
				30/09/2016	(201528)	Transfer	2700000	0.77
		2700000	0.77	31/03/2017				
13.	CIMB-Principal Asset Management Berhad A/C CIMB-Principal Asia Pacific Dynamic Income Fund	2852455	0.81	01/04/2016				
				03/06/2016	194571	Transfer	3047026	0.87
				29/07/2016	155424	Transfer	3202450	0.91
				23/09/2016	(660742)	Transfer	2541708	0.72
				07/10/2016	(2541708)	Transfer	0	0.00
		0	0.00	31/03/2017				
14.	SBI Life Insurance Co. Ltd.	2789212	0.79	01/04/2016				
				08/04/2016	(300000)	Transfer	2489212	0.71
				22/04/2016	(75000)	Transfer	2414212	0.69
				29/04/2016	(654256)	Transfer	1759956	0.50
				06/05/2016	(100000)	Transfer	1659956	0.47
				13/05/2016	(513124)	Transfer	1146832	0.33
				20/05/2016	(50000)	Transfer	1096832	0.31

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.17)	
	For each of the top Ten Shareholders	No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
	I	II	III	IV	V	VI	VII	VIII = VII / No. of Shares Paid up %
				27/05/2016	(295175)	Transfer	801657	0.23
				03/06/2016	(206844)	Transfer	594813	0.17
				10/06/2016	(170119)	Transfer	424694	0.12
				17/06/2016	(100000)	Transfer	324694	0.09
				30/06/2016	(26434)	Transfer	298260	0.08
				08/07/2016	2240	Transfer	300500	0.09
				15/07/2016	1005	Transfer	301505	0.09
				22/07/2016	3320	Transfer	304825	0.09
				05/08/2016	(96800)	Transfer	208025	0.06
				26/08/2016	(200708)	Transfer	7317	0.00
				23/09/2016	2620	Transfer	9937	0.00
				30/09/2016	13630	Transfer	23567	0.01
				28/10/2016	4000	Transfer	27567	0.01
				04/11/2016	(1070)	Transfer	26497	0.01
		26497	0.01	31/03/2017				
15.	UTI-Opportunities Fund	2700000	0.77	01/04/2016				
				16/09/2016	(54000)	Transfer	2646000	0.75
				30/09/2016	(90000)	Transfer	2556000	0.73
				10/03/2017	(1313495)	Transfer	1242505	0.35
				17/03/2017	(463169)	Transfer	779336	0.22
		779336	0.22	31/03/2017				
16	The Wellington Trust Company, National Association Multiple Collective Investment Funds Trust, Opportunistic Equity Portfolio	1730190	0.49	01/04/2016				
				02/09/2016	(29000)	Transfer	1701190	0.48
				30/09/2016	910992	Transfer	2612182	0.74
				07/10/2016	(108300)	Transfer	2503882	0.71
				04/11/2016	(48520)	Transfer	2455362	0.70
				02/12/2016	(33320)	Transfer	2422042	0.69
				06/01/2017	(48480)	Transfer	2373562	0.68
				03/02/2017	(41765)	Transfer	2331797	0.66
				17/02/2017	322580	Transfer	2654377	0.76
				03/03/2017	(225295)	Transfer	2429082	0.69
		2429082	0.69	31/03/2017				

* Date of transfer has been considered as the date on which the beneficiary position was provided by the Depositories to the Company.

E. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.17)	
	For Each of the Directors and Key Managerial Personnel	No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
	I	II	III	IV	V	VI	VII	VIII = VII / No. of Shares Paid up %
1.	Mr. Virendra D. Mhaiskar, Chairman & Managing Director	195708015#	55.69	01/04/2016	(195705015)	Inter-se Transfer between Promoters of the Company	3000*	0.00
		3000*	0.00	31/03/2017				
2.	Mrs. Deepali V. Mhaiskar, Whole-time Director	16,14,400**	0.46	01/04/2016	0	Nil movement during the year	16,14,400**	0.46
		16,14,400**	0.46	31/03/2017				
3.	Mr. Sudhir Rao Hoshing, Joint Managing Director	0	0	01/04/2016	0	Nil holding/ movement during the year	0	0
		0	0	31/03/2017				
4.	Mr. Mukeshlal Gupta, Joint Managing Director	450	Less Than 0.01	01/04/2016	0	Nil movement during the year	450	Less Than 0.01
		450	Less Than 0.01	31/03/2017				
5.	Mr. Chandrashekhar S. Kaptan, Independent Director	0	0	01/04/2016	0	Nil holding/ movement during the year	0	0
		0	0	31/03/2017				
6.	Mr. Sunil H. Talati, Independent Director	0	0	01/04/2016	0	Nil holding/ movement during the year	0	0
		0	0	31/03/2017				
7.	Mr. Sandeep J. Shah, Independent Director	202	Less Than 0.01	01/04/2016	0	Nil movement during the year	202	Less Than 0.01
		202	Less Than 0.01	31/03/2017				
8.	Mr. Sunil Tandon, Independent Director	0	0	01/04/2016	0	Nil holding/ movement during the year	0	0
		0	0	31/03/2017				
9.	Mr. Dhananjay K. Joshi, Chief Executive Officer	22040	Less Than 0.01	01/04/2016	0	Nil movement during the year	22040	Less Than 0.01
		22040	Less Than 0.01	31/03/2017				

Sr. No.	Shareholder's Name	Shareholding		Date*	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding during the year (01.04.16 to 31.03.17)	
	For Each of the Directors and Key Managerial Personnel	No. of Shares at the beginning (01.04.2016)/ end of the year (31.03.2017)	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
	I	II	III	IV	V	VI	VII	VIII = VII / No. of Shares Paid up %
10.	Mr. Ajay P. Deshmukh, Chief Executive Officer	12239	Less Than 0.01	01/04/2016	0	Nil movement during the year	12239	Less Than 0.01
		12239	Less Than 0.01	31/03/2017				
11.	Mr. Anil D. Yadav, Chief Financial Officer	10	Less Than 0.01	01/04/2016	0	Nil movement during the year	10	Less Than 0.01
		10	Less Than 0.01	31/03/2017				
12.	Mr. Mehul N. Patel, Company Secretary	0	0	01/04/2016	0	Nil holding/ movement during the year	0	0
		0	0	31/03/2017				

includes 111968220 equity shares held jointly with Deepali V. Mhaiskar and 83738795 equity shares held as Karta of Virendra D. Mhaiskar HUF.

* includes 1000 equity shares held jointly with Deepali V. Mhaiskar and 1000 equity shares held as Karta of Virendra D. Mhaiskar HUF

** holds jointly with Mr. Virendra D. Mhaiskar

5. INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT

Amount in Crores

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2,136.37	784.27	-	2,920.64
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1.53	-	-	1.53
Total (i+ii+iii)	**2,137.90**	**784.27**	**-**	**2,922.17**
Change in Indebtedness during the financial year	-	-	-	-
- Addition	1,720.00	416.28	-	2,136.28
- Reduction	(1,315.15)	(90.30)	-	(1,405.45)
Net Change	404.85	325.98	-	730.83
Indebtedness at the end of the financial year				
i) Principal Amount	2,542.62	1,110.25	-	3,652.87
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	0.13	-	-	0.13
Total (i+ii+iii)	**2,542.75**	**1,110.25**	**-**	**3,653.00**

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

(a) Remuneration to Managing Director, Whole-time Directors and/or Manager:

Amount in Crores

Sr. No.	Particulars of Remuneration					Total
		Virendra D. Mhaiskar	Deepali V. Mhaiskar	Sudhir Rao Hoshing	Mukeshlal Gupta	
1.	Gross salary	4.74	3.50	3.05	-	11.29
	(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	7.50	7.50	-	-	15.00
	- as % of profit	-	-	-	-	
	- others, specify...	-	-	-	-	
5.	Others, please specify	-	-	-	-	
	Total (A)	**12.24**	**11.00**	**3.05**	**-**	**26.29**
	Ceiling as per the Act					28.90

(b) Remuneration to other directors

Amount in Crores

Sr. No.	Particulars of Remuneration	Name of Directors	Total
1.	Independent Directors • Commission • Others, please specify • Fee for attending board / committee meetings	Chandrashekar S. Kaptan Govind G Desai Sunil H. Talati Sandeep J. Shah Bajrang Lal Gupta Sunil Tandon	0.06 0.01 0.04 0.05 0.01 0.03
	Total (1)		**0.20**
2.	Other Non-Executive Directors • Commission • Others, please specify • Fee for attending board /committee meetings	Deepali V. Mhaiskar Suresh G. Kelkar	0.01 0.01
3.	**Total (2)**		**0.02**
4.	**Total =(1+2)**		**0.22**

(c) Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Amount in Crores.

Sr. No.	Particulars of Remuneration					Total
		Ajay Deshmukh (CEO)	Dhananjay Joshi (CEO)	Anil Yadav (CFO)	Mehul Patel (CS)	
1.	Gross salary	4.83	2.60	1.73	0.44	9.60
	(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 (A)	**4.83**	**2.60**	**1.73**	**0.44**	**9.60**

7. Penalty or punishment imposed on the company, its directors or officers and details of compounding of offences and appeals made against such penalty or punishment:

No penalties/punishment/compounding of offences were levied under the Companies Act, 2013.

Annexure E

FORM NO. MR – 3

SECRETARIAL AUDIT REPORT

For The Financial Year Ended March 31, 2017

[Pursuant to Section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
IRB INFRASTRUCTURE DEVELOPERS LTD.
IRB Complex, Chandivali Farm,
Chandivali Village, Andheri (East)
Mumbai - 400072

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **IRB Infrastructure Developers Ltd.** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 ('**Audit Period**') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

(i) The Companies Act, 2013 (**the Act**) and the rules made there under;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment, Foreign Direct Investment and External Commercial Borrowings (Not applicable to the Company during the Audit Period).

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not Applicable to the Company)**

(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 and its amendments notified on 18th September, 2015 **(Not Applicable to the Company)**

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not Applicable to the Company)** and;

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not Applicable to the Company)**;

(vi) As identified, no law is specifically applicable to the company.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously or majority as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Makarand M. Joshi & Co.**

Sd/-
Makarand Joshi
Partner
FCS No. 5533
CP No. 3662

Place: Mumbai
Date: 30.05.2017

This report is to be read with our letter of even date which is annexed as **"Annexure A"** and forms an integral part of this report.

'Annexure A'

To,
The Members,
IRB INFRASTRUCTURE DEVELOPERS LTD.
IRB Complex, Chandivali Farm,
Chandivali Village, Andheri (East)
Mumbai - 400072

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **Makarand M. Joshi & Co.**

Sd/-
Makarand Joshi
Partner
FCS No. 5533
CP No. 3662

Place: Mumbai
Date: 30.05.2017

IRB INFRASTRUCTURE DEVELOPERS LTD

Annexure F

FORM AOC – 2

(Pursuant to Section 134(3)(h) of the Companies Act, 2013 read with 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:

1.	(a)	Name(s) of the related party and nature of relationship	All wholly owned subsidiary companies, incorporated or to be incorporated.
	(b)	Nature of contracts/arrangements/transactions	To enter into arrangement with all subsidiary companies to pay miscellaneous expenses on behalf of subsidiary companies such as statutory payments, consultancy fees, legal fees & such other miscellaneous expenses.
	(c)	Duration of the contracts/arrangements/transactions	The arrangement will be for a period of 1 year.
	(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	The Company will pay miscellaneous expenses upto ₹ 1 crore per subsidiary company with overall limit upto ₹ 10 crores on behalf of subsidiary companies which will be reimbursed by the subsidiary companies from time to time.
	(e)	Justification for entering into such contracts or arrangements or transactions	To meet temporary mismatch in fund requirement relating to expenses.
	(f)	Date(s) of approval by the Board	May 19, 2016
	(g)	Amount paid as advances, if any:	None
	(h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	Not Applicable
2.	(a)	Name(s) of the related party and nature of relationship	All wholly owned subsidiary companies, incorporated or to be incorporated.
	(b)	Nature of contracts/arrangements/transactions	To enter into arrangement with all subsidiary companies to pay miscellaneous expenses on behalf of the Company such as statutory payments, consultancy fees, legal fees & such other miscellaneous expenses.
	(c)	Duration of the contracts/arrangements/transactions	The arrangement will be for a period of 1 year.
	(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Each subsidiary company will pay miscellaneous expenses upto ₹ 1 crore on behalf of the Company with overall limit upto ₹ 10 crores on behalf of the Company which will be reimbursed by the Company from time to time.
	(e)	Justification for entering into such contracts or arrangements or transactions	To meet temporary mismatch in fund requirement relating to expenses.
	(f)	date(s) of approval by the Board	May 19, 2016
	(g)	Amount paid as advances, if any:	None
	(h)	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	Not Applicable

2. DETAILS OF MATERIAL CONTRACTS OR ARRANGEMENT OR TRANSACTIONS AT ARM'S LENGTH BASIS:

1.	(a)	Name(s) of the related party and nature of relationship	NIL
	(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)	date(s) of approval by the Board	
	(f)	Amount paid as advances, if any:	

Annexure G

ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

   Your company believes in making meaningful and lasting contribution to the societies as a responsible corporate citizen. Accordingly, the Company has formulated its CSR policy in line with the CSR Policy of the Group. It is available on investor relation section of the Company website www.irb.co.in

2. The Composition of the CSR Committee.
   Mr. Virendra D. Mhaiskar - Chairman
   Mrs. Deepali V. Mhaiskar - Member
   Mr. Sandeep J. Shah - Member

3. Average net profit of the Company for last three financial years : ₹ 122.81 Crs.

4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above) : ₹ 2.46 Crs.

5. Details of CSR spent during the financial year.
   (a) Total amount to be spent for the financial year : ₹ 2.46 Crs.
   (b) Amount unspent, if any : NIL
   (c) Manner in which the amount spent during the financial year is detailed below.

Sr. No.	CSR Project or activity identified	Sector in which the project is covered	Projects or programs (1) local area or other; (2) specify the state and district where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency
1	To provide medical facilities and promote healthcare	Healthcare	To construct multi facility hospital in Nasik, Maharashtra	7.00 Crs	7.00 Crs	7.00 Crs	Through Ashoka Institute of Medical Sciences & Research, V-Tech I.T. Park, S. No. 113, Vadala, Nashik – 422 011
	Total				**7.00 Crs**	**7.00 Crs**	

6. In case the Company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.

   Not Applicable

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company:

   The CSR Committee has confirmed that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

SD/-
Virendra D. Mhaiskar
Chairman & Managing Director &
Chairman of Corporate Social Responsibility Committee

Annexure H

The ratio of the remuneration of each directors to the median employee's remuneration and other details in terms of sub-section (12) of the Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Requirements	Disclosure
1.	The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year	Chairman and Managing Director 44X* Whole Time Director 39X* (appointed w.e.f. May 19, 2016) Joint Managing Director 11X * (*Increase in remuneration of KMPs includes release of incentive linked to completion of projects)
2.	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary during the financial year	Increase in remuneration of Wholetime Director, CEO (Infrastructure), CEO (Corporate Affairs, Realty and Airport), Chief Financial Officer (CFO) and Company Secretary (CS) during financial year 2016-17: 5% In addition, increase in remuneration of KMP's due to release of incentive linked to completion of projects. CEO (Infrastructure) : 30% CEO (Corporate Affairs, Realty and Airport) : 34% Chief Financial Officer (CFO) : 46% Company Secretary (CS) : 9%
3.	The percentage increase in the median remuneration of employees in the financial year	5% (excluding release of incentive linked to completion of projects)
4.	The number of permanent employees on the rolls of the Company	There were 48 employees as on March 31, 2017
5.	The explanation on the relationship between average increase in remuneration vis-à-vis Company's performance	Financial performance of the Company, completion of projects, comparison with peer companies and inflation cost
6.	Comparison of the remuneration of the Key Managerial Personnel (KMP) against the performance of the Company	For the Financial Year 2016-17, the remuneration paid to KMP's were 12.30% of the Net Profit
7.	Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and the percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer	The market capitalisation as on March 31, 2017 was ₹ 8,299.49 Crores and was ₹ 8,165.94 Crores as on March 31, 2016. The price earning ratio of the Company was 11.60 as at March 31, 2017 and was 12.77 as at March 31, 2016. The Company has not made any public offer in the recent past and accordingly, comparison of Public Offer Price and the current market price of the Company's shares will not be relevant.
8.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentage increase in the salaries of employees other than the KMP in the last financial year was 45%. Increase in remuneration of KMP's is due to release of incentive linked to completion of projects. There was an average 27% increase in the salaries of the KMPs excluding new and resigned KMP.

9.	Comparison of remuneration of each of the Key Managerial Personnel against the performance of the Company	KMP's remuneration % of net profit for FY2016-17 Chairman and Managing Director – 4.19% Joint Managing Director – 1.05% Whole Time Director – 3.77% CEO Infrastructure – 1.66% CEO Corporate Affairs, Realty and Airport – 0.89% CFO – 0.59% CS – 0.15%
10.	The key parameters for any variable component of remuneration availed by the Directors	Annual performance, review Financial outcomes, completion of projects and Profitability of the Company
11.	The ratio of the remuneration of the highest paid Director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year	NA
12.	Affirmation that the remuneration is as per the managerial remuneration policy of the Company	Yes, it is confirmed

Annexure I

BUSINESS RESPONSIBILITY REPORT

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

1. Corporate Identity Number (CIN) of the Company: L65910MH1998PLC115967

2. Name of the Company: IRB Infrastructure Developers Limited

3. Registered address : Wing – A, 2nd Floor, Office No. 201, Universal Business Park, Chandivali Farm Road, Off Saki Vihar Road, Mumbai – 400 072.

4. Website : www.irb.co.in

5. E-mail id: info@irb.co.in

6. Financial Year reported: 2016-17

7. Sector(s) that the Company is engaged in (industrial activity code-wise).

   The Company is engaged in Engineering, Procurement and Construction, Operations and Maintenance of Roads & Highways. The Company is the holding company of the Group. The Company has formed various Special Purpose Vehicle(s) for implementation of Projects awarded to it by various Government Agencies.

8. List three key products/services that the Company manufactures/provides (as in balance sheet)

   Construction and maintenance of roads

9. Total number of locations where business activity is undertaken by the Company.

   (a) Number of International Locations (Provide details of major 5): Nil

   (b) Number of National Locations:

   The Company has its Projects located in the eight States of the country, i.e. Maharashtra, Punjab, Haryana, Rajasthan, Gujarat, Karnataka, Uttar Pradesh and Tamil Nadu.

10. Markets served by the Company – Local/State/National/ International:

    National

SECTION B: FINANCIAL DETAILS OF THE COMPANY

1. Paid up Capital (INR) ₹ 351.45 Crores

2. Total Turnover (INR) ₹ 5,969.10 Crores (Consolidated)/ ₹ 3,635.95 Crores (Standalone)

3. Total profit after taxes (INR) ₹ 715.47 Crores (Consolidated) / ₹ 203.24 Crores (Standalone)

4. Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%): 6%

5. List of activities in which expenditure in 4 above has been incurred:-

   Health and Safety

   Additionally, the Group has carried out activities in Education and promotion of Art, Sports & Culture.

SECTION C: OTHER DETAILS

1. Does the Company have any Subsidiary Company/ Companies? Yes.

2. Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s)

   Yes. There are 33 subsidiaries who participate in various related activities of BR.

3. Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]

   No. Other vendors/suppliers/contractors do not participate in group's BR policy.

SECTION D: BR INFORMATION

1. Details of Director/Directors responsible for BR

   (a) Details of the Director/Director responsible for implementation of the BR policy/policies

      1. DIN Number : 02460530
      2. Name: Sudhir Rao Hoshing
      3. Designation: Joint Managing Director

(b) Details of the BR head

No.	Particulars	Details
1.	DIN Number (if applicable)	02460530
2.	Name	Sudhir Rao Hoshing
3.	Designation	Joint Managing Director
4.	Telephone number	022-66404200
5.	e-mail id	info@irb.co.in

2. Principle-wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility.

These briefly are as under:

Principle 1 - Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

Principle 2 - Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

Principle 3 - Businesses should promote the well-being of all employees.

Principle 4 - Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

Principle 5 - Businesses should respect and promote human rights.

Principle 6 - Businesses should respect, protect, and make efforts to restore the environment.

Principle 7 - Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

Principle 8 - Businesses should support inclusive growth and equitable development.

Principle 9 - Businesses should engage with and provide value to their customers and consumers in a responsible manner.

(a) Details of compliance (Reply in Y/N)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	Do you have a policy / policies for....	Y	Y	Y	Y	Y	Y	Y	Y	Y
2.	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3.	Does the policy conform to any national / international standards? If yes, specify? (50 words)	*	*	*	*	*	MoEF, Pollution Control Board	*	*	*
4.	Has the policy being approved by the Board? Is yes, has it been signed by MD/ owner/ CEO/appropriate Board Director?	Y Y	Y Y	Y Y	Y Y	Y Y	Y Y	Y Y	Y Y	Y Y
5.	Does the company have a specified committee of the Board/ Director / Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y
6.	Indicate the link for the policy to be viewed online?	www.irb.co.in								
7.	Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
8.	Does the company have in-house structure to implement the policy/policies.	Y	Y	Y	Y	Y	Y	Y	Y	Y
9.	Does the Company have a grievance redressal mechanism related to the policy / policies to address stakeholders' grievances related to the policy / policies?	Y	Y	Y	Y	Y	Y	Y	Y	Y
10.	Has the company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	Y	Y	Y	Y	Y	Y	Y	Y	Y

* wherever the policy is not compliant with Local regulation, they are modified accordingly.

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options)

No.	Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
1.	The company has not understood the Principles	N/A								
2.	The company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles									
3.	The company does not have financial or manpower resources available for the task									
4.	It is planned to be done within next 6 Months	N/A								
5.	It is planned to be done within the next 1 year									
6.	Any other reason (please specify)									

3. Governance related to BR

(a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year.

The Board will review the BR performance annually.

(b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The BRR report will be published annually and uploaded on the company's website http://www. irb.co.in

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

Does the policy relating to ethics, bribery and corruption cover only the company? Yes/ No. No, it covers Group companies also.

Does it extend to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs /Others?

Yes. The Code of Business Conduct and Ethics policy of the company encapsulate our core values and beliefs that we expect all our employees to function ethically. Fair and just business dealings free from any extraneous consideration ought to be followed by all employees in their day to day work life. The policy applies to all employees.

Company also has a Whistle Blower policy which seeks to empower employees and directors to raise any genuine concerns within the group.

The Company has always maintained open door policies and encouraged employees, even at the lowest level of the organization to have their concerns conveyed to the concerned business heads. Employees can utilise any mode of communication at which they can communicate their concern to the senior management.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

No genuine concerns were received during financial year 2016-17.

Principle 2

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/ or opportunities.
   (a) Highways with service roads for local population
   (b) Pedestrian and Vehicle underpasses for the ease of movement of local traffic.
   (c) Redesign of roads to avoid unnecessary cutting down of trees for road laying activities.
   (d) Construction of rain water harvesting structures.
   These initiatives are within the provisions of the concession agreement of respective highway project.
   (e) Design of highway elements to minimise use of natural resources.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):
   (a) Reduction during sourcing/ production/ distribution achieved since the previous year throughout the value chain?
   (b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

In the construction of highways & structures, following are some of the initiatives taken by the company to achieve cost efficiency and reduce the consumption of energy and other raw materials. :

i. Use of high strength concrete grades with appropriate use of additives like silica fume.
ii. Execution of large span structures with long precast members and cantilever construction involving fully sequenced construction procedures.
iii. Deployment of large capacity plants and crushers to enhance productivity.
iv. Fabrication of heavy steel girders in fully automated computerised fabrication plants.
v. Deployment of recycling plants for reuse of RAP from existing bituminous pavements.
vi. Deployment of cost-effective coal fired hot mix plants, instead of the conventional oil fired hot mix plants.
vii. Achievement of higher cost efficiencies on kerb reconstruction by deploying milling machines instead of conventional methodology of kerb dismantling and reconstruction.
viii. Deployment of jack-up barges for faster foundation works in creek bridges.
ix. Using crushed sand in lieu of natural sand where ever cost of natural sand is very high. Providing drip irrigation for median plantation wherever feasible for water conservation.
x. Using Reinforced wall construction instead of RCC retaining wall, leading to large economy in construction cost.

3. Does the company have procedures in place for sustainable sourcing (including transportation)?

As part of sourcing strategy, our priority is to source local raw materials like sand, stone aggregates etc. for construction of Roads, structures and Toll Plazas. In addition, we strive to design and construct sustainable Projects which incorporate conservation measures, continuous monitoring of environment and use of resources that are environment friendly, adoption of green technologies and deployment of fuel efficient plants and machineries.

We are always conscious of the need to conserve our resources, especially the ones used by us, therefore, our philosophy is to make efficient use, eliminating waste, recycling and reusing the material to the extent possible without compromising safety. Our first priority is to always use locally available raw materials and labour for our construction activities.

(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Invariably all the construction material like sand and aggregates are procured locally eliminating unnecessary transportation. While, it may not be possible to procure Bitumen Steel and Cement locally, in such cases only, the nearest source is explored for procurement.

4. Has the company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

We always engage local contractors in the vicinity of our projects for supply of goods and services like housekeeping services, security, accommodation and provide mess facilities for staff.

In addition, employment to local youth is provided in various functions in our Project / Toll offices and Plants.

(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

Our regular interaction with the vendors and educating them the standards of quality required by us and their importance helps to enhance their approach and understanding of support functions.

5. Does the company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

Our philosophy is to reduce waste and make efficient use of raw materials during construction of roads. As long as it does not compromise our high quality standards and the safety of the roads and its users, we use recycled concrete and bitumen aggregates, which at present amounts to about <5%.

Principle 3

1. Please indicate the Total number of employees. 6222* (*including group Companies)

2. Please indicate the Total number of employees hired on temporary/contractual/casual basis. 2324*

3. Please indicate the Number of permanent women employees.128*

4. Please indicate the Number of permanent employees with disabilities.3*

5. Do you have an employee association that is recognized by management. Yes

6. What percentage of your permanent employees is members of this recognized employee association?

   Recognised association at one of our project SPV represents about 60% of employees employed in that Project SPV.

7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on end of the financial year
1.	Child labour/forced labour/involuntary labour	NIL	N/A
2.	Sexual harassment	NIL	N/A
3.	Discriminatory employment	NIL	N/A

8. What percentage of your under mentioned employees were given safety & skill up-gradation training in the last year?

   (a) Permanent Employees. 25%

   (b) Permanent Women Employees. 8%

   (c) Casual/Temporary/Contractual Employees. Nil

   (d) Employees with Disabilities. NIL

Principle 4

1. Has the company mapped its internal and external stakeholders? Yes/No

   Yes. Whenever we start a project, we do survey the areas in the vicinity of our project and nearby localities to identify key stakeholders.

2. Out of the above, has the company identified the disadvantaged, vulnerable & marginalized stakeholders.

   Yes. Since our focus is on making permanent changes in the lives of people staying around the project locations, providing quality and free education has been our focus. Therefore we conduct a survey of the population and identify children of villagers who are unable to get quality education due to financial constraints. Amongst these children our priority is to provide education to girl child.

3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

   We have focused on constructing and operating free schools where quality education is provided to children belonging to such sections of the society. We truly believe, that education and literacy are stepping stones in helping to discover their true potential and growth. We have constructed one school in Rajasthan where 311 children of disadvantaged section of the society are getting free education and studying in different classes from Pre Primary to Class VIII since last five years. Encouraged with the response of children and local villagers around the school we have replicated the same template of school building construction in Pathankot. The school building has been constructed and academic classes have started for the Academic year 2017-18. Currently 140 students, belonging to under-privileged category of population, have joined the school. With our focus being on girl child education, preference for admission was given to girl child like school in Rajasthan. As a result the School has 81 girls and 49 boys studying in the school.

Principle 5

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?

   Company's policy on human rights extend to all group companies, its directors and all employees.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management? Nil

Principle 6

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/others.

   The popular perception about road construction in peoples mind is that such activities damage the environment, mainly cutting the trees for road widening and by excavation and blasting of rocks for providing the raw material for road building. While designing the roads highways, care is taken to ensure that only unavoidable and minimal damage to the environment due to tree felling. These steps are taken within the ambit of the concession agreement for the projects. However, the trees which are lost due to road widening, are always replanted, elsewhere, through compensatory afforestation mandated by the Forest Laws of the nation. This policy extends to all group companies.

In addition drives are also under taken by volunteer employees for tree plantations.

2. Does the company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc. No, the Company does not have any project globally.

3. Does the company identify and assess potential environmental risks? Y/N Yes

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed? No

5. Has the company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc. No.

6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

   Yes. We meticulously adhere to the norms laid down for generation and disposal of waste and minimising and mitigation of emissions of smoke and dust.

7. Number of show cause/ legal notices received from CPCB/ SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year. Nil

Principle 7

1. Is your company a member of any trade and chamber or association? If Yes, name only those major ones that your business deals with:
   (a) National Highways Builders Federation
   (b) Confederation of Indian Industry
   (c) Federation of Indian Chambers of Commerce and Industry
   (d) The Associated Chambers of Commerce of India
   (e) The Construction Federation of India

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/ No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

   We have been suggesting changes in policies to remove bottlenecks impacting the growth of infrastructure in the country and simplification of arbitration policies.

Principle 8

1. Does the company have specified programmes/initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof. No

2. Are the programmes/projects undertaken through inhouse team/own foundation/external NGO/government structures/any other organization? N/A

3. Have you done any impact assessment of your initiative? No

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

   Community Development project are being finalised for implementation in Chipi Village of Maharashtra where our Greenfield airport project is coming up.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

   Promoting good health and hygiene amongst the local people, preserving and conserving local natural resources, generation of employment opportunities and jobs, community building and education.

Principle 9

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year. Nil

2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks (additional information) N/A

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so. No.

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

   In-house employee satisfaction surveys are conducted, as well as live customer feedback from commuters is obtained at all our Toll Plazas. However, we intend the same to be outsourced to external agencies to get more unbiased, detailed and accurate feedback to help us improve quality of our services.

Annexure II

PRINCIPLES TO ASSESS COMPLIANCE WITH ENVIRONMENTAL, SOCIAL AND GOVERNANCE NORMS

[See Regulation 34(2)(f)]

Principle 1: Businesses should conduct and govern themselves with Ethics, Transparency and Accountability

1. Businesses should develop governance structures, procedures and practices that ensure ethical conduct at all levels; and promote the adoption of this principle across its value chain. Businesses should communicate transparently and assure access to information about their decisions that impact relevant stakeholders.

2. Businesses should not engage in practices that are abusive, corrupt, or anti-competition.

3. Businesses should truthfully discharge their responsibility on financial and other mandatory disclosures.

4. Businesses should report on the status of their adoption of these Guidelines as suggested in the reporting framework in this document.

5. Businesses should avoid complicity with the actions of any third party that violates any of the principles contained in these Guidelines.

Principle 2: Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle

1. Businesses should assure safety and optimal resource use over the life-cycle of the product – from design to disposal– and ensure that everyone connected with it- designers, producers, value chain members, customers and recyclers are aware of their responsibilities.

2. Businesses should raise the consumer's awareness of their rights through education, product labelling, appropriate and helpful marketing communication, full details of contents and composition and promotion of safe usage and disposal of their products and services.

3. In designing the product, businesses should ensure that the manufacturing processes and technologies required to produce it are resource efficient and sustainable.

4. Businesses should regularly review and improve upon the process of new technology development, deployment and commercialization, incorporating social, ethical, and environmental considerations.

5. Businesses should recognize and respect the rights of people who may be owners of traditional knowledge, and other forms of intellectual property.

6. Businesses should recognize that over-consumption results in unsustainable exploitation of our planet's resources, and should therefore promote sustainable consumption, including recycling of resources.

Principle 3: Businesses should promote the well-being of all employees

1. Businesses should respect the right to freedom of association, participation, collective bargaining, and provide access to appropriate grievance Redressal mechanisms.

2. Businesses should provide and maintain equal opportunities at the time of recruitment as well as during the course of employment irrespective of caste, creed, gender, race, religion, disability or sexual orientation.

3. Businesses should not use child labour, forced labour or any form of involuntary labour, paid or unpaid.

4. Businesses should take cognizance of the work-life balance of its employees, especially that of women.

5. Businesses should provide facilities for the well-being of its employees including those with special needs. They should ensure timely payment of fair living wages to meet basic needs and economic security of the employees.

6. Businesses should provide a workplace environment that is safe, hygienic humane, and which upholds the dignity of the employees. Business should communicate this provision to their employees and train them on a regular basis.

7. Businesses should ensure continuous skill and competence upgrading of all employees by providing access to necessary learning opportunities, on an equal and non-discriminatory basis. They should promote employee morale and career development through enlightened human resource interventions.

8. Businesses should create systems and practices to ensure a harassment free workplace where employees feel safe and secure in discharging their responsibilities.

Principle 4: Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

1. Businesses should systematically identify their stakeholders, understand their concerns, define purpose and scope of engagement, and commit to engaging with them.

2. Businesses should acknowledge, assume responsibility and be transparent about the impact of their policies, decisions, product & services and associated operations on the stakeholders.

3. Businesses should give special attention to stakeholders in areas that are underdeveloped.

4. Businesses should resolve differences with stakeholders in a just, fair and equitable manner.

Principle 5: Businesses should respect and promote human rights

1. Businesses should understand the human rights content of the Constitution of India, national laws and policies and the content of International Bill of Human Rights. Businesses should appreciate that human rights are inherent, universal, indivisible and interdependent in nature.

2. Businesses should integrate respect for human rights in management systems, in particular through assessing and managing human rights impacts of operations, and ensuring all individuals impacted by the business have access to grievance mechanisms.

3. Businesses should recognize and respect the human rights of all relevant stakeholders and groups within and beyond the workplace, including that of communities, consumers and vulnerable and marginalized groups.

4. Businesses should, within their sphere of influence, promote the awareness and realization of human rights across their value chain.

5. Businesses should not be complicit with human rights abuses by a third party.

Principle 6: Businesses should respect, protect, and make efforts to restore the environment

1. Businesses should utilize natural and man-made resources in an optimal and responsible manner and ensure the sustainability of resources by reducing, reusing, recycling and managing waste.

2. Businesses should take measures to check and prevent pollution. They should assess the environmental damage and bear the cost of pollution abatement with due regard to public interest.

3. Businesses should ensure that benefits arising out of access and commercialization of biological and other natural resources and associated traditional knowledge are shared equitably.

4. Businesses should continuously seek to improve their environmental performance by adopting cleaner production methods, promoting use of energy efficient and environment friendly technologies and use of renewable energy.

5. Businesses should develop Environment Management Systems (EMS) and contingency plans and processes that help them in preventing, mitigating and controlling environmental damages and disasters, which may be caused due to their operations or that of a member of its value chain.

6. Businesses should report their environmental performance, including the assessment of potential environmental risks associated with their operations, to the stakeholders in a fair and transparent manner.

7. Businesses should proactively persuade and support its value chain to adopt this principle.

8. To the extent possible, businesses should utilize the trade and industry chambers and associations and other such collective platforms to undertake such policy advocacy.

Principle 7: Businesses should support inclusive growth and equitable development

1. Businesses should understand their impact on social and economic development, and respond through appropriate action to minimise the negative impacts.

2. Businesses should innovate and invest in products, technologies and processes that promote the well-being of society.

3. Businesses should make efforts to complement and support the development priorities at local and national levels,

and assure appropriate resettlement and rehabilitation of communities who have been displaced owing to their business operations.

4. Businesses operating in regions that are underdeveloped should be especially sensitive to local concerns.

Principle 9: Businesses should engage with and provide value to their customers and consumers in a responsible manner

1. Businesses, while serving the needs of their customers, should take into account the overall well-being of the customers and that of society.

2. Businesses should ensure that they do not restrict the freedom of choice and free competition in any manner while designing, promoting and selling their products.

3. Businesses should disclose all information truthfully and factually, through labelling and other means, including the risks to the individual, to society and to the planet from the use of the products, so that the customers can exercise their freedom to consume in a responsible manner. Where required, businesses should also educate their customers on the safe and responsible usage of their products and services.

4. Businesses should promote and advertise their products in ways that do not mislead or confuse the consumers or violate any of the principles in these Guidelines.

5. Businesses should exercise due care and caution while providing goods and services that result in over exploitation of natural resources or lead to excessive conspicuous consumption.

6. Businesses should provide adequate grievance handling mechanisms to address customer concerns and feed.

Sudhir Rao Hoshing
Joint Managing Director

Corporate Governance Report

A. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Your Company's Corporate Governance system is based on certain key principles, including fairness and integrity, transparency and disclosure, accountability, equal treatment to all the stakeholders and social responsibility. Your Company believes that Corporate Governance extends beyond corporate laws. Its fundamental objective is not merely to fulfill legal requirements, but also the institution of and adherence to systems and procedures, ensuring the commitment of the Board of Directors in managing the Company's affairs in a transparent manner to maximise the long-term value of the stakeholders at large.

Your Company has adopted an appropriate Corporate Governance framework to ensure timely and accurate disclosure on all material matters including the financial position, performance, ownership and governance of the Company.

Your Company's policies and practices relating to the Corporate Governance are discussed in the following sections:

B. BOARD OF DIRECTORS

(i) Board Membership Criteria

The members of the Board of Directors of your Company are expected to possess the required expertise, skill and experience to effectively manage and direct your Company to attain its organisational goals. They are expected to be persons with vision, leadership qualities, proven competence and integrity, and with a strategic bent of mind.

Each member of the Board of Directors of your Company is expected to ensure that his/ her personal interest does not run in conflict with your Company's interests. Moreover, each member is expected to use his/her professional judgment to maintain both the substance and appearance of independence and objectivity.

(ii) Composition of the Board

The Board of Directors of your Company has an optimum combination of Executive and Non-executive Directors to have a balanced Board Structure. The Board has Eight Directors, and except the Managing Directors and Wholetime Directors, all other Four Non-executive Directors are Independent Directors of the Company. The Chairman of the Board of Directors of your Company is a Non-Independent Director.

The composition of the Board of Directors of your Company as on March 31, 2017 is as follows:

Name of Director	Category of Director	Relationship with other Directors	No. of Directorships in other companies#	No. of other Board Committee(s) of which he / she is a Member*	No. of other Board Committee(s) of which he / she is a Chairperson*
Mr. Virendra D. Mhaiskar DIN: 00183554	Chairman & Managing Director (Promoter)	Husband of Mrs. Deepali V. Mhaiskar	2	1	1
Mr. Sudhir Rao Hoshing DIN: 02460530	Non-Independent and Joint Managing Director	None	9	None	2
Mr. Mukeshlal Gupta DIN: 02121698	Non-Independent and Executive Director	None	6	2	2
Mrs. Deepali V. Mhaiskar DIN: 00309884	Non-Independent and Executive Director (Promoter)	Wife of Mr. Virendra D. Mhaiskar	2	None	None

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Name of Director	Category of Director	Relationship with other Directors	No. of Directorships in other companies#	No. of other Board Committee(s) of which he / she is a Member*	No. of other Board Committee(s) of which he / she is a Chairperson*
Mr. Suresh G. Kelkar^ DIN: 01784048	Non-independent and Non-executive Director	Father of Mrs. Deepali V. Mhaiskar	None***	None***	None***
Mr. Govind G. Desai@ DIN: 00140853	Independent and Non-executive Director	None	5***	2***	None***
Mr. Chandrashekhar S. Kaptan DIN: 01643564	Independent and Non-executive Director	None	7	7	None
Mr. Sunil H. Talati DIN: 00621947	Independent and Non-executive Director	None	4	1	2
Mr. Sandeep J. Shah DIN: 00917728	Independent and Non-executive Director	None	12	6	2
Mr. Sunil Tandon DIN: 00874257	Independent and Non-executive Director	None	5	None	None
Mr. Bajrang Lal Gupta $ DIN: 07175777	Independent and Non-Executive Director	None	10***	None***	None***

Number of Directorship in other Companies excludes directorship in Section 8 Companies & Foreign Companies, if any.
* This includes membership of Audit Committee and Stakeholders' Relationship Committee in other companies.
^ Mr. Suresh G. Kelkar resigned w.e.f. July 27, 2016
@ Mr. Govind G. Desai resigned w.e.f May 19, 2016
$ Mr. Bajrang Lal Gupta resigned w.e.f. August 01, 2016
***As per last disclosure made by Mr. Suresh G. Kelkar, Mr. Govind G. Desai and Mr. B. L. Gupta.

(iii) Board Meetings / Annual General Meeting

For the period ended March 31, 2017, the Board of Directors of your Company met six times on May 19, 2016; August 11, 2016; September 23, 2016; November 22, 2016; January 25, 2017 and March 30, 2017.

Further, circular resolution was passed by the Board of Directors on September 01, 2016.

The Annual General Meeting of the Financial Year ended on March 31, 2016 was held on September 23, 2016.

Details regarding the attendance of the Directors at the Board Meetings and the Annual General Meeting held during the period ended March 31, 2017, are provided in the following table:

Director	No. of Board Meetings Attended	Whether AGM Attended (Yes/No)
Mr. Virendra D. Mhaiskar	5	Yes
Mr. Mukeshlal Gupta	4	Yes
Mrs. Deepali V. Mhaiskar	5	Yes
Mr. Suresh G. Kelkar^	1	NA
Mr. Govind G. Desai@	1	NA
Mr. Chandrashekhar S. Kaptan	5	Yes
Mr. Sunil H. Talati	6	Yes
Mr. Sunil Tandon	5	Yes
Mr. Sandeep J. Shah	6	Yes
Mr. Bajrang Lal Gupta$	1	NA
Mr. Sudhir Rao Hoshing	5	No

^ Mr. Suresh G. Kelkar resigned w.e.f. July 27, 2016
@ Mr. Govind G. Desai resigned w.e.f. May 19, 2016
$ Mr. Bajrang Lal Gupta resigned w.e.f. August 01, 2016

(iv) Membership Term

According to your Company's Articles of Association, at every Annual General Meeting, one-third of the Directors excluding Independent Directors, for the time being are liable to retire by rotation or, if their number is not three or a multiple of three, then the number nearest to one-third, shall retire from office. The Directors to retire by rotation at every Annual General Meeting shall be those who have been longest in office since their last appointment. However, as between persons who became Director on the same day and those who are to retire shall (unless they otherwise agree among themselves) be determined by lot. A retiring Director shall be eligible for re-appointment.

(v) Code of Conduct

Your Company's Board of Directors has prescribed a Code of Conduct for all Board Members and the Company's Senior Management. The Code of Conduct is available on your Company's website www.irb.co.in

All the Board Members and the Senior Management Personnel of your Company have affirmed their compliance with the Code of Conduct for the year ended March 31, 2017. A declaration to this effect as signed by the Chief Executive Officer(s) is given below:

This is to certify that, in line with the requirement of Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, all the Directors of the Board and Senior Management Personnel have solemnly affirmed that to the best of their knowledge and belief, they have complied with the provisions of the Code of Conduct during the financial year 2016-17.

Sd/-	Sd/-
Ajay P. Deshmukh	Dhananjay K. Joshi
(CEO)	(CEO)

Meeting of Independent Directors:

The separate meeting of Independent Directors of the Company as per the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, was held on January 25, 2017, without the attendance of Non-Independent Directors and the members of the management. All the Independent Directors were present at the meeting.

Performance Evaluation of Directors:

The Nomination and Remuneration Committee lays down the criteria for performance evaluation of Independent Directors and other Directors, Board of Directors and Committees of the Board of Directors pursuant to the provisions of the Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

i. Attendance at Board Meetings and Board Committee Meetings.
ii. Quality of contributions to Board/Committees deliberations.
iii. Strategic perspectives or inputs regarding future growth of Company and its performance.
iv. Providing perspectives and feedback going beyond information provided by the management.
v. Commitment to shareholders and other Stakeholders interests.

The evaluation involves Self-Evaluation by the Board Member and subsequently assessment by the Board of Directors. A member of the Board does not participate in the discussion of his / her evaluation.

Familiarisation Programme for Independent Directors

The Board of Directors has established Familiarisation Programmes for all the Independent Directors as per the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The main objective of the Programme is to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc., through various programmes and the same is available on the website of the Company i.e., www.irb.co.in.

C. BOARD COMMITTEES

In compliance with both the mandatory and non-mandatory requirements under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable laws, your Company's Board of Directors constituted the following Committees:

i) Audit Committee;
ii) Nomination and Remuneration Committee;
iii) Stakeholders' Relationship Committee;
iv) Corporate Social Responsibility Committee;
v) Management Administration & Share Transfer Committee;

vi) INVIT Committee;
vii) Offering Committee for QIP; and
viii) IPO Committee.

The Chairman of the Board, in consultation with the Company Secretary and the respective Chairman of these Committees, determines the frequency of the meetings of these Committees. The recommendations of the Committees are submitted to the Board for approval.

The Board of Directors has also adopted the following policies in line with the requirement of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 for the effective and defined functioning of the respective Committees of the Board:

a) Whistle Blower Policy (Vigil mechanism)
b) Evaluation Policy;
c) Internal Financial Control Policy;
d) Related Parties Transactions Policy;
e) Policy for determining material subsidiaries;
f) Remuneration Policy;
g) Risk Management Policy;
h) Corporate Social Responsibility Policy;
i) Criteria for appointment of Directors;
j) Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders;
k) Policy for Determination of materiality of information;
l) Succession Policy;
m) Policy for Preservation of Documents;
n) Group Sustainability, Environment and Safety Policy;
o) Archival Policy; and
p) Dividend Distribution Policy.

Relevant policies are available on the website of the Company (www.irb.co.in).

(i) Audit Committee

The Audit Committee of the Board of Directors of your Company was reconstituted on May 19, 2016 due to resignation of Mr. Govind G. Desai.

After reconstitution, the composition of Audit Committee consists of the following members viz.:

1) Mr. Sunil H. Talati, Chairman
2) Mr. Sandeep J. Shah, Member
3) Mr. B L Gupta, Member
4) Mr. Virendra D. Mhaiskar, Member

Further, the Audit Committee of the Board of Directors of your Company was reconstituted on August 11, 2016 due to resignation of Mr. B. L. Gupta.

The Composition of Audit Committee as on March 31, 2017 consists of the following members viz.:

1) Mr. Sunil H. Talati, Chairman
2) Mr. Sandeep J. Shah, Member
3) Mr. Chandrashekhar S. Kaptan, Member
4) Mr. Virendra D. Mhaiskar, Member

The Company Secretary acts as the Secretary of the Audit Committee.

The composition, role, terms of reference as well as powers of the Audit Committee are in accordance with the Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013.

The brief terms of reference of the Audit Committee, inter alia, includes overseeing of the Company's financial reporting process, reviewing the financial statements with the Management, recommending appointment / re-appointment of auditors, fixation of audit fees, reviewing the adequacy of internal audit function, holding periodic discussions with auditors about their scope and adequacy of internal control systems, discussing on any significant findings made by Internal Auditor's and following it up with action. The Committee also reviews information prescribed under Regulation 18(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The detailed terms of reference of Audit Committee are available on your Company's website www.irb.co.in

The Company's Audit Committee met 5 times for the period ended March 31, 2017 viz. May 19, 2016; August 11, 2016; November 22, 2016; January 25, 2017 and March 30, 2017.

The following table presents the details of attendance at the Audit Committee meetings held during the period ended March 31, 2017:

Members	No. of Meetings Attended
Mr. Sunil H. Talati	5
Mr. Sandeep J. Shah	5
Mr. Chandrashekhar S. Kaptan*	3
Mr. Virendra D. Mhaiskar	4
Mr. B.L. Gupta^	0
Mr. Govind G. Desai#	1

* Mr. Chandrashekhar S. Kaptan was inducted as member w.e.f. August 11, 2016.

^ Mr. B.L. Gupta resigned from the Board of Directors w.e.f. August 01, 2016.

Mr. Govind G. Desai resigned from the Board of Directors w.e.f. May 19, 2016.

(ii) Nomination and Remuneration Committee

The Nomination and Remuneration Committee of the Board of Directors of your Company was reconstituted on May 19, 2016.

After such reconstitution, the composition of Nomination and Remuneration Committee consists of the following members viz.:

1) Mr. Chandrashekhar S. Kaptan, Chairman
2) Mr. Virendra D. Mhaiskar, Member
3) Mr. B. L. Gupta, Member

Further, the Nomination and Remuneration Committee of the Board of Directors of your Company was reconstituted on August 11, 2016 due to resignation of Mr. B. L. Gupta.

The composition of Nomination and Remuneration Committee as on March 31, 2017 consists of the following members viz.:

1) Mr. Chandrashekhar S. Kaptan, Chairman
2) Mr. Virendra D. Mhaiskar, Member
3) Mr. Sandeep J. Shah, Member

The Company Secretary acts as the Secretary of the Committee.

The Nomination and Remuneration Committee meeting was held on May 19, 2016 for the period ended March 31, 2017. All the members of committee were present in the said meeting.

The brief terms of reference of the Nomination and Remuneration Committee are as follows:

To determine, persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance, formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees and to function in accordance with requirements of the Corporate Governance, as stipulated in Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and shall have all powers as mentioned in the said Regulation.

Remuneration Policy

The Nomination and Remuneration Committee has laid down the criteria for determining qualifications, positive attributes and independence of a person proposed to be appointed as a Director and recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees. The Nomination & Remuneration Policy is annexed to Board's Report.

The Policy ensures –

(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

Remuneration paid to Non-executive Directors:

The Non-executive Directors of your Company are paid remuneration by way of sitting fees. Your Company pays sitting fees of ₹ 20,000/- per meeting to the Non-executive Directors for attending the meetings of the Committees of the Board and ₹ 50,000/- per meeting for attending the Board Meeting.

Details of Remuneration for the period ended March 31, 2017

Name of the Non-Executive Director	Sitting Fees (Amounts in ₹)
Mr. Chandrashekhar S. Kaptan	5,90,000
Mr. Sandeep J. Shah	4,60,000
Mr. Sunil H. Talati	4,00,000
Mr. Sunil Tandon	2,50,000
Mr. Govind G. Desai	1,10,000
Mrs. Deepali V. Mhaiskar	70,000
Mr. Suresh G. Kelkar	50,000
Mr. Bajrang Lal Gupta	50,000

As per the disclosures received from the Directors, except Mr. Sandeep J. Shah (holding 202 equity shares), none of the Company's Non-Executive Independent Directors hold any Equity Shares of the Company. Further, there are no pecuniary relationships or transactions of the Non-Executive Directors with the Company, except those disclosed in the Annual Report.

The remuneration of Executive Director/s is decided by the Board of Directors / Nomination & Remuneration Committee as per the Company's remuneration policy and within the overall ceiling approved by shareholders.

(Amount in ₹)

Name of Executive/ Whole-time Director (Period of Appointment)	Remuneration (including Performance Linked Incentive)
Mr. Mukeshlal Gupta (appointed w.e.f. February 01, 2012, for 3 years) Re-appointed w.e.f. from February 01, 2015 for 3 years	Salary including allowance not exceeding ₹ 7,53,649/- per month with an annual increment, not exceeding 20% in the monthly salary plus performance incentive not more than ₹ 3 Crores per annum based upon the progress of the work on the Company's projects.
Mr. Sudhir Rao Hoshing (appointed w.e.f. May 29, 2015 for 3 years)	Salary including allowance not exceeding ₹ 20,01,500/- per month with an annual increment not exceeding 20% in the monthly salary plus performance incentive not more than ₹ 1 Crore per annum based upon the progress of the work on the company's projects.
Mr. Virendra D. Mhaiskar (appointed w.e.f. September 7, 2007, for 5 years) Re-appointed w.e.f. from September 7, 2012 for 5 years	Salary including allowance not exceeding ₹ 43,86,971/- per month with an annual increment, not exceeding 20% in the monthly salary. Commission as may be approved by Board of Directors or Nomination and Remuneration Committee on yearly basis, subject to maximum of 3% of the net profits of the Company, calculated in accordance with Section 197 of the Companies Act, 2013.
Mrs. Deepali V. Mhaiskar (appointed w.e.f. May 19, 2016 for 5 years)	Salary including allowance not exceeding ₹ 32,49,608/- per month with an annual increment, not exceeding 20% in the monthly salary. Commission as may be approved by Board of Directors or Nomination and Remuneration Committee on yearly basis, subject to maximum of 3% of the net profits of the Company, calculated in accordance with Section 197 of the Companies Act, 2013.

None of the Directors are entitled to any benefit upon termination of their association with your Company. Further, the Disclosure with respect to the shares held by the Directors under Employee Stock Option is not applicable as the Company has not yet implemented any such scheme during the year.

(iii) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee of the Board of Directors of your Company was reconstituted on May 19, 2016, due to resignation of Mr. Govind G. Desai.

After reconstitution, the composition of Stakeholders' Relationship Committee consists of the following members viz.:

1) Mr. Chandrashekhar S. Kaptan, Chairman
2) Mr. Virendra D. Mhaiskar, Member
3) Mr. B. L. Gupta, Member

Further, the Stakeholders' Relationship Committee of the Board of Directors of your Company was reconstituted on August 11, 2016, due to resignation of Mr. B. L. Gupta.

The composition of the Stakeholders' Relationship Committee as on March 31, 2017 consists of the following members viz.:

1) Mr. Chandrashekhar S. Kaptan, Chairman
2) Mr. Virendra D. Mhaiskar, Member
3) Mr. Sandeep J. Shah, Member

The Company Secretary acts as the Secretary of the Committee.

The Stakeholders' Relationship Committee met 4 times for the period ended March 31, 2017 viz. on May 19, 2016; August 11, 2016; November 22, 2016 and January 25, 2017.

The following table presents the details of attendance at the Stakeholders' Relationship Committee meetings for the period ended March 31, 2017:

Members	No. of Meetings Attended
Mr. Sandeep J. Shah*	3
Mr. Chandrashekhar S. Kaptan	3
Mr. Virendra D. Mhaiskar	4
Mr. B.L. Gupta^	0
Mr. Govind G. Desai#	1

^ Mr. B.L. Gupta was resigned from the Board of Directors w.e.f. August 01, 2016.

Mr. Govind G. Desai resigned from the Board of Directors w.e.f. May 19, 2016.

* Mr. Sandeep J. Shah was inducted as member w.e.f. August 11, 2016.

Status report on number of shareholder complaints/requests received and replied by the Company for the financial year 2016-17:

Sl.	Complaints	Pending at the beginning of the year	Received during the year	Disposed of during the year	Unresolved at the end of the year
1.	Status of applications lodged for Public issue(s)	0	0	0	0
2.	Non receipt for Electronic Credits	0	1	1	0
3.	Non-receipt of Refund Order	0	1	1	0
4.	Non-receipt of Dividend Warrants	0	64	64	0
5.	Non-receipt of Annual Report	0	9	9	0
	Total	**0**	**75**	**75**	**0**

The brief terms of reference of the Stakeholders' Relationship Committee are as follows:

To look into and redress shareholders/investors grievances relating to transfer of shares, non-receipt of declared dividends, non-receipt of Annual Reports, all such complaints directly concerning the shareholders/investors as stakeholders of the Company, any such matters that may be considered necessary in relation to shareholders and investors of the Company and to appoint compliance officer for redressal of investor grievances and fix his responsibilities.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralised web based complaints redress system.

The salient features of this system are centralised database of all complaints, online upload of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

Your Company has been registered on SCORES and makes every effort to resolve all investor complaints received through SCORES or otherwise within the statutory time limit from the receipt of the complaint.

The Company reports the following details in respect to demat suspense account/unclaimed suspense account of equity shares, which were issued pursuant to the Company's public issue:

Particulars	Number of Shareholders	Number of Equity Shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year i.e. as on April 01, 2016	65	7500
Number of shareholders who approached listed entity for transfer of shares from suspense account during the year	2	120
Number of shareholders to whom shares were transferred from suspense account during the year	2	120
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year i.e. as on March 31, 2017	63	7380

That the voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

(iv) Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility Committee of the Board of Directors of your Company was reconstituted on May 19, 2016, due to resignation of Mr. Govind G. Desai.

After reconstitution, the Composition of CSR Committee consists of the following members viz.:

1) Mr. Virendra D. Mhaiskar - Chairman
2) Mrs. Deepali V. Mhaiskar - Member
3) Mr. B.L. Gupta – Member

Further, the CSR Committee of the Board of Directors of your Company was reconstituted on August 11, 2016, due to resignation of Mr. B. L. Gupta.

The composition of the CSR Committee as on March 31, 2017 consists of the following members viz.:

1) Mr. Virendra D. Mhaiskar - Chairman
2) Mrs. Deepali V. Mhaiskar - Member
3) Mr. Sandeep J. Shah – Member

No meeting of the CSR Committee was held during the period ended March 31, 2017. However, the members of CSR Committee passed the circular resolution on July 30, 2016 and September 30, 2016. The detail of the CSR activities of the Company is provided in the Board's Report and placed on the website of the Company.

The terms of reference of CSR Committee inter-alia includes:

(a) formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013;
(b) recommend the amount of expenditure to be incurred on the activities referred to in clause (a); and
(c) monitor the CSR Policy of the company from time to time.

(v) Management, Administration & Share Transfer Committee:

The Company's Board of Directors formed a Management, Administration and Share Transfer Committee to approve the routine management and operational transactions, including such transactions/ activities peculiar for conducting the business of an Infrastructure Company.

The Management, Administration and Share Transfer Committee of the Board of Directors of your Company was reconstituted on January 25, 2017.

The composition of the Management, Administration and Share Transfer Committee as on March 31, 2017 consists of the following members viz.:

1) Mr. Virendra D. Mhaiskar, Chairman
2) Mrs. Deepali V. Mhaiskar, Member
3) Mr. Chandrashekhar S. Kaptan, Member
4) Mr. Sudhir Rao Hoshing, Member

For the period ended March 31, 2017, the members of the Committee met 28 times on April 01, 2016; April 07, 2016; April 28, 2016; May 04, 2016; June 18, 2016; July 05, 2016; August 03, 2016; August 25, 2016; September 23, 2016; October 04, 2016; October 08, 2016; October 14, 2016; October 19, 2016; October 28, 2016; November 10, 2016; November 18, 2016; December 10, 2016; December 15, 2016; January 02, 2017; January 13, 2017; January 19, 2017; January 30, 2017; February 18, 2017; March 02, 2017; March 14, 2017; March 23, 2017; March 27, 2017 and March 29, 2017.

The following table presents the details of attendance at the Management Administration and Share Transfer Committee meetings held for period ended March 31, 2017.

Members	No. of Meetings Attended
Mr. Virendra D. Mhaiskar	27
Mrs. Deepali V. Mhaiskar	27
Mr. Chandrashekhar S. Kaptan	12
Mr. Sudhir Rao Hoshing*	6

* inducted as a Member w.e.f. January 25, 2017.

(vi) INVIT Committee

The Company's Board of Directors formed INVIT Committee for formation and carrying out other activities related to Infrastructure Investment Trust.

The INVIT Committee of the Board of Directors of your Company was reconstituted on September 01, 2016.

The INVIT Committee consists of the following members as on March 31, 2017:

1) Mr. Virendra D. Mhaiskar - Chairman
2) Mrs. Deepali V. Mhaiskar - Member
3) Mr. Sudhir Rao Hoshing - Member
4) Mr. Mukeshlal Gupta – Member

The INVIT Committee met 4 times for the period ended March 31, 2017 viz. on August 03, 2016; August 29, 2016; September 07, 2016 and February 13, 2017.

The following table presents the details of attendance at the INVIT Committee meetings held for the period ended March 31, 2017.

Members	No. of Meetings Attended
Mr. Virendra D. Mhaiskar	4
Mrs. Deepali V. Mhaiskar	4
Mr. Sudhir Rao Hoshing	4
Mr. Mukeshlal Gupta*	2

* inducted as a Member w.e.f. September 01, 2016

(vii) Offering Committee for QIP

The Offering Committee for QIP of the Board of Directors of your Company as on March 31, 2017 consists of the following Members:

1) Mr. Virendra D. Mhaiskar, Chairman
2) Mrs. Deepali V. Mhaiskar, Member

No meeting of the Offering Committee for QIP was held for the period ended March 31, 2017.

(viii) IPO Committee

The IPO Committee of the Board of Directors of your Company as on March 31, 2017 consists of the following Members:

1) Mr. Virendra D. Mhaiskar, Chairman
2) Mrs. Deepali V. Mhaiskar, Member

No meeting of the IPO Committee was held for the period ended March 31, 2017.

D. GENERAL BODY MEETING

Details of your Company's last three Annual General Meetings are presented in the following table:

Nature of Meeting	Date & Time	Venue	Details of Special Resolution passed
Sixteenth Annual General Meeting	September 09, 2014 3.00 p.m.	Birla Matushri Sabhagar, 19, Marine Lines, Mumbai - 400 020.	1. Entering into EPC and O&M Contract with Subsidiaries. 2. To provide security / guarantee to lenders of the Subsidiaries. 3. To source/ buy and provide/ sale inputs or materials to the Subsidiaries on cost to cost basis. 4. To allow the Subsidiaries to avail Bank Guarantee limits out of the limits sanctioned to the Company on cost to cost basis. 5. To provide loans to the Subsidiaries. 6. To provide Guarantees to the lenders of the Subsidiaries. 7. To provide securities to the lenders of the Subsidiaries.
Seventeenth Annual General Meeting	September 23, 2015 11.00 a.m.	Birla Matushri Sabhagar, 19, Marine Lines, Mumbai - 400 020.	None
Eighteenth Annual General Meeting	September 23, 2016 04.00 p.m.	Megarugas, Plot No. 9/10, Saki Vihar Road, Opp. Chandivali Studio, Near Raheja Vihar Complex, Mumbai – 400 072	1. Appointment of Mr. Sunil Tandon as an Independent Director 2. Increase in borrowing power under Section 180(1)(c) of the Companies Act, 2013.

Postal Ballot

No resolution was passed through Postal ballot during the financial year 2016-17.

E. MEANS OF COMMUNICATION

1) The Company's corporate website www.irb.co.in consists of Investor Relations section, which provides comprehensive information to the Shareholders.

2) Quarterly and Annual Financial results are published in leading English and Marathi daily newspapers viz. The Times of India, Economic Times, Business Standard, Maharashtra Times and Sakal etc. The said results are also made available on the Company's website www.irb.co.in

3) The Company's Annual Report is e-mailed/ dispatched to all the Shareholders of the Company and also made available on the Company's website www.irb.co.in

4) The Company's Shareholding Pattern is filed on a quarterly basis with the Stock Exchanges and also displayed on the Company's website www.irb.co.in

5) Press Releases and Corporate Presentations are also displayed on the Company's website www.irb.co.in

F. GENERAL SHAREHOLDERS' INFORMATION

1. Annual General Meeting	
Date, Time and Venue	August 23, 2017, 3.00 p.m. at Megarugas, Plot No 9/10, Saki Vihar Road, Opp. Chandvali Studio, Near Raheja Vihar Complex, Andheri (East), Mumbai - 400 072, Maharashtra
2. Financial Year	Financial Year is April 1 to March 31 of the following year
Quarterly results will be declared as per the following tentative schedule:	
Financial reporting for the quarter ending June 30, 2017 Financial reporting for the half year ending September 30, 2017 Financial reporting for the quarter ending December 31, 2017 Financial reporting for the year ending March 31, 2018	First fortnight of August, 2017 First fortnight of November, 2017 First fortnight of February, 2018 First fortnight of May, 2018
3. Dates of Book Closure	Monday, August 21, 2017 to Wednesday, August 23, 2017 (both days inclusive)
4. Record date for Interim Dividends declared	February 03, 2017 (First Interim Dividend) June 07, 2017 (Second Interim Dividend)
5. Interim Dividend	First Interim Dividend: ₹ 2/- per equity share Second Interim Dividend: ₹ 3/ per equity share Total Dividend ₹ 5 per equity share for financial year 2016-17.
6. Interim Dividend Payment Date	First Interim Dividend payment date: February 13, 2017 Second Interim Dividend payment date: June 13, 2017
7. Listing on Stock Exchanges & Payment of Listing Fees	Your Company's shares are listed on: BSE Ltd. (BSE) Floor 27, P. J. Towers, Dalal Street, Mumbai – 400 001. National Stock Exchange of India Ltd. (NSE), Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400 051. Your Company has paid the annual listing fee for the Financial Year 2017-18 to both the exchanges.
8. Stock Code	BSE Ltd.: 532947; National Stock Exchange of India Ltd.: IRB; ISIN: INE821I01014
9. Registrars and Transfer Agents	Karvy Computershare Pvt. Ltd. (Unit: IRB Infrastructure Developers Ltd.) Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad – 500 032. Tel. : 040 6716 1500; Fax: 040 67161500 E-mail: einward.ris@karvy.com
10. Share Transfer System	The Board has delegated the power of Share Transfer to the MAS Committee of the Board of Directors.
11. Address for Correspondence	Mr. Mehul Patel Company Secretary & Compliance Officer IRB Infrastructure Developers Limited Wing – A, 2nd Floor, Office No. 201, Universal Business Park, Chandivali Farm Road, Off Saki Vihar Road, Mumbai – 400 072 Tel.: + 91 22 6733 6400; Fax: + 91 22 6733 6440 E-mail: grievances@irb.co.in
12. Dematerialisation of Shares and Liquidity	99.99% shares of your Company are held in the electronic mode as on March 31, 2017

13. Electronic Clearing Service (ECS)	Members are requested to update their bank account details with their respective depository participants (for shares held in the electronic form) or write to the Company's Registrars and Transfer Agents, M/s. Karvy Computershare Pvt. Ltd. (for shares held in the physical form).
14. Investor Complaints to be addressed to	Registrars and Transfer Agents or Mr. Mehul Patel, Company Secretary, at the addresses mentioned earlier.
15. Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion Date and likely impact on equity	The Company has not issued any GDRs/ADRs/ Warrants or any Convertible Instruments.
16. Plant Locations	The Company does not have any manufacturing plant.
17. Details of Suspension of Securities from trading if any	Not Applicable.

G. DISCLOSURES

i) Related Party Transactions

There have been no materially significant related party transactions, pecuniary transactions or relationships between your Company and the Directors, management, subsidiary or relatives, except for those disclosed in the financial statements for the year ended March 31, 2017 and as reported in the Directors' Report in terms of requirement under Section 134 of the Companies Act, 2013. The Policy for determining material subsidiaries and the policy on related party transaction is available on your Company's website www.irb.co.in

ii) Details of Non-Compliance

There has been no non-compliance of any legal requirements nor have there been any strictures imposed by any Stock Exchange or SEBI or any statutory authority on any matter related to Capital Markets during the last three years.

iii) Corporate Governance Report

Your Company has complied with all the mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has also complied with the non-mandatory requirements as specified in Part E of Schedule II.

iv) Whistle Blower Policy / Vigil Mechanism

Your Company has established a Vigil Mechanism (SPOC Policy) for directors and employees to report genuine concerns. The SPOC Policy is widely circulated for knowledge of the directors and employees.

We further confirm that no personnel has been denied access to the Audit Committee.

v) Management Discussion and Analysis Report

The Management Discussion and Analysis Report forms a part of the Annual Report and includes various matters specified under Regulation 34(3), and Para B of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vi) Certificate on Corporate Governance

The Practicing Company Secretary's certificate, with respect to compliance with Regulation 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Corporate Governance, has been annexed to the Directors' Report and will be sent to the Stock Exchanges at the time of filing the Company's Annual Report.

vii) Compliance Certificate

As per Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Compliance Certificate from the Chief Executive Officer and the Chief Financial Officer, on the Financial Statements and other matters of the Company for the Financial Year ended March 31, 2017, was placed before the Board.

viii) Risk Management

The Company has laid down procedures to inform Board Members about the Risk Assessment and minimisation procedure, which are periodically reviewed by the Board.

ix) Reconciliation of Share Capital Audit

As stipulated by SEBI, a Reconciliation of Share Capital Audit is carried out by an Independent Practicing Company Secretary on quarterly basis to confirm reconciliation of the issued and listed capital, shares held in dematerialised and physical mode and the status of the register of members.

x) Policy for determining material subsidiaries

The Company has disclosed the policy for determining material subsidiaries as per the requirement of Regulation 46(2)(h) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on its website: www.irb.co.in.

xi) Commodity Price Risks and Commodity Hedging Activities

Disclosure with respect to commodity price risks and commodity hedging activities are not applicable to the Company as the Company is engaged into Infrastructure development.

xii) Corporate Governance Requirements

The Company has complied with Corporate Governance Requirements specified under Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is also available on your Company's website: www.irb.co.in

xiii) As per SEBI Notification dated January 04, 2017, we hereby confirm that no employee including Key Managerial Personnel or Director or Promoter of the Company has entered into any agreement for himself or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

H. USAGE OF ELECTRONIC PAYMENT MODES FOR MAKING CASH PAYMENTS TO THE INVESTORS

SEBI, through its Circular No. CIR/MRD/DP/10/2013, dated March 21, 2013, has mandated the companies to use Reserve Bank of India (RBI) approved electronic payment modes, such as ECS [LECS (Local ECS) / RECS (Regional ECS) / NECS (National ECS)], NEFT and others to pay members in cash.

Recognising the spirit of the circular issued by the SEBI, Members whose shareholding is in the electronic mode are requested to promptly update change in bank details with the Depository through your Depository Participant for receiving dividends through electronic payment modes.

Members who hold shares in physical form are requested to promptly update change in bank details with the Company/ Registrar and Transfer Agents, M/s. Karvy Computershare Pvt. Ltd. (Unit: IRB Infrastructure Developers Ltd) for receiving dividends through electronic payment modes.

The Company has also sent reminders to encash unpaid/ unclaimed dividend and IPO refund amount as per records every year.

I. GREEN INITIATIVE

Your Company is concerned about the environment and utilises natural resources in a sustainable way. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17/2011 and 18/2011, dated April 21, 2011 and April 29, 2011, respectively, has allowed companies to send official documents to their shareholders electronically as a part of its green initiatives in corporate governance.

Recognising the spirit of the circular issued by the MCA, we henceforth propose to send documents like the Notice convening the general meetings, Financial Statements, Board's Report, Auditor's Report and others to the email address provided by you with the relevant depositories.

We request you to update your email address with your depository participant to ensure that the Annual Report and other documents reach you on your preferred email.

J. MARKET PRICE DATA FOR THE PERIOD ENDING MARCH 31, 2017

The market price data, i.e., monthly high and low prices of the Company's shares on BSE & NSE are given below:

Month	BSE		NSE	
	High Price (₹)	Low Price (₹)	High Price (₹)	Low Price (₹)
April, 2016	239.60	209.65	239.60	209.40
May, 2016	226.95	207.80	227.40	207.85
June, 2016	221.70	197.00	221.70	204.35
July, 2016	222.70	211.10	222.80	211.05
August, 2016	238.75	203.05	238.70	202.60
September, 2016	266.25	225.15	266.40	225.10
October, 2016	261.15	228.70	261.60	228.50
November, 2016	236.00	177.50	235.60	177.45
December, 2016	201.80	183.10	201.85	183.10
January, 2017	238.00	196.00	238.30	196.00
February, 2017	240.25	222.70	240.15	222.65
March, 2017	249.55	225.10	249.40	224.75

K. SHAREHOLDING PATTERN AS ON MARCH 31, 2017*

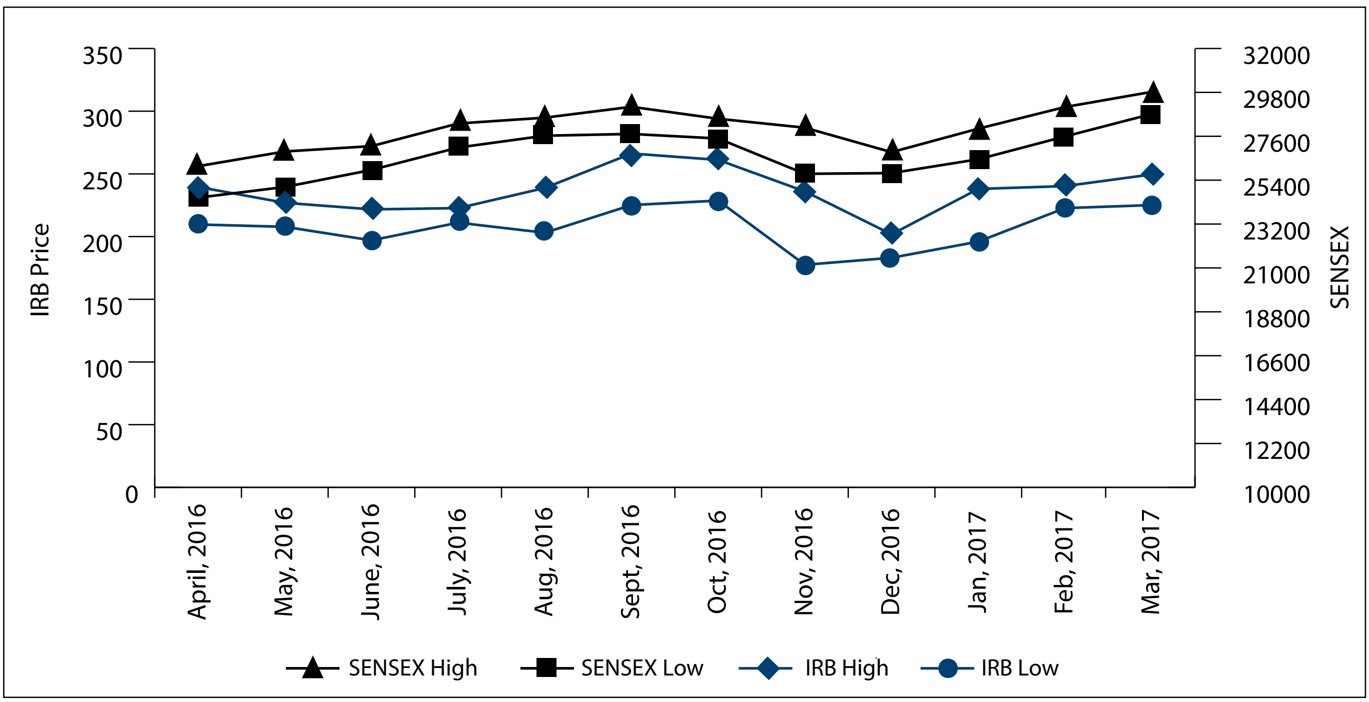
Sr. No.	Description	No. of Shareholders	No. of Shares	%
1.	Promoter and Promoter Group	6	20,16,30,613	57.37
2.	Public	86,109	14,98,19,387	42.63
3.	Non Promoter-Non Public	0	0	0
	TOTAL	**86,115**	**35,14,50,000**	**100.00**

*as filed with BSE

L. DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2017

Sr. No.	Category	No. of Shareholders	Total Shareholders (%)	Amount	Total Amount (%)
1	1 - 5,000	81,501	94.64	8,23,27,690	2.34
2	5,001 - 10,000	2,581	3.00	2,06,51,440	0.59
3	10,001 - 20,000	1,021	1.19	1,55,08,990	0.44
4	20,001 - 30,000	297	0.34	75,56,290	0.22
5	30,001 - 40,000	129	0.15	47,19,480	0.13
6	40,001 - 50,000	104	0.12	49,23,840	0.14
7	50,001 - 100,000	145	0.17	1,07,66,380	0.31
8	100,001 & Above	340	0.39	3,36,80,45,890	95.83
TOTAL		**86,118**	**100.00**	**3,51,45,00,000**	**100.00**

M. PERFORMANCE IN COMPARISON TO BSE SENSEX



N. DIVIDEND DISTRIBUTION POLICY

IRB Infrastructure Developers Ltd ("the Company"), being in infrastructure development, executes highway projects on BOT basis. The concession agreement and agreements with Project Lenders require the Company to infuse equity and provide financial support in terms of unsecured loans from time to time to the Project SPVs. Therefore, the dividend policy of the Company recognizes the Company's contracted obligations and also growth prospects in Infrastructure Sector. Subject to this, the Board shall endeavour to maintain the Dividend Payout Ratio (Dividend / Consolidated Net Profit after tax for the year) not more than 25%. This limit is subject to the availability of free cash flow.

It is pertinent to note that as per lending agreements, the Company/ SPVs have to maintain certain financial & reserve ratios. They are different for each borrower i.e. SPVs/ Company. It is always company's endeavor to remain complied with such conditions. However, in case the company exceed any such parameters/ ratios, lending agreement may restrict the company to distribute the dividend at the ratio stated above. In such case, Board may decide to declare dividend in a manner to remain compliant with the lending agreements/ arrangements/ its contracted obligations.

Declaration of dividend is dependent upon financial performance, the availability of free cash flow, company's projects and its prospects. However, company's plans to grow organically/ inorganically and various other economic and business conditions prevalent in the industry will play a significant role while considering declaration of dividend.

Since the company operates in capital intensive business, it is required to maintain healthy proportion of equity investment in its projects. The retained earnings will be deployed in meeting such requirements.

At present, the company has only one class of equity shares. It doesn't require adopting any different policy for other classes of shares.

The Board should evaluate the Company's dividend policy every 2-3 years.

To
The Members of
IRB INFRASTRUCTURE DEVELOPERS LIMITED

We have examined the compliance of conditions of Corporate Governance by **IRB INFRASTRUCTURE DEVELOPERS LIMITED** ("Company") for the year ended March 31, 2017, as stipulated in Regulation 17 to 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We have conducted our examination on the basis of the relevant records and documents maintained by the Company and furnished to us for the purpose of the review and the information and explanations given to us by the Company during the course of such review.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has in all material respect complied with the conditions of Corporate Governance as stipulated in the above Regulation.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For S. Anantha & Co.,
Company Secretaries

S. Anantha Rama Subramanian
Proprietor
C.P. No. 1925

Place: Mumbai
Date: May 30, 2017

Independent Auditor's Report

To the Members of IRB Infrastructure Developers Limited

Report on the Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of IRB Infrastructure Developers Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), comprising of the consolidated Balance Sheet as at March 31, 2017, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement, the consolidated Statement of Changes in Equity for the year ended, and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated Ind AS financial statements").

Management's Responsibility for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirement of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standard) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated Ind AS financial statements based on our audit. While conducting the 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 in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated 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 accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated 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 of the consolidated state of affairs of the Group as at March 31, 2017, their consolidated profit including other comprehensive income, their consolidated cash flows and consolidated statement of changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by Section 143 (3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We / the other auditors whose reports we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated Ind AS financial statements;

(b) In our opinion proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) The consolidated Balance Sheet, consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the consolidated Cash Flow Statement and consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements;

(d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2017 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies incorporated in India, none of the directors of the Group's companies incorporated in India is disqualified as on March 31, 2017 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting of the Holding Company and its subsidiary companies incorporated in India, refer to our separate report in **"Annexure 1"** to this report;

(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 and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries as noted in the 'Other matter' paragraph:

i. The consolidated Ind AS financial statements disclose the impact of pending litigations on its consolidated financial position of the Group – Refer Note 34 to the consolidated Ind AS financial statements;

ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2017.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries incorporated in India during the year ended March 31, 2017.

iv. The Holding Company, subsidiaries incorporated in India, have provided requisite disclosures in Note 47 to these consolidated Ind AS financial statements as to the holding of Specified Bank Notes on November 8, 2016 and December 30, 2016 as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on our audit procedures and relying on the management representation of the Holding Company regarding the holding and nature of cash transactions, including Specified Bank Notes, we report that these disclosures are in accordance with the books of accounts maintained by the Group entities and as produced to us by the Management of the Holding Company.

Other Matter

(a) We did not audit the financial statements and other financial information, in respect of 34 subsidiaries, whose Ind AS financial statements include total assets of ₹ 525,025.67 millions and net assets of ₹ 102,647.34 millions as at March 31, 2017, and total revenues of ₹ 56,409.17 millions and net cash inflows of ₹ 388.35 millions for the year ended on that date, before giving effect to elimination of intra-group transactions. These financial statement and other financial information have not been jointly audited by us and have been audited either individually or by other auditors as the case may be and whose financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the report(s) of such other auditors.

Our opinion above on the consolidated Ind AS financial statements, and our report on Other Legal and Regulatory Requirements above, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

For S.R. Batliboi & Co. LLP
ICAI FRN: 301003E/E300005
Chartered Accountants

per Amyn Jassani
Partner
Membership No.: 46447
Place: Mumbai
Date: May 30, 2017

For Gokhale & Sathe
ICAI FRN: 103264W
Chartered Accountants

per Jayant Gokhale
Partner
Membership No.: 33767
Place: Mumbai
Date: May 30, 2017

Annexure 1

To the Independent Auditor's Report of even date on the Consolidated Financial Statements of IRB Infrastructure Developers Limited

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

In conjunction with our audit of the consolidated financial statements of IRB Infrastructure Developers Limited as of and for the year ended March 31, 2017, we have audited the internal financial controls over financial reporting of IRB Infrastructure Developers Limited (hereinafter referred to as the "Holding Company") and its subsidiary companies, which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding 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. 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 the respective 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 Act.

Auditor's 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, both, issued by Institute of Chartered Accountants of India, and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. 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 judgement, 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 and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the 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 Holding Company, its subsidiary companies, which are companies incorporated in India, have, maintained 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 March 31, 2017, based on the internal financial control over financial reporting criteria established by the Holding 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.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting of the Holding Company, insofar as it relates to these 34 subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary incorporated in India.

For S.R. Batliboi & Co. LLP
ICAI FRN: 301003E/E300005
Chartered Accountants

per Amyn Jassani
Partner
Membership No.: 46447
Place: Mumbai
Date: May 30, 2017

For Gokhale & Sathe
ICAI FRN: 103264W
Chartered Accountants

per Jayant Gokhale
Partner
Membership No.: 33767
Place: Mumbai
Date: May 30, 2017

IRB INFRASTRUCTURE DEVELOPERS LTD

Consolidated Balance Sheet

as at March 31, 2017

(₹ in millions)

	Notes	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
ASSETS				
Non-current assets				
Property, plant and equipment	4	2,412.10	2,698.20	2,834.75
Capital work-in-progress	4	609.70	784.05	804.02
Goodwill on consolidation	4	1,115.40	1,120.84	1,126.28
Other Intangible assets	4	240,350.05	347,669.15	313,676.54
Intangible assets under development	4	67,454.34	39,414.40	47,549.25
Financial assets				
i) Investments	5	8.01	7.81	8.20
ii) Loans	7	56.73	50.03	55.28
iii) Other financial assets	8	893.53	883.66	849.68
Deferred Tax Assets (net)	9	3,854.86	3,377.40	2,550.19
Other non-current assets	10	293.51	242.83	468.09
Total non-current assets		**317,048.23**	**396,248.37**	**369,922.28**
Current Assets				
Inventories	11	3,527.09	3,088.41	2,598.50
Financial assets				
i) Investments	5	1,450.87	354.65	372.88
ii) Trade receivables	6	704.73	86.63	58.38
iii) Cash and cash equivalents	12	2,309.80	2,764.32	4,096.50
iv) Bank balance other than (iii) above	12a	10,766.80	12,243.47	11,201.87
v) Loans	7	47.40	62.71	48.39
vi) Other financial assets	8	1,205.62	2,159.21	903.69
Current tax assets (net)	13	537.83	443.20	611.07
Other current assets	14	1,974.64	4,208.55	3,968.29
Total current assets		**22,524.78**	**25,411.15**	**23,859.57**
Assets classified as held for sale	31	126,835.70	-	-
Total assets		**466,408.71**	**421,659.52**	**393,781.85**

Consolidated Balance Sheet

as at March 31, 2017

(₹ in millions)

	Notes	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
EQUITY AND LIABILITIES				
Equity				
Equity share capital	15	3,514.50	3,514.50	3,514.50
Other equity				
Securities premium	16	14,060.09	14,060.09	14,060.09
Other reserves	16	35,141.39	30,788.33	26,931.74
Equity attributable to equityholders of the parent		**52,715.98**	**48,362.92**	**44,506.33**
Non-controlling interests		-	355.00	350.51
Total equity		**52,715.98**	**48,717.92**	**44,856.84**
Non-current liabilities				
Financial liabilities				
i) Borrowings	17	120,896.71	132,839.69	111,177.92
ii) Other financial liabilities	19	158,755.58	206,115.69	211,616.75
Provisions	20	841.29	1,278.19	900.20
Deferred tax liabilities (net)	9	-	42.17	102.91
Total non-current liabilities		**280,493.58**	**340,275.74**	**323,797.78**
Current liabilities				
Financial liabilities				
i) Borrowings	17	9,308.01	11,887.13	6,290.55
ii) Trade payables	18	4,506.80	3,087.92	2,248.51
iii) Other financial liabilities	19	13,114.68	16,630.88	15,691.85
Provisions	20	86.72	92.00	41.37
Other current liabilities	21	3,632.23	669.50	457.79
Current tax liabilities (net)	22	491.96	298.43	397.16
Total current liabilities		**31,140.40**	**32,665.86**	**25,127.23**
Liabilities directly associated with assets classified as held for sale	31	102,058.75	-	-
Total liabilities		**413,692.73**	**372,941.60**	**348,925.01**
Total equity and liabilities		**466,408.71**	**421,659.52**	**393,781.85**
Summary of significant accounting policies	3			

The accompanying notes are an integral part of these Consolidated financial statements.

As per our report of even date
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Amyn Jassani
Partner
Membership No.: 46447

For Gokhale & Sathe
Chartered Accountants
ICAI Firm Registration No.: 103264W

per Jayant Gokhale
Partner
Membership No.: 33767

Place: Mumbai
Date: May 30, 2017

For and on behalf of the Board of Directors of
IRB Infrastructure Developers Limited

Virendra D. Mhaiskar
Chairman and Managing Director
DIN: 00183554

Deepali V. Mhaiskar
Director
DIN: 00309884

Anil D. Yadav
Chief Financial Officer

Mehul Patel
Company Secretary

Place: Mumbai
Date: May 30, 2017

Consolidated Statement of Profit and Loss Account

for the year ended March 31, 2017

(₹ in millions)

Particulars	Notes	Year ended March 31, 2017	Year ended March 31, 2016
Income			
Revenue from operations	23	58,459.36	51,279.45
Other income	24	1,231.72	1,271.61
Total income		**59,691.08**	**52,551.06**
Expenses			
Cost of material consumed		2,682.90	3,712.98
Road work and site expenses	25	20,183.90	16,825.33
Employee benefits expenses	26	2,726.19	2,465.06
Depreciation and amortisation expenses	27	8,547.90	8,533.43
Finance costs	28	13,327.25	10,639.18
Other expenses	29	2,383.51	1,673.47
Total expenses		**49,851.65**	**43,849.45**
Profit before tax		**9,839.43**	**8,701.61**
Tax expenses			
Current tax	30	3,672.74	3,164.49
Deferred tax	30	(987.52)	(858.24)
Total tax expenses		**2,685.22**	**2,306.25**
Profit after tax		**7,154.21**	**6,395.36**
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:			
Re-measurement of gains/(losses) on defined benefit plans (net of tax)		(9.82)	3.73
Other comprehensive income/(loss) for the year, net of tax		**(9.82)**	**3.73**
Total comprehensive income/(loss) for the year, net of tax:		**7,144.39**	**6,399.09**
Profit for the year		**7,154.21**	**6,395.36**
Attributable to:			
Equity holders		**7,154.74**	**6,390.87**
Non-controlling interests		(0.53)	4.49
Earnings per equity share	32		
Basic (Face value ₹ 10/- each)		20.36	18.18
Diluted (Face value ₹ 10/- each)		20.36	18.18
Summary of significant accounting policies	3		

The accompanying notes are an integral part of these Consolidated financial statements.

As per our report of even date
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Amyn Jassani
Partner
Membership No.: 46447

For Gokhale & Sathe
Chartered Accountants
ICAI Firm Registration No.: 103264W

per Jayant Gokhale
Partner
Membership No.: 33767

Place: Mumbai
Date: May 30, 2017

For and on behalf of the Board of Directors of
IRB Infrastructure Developers Limited

Virendra D. Mhaiskar
Chairman and Managing Director
DIN: 00183554

Deepali V. Mhaiskar
Director
DIN: 00309884

Anil D. Yadav
Chief Financial Officer

Mehul Patel
Company Secretary

Place: Mumbai
Date: May 30, 2017

Consolidated Statement of Changes in Equity

for the year ended March 31, 2017

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a. Equity Share Capital			
Equity shares of ₹ 10 each issued, subscribed and fully paid			
At the beginning of the year	3,514.50	3,514.50	3,514.50
Changes during the year	-	-	-
At the end of the year	**3,514.50**	**3,514.50**	**3,514.50**

b. Other Equity

(₹ in millions)

	Reserves and surplus				Items of Other comprehensive income (OCI)	Non Controlling Interest	Total
	Securities Premium	Capital Reserve	General reserve	Retained earnings	Re-measurement of net defined benefit plans		
As at April 1, 2015	**14,060.09**	**1,284.31**	**1,946.12**	**23,350.79**	**-**	**350.51**	**40,991.83**
Profit/(loss) for the year	-	-	-	6,386.38	-	4.48	6,390.86
Other comprehensive income for the year	-	-	-	-	3.73	-	3.73
Total comprehensive income for the year	**-**	**-**	**-**	**6,386.38**	**3.73**	**4.48**	**6,394.59**
Interim equity dividend	-	-	-	(2,108.70)	-	-	(2,108.70)
Tax on interim equity dividend	-	-	-	(429.29)	-	-	(429.29)
As at March 31, 2016	**14,060.09**	**1,284.31**	**1,946.12**	**27,199.18**	**3.73**	**355.00**	**44,848.43**
Profit/(loss) for the year	-	-	-	7,155.28	-	(0.54)	7,154.74
Other comprehensive income for the year	-	-	-	-	(9.82)		(9.82)
Total comprehensive income for the year	**-**	**-**	**-**	**7,155.28**	**9.82)**	**(0.54)**	**7,144.92**
Interim equity dividend	-	-	-	(702.90)	-	-	(702.90)
Tax on interim equity dividend	-	-	-	(143.09)	-	-	(143.09)
Acquisition of Non-controlling interests	-	-	-	(1,591.42)	-	(354.46)	(1,945.88)
As at March 31, 2017	**14,060.09**	**1,284.31**	**1,946.12**	**31,917.05**	**(6.09)**	**-**	**49,201.48**

Summary of significant accounting policies (refer note 3)

The accompanying notes are an integral part of these consolidated financial statements.

As per our report of even date
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Amyn Jassani
Partner
Membership No.: 46447

For Gokhale & Sathe
Chartered Accountants
ICAI Firm Registration No.: 103264W

per Jayant Gokhale
Partner
Membership No.: 33767

Place: Mumbai
Date: May 30, 2017

For and on behalf of the Board of Directors of
IRB Infrastructure Developers Limited

Virendra D. Mhaiskar
Chairman and Managing Director
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Chief Financial Officer

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Place: Mumbai
Date: May 30, 2017

Consolidated Statement of Cash Flows

for the year ended March 31, 2017

(₹ in millions)

Particulars		March 31, 2017	March 31, 2016
Cash flow from operating activities			
Profit before tax		9,839.43	8,701.61
Adjustment to reconcile profit before tax to net cash flows:			
Depreciation and amortisation		8,547.90	8,533.43
Resurfacing expenses		683.52	367.21
Net (gain) on sale of property, plant and equipment		(9.93)	(0.13)
Fair value gain on mutual funds		(18.30)	(1.42)
Net (gain) on sale of Investment		(54.28)	(20.95)
Finance cost		13,327.25	10,639.17
Interest income on fixed deposits		(1,012.17)	(1,026.06)
Interest income on others		(70.33)	(84.04)
Dividend income		(66.71)	(103.35)
Operating profit before working capital changes		**31,166.38**	**27,005.47**
Movement in working capital:			
Increase/(decrease) in trade payables		1,544.29	839.41
Increase/(decrease) in provisions		1.66	65.12
Increase/(decrease) in other financial liabilities		661.17	203.11
Increase/(decrease) in other liabilities		43.10	211.72
Decrease/(increase) in trade receivables		(626.79)	(28.24)
Decrease/(increase) in inventories		(438.68)	(489.91)
Decrease/(increase) in loans		7.23	(9.07)
Decrease/(increase) in other financial assets		730.17	(1,258.81)
Decrease/(increase) in other assets		2,110.31	(15.01)
Cash generated from operations		**35,198.84**	**26,523.79**
Taxes paid (net)		(3,105.95)	(3,125.06)
Net cash flow from operating activities	**(A)**	**32,092.89**	**23,398.73**
Cash flows from investing activities			
Purchase of property, plant and equipment including CWIP, intangible assets including intangible assets under development and capital advances		(27,799.71)	(31,591.03)
Proceeds from sale of property, plant and equipment		9.93	0.13
Proceeds from sale of non-current investments		72.34	22.75
Purchase of non-current investments		(2,389.00)	-
Proceeds from sale/ (purchase) of current investments		(1,384.89)	18.22
Investments in bank deposits (having original maturity of more than three months) (Net)		419.13	(1,041.58)
Interest received		1,023.32	1,048.37
Dividend received		66.71	103.35
Net cash flow (used in) investing activities	**(B)**	**(29,982.17)**	**(31,439.79)**

Consolidated Statement of Cash Flows

for the year ended March 31, 2017

(₹ in millions)

Particulars		March 31, 2017	March 31, 2016
Cash flows from financing activities			
Proceeds from non-current borrowings		37,602.33	29,385.76
Repayment of non-current borrowings		(18,684.57)	(11,380.94)
Proceeds/(Repayment) of current borrowings (net)		(2,579.12)	5,596.58
Finance cost paid		(17,508.91)	(14,354.54)
Dividend paid on equity shares		(702.90)	(2,108.70)
Tax on equity dividend paid		(143.09)	(429.29)
Net cash flows from/(used in) Financing activities	**(C)**	**(2,016.26)**	**6,708.87**
Net increase/(decrease) in cash and cash equivalents (A+B+C)		94.47	(1,332.18)
Cash and cash equivalents at the beginning of the year		2,764.32	4,096.50
Cash and cash equivalents at the end of the year (refer note 12)		**2,858.79**	**2,764.32**

Notes :

1. All figures in bracket are outflow.
2. Taxes paid are treated as arising from operating activities and are not bifurcated between investing and financing activities.
3. The Consolidated cash flow statement has been prepared under Indirect Method as per Ind AS 7 "Statement of Cash Flows".
4. The Company can utilise the balances only towards settlement of the respective unpaid dividend.

Summary of significant accounting policies (refer note 3)

The accompanying notes are an integral part of these Consolidated financial statements.

As per our report of even date
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Amyn Jassani
Partner
Membership No.: 46447

For Gokhale & Sathe
Chartered Accountants
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per Jayant Gokhale
Partner
Membership No.: 33767

Place: Mumbai
Date: May 30, 2017

For and on behalf of the Board of Directors of
IRB Infrastructure Developers Limited

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DIN: 00183554

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Chief Financial Officer

Mehul Patel
Company Secretary

Place: Mumbai
Date: May 30, 2017

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

1. Corporate Information

The Consolidated Financial Statements comprise of financial statements of IRB Infrastructure Developers Limited ('the Company' or 'the Holding Company') and its subsidiaries (collectively, "the Group") for the year ended March 31, 2017. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. Its share are listed on two recognised stock exchanges in India. The registered office is located at IRB Complex, Chandivli Farm, Chandivli Village, Andheri (E), Mumbai -72, Maharashtra.

The consolidated financial statements were authorised for issue in accordance with a resolution of the directors on May 30, 2017.

2. Basis of preparation

The financial statements of the Group have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended thereafter.

For all periods up to and including the year ended March 31, 2016, the Group has prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as 'Previous GAAP'). These financial statements for the year ended 31 March 2017 are the first Group has prepared in accordance with Ind AS. Refer to Note 52 for information on how the Group adopted Ind AS.

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities (refer accounting policy regarding financial instruments) which have been measured at fair value.

The consolidated financial statements are presented in Indian Rupee ('INR') which is also the Group's functional currency and all values are rounded to the nearest millions, except when otherwise indicated. Wherever the amount represented '0' (zero) construes value less than Rupees five thousand.

3. Summary of significant accounting policies

3.01 Basis of consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March 2017. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Subsidiaries are entities controlled by the Group. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

The financial statements of each of the subsidiaries used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended on 31 March.

Consolidation procedure:

i. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

ii. Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

iii. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full, except as stated in point (iv). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

iv. The Build, Operate and Transfer (BOT) / Design, Build, Finance, Operate and Transfer (DBFOT) contracts

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

are governed by Service Concession Agreements with government authorities (grantor). Under these agreements, the operator does not own the road, but gets "toll collection rights" against the construction services rendered. Since the construction revenue earned by the operator is considered as exchanged with the grantor against toll collection rights, revenue is recognised at fair value of construction services rendered and profit from such contracts is considered as realised.

Accordingly, BOT / DBFOT contracts awarded to group companies (operator), where work is subcontracted to fellow subsidiaries, the intra group transactions on BOT / DBFOT contracts and the profits arising thereon are taken as realised and not eliminated.

v. Non-controlling interests in the net assets of consolidated subsidiaries consists of :

a) The amount of equity attributed to non-controlling interests at the date on which investment in a subsidiary relationship came into existence;

b) The non-controlling interest share of movement in equity since the date parent subsidiary relationship came into existence;

c) Non-controlling interest share of net profit/ (loss) of consolidated subsidiaries for the year is identified and adjusted against the profit after tax of the Group.

vi. The following entities are considered in the Consolidated Financial Statements listed below:

Sr. No.	Name of Entity	Principal nature of activity	Proportion of ownership interest either directly or indirectly		
			As on March 31, 2017	As on March 31, 2016	As on April 1, 2015
	Subsidiaries and sub-subsidiaries:				
1	Ideal Road Builders Private Limited (IRBPL)	Infrastructure	100%	100%	100%
2	Mhaiskar Infrastructure Private Limited (MIPL)	Infrastructure	100%	100%	100%
3	Modern Road Makers Private Limited (MRMPL)	Infrastructure	100%	100%	100%
4	Aryan Toll Road Private Limited (ATRPL)	Infrastructure	100%	100%	100%
5	ATR Infrastructure Private Limited (ATRFL)	Infrastructure	100%	100%	100%
6	IRB Infrastructure Private Limited (IRBFL)	Infrastructure	100%	100%	100%
7	Thane Ghodbunder Toll Road Private Limited (TGTRPL)	Infrastructure	100%	100%	100%
8	IDAA Infrastructure Private Limited (IDAA)	Infrastructure	100%	100%	100%
9	Aryan Infrastructure Investments Private Limited (AIIPL)	Land Bank	100%	66%	66%
10	NKT Road and Toll Private Limited (NKT)	Infrastructure	100%	100%	100%
11	MMK Toll Road Private Limited (MMK) (Subsidiary of IRBPL)	Infrastructure	100%	100%	100%
12	IRB Surat Dahisar Tollway Private Limited (IRBSD)	Infrastructure	100%	100%	100%
13	IRB Kolhapur Integrated Road Development Company Private Limited (IRBK)	Infrastructure	100%	100%	100%
14	Aryan Hospitality Private Limited (AHPL)	Infrastructure	100%	100%	100%
15	IRB Sindhudurg Airport Private Limited (IRBSA)	Infrastructure	100%	100%	100%
16	IRB Pathankot Amritsar Toll Road Private Limited (IRBPA)	Infrastructure	100%	100%	100%
17	IRB Talegaon Amravati Tollway Private Limited (IRBTA)	Infrastructure	100%	100%	100%
18	IRB Jaipur Deoli Tollway Private Limited (IRBJD)	Infrastructure	100%	100%	100%

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

Sr. No.	Name of Entity	Principal nature of activity	Proportion of ownership interest either directly or indirectly		
			As on March 31, 2017	As on March 31, 2016	As on April 1, 2015
19	IRB Goa Tollway Private Limited (IRB Goa)	Infrastructure	100%	100%	100%
20	IRB Tumkur Chitradurga Tollway Private Limited (IRBTC)	Infrastructure	100%	100%	100%
21	MRM Highways Private Limited (Formerly "MRM Cement Private Limited") (Subsidiary of MRMPL)	Infrastructure	100%	100%	100%
22	IRB Ahmedabad Vadodara Super Express Tollway Private Limited (IRBAV)	Infrastructure	100%	100%	100%
23	MRM Mining Private Limited (Formerly "J J Patel Infrastructural and Engineering Private Limited") (Subsidiary of MRMPL)	Infrastructure	100%	100%	100%
24	IRB Westcoast Tollway Private Limited (IRB Westcoast)	Infrastructure	100%	100%	100%
25	MVR Infrastructure and Tollways Private Limited (MVR)	Infrastructure	100%	74%	74%
26	Solapur Yedeshi Tollway Private Limited (SYTPL)	Infrastructure	100%	100%	100%
27	Yedeshi Aurangabad Tollway Private Limited (YATPL)	Infrastructure	100%	100%	100%
28	Kaithal Tollway Private Limited (KTPL)	Infrastructure	100%	100%	100%
29	AE Tollway Private Limited (AETPL)	Infrastructure	100%	100%	-
30	Zozila Tunnel Project Private Limited (ZTPL)	Infrastructure	100%	100%	-
31	Udaipur Tollway Private Limited (UTPL) w.e.f October 6, 2016	Infrastructure	100%	-	-
32	CG Tollway Private Limited (CGTPL) w.e.f October 18, 2016	Infrastructure	100%	-	-
33	Kishangarh Gulabpura Tollway Private Limited (KGTPL) w.e.f. January 12, 2017	Infrastructure	100%	-	-
34	Modern Estate - Partnership Firm	Infrastructure	100%	-	-

All the above entities are incorporated in India.

3.02 Business combinations and goodwill

In accordance with Ind AS 101 provisions related to first time adoption, the Group has exercised exemption and elected not to apply Ind AS accounting for business combinations retrospectively.

The excess of cost to the group of its investments in subsidiary companies over its share of the equity of the subsidiary companies at the dates on which the investments in the subsidiary companies are made, is recognised as 'Goodwill' being an asset in the Consolidated Financial Statements. This Goodwill is tested for impairment at the close of each financial year. Alternatively, where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investment of the group, it is recognised as 'Capital Reserve' and shown under the head 'Reserves and Surplus', in the consolidated financial statements.

3.03 Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

3.04 Foreign currencies

The Company's financial statements are presented in INR, which is also the Company's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by each entity in the Group at their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

Exchange difference arising on non-current foreign currency monetary items related to acquisition of fixed assets are added/deducted from the cost of asset and amortised along with the construction cost.

The Group adjusts exchange differences arising on translation/settlement of non-current foreign currency monetary items pertaining to the acquisition of a depreciable asset to the cost of the asset and depreciates the same over the remaining life of the asset as the Group continues the policy under the Previous GAAP since it avails exemption under para D13AA of Ind AS 101.

3.05 Fair value measurement

The Group measures financial instruments, (refer note 43) at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, is the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's Management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

On an interim basis, the Management present the valuation results to the Audit Committee and the Group's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Disclosures for valuation methods, significant estimates and assumptions (note 43 and 44)

Financial instruments (including those carried at amortised cost) (note 5,6,7,8,12,17,18, 19, 43 and 44)

Quantative disclosure of fair value measurement hierarchy (note 44)

3.06 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised.

Contract revenue (construction contracts)

Contract revenue and contract cost associated with the construction of road are recognised as revenue and expenses respectively by reference to the stage of completion of the projects at the balance sheet date. The stage of completion of project is determined by the proportion that contract cost incurred for work performed upto the balance sheet date bear to the estimated total contract costs. Where the outcome of the construction cannot be estimated reliably, revenue is recognised to the extent of the construction costs incurred if it is probable that they will be recoverable. If total cost is estimated to exceed total contract revenue, the Group provides for foreseeable loss. Contract revenue earned in excess of billing has been reflected as unbilled revenue and billing in excess of contract revenue has been reflected as unearned revenue.

Group's operations involve levying of VAT on the construction work. Sales tax/ value added tax (VAT) is not received by the Group on its own account.

Operation and maintenance contracts

Revenue from maintenance contracts are recognised on pro-rata basis over the period of the contract as and when services are rendered.

Income from toll contracts

The income from Toll Contracts on BOT basis are recognised on actual collection of toll revenue (net of revenue share payable to NHAI) as per Concession Agreement.

Toll collection charges

Revenue is recognised on actual collection of toll revenue (net of amount paid to NHAI) as per the Supplementary agreement with NHAI.

Revenue from trading sales

Revenue from sale of goods is recognised in Statement of Profit and Loss when the significant risks and rewards in respect of ownership of the goods has been transferred to

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

the buyer as per the term of the respective sales order, and the income can be measured reliably and is expected to be received. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts, cash discounts and volume rebates.

Revenue from wind-mill power generation (Sale of electricity).

Revenue from wind-mill power generation is recognised when the electricity is delivered to electricity distribution Company at a common delivery point and the same is measured on the basis of meter reading.

Accounting for Claim

Claims are recognised as income to the extent it is measurable and it is not unreasonable to expect ultimate collection.

Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Dividends

Dividend is recognised when the Group's right to receive the payment is established, which is generally when shareholders approve the dividend.

3.07 Government Grants

Grants and subsidies from the Government are recognised when there is reasonable assurance that (i) the Group will comply with the conditions attached to them, and (ii) the grant / subsidy will be received.

Grant received are considered as a part of the total outlay of the construction project and accordingly, the same is reduced from the gross value of assets.

3.08 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the country where the Group operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purpose at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

  Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction. affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity .

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax as sets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in statement of profit and loss.

Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) paid as per Indian Income Tax Act, 1961 is in the nature of unused tax credit which can be carried forward and utilised when the Group will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future period. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

3.09 Property, plant and equipment

The Group exercised first time adoption under Ind AS 101 and has elected to continue with the carrying value of its “Property, plant and equipment" including corresponding obligation, as recognised in the financial statements as at the date of transition measured as per the previous GAAP and uses that as its deemed cost as at date of transition.

Property, plant and equipment are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.Any trade discount or rebates are deducted in arriving at the purchase price.

Depreciation is calculated on written down value method (WDV) using the useful lives as prescribed under the Schedule II to the Companies Act, 2013 or re-assessed by the Group. The Group has estimated the following useful lives for its tangible fixed assets:

Asset class	Useful life
Building	30 years
Plant & Machinery	9 years - 15 years
Office equipment	5 years
Computers	3 years
Servers	6 years
Vehicles	8 years
Furniture & fixtures	10 years

3.10 Intangible assets

The Group exercised first time adoption under Ind AS 101 and has elected to continue with the carrying value of its “Toll Collection Rights” (Intangible Assets) including corresponding obligation, as recognised in the financial statements as at the date of transition measured as per the previous GAAP and uses that as its deemed cost as at date of transition.

Toll collection rights are stated at cost, less accumulated amortisation and impairment losses if any. Cost includes:

a) For acquired Toll Collection Rights - Upfront payments towards acquisition and incidental expenses related thereto.

b) Toll Collection Rights are awarded by the grantor against construction service rendered by the

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Group on BOT / DBFOT basis - Direct and indirect expenses on construction of roads, bridges, culverts, infrastructure and other assets at the toll plazas.

c) Toll Collection Rights in lieu of premium - Undiscounted premium obligation over the concession period.

Amortisation

Toll Collection Rights are amortised over the period of concession, using revenue based amortisation as prescribed in the Schedule II to the Companies Act, 2013. Under this method, the carrying value of the rights is amortised in the proportion of actual toll revenue for the year to projected revenue for the balance toll period, to reflect the pattern in which the assets economic benefits will be consumed. At each balance sheet date, the projected revenue for the balance toll period is reviewed by the management. If there is any change in the projected revenue from previous estimates, the amortisation of toll collection rights is changed prospectively to reflect any changes in the estimates.

Intangible assets under development

Expenditure related to and incurred during implementation of project are included under "Intangible Assets under Development". The same will be transferred to the respective intangible assets on completion of project.

3.11 Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

3.12 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to 1 April 2015, the Group has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

Group as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the group is classified as a finance lease.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

3.13 Inventories

Inventories are valued as follows:

Construction materials, components, stores, spares and tools

Lower of cost and net realisable value. Cost is determined on first in first out basis and includes all applicable costs in bringing goods to their present location and condition.

Work-in-progress and finished goods

Lower of cost and net realisable value. Cost includes cost of direct materials and labour and a proportion of manufacturing overheads based on the normal operating capacity, but excluding borrowing costs. Cost is determined on weigted average basis.

Net realisable value is the estimated contract price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to complete the contract.

Land

Land of real estate business are valued at lower of cost and net realisable value.

Cost includes land, cost of acquisition, legal cost and all other cost to transfer the legal and beneficial ownership of land in the name of the Group.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

3.14 Assets held for sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met: (i) decision has been made to sell. (ii) the assets are available for immediate sale in its present condition. (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

3.15 Provisions

Provisions are recognised when the Group 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. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain.

The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

3.16 Premium Deferment

Premium Deferral (i.e. premium payable less paid after adjusting premium deferment) is aggregated under premium deferred obligation in the balance sheet. The interest payable on the above is aggregated under premium deferral obligation. Interest on premium deferral is capitalised during the construction period and thereafter charged to the statement of profit and loss.

3.17 Resurfacing expenses

As per the Concession Agreement, the Group is obligated to carry out resurfacing of the roads under concession. The Group estimates the likely provision required towards resurfacing and accrues the cost on a straight line basis over the period at the end of which resurfacing would be required, in the statement of profit and loss in accordance with Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets."

3.18 Contigent Liability and Contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

A contingent assets is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

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3.19 Retirement and other employee benefits

i. Defined contribution plan

Retirement benefits in the form of provident fund, Pension Fund and Employees state Insurance Fund are a defined contribution scheme and the contributions are charged to the Statement of profit and loss of the period when the employee renders related services. There are no other obligations other than the contribution payable to the respective authorities.

ii. Defined benefit plan

Gratuity liability for eligible employees are defined benefit obligation and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Obligation is measured at the present value of estimated future cash flows using discounted rate that is determined by reference to market yields at the balance sheet date on Government Securities where the currency and terms of the Government Securities are consistent with the currency and estimated terms of the defined benefit obligation.

Remeasurements, comprising of actuarial gains and losses excluding amounts included in net interest on the net defined benefit liability are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

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 to the net defined benefit liability or asset. The Group recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income

iii. Leave encashment

As per the leave encashment policy of the Group, the employees have to utilise their eligible leave during the calendar year and lapses at the end of the calendar year. Accrual towards compensated absences at the end of the financial year are based on last salary drawn and outstanding leave absence at the end of the financial year.

3.20 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss.

Debt instrument at FVTOCI

A 'debt instrument' is classified as at the FVTOCI if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

- The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Statement of profit and loss.Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as at FVTOCI, is classified as at FVTPL.

In addition, the Group may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The group has designated certain debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit and loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Group may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Group makes such election on an instrument-byinstrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Group's consolidated balance sheet) when:

- The rights to receive cash flows from The asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- Financial assets that are debt instruments and are measured as at FVTOCI
- Lease receivables under Ind AS 17

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- Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 18 (referred to as contractual revenue receivables' in these financial statements)
- Loan commitments which are not measured as at FVTPL
- Financial guarantee contracts which are not measured as at FVTPL

The Group follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables; and
- Other receivables

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument. -
- Cash flows from The sale of collateral held or other credit enhancements that are integral to The contractual terms
- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Group that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.

Loans and borrowings

This is the category most relevant to the Group. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit and loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings. For more information refer note 17.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

3.21 Derivative instrument

The Group uses derivative financial instruments, such as interest rate swaps to hedge its interest rate risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss.

3.22 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise's of cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, as they are considered an integral part of the Group's cash management.

3.23 Cash dividend to equity holders of the Company

The Group recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

3.24 Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset. unless the asset does not generate cash inflows that are largely independent of those from other assets or Group's of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Group bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Group's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Group extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this

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growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Group estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss.

Goodwill is tested for impairment annually as at 31 March and when circumstances indicate that the carrying value may be impaired.

Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than its carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets with indefinite useful lives are tested for impairment annually as at 31 March at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

3.25 Segment information

Based on “Management Approach” as defined in Ind AS 108 -Operating Segments, the Management evaluates the Group’s performance and allocates the resources based on an analysis of various performance indicators by business segments. Inter segment sales and transfers are reflected at market prices.

Unallocable items includes general corporate income and expense items which are not allocated to any business segment.

Segment Policies:

The Group prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Group as a whole. Common allocable costs are allocated to each segment on an appropriate basis.

3.26 Earnings per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3.27 Standard issued but not effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment'. The amendments are applicable to the Group from April 01, 2017.

Amendment to Ind AS 7:

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financial activities, to meet the disclosure requirement.

Amendment to Ind AS 102:

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards that include a net settlement feature in respect of withholding taxes.

The Group is evaluating the requirements of the amendment and the impact on the financial statements is being evaluated.

Note 4 : Property, Plant and Equipment and Capital work-in-progress

(₹ in millions)

	Land	Building	Plant and Machinery	Office Equipments	Computer	Vehicles	Furniture and Fixture	Capital work in progress	Total
Cost or deemed cost									
At 1 April 2015	85.42	277.96	2,233.52	25.91	33.64	128.95	49.35	804.02	3,638.77
Additions	15.23	43.23	363.05	9.73	12.92	67.40	13.54	-	525.10
Disposals/Adjustments	-	-	(52.64)	(10.02)	(30.78)	(30.81)	(3.17)	(19.97)	(147.39)
At 31 March 2016	**100.65**	**321.19**	**2,543.93**	**25.62**	**15.78**	**165.54**	**59.72**	**784.05**	**4,016.48**
Additions	-	51.47	87.91	5.84	60.79	129.11	2.83	-	337.95
Disposals/Adjustments	-	-	(1.12)	-	(1.14)	(54.77)	-	(174.35)	(231.38)
Assets held for sale (refer note 31)	(9.86)	-	(1.05)	(5.79)	(0.72)	(4.04)	(3.03)	-	(24.49)
At 31 March 2017	**90.79**	**372.66**	**2,629.67**	**25.67**	**74.71**	**235.84**	**59.52**	**609.70**	**4,098.56**
Depreciation									
Additions	-	60.70	491.01	13.89	19.93	47.54	16.21	-	649.28
Disposals/Adjustments	-	-	(44.49)	(9.48)	(29.50)	(28.80)	(2.78)	-	(115.05)
At 31 March 2016	**-**	**60.70**	**446.52**	**4.41**	**(9.57)**	**18.74**	**13.43**	**-**	**534.23**
At 1 April 2015									
Additions	-	42.56	433.15	10.94	34.70	86.53	12.88	-	620.76
Disposals/Adjustments	-	-	(1.03)	-	(0.56)	(64.03)	(0.10)	-	(65.72)
Assets held for sale (refer note 31)	-	-	(0.60)	(5.24)	(0.66)	(3.59)	(2.42)	-	(12.51)
At 31 March 2017	**-**	**103.26**	**878.04**	**10.11**	**23.91**	**37.65**	**23.79**	**-**	**1,076.76**
Net Book value									
At 31 March 2017	**90.79**	**269.40**	**1,751.63**	**15.56**	**50.80**	**198.19**	**35.73**	**609.70**	**3,021.80**
At 31 March 2016	100.65	260.49	2,097.41	21.21	25.35	146.80	46.29	784.05	3,482.25
At 1 April 2015	85.42	277.96	2,233.52	25.91	33.64	128.95	49.35	804.02	3,638.77

Net Book value	March 31, 2017	March 31, 2016	April 1, 2015
Property, Plant and Equipment	2,412.10	2,698.20	2,834.75
Capital work-in-progress	609.70	784.05	804.02

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Note 4 : Intangible Assets and Intangible Assets under development

Intangible Assets

(₹ in millions)

	Goodwill	Toll Collection Rights	Intangible Assets under development	Total
Cost or deemed cost				
At 1 April 2015				
Opening Balance	1,126.28	313,676.54	47,549.25	362,352.07
Additions	-	42,030.65	33,895.80	75,926.45
Deletions	-	-	(42,030.65)	(42,030.65)
Adjustments	-	729.32	-	729.32
At 31 March 2016	**1,126.28**	**354,977.87**	**39,414.40**	**395,518.55**
Additions	-	25,265.24	28,292.78	53,558.02
Deletions	-	(426.91)	(217.05)	(643.96)
Assets held for sale (refer note 31)	-	(133,500.57)	(35.79)	(133,536.36)
At 31 March 2017	**1,126.28**	**246,315.63**	**67,454.34**	**314,896.25**
Amortisation				
At 1 April 2015				
Additions	5.44	7,878.71	-	7,884.15
Deletions	-	(642.17)	-	(642.17)
Adjustments	-	72.18	-	72.18
At 31 March 2016	**5.44**	**7,308.72**	**-**	**307,582.09**
Additions	5.44	7,921.70	-	7,927.14
Deletions	-	(214.24)	-	(214.24)
Assets held for sale (refer note 31)	-	(9,050.60)	-	(9,050.60)
At 31 March 2017	**10.88**	**5,965.58**	**-**	**308,919.79**
Net Book value				
At 31 March 2017	**1,115.40**	**240,350.05**	**67,454.34**	
At 31 March 2016	1,120.84	347,669.15	39,414.40	
At 1 April 2015	1,126.28	313,676.54	47,549.25	

	March 31, 2017	March 31, 2016	April 1, 2015
Goodwill	1,115.40	1,120.84	1,126.28
Toll collection rights	240,350.05	347,669.15	313,676.54
Intangible assets under development	67,454.34	39,414.40	47,549.25

Notes:

1. Plant & Machinery includes aircraft which has gross block of ₹ 1,315.16 millions (March 31, 2016 ₹ 1,315.16 millions, April 1, 2015 ₹ 1,304.79 millions) and written down value of ₹ 497.75 millions (March 31, 2016 ₹ 577.77 millions, April 1, 2015 ₹ 659.11 millions).
2. Goodwill ₹ 1,115.57 millions (March 31, 2016 ₹ 1,115.57 millions, April 1, 2015 ₹ 1,115.57 millions) is on account of consolidation of subsidiaries.
3. During the year, exchange loss/(gain) differences to the extent of ₹ 261.20 millions (March 31, 2016 ₹ 620.02 millions, April 1, 2015 ₹ 430.96 millions) has been capitalised to intangible assets under development.
4. Grant received/receivable from NHAI amounting to ₹ 7,437.79 millions (March 31, 2016 ₹ Nil/-, April 1, 2015 ₹ 289.48 millions) has been deducted from Intangible assets under development.
5. Interest cost amounting to ₹ 4,896.90 millions (March 31, 2016 ₹ 3,987.08 millions, April 1, 2015 ₹ 3,920.47 millions) has been capitalised as per Ind AS -23 for Intangible assets and Intangible assets under development.
6. Net block of Toll Collection Rights includes unamortised portion of Toll Collection Rights in lieu of premium of ₹ 212,539.12 millions (March 31, 2016 ₹ 214,348.18 millions, April 1, 2015 ₹ 217,346.83 millions)
7. Tangible and Intangible assets are subject to first charge to secured long-term borrowings from the lenders.
8. Company has determined that goodwill on account of acquisition of subsidiaries has indefinite useful life. As at March, 2017 it is tested for impairment. The recoverable amount has been determined based on a value in use by calculating cash flow projections from financial projects. It was concluded that the fair value exceeds the value in use.

IRB INFRASTRUCTURE DEVELOPERS LTD

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Particulars	March 31, 2017				March 31, 2016			April 1, 2015		
	Face Value	No of Shares/ Units	Current	Non-current	No of Shares/ Units	Current	Non-current	No of Shares/ Units	Current	Non-current
FINANCIAL ASSETS										
Note 5 : Investments										
a) Investment in equity instruments (quoted)										
Fair Value Through Profit and Loss (FVTPL)										
- Union Bank of India	10	9,177	-	1.43	9,177	-	1.20	9,177	-	1.44
	-	-	-	**1.43**	-	-	**1.20**		-	**1.44**
b) Investments in Government or trust securities (unquoted) (at amortised cost)										
National saving certificates	-	-	-	0.17	-	0.05	0.21	-	-	0.26
	-	-	-	**0.17**	-	**0.05**	**0.21**		-	**0.26**
c) Other investments										
Unquoted (at amortised cost)										
Indian Highways Management Company Limited	10	555,370	-	5.55	555,370	-	5.55	555,370	-	5.55
Kalyan Janta Sahakari Bank Limited	10	70,100	0.10	0.60	70,100	0.10	0.60	70,100	-	0.70
Dombivali Nagri Sahakari Bank Limited	50	4,000	-	0.20	4,000	-	0.20	4,000	-	0.20
Janta Sahakari Bank	25	2,000	-	0.06	2,000	-	0.05	2,000	-	0.05
Sangali Urban Bank	15	2	-	-	2	-	-	2	-	-
Deemed investments	-	-	-	-	-	288.60	-	-	288.60	-
Purti Power and Sugar Limited	10	1,850,000	-	0.00	1,850,000	-	0.00	1,850,000	-	0.00
			0.10	**6.41**		**288.70**	**6.40**		**288.60**	**6.50**
d) Investments in Mutual Funds										
Quoted investments - Fair Value Through Profit and Loss (FVTPL)										
Canara Robeco Capital Protection Oriented Fund-Series 3		6,084,038	60.84	-	4,999,990	55.74	-	4,999,990	52.11	-
Canara Robeco Short Term Fund-Regular Growth		-	-	-	-	-	-	201,831	3.15	-
Canara Robeco Capital Protection Oriented Fund- Series 6 Regular Growth		1,119,769	11.20	-	-	-	-	-	-	-
Canara Robeco Capital Protection Oriented Fund-Series 6		1,038,270	10.38	-	999,990	10.16	-	-	-	-
Union KBC Small & Midcap Fund Regular Plan - Growth			-	-	-	-	-	249,990	3.04	-
Union KBC Asset Allocation Fund - Growth		-	-	-	-	-	-	20,050	0.26	-
LIC Nomura MF Savings Plus Fund - Daily Dividend		-	-	-	-	-	-	2,398,489	24.37	-
ICICI Prudential Liquid - Direct Plan - Daily Dividend		-	-	-	-	-	-	5,828	0.58	-
Birla Sun Life Cash Plus - Growth Direct Plan		630,607	6.31	-	-	-	-	-	-	-
Kotak Treasury Advantage Fund - Daily Dividend		-	-	-	-	-	-	76,336	0.77	-
PNB Principal Mutual Fund		35,178,974	1,011.98	-	-	-	-	-	-	-
SBI Magnum Insta Cash Fund – Direct Plan– Daily Dividend		208,989	350.06	-	-	-	-	-	-	-
			1,450.77	-		**65.90**	-		**84.28**	-
Total (a+b+c+d)	-	-	**1,450.87**	**8.01**	-	**354.65**	**7.81**	-	**372.88**	**8.20**
Aggregate book value of quoted investments	-	-	1,432.90	1.01	-	64.68	1.01	-	80.03	1.01
Market value of quoted investments	-	-	1,450.77	1.43	-	65.90	1.20	-	84.28	1.44
Aggregate amount of unquoted investments	-	-	0.10	6.58	-	288.75	6.61	-	288.60	6.76
Aggregate amount of impairment in value of investments	-	-	-	-	-	-	-	-	-	-

Refer note 43 for determination of fair value of investments

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Note 6 : Trade receivable			
Unsecured, considered good unless otherwise stated			
Others	704.73	86.63	58.38
Total	**704.73**	**86.63**	**58.38**
Less: Allowances for expected credit loss/bad and doubtful debt	-	-	-
Total	**704.73**	**86.63**	**58.38**

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.

No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person.

(₹ in millions)

	March 31, 2017		March 31, 2016		April 1, 2015	
	Current	Non-current	Current	Non-current	Current	Non-current
Note 7 : Loans						
(Unsecured, considered good, unless otherwise stated)						
Loans to employees	46.85	56.73	62.71	50.03	48.39	55.28
Loans to others	0.55	-	-	-	-	-
Total	**47.40**	**56.73**	**62.71**	**50.03**	**48.39**	**55.28**
Note 8 : Other financial assets						
(Unsecured, considered good, unless otherwise stated)						
Work in progress (uncertified)	395.75	-	111.08	-	70.75	-
Security and other deposits	3.94	75.86	35.74	62.74	5.68	68.86
Interest accrued on fixed deposits	120.60	-	179.78	-	210.49	-
Retention money receivable	-	-	1,316.05	-	-	6.70
Financial asset receivable - Fixed Deposits as Margin Money (with maturity more than 12 months)	-	810.45	-	805.39	-	758.43
Receivable from Government Authorities	604.28	7.22	486.90	15.53	560.30	15.69
Other receivable	81.05	-	29.67	-	56.47	-
Total	**1,205.62**	**893.53**	**2,159.21**	**883.66**	**903.69**	**849.68**

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Note 9 : Deferred tax assets			
Deferred Tax Liabilities (Net):			
Deferred tax liabilities:			
Difference in depreciation and other differences in block of Property, plant and equipment and Intangible assets as per tax books & financial books	-	42.17	102.91
Deferred tax assets:			
Effect of expenditure debited to profit and loss account in the current year but allowed for tax purposes in following years	-	-	-
Deferred Tax Liabilities (net)	**-**	**42.17**	**102.91**
Deferred Tax Assets:			
Deferred tax assets:			
MAT credit entitlement	4,284.79	3,457.18	2,760.86
Deferred tax liabilities:			
Difference in depreciation/amortisation and other differences	(429.93)	(79.78)	(210.67)
Deferred Tax Assets (net)	**3,854.86**	**3,377.40**	**2,550.19**
Movement in deferred tax assets			
Opening balance	3,377.40	2,550.19	2,550.19
(Charged)/Credited:			
- to profit or loss	477.46	827.21	-
- on defined benefit obligation	-	-	-
Closing balance	**3,854.86**	**3,377.40**	**2,550.19**
Note 10 : Other Non - Current Assets			
Capital advances	8.71	45.01	72.01
Advance to suppliers	11.81	30.72	53.23
Mobilisation advance	260.25	156.46	332.12
Deposit with Govt Authorities	0.37	3.90	-
Prepaid expenses	12.37	5.93	8.69
Un-amortised ancillary borrowing cost	-	0.81	2.04
Total	**293.51**	**242.83**	**468.09**
Note 11 : Inventories			
(valued at lower of cost and net realizable value)			
Construction raw material	1,460.38	1,628.03	1,143.62
Land	2,066.71	1,460.38	1,454.88
Total	**3,527.09**	**3,088.41**	**2,598.50**

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Note 12 : Cash and cash equivalents			
Cash and Bank balances			
Balances with banks:			
- on current accounts	1,653.55	1,628.52	1,613.07
- on trust, retention and other escrow accounts*	313.82	736.56	2,102.77
Cash on hand	153.01	248.22	183.55
on unpaid dividend account	5.85	6.06	4.46
Deposits with banks			
- Original maturity less than 3 months (Earmarked) *	183.57	144.96	192.65
	2,309.80	**2,764.32**	**4,096.50**
Note 12 (a) : Bank balance other than cash and cash equivalent			
Deposits with maturity less than 12 months			
Debt service reserve account with banks /earmarked balance *	295.10	514.29	947.60
Margin money deposits against bank guarantees**	9,303.74	625.16	22.00
Other deposits	720.08	8,713.59	6,725.57
	10,318.92	**9,853.04**	**7,695.17**
Deposits with maturity more than 12 months			
Debt service reserve account with banks /earmarked balance *	701.88	2,407.74	1,381.17
Margin money deposits against bank guarantees**	81.09	223.20	2,311.42
Other deposits	475.36	564.88	572.54
Less: Amount disclosed under non-current assets	(810.45)	(805.39)	(758.43)
Total	**10,766.80**	**12,243.47**	**11,201.87**

Debt service reserve account/ major maintenance reserve account and trust, retention and other escrow accounts

Bank deposits are marked lien /pledged against the non current secured loan as per term loan agreement with the lender, further the lenders have first charge on trust, retention and other escrow accounts.

* First charge on above to the extent of amount payable as per the waterfall mechanism as defined in the Concession Agreement/ Common Loan Agreement.

** Margin money deposits are earmarked against bank guarantees taken by the company and for subsidiaries of the company.

The deposits to the extent of ₹ 447.87 millions (March 31,2016 : ₹ 2,390.42 millions, April 1,2015 : ₹ 3,506.71 millions) maintained by the group with bank includes time deposits, which are held against Debt Service Reserve (DSR) and margin money against guarantees, are considered as current portion under the head “Other bank balances” since the same are encashable by the lenders in the event of default by the group, if any.

Current deposits are made for varying periods of between one day and three months, depending on the immediate cash requirements of the group and earn interest at the respective current deposit rates. Other time deposits earn interest at the rate of 5.00 % to 8.50% p.a.

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

For the purpose of the Statement of cash flows, cash and cash equivalents comprises of the following:

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Balances with scheduled banks:			
- Trust, retention and other escrow accounts	313.82	736.56	2,102.77
- Current accounts	1,653.55	1,628.52	1,613.07
- In deposit accounts with original maturity less than 3 months	183.57	144.96	192.65
- In unpaid dividend accounts	5.85	6.06	4.46
Cash on hand	153.01	248.22	183.55
Add: Assets held for sale (refer note 31)	548.99	-	-
Total Cash and Cash Equivalents	**2,858.79**	**2,764.32**	**4,096.50**

Cash and cash equivalents excludes bank overdraft of ₹ 9,294.33 millions (March 31, 2016 : ₹ 11,873.46 millions and April 1, 2015: ₹ 6,276.88 millions). Against the said overdraft facility, the Company has deposits included under Other bank balances.

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Break up of financial assets carried at amortised cost			
Loans	104.13	112.74	103.67
Trade Receivables	704.73	86.63	58.38
Cash and cash equivalents	2,309.80	2,764.32	4,096.50
Other Bank balances	10,766.80	12,243.47	11,201.87
Other financial assets	2,099.15	3,042.87	1,753.37
Total financial assets carried at amortised cost	**15,984.61**	**18,250.03**	**17,213.79**
Note 13 : Current tax assets (net)			
Advance income-tax (net of provision for tax)	537.83	443.20	611.07
Total	**537.83**	**443.20**	**611.07**
Note 14 : Other current assets			
(Unsecured, considered good unless otherwise stated)			
Advance with suppliers	710.99	3,798.77	779.88
Current maturities of mobilisation advances	915.12	12.74	2,877.51
Prepaid expenses	166.85	172.76	68.34
Duties and taxes receivable	181.68	224.28	242.56
Total	**1,974.64**	**4,208.55**	**3,968.29**

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Note : 15 : Equity			
Equity share capital			
Authorised share capital			
At the beginning of the year	3,514.50	3,514.50	3,514.50
Increase/(decrease) during the year	-	-	-
At the end of the year	**3,514.50**	**3,514.50**	**3,514.50**
Issued, subscribed and paid up equity share capital			
Equity shares of ₹ 10 each issued, subscribed and fully paid			
At the beginning of the year	3,514.50	3,514.50	3,514.50
Increase/(decrease) during the year	-	-	-
At the end of the year	**3,514.50**	**3,514.50**	**3,514.50**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.

Equity shares of ₹ 10 each issued, subscribed and fully paid.

	March 31, 2017		March 31, 2016		April 1, 2015	
	No. of shares	(₹ in millions)	No. of shares	(₹ in millions)	No. of shares	(₹ in millions)
At the beginning of the year	351,450,000	3,514.50	351,450,000	3,514.50	351,450,000	3,514.50
Increase/(decrease) during the year	-	-	-	-	-	-
At the end of the year	**351,450,000**	**3,514.50**	**351,450,000**	**3,514.50**	**351,450,000**	**3,514.50**

b. Details of shareholders holding more than 5% shares in the Company.

Promoter and promoter group	No. of shares	%	No. of shares	%	No. of shares	%
Virendra D. Mhaiskar Jointly with Deepali V. Mhaiskar	1,000	0.00%	111,968,220	31.86%	111,968,220	31.86%
Virendra D. Mhaiskar (Karta of V.D. Mhaiskar - HUF)	1,000	0.00%	83,738,795	23.83%	83,738,795	23.83%
Ideal Soft Tech Park Private Limited	199,415,015	56.74%	3,710,000	1.06%	3,710,000	1.06%

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

c. Terms / rights attached to equity shares

The Company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

During the year ended March 31, 2017, the amount of per share dividend recognised as distributions to equity shareholders is ₹ 2.00 (March 31, 2016: ₹ 6.00).

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 proportion to the number of equity shares held by the shareholders.

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Note 16: Other Equity			
Attributable to the equity holders			
a. Securities premium account			
At the beginning of the year	14,060.09	14,060.09	14,060.09
Increase/(decrease) during the year	-	-	-
At the end of the year	**14,060.09**	**14,060.09**	**14,060.09**
b. Other reserves			
1. Capital Reserve			
At the beginning of the year	1,284.31	1,284.31	1,284.31
Increase/(decrease) during the year	-	-	-
At the end of the year	**1,284.31**	**1,284.31**	**1,284.31**
2. General Reserve			
At the beginning of the year	1,946.12	1,946.12	1,946.12
Increase/(decrease) during the year	-	-	-
At the end of the year	**1,946.12**	**1,946.12**	**1,946.12**
3. Retained earnings			
At the beginning of the year	27,557.90	23,701.31	23,701.31
Profit for the year	7,154.74	6,390.87	-
Less: Appropriations			
- Interim equity dividend	(702.90)	(2,108.70)	-
Tax on interim equity dividend	(143.09)	(429.31)	-
- Other comprehensive income/(loss) for the year	-	-	-
- Re-measurement gains/(losses) on defined benefit plans	(9.82)	3.73	-
At the end of the year	**33,856.84**	**27,557.90**	**23,701.31**
Total	**35,141.39**	**30,788.33**	**26,931.74**

a. **Securities Premium account -** Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium account".

b. **Other reserves**

1. **Capital Reserve:** Where the share of equity in the subsidiary companies as on the date of investment is in excess of cost of investment of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Other equity', in the consolidated financial statements.

2. **General Reserve:** The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act 1956. Mandatory transfer to general reserve is not required under the Companies Act 2013.

3. **Retained Earnings:** Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Note : 17 : Borrowings			
Non-current Borrowings			
Term loans			
Indian rupee loan from banks (secured)			
Project loans for SPVs	83,570.89	93,432.66	57,116.99
Equipment finance	285.38	373.28	2,631.37
General purpose borrowing	17,715.26	12,378.12	14,371.98
Less : Current maturities expected to be settled within 12 month from balance sheet date	(9,129.51)	(10,283.25)	(9,184.49)
Total (a)	**92,442.02**	**95,900.81**	**64,935.85**
Foreign currency loans from banks (Secured)			
Project loans for SPVs	4,415.00	11,352.38	10,814.75
Equipment finance	-	-	249.11
Less: Current maturities expected to be settled within 12 month from balance sheet date	(60.05)	(41.63)	(302.04)
Total (b)	**4,354.95**	**11,310.75**	**10,761.82**
Indian rupee loan from financial institutions (secured)			
Project loans for SPVs	11,353.07	13,489.07	29,073.04
Equipment finance	74.70	153.02	190.01
General purpose borrowing	5,557.45	5,696.82	5,000.00
Less : Current maturities expected to be settled within 12 month from balance sheet date	(236.60)	(1,171.34)	(1,916.44)
Total (c)	**16,748.62**	**18,167.57**	**32,346.61**
Non-convertible debentures	-	1,174.71	-
Less : Current maturities expected to be settled within 12 month from balance sheet date	-	(37.60)	-
	-	**1,137.11**	**-**
Deferred Premium Obligation	7,519.70	6,349.30	3,181.52
Total (d)	**7,519.70**	**7,486.41**	**3,181.52**
Less: Umamortised transaction cost (e)	(168.58)	(25.85)	(47.88)
Total (f) = (a + b + c + d - e)	**120,896.71**	**132,839.69**	**111,177.92**
Current borrowings			
Cash credit/bank overdraft	9,294.34	11,873.46	6,276.88
From other parties (unsecured, repayable on demand and interest free)	13.67	13.67	13.67
Total current borrowings	**9,308.01**	**11,887.13**	**6,290.55**
less: Amount clubbed under "other current financial liabilities"	-	-	-
Net current borrowings	**9,308.01**	**11,887.13**	**6,290.55**
Aggregate secured loans	132,031.59	149,880.18	125,660.69
Aggregate unsecured loans	7,533.37	6,362.97	3,195.19

Project loans for SPVs

₹ 99,338.96 millions (March 31, 2016, ₹ 118,274.11 millions, April 1, 2015, ₹ 97,004.78 millions) pertains to term loans taken by SPV (Special Purpose Vehicles) for Project financing.

Rate of interest

Rate of interest on the Indian Rupee loan from banks and financial institutions varies from 9.40% to 13.15% p.a. and are secured by pledge of shares of its subsidiaries and subservient charge on the current assets of the Company to the extent of 125% of the outstanding loan.

Rate of interest on Foreign currency bank loans varies from 425 basis points to 495 basis points plus 6 months LIBOR.

Nature of security

i) Secured by first charge on the movable/immovable asset by way of mortgage/hypothecation; first charge on all intangible assets, present and future; assignment of all receivables; book debts and all rights and interest in project, both present and future, excluding the Project Assets of respective companies;

ii) Secured by first charge on the Escrow Account, Debt Service Reserve Account and any other reserves and other bank accounts of the respective Companies.

iii) An irrevocable and unconditional corporate guarantee from IRB Infrastructure Developers Limited to meet shortfall (if any) between debt due and termination payments received from Concessioning Authority in case of termination of Concession Agreement for any reason in case of Project SPV's;

iv) In case of IRBTC, an irrecoverable and unconditional Corporate Guarantee to the extent of ₹ 2,000.00 millions from IRB Infrastructure Developers Limited that it shall provide an interest free unsecured loan to meet shortfall in interest/debt servicing on the loan for a period of eight successive years starting from the date of first disbursement of loan. Such loan shall be without recourse to lenders on terms acceptable to the lenders.

v) The loan in Mhaiskar Infrastructure Private Limited has been guaranteed by the personal guarantee of the directors of the company and IRB Infrastructure Developers Limited only for meeting any shortfall, if any, between the Termination Payment received from Maharashtra State Road Development Corporation Ltd (MSRDC) and the obligations due to the Lenders for any reason whatsoever.

Repayment terms

The Indian rupee loan is repayable in structured monthly installments commencing after commercial operation date such that the total tenor does not exceed 18 years and repayable as per the repayment schedule specified in common loan agreement with the Lenders.

The foreign currency ECB loan shall be repaid in structured semi-annual installments such that the total tenor does not exceed 7 years from the date of first disbursement and repayment shall be in line with the repayment schedule of the Indian rupee common loan agreement with the lenders.

Equipment finance

₹ 360.08 millions (March 31,2016: ₹ 526.30 millions, April 1, 2015: ₹ 3,070.49 millions) pertains to equipment finance, of which Indian rupee loan carries interest varying from 10.50% to 13.00% p.a. and ECB loan carries interest at rate of 6 months USD LIBOR plus 300 basis points. Repayment term is 5 year and 3 months comprising of monthly unstructured installments. Equipment finance companies have a charge over the assets financed.

General purpose borrowing

i) Indian rupee term loan from banks:

Indian rupee term loan from banks of ₹ 16,385.26 millions, carries interest rates which varies from 9.40% p.a. to 11.10% p.a. and are secured by pledge of shares of its subsidiaries and subservient charge on the current assets of the Company to the extent of 125% of the outstanding loan.

Loan amounting to ₹ 1,330.00 millions carries interest @11.50% p.a. and is secured by first & exclusive charge of hypothication of 16 unencumbered wind mills of MRMPL, first charge on the escrow of all receivables arising out of windmill assets, pledge of 10% equity shares of MRMPL and Corporate Guarantee of the Company.

ii) Indian rupee term loan from financial institution

Indian rupee term loan from financial institution of ₹ 5,557.45 millions carries interest rates which varies from 11.10% p.a. to @ 12.05% p.a. and are secured by pledge of shares of its subsidiaries and charge on escrow account opened with the banks.

Notes to Consolidated Financial Statements

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The repayment schedule of the above term loan from banks and financial institutions are as follows:

i) **Indian rupee term loan from banks:**

Loan amounting to ₹ 285.26 millions is repayable in 48 structured monthly instalments commencing from April 30, 2017.
Loan amounting to ₹ 10,900.00 millions is repayable in 27 structured monthly instalments commencing from April 30, 2017.
Loan amounting to ₹ 2,000.00 millions is repayable in 5 structured monthly instalments commencing from August 31, 2017.
Loan amounting to ₹ 3,000.00 millions is repayable in 6 structured monthly instalments commencing from Octoer 30, 2019.
Loan amounting to ₹ 200.00 millions is bullet payment on June 28, 2017
Loan amounting to ₹ 11,192.85 millions has been repaid during the current reporting period.

Loan amounting to ₹ 1,330.00 millions will be repaid in balance two annual installments (installment of ₹ 670.00 million & last installment of ₹ 660.00 millions) at the end of 48th & 60th month from the date of first disbursement.

ii) **Indian rupee term loan from financial institutions**

Loan amounting to ₹ 5,000.00 millions is repayable in 30 structured monthly instalments commencing from April 30, 2018.
Loan amounting to ₹ 557.45 millions is repayable in 48 structured monthly instalments commencing from April 30, 2017.
Loan amounting to ₹ 139.37 millions has been repaid during the current reporting period.

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Note 18 : Trade payables			
Total outstanding dues of creditors other than micro and small enterprises (refer note 42)	4,506.80	3,087.92	2,248.51
Total	**4,506.80**	**3,087.92**	**2,248.51**

Terms and conditions of the above financial liabilities:

Trade payables are non-interest bearing and are normally settled on 90 day terms.

For explanations on the Company's credit risk management processes, refer to Note 45.

(₹ in millions)

	March 31, 2017		March 31, 2016		April 1, 2015	
	Current	Non-current	Current	Non-current	Current	Non-current
Note 19 : Other financial liabilities						
Current maturities of long-term debt						
Indian rupee loan from banks	9,129.51	-	10,283.25	-	9,184.49	-
Indian rupee loan from fnancial institutions	236.60	-	1,171.34	-	1,916.44	-
Foreign currency loan from banks	60.05	-	41.63	-	302.04	-
Non-convertible debentures	-	-	37.60	-	-	-
Unamortised transaction cost	(65.92)	-	(17.49)	-	(15.56)	-
Interest accrued but not due on borrowings	220.87	-	286.95	-	265.64	-
Premium obligation/ Negative grant to NHAI	1,631.13	137,048.68	2,805.24	205,493.44	2,190.65	211,464.20
Obligation for construction	-	20,211.22	-	-	-	-
Interest on premium deferment	-	1,040.23	-	617.18	-	147.31
Stamp duty payable	275.40	-	275.40	-	275.40	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	March 31, 2017		March 31, 2016		April 1, 2015	
	Current	Non-current	Current	Non-current	Current	Non-current
Note 19 : Other financial liabilities (Contd.)						
Directors sitting fees payable (refer note 36)	8.14	-	1.19	-	1.71	-
Unpaid dividends *	5.85	-	6.06	-	4.46	-
Book overdraft on account of issuance of cheques	294.17	-	16.47	-	33.91	-
Deposit	0.46	-	27.11	0.13	4.27	-
Retention money payable	960.54	455.45	1,196.79	4.94	878.18	5.24
Revenue share payable	-	-	293.85	-	262.07	-
Employee benefits payable	346.25	-	198.61	-	168.95	-
Other payable	11.63	-	6.88	-	219.20	-
Total	**13,114.68**	**158,755.58**	**16,630.88**	**206,115.69**	**15,691.85**	**211,616.75**

* There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as at March 31, 2017 (March 31, 2016: Nil, April 1, 2015: Nil).

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Break up of financial liabilities carried at amortised cost			
Borrowings (secured)	132,031.59	149,880.18	125,660.69
Borrowings (unsecured)	7,533.37	6,362.97	3,195.19
Trade payables	4,506.80	3,087.92	2,248.51
Other financial liabilities	162,444.10	211,212.75	215,905.63
Total	**306,515.86**	**370,543.82**	**347,010.02**

(₹ in millions)

	March 31, 2017		March 31, 2016		April 1, 2015	
	Current	Non-current	Current	Non-current	Current	Non-current
Note 20 : Provisions						
Provision for employee benefits						
- Leave encashment	15.95	-	9.24	-	21.59	-
- Gratuity (refer note 35)	23.24	125.68	20.28	109.67	19.78	98.90
Others						
- Resurfacing expenses payable	47.53	715.61	62.48	1,168.52	-	801.30
Total	**86.72**	**841.29**	**92.00**	**1,278.19**	**41.37**	**900.20**

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Reconciliation for provisions			
Employee cost			
Opening balance	29.52	41.37	41.37
New provision / (utilised / reversed)	9.67	(11.85)	-
Closing balance	**39.19**	**29.52**	**41.37**

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

The movement in provision for resurfacing expenses is as follows:

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Opening balance	1,231.00	801.30	2,432.75
Obligation on new toll projects	659.49	597.08	522.94
Utilised/reversed during the year	-	(117.09)	(2,154.39)
Unused amount reversed during the year	-	(50.29)	-
Closing balance	**1,890.49**	**1,231.00**	**801.30**

The above note includes resurfacing expenses of 6 SPV's transferred to InvIT Fund. (refer note 31)

The above provisions are based on current best estimation of expenses that may be required to fulfill the resurfacing obligation as per the service concession agreement with regulatory authorities. It is expected that significant portion of the costs will be incurred over the period. The actual expense incurred may vary from the above. No reimbursements are expected from any sources against the above obligation.

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Note 21 : Other liabilities			
Advance from customers	-	7.08	0.36
Duties and taxes payable	695.65	609.59	446.21
Capital creditors	2,936.58	52.83	11.22
Total	**3,632.23**	**669.50**	**457.79**
Note 22 : Current tax liabilities (net)			
Provision for current tax (net of advance tax)	491.96	298.43	397.16
Total	**491.96**	**298.43**	**397.16**

(₹ in millions)

	March 31, 2017	March 31, 2016
Note 23 : Revenue from operations		
Contract revenue (road construction)	34,854.63	30,215.53
Income arising out of toll collection (net) (refer note 54)	22,547.38	20,780.11
Sale of electricity	93.17	75.94
Other operating revenue (refer note 60)	964.18	207.87
Total	**58,459.36**	**51,279.45**
Note 24 : Other income		
Interest income on		
- Bank deposits	1,012.17	1,026.06
- Others	69.11	59.87
- Unwinding of retention money	-	31.01
Dividend income on :		
- Other investments (non-trade, non-current)	-	0.09
- Other investments (non-trade, current)	66.71	103.35
- Gain on sale of property, plant and equipment	9.93	4.69
- Profit on sale of investments	54.28	20.95
Fair value gain on mutual funds	18.30	1.42
Other non operating income	1.22	24.17
Total	**1,231.72**	**1,271.61**

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	March 31, 2017	March 31, 2016
Note 25 : Road work and site expenses		
Contract expenses	15,904.75	13,188.44
Operation and maintenance expenses	1,190.23	615.63
Stores, spares and tools consumed	327.59	276.51
Site and other direct expenses	1,980.51	1,941.28
Sub-contracting/security expenses	222.54	194.78
Technical consultancy and supervision charges	357.29	303.61
Royalty charges paid	78.54	210.76
Hire charges	122.45	94.32
Total	**20,183.90**	**16,825.33**
Note 26 : Employee benefits expense		
Salaries, wages and bonus	2,485.84	2,244.97
Contribution to provident and other funds	83.69	82.04
Gratuity expenses (refer note 35)	26.96	21.50
Staff welfare expenses	129.70	116.55
Total	**2,726.19**	**2,465.06**
Note 27 : Depreciation and amortisation expenses		
Depreciation on property, plant and equipment (refer note 4)	620.76	649.28
Amortisation on intangible assets (refer note 4)	7,927.14	7,884.15
Total	**8,547.90**	**8,533.43**
Note 28 : Finance costs		
Interest expense		
- Banks and financial institutions	11,071.19	9,274.81
- Premium deferment	742.43	250.40
- Overdraft from banks	1,178.29	944.07
- Unwinding of retention money	38.89	-
Other borrowing costs		
- Transaction cost	65.40	5.77
- Others	231.05	164.13
Total	**13,327.25**	**10,639.18**

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

Note 29 : Other expenses

(₹ in millions)

	March 31, 2017	March 31, 2016
Power and fuel	121.74	95.62
Rent	28.83	28.78
Rates and taxes	164.55	166.78
Water charges	6.64	11.28
Insurance	52.12	34.24
Repairs and maintenance		
- Plant and Machinery	116.54	30.37
- Others	129.93	59.03
Advertisement expenses	130.62	112.54
Travelling and conveyance	249.89	115.25
Vehicle expenses	56.58	169.27
Communication cost	24.93	55.16
Membership and subscription fees	6.03	6.46
Printing and stationery	51.68	49.44
Director sitting fees (refer note 36)	11.50	9.92
Corporate social responsibilities expenditure (refer note 55)	403.16	158.91
Legal and professional expenses	199.04	239.62
Payment to auditor (including service tax) [Refer detail below]	31.28	24.23
Tender fees	4.68	7.31
Donations (refer note 50)	196.00	82.38
Security expenses	4.65	18.05
Loss on sale of property, plant and equipment	-	4.56
Bank charges	90.52	62.31
Miscellaneous expenses	302.60	131.96
Total	**2,383.51**	**1,673.47**
Payment to auditor (including service tax)		
As auditor		
- Audit fees	20.89	12.18
- Tax fees	0.73	3.88
- Limited review	7.12	5.75
In other capacity		
- Other services	2.13	1.85
- Reimbursement of expenses	0.41	0.59
	31.28	**24.25**

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

Note 30 : Income tax

The major components of income tax expense for the year ended March 31, 2017 and March 31, 2016 are:

(₹ in millions)

	March 31, 2017	March 31, 2016
Current income tax:		
Current income tax charge	3,672.74	3,164.49
Adjustments in respect of current income tax of previous year	-	-
Deferred tax:		
Relating to origination and reversal of temporary differences	(987.52)	(858.24)
Income tax expense reported in the statement of profit or loss	**2,685.22**	**2,306.25**

Reconciliation of tax expenses and the accounting of profit multiplied by Indian Domestic tax rate for March 31, 2017 and March 31, 2016 are:

(₹ in millions)

	March 31, 2017	March 31, 2016
Profit/(loss) before tax	9,839.43	8,701.61
Tax rate	34.608%	34.608%
Expected income tax at India's statutory rate	3,405.23	3,011.45
Dividend income exempt for tax purpose	(23.09)	(35.80)
Expenses disallowed for tax purpose	207.36	83.51
Deduction allowed for tax purpose	(97.52)	(36.55)
Current year tax losses (permanent differences)	1,120.03	792.52
Tax benefit under section 80-IA of Income Tax Act	(768.61)	(733.01)
MAT credit entitlement	(827.62)	(696.31)
Difference in Depreciation/amortisation and other differences	(429.93)	(79.78)
Others	99.38	0.23
Income tax expense reported in the statement of profit and loss	**2,685.22**	**2,306.25**
Effective tax rate	**27.29%**	**26.50%**

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

Note 31 : Assets Held for Sale

(a) Description

The Group has identified six BOT/ DBFOT Projects under six subsidiary companies to be transferred to IRB InvIT Fund in accordance with the InvIT Regulations. Assets and liabilities relating to this BOT/ DBFOT projects are shown as Assets held for sale.

(b) Assets and liabilities classified as held for sale

The following assets and liabilities were classified as held for sale as on March 31, 2017:

Assets classified as held for sale

(₹ in millions)

Particulars	March 31, 2017	March 31, 2016
Non-current assets		
Property, plant and equipment	11.98	-
Other Intangible assets	124,449.96	-
Intangible assets under development	5.48	-
Financial assets		
i) Investments	0.04	-
ii) Loans	0.18	-
iii) Other financial assets	6.11	-
Deferred tax assets (net)	326.05	-
Other non-current assets	2.24	-
Sub total (A)	**124,802.04**	**-**
Current assets		
Inventories		
Financial assets		
i) Trade receivables	8.69	-
ii) Cash and cash equivalent	548.99	-
iii) Bank balance other than (ii) above	1,057.52	-
iv) Loans	1.19	-
v) Other financial assets	266.63	-
Current tax assets (net)	79.93	-
Other current assets	70.71	-
Sub total (B)	**2,033.66**	**-**
Total assets classified as held for sale - (A) + (B)	**126,835.70**	**-**
Liabilities directly associated with assets classified as held for sale		
Non-current liabilities		
Financial liabilities		
i) Borrowings	1,998.39	-
ii) Other financial liabilities	61,983.39	-
Provisions	1,136.43	-
Deferred tax liabilities (net)	3.75	-
Other non-current liabilities	-	-
Sub total (A)	**65,121.96**	**-**

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Particulars	March 31, 2017	March 31, 2016
Current liabilities		
Financial liabilities		
i) Borrowings	-	-
ii) Trade payables	125.41	-
iii) Other financial liabilities	36,768.77	-
Provisions	0.75	-
Other current liabilities	16.96	-
Current tax liabilities (net)	24.90	-
Sub total (B)	**36,936.79**	**-**
Total liabilities classified as held for sale - (A) + (B)	**102,058.75**	**-**

Note 32 : Earnings Per Share (EPS)

The following reflects the income and share data used in the basic and diluted EPS computations:

(₹ in millions)

	March 31, 2017	March 31, 2016
Profit attributable to equity holders for basic earnings	7,154.74	6,390.87
Weighted average number of Equity shares adjusted for the effect of dilution*	351,450,000	351,450,000
Face value per share	10	10
Basic earning per share	20.36	18.18
Diluted earning per share	20.36	18.18

* There have been no other transactions involving equity shares or potential equity shares between the reporting date and the date of authorisation of these financial statements.

Note 33 : Components of Other Comprehensive Income

The disaggregation of changes to OCI by each type of reserve in equity is shown below:

(₹ in millions)

	Retained Earnings	
	March 31, 2017	March 31, 2016
Re-measurement gains/(losses) on defined benefit plans (refer note 35)	(9.82)	3.73
Total	**(9.82)**	**3.73**

Note 34 : Commitment and Contigencies

a. Leases

Rent/lease payments under operating lease are recognised as an expense in the Statement of profit and loss on a straight line basis over the lease term.

Operating lease

	March 31, 2017	March 31, 2016
a) Future lease rental payments under non-cancellable operating lease are as follows:		
i) Not later than one year	4.84	2.87
ii) Later than one year and not more than five year	5.06	1.39
iii) Later than five year	-	-
b) Lease payment recognised in the statement of profit and loss account	28.83	28.78
c) General description of the leasing agreement		
i) Leased assets – accommodation for employees	-	-
ii) Future lease rentals are determined on agreed terms	-	-

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b. Capital Commitments

(₹ in millions)

		March 31, 2017	March 31, 2016	April 1, 2015
a)	Estimated value of contracts in capital account remaining to be executed *	22.41	12,193.12	25.10
b)	Commitment for acquisition of toll equipments & machineries	0.26	-	-
		22.67	**12,193.12**	**25.10**

* Commitments included ₹ 11,810 millions towards Concession Agreement for Mumbai Pune Phase II Project. However, the company has received a letter from MSRDC informing the company about termination of Concession Agreement for Mumbai Pune Phase II Project. Hence, Commitment is reduced to that extent.

c. Contingent Liability

Contingent liabilities not provided for

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Guarantees given by the Group to suppliers, government bodies and performance guarantee	5,941.71	4,390.49	5,096.83
For Service Tax, ESIC, Custom Duty, Other Finance expenses and Stamp duty matters	26.82	30.68	107.02
For Others (NHAI)	328.91	328.91	-
Total	**6,297.43**	**4,750.08**	**5,203.85**

i) Future cash outflows, if any, in respect of above are determinable only on receipt of judgement/decisions pending at various forums/authorities.

ii) The Group's pending litigations comprise of claims against the Group primarily by the commuters and regulators. The Group has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required. The Group has not provided for or disclosed contingent liabilities for matters considered as remote for pending litigations/public litigations(PIL)/claims wherein the management is confident, based on the internal legal assessment and advice of its lawyers that these litigations would not result into any liabilities. The Group does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

d. Litigation stamp duty matter

MIPL had vide order dated September 9, 2005 received a demand from the Government of Maharashtra of ₹ 275.40 millions in respect of stamp duty on the agreement dated August 4, 2004 entered into between Maharashtra State Road Developers Corporation Limited (MSRDC), MIPL and the Government of Maharashtra for right to collect tolls/fees, the cost of which has been provided and capitalized during the earlier year.

MIPL had vide order dated March 12, 2008 received demand from Chief Controlling Revenue Authority Maharashtra State, Pune of ₹ 49.57 millions in respect of penalty on said stamp duty. MIPL has filed a Writ Petition No. 3000 of 2008 in the Bombay High Court for quashing the said order on the grounds that the said order is in violation of the provisions of Bombay Motor Vehicles Act and also in violation of the concession agreement between the Government of India and MSRDC.

The Writ Petition came up for admission on April 28, 2008 and the Hon'ble Court was pleased to admit the said Writ Petition and has directed the Petitioner to deposit 50% of the demand with the Collector of Stamps (Enforcement I) within eight weeks from the said Order dated April 28, 2008 and has directed the Registrar to seek direction from the Chief Justice of Bombay High Court for deciding as to whether the matter should be referred to a larger bench. Considering the facts and circumstances of the case and law, MIPL has made a provision of ₹ 275.40 millions in books of accounts and paid 50% of the amount ₹ 137.70 millions under protest on June 19, 2008. Further, based on the legal opinion obtained by MIPL, the management is of the view that the possibility of penalty demanded by the authorities, becoming a liability is remote.

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

Note 35 : Gratuity and other post employment benefit plans

(a) Defined contribution plan

The following amount recognized as an expense in Statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities.

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Contribution in defined plan	83.69	82.04	82.04

(b) Defined benefit plan

The Group has a unfunded defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service as per the provision of the Payment of Gratuity Act, 1972.

The following tables summarise the components of net benefit expense recognised in the Statement of Profit and Loss and the funded status and amounts recognised in the balance sheet for the Gratuity plan.

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Statement of Profit and Loss			
Net employee benefit expense recognised in the employee cost			
Current service cost	17.69	12.99	-
Interest cost on benefit obligation	9.27	8.52	-
(Gain) / losses on settlement	-	-	-
Net benefit expense	**26.96**	**21.51**	**-**
Amount recorded in Other Comprehensive Income (OCI)			
Opening amount recognised in OCI outside profit and loss statement	(4.05)	(0.32)	-
Remeasurement during the year due to :			
Actuarial loss / (gain) arising from change in financial assumptions	4.31	2.43	-
Actuarial loss / (gain) arising on account of experience changes	5.51	(6.16)	-
Amount recognised in OCI outside profit and loss statement	**9.82**	**(3.73)**	**-**
Closing amount recognised in OCI outside profit and loss statement	**5.77**	**(4.05)**	-
Reconciliation of net liability / assset			
Opening defined benefit liability / (assets)	129.95	118.68	118.68
Expense charged to profit & loss account	26.96	21.51	-
Actual benefits paid	(8.22)	(6.51)	-
Amount recognised in outside profit and loss statement	9.82	(3.73)	-
Closing net defined benefit liability / (assets)	**158.51**	**129.95**	**118.68**
Balance sheet			
Benefit (assets) / liability			
Defined benefit obligation	-	-	-
Fair value of plan assets	-	-	-
Present value of unfunded obligations	158.51	129.95	118.68
Less : Unrecognized past service cost	-	-	-
Plan liability	**158.51**	**129.95**	**118.68**

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Changes in the present value of the defined benefit obligation are as follows:			
Opening defined benefit obligation	129.95	118.68	118.68
Current service cost	17.69	12.99	-
Past service cost	-	-	-
Interest on defined benefit obligation	9.27	8.52	-
Remeasurement during the period due to :			
Actuarial loss / (gain) arising from change in financial assumptions	4.31	2.43	-
Actuarial loss / (gain) arising on account of experience changes	5.51	(6.16)	-
Benefits paid	(8.22)	(6.51)	-
Closing defined benefit obligation	**158.51**	**129.95**	**118.68**
Net liability is bifurcated as follows :			
Current	23.74	20.28	19.78
Non-current	134.77	109.67	98.90
Net liability *	**158.51**	**129.95**	**118.68**
* Net liability includes Assets held for sale (refer note 31)			

The principal assumptions used in determining gratuity benefit obligation for the Company's plans are shown below:

	March 31, 2017	March 31, 2016
Discount rate	7.50%	7.75%
Expected rate of return on plan assets (p.a.)	N.A.	N.A.
Salary escalation	7.00%	7.00%
Mortality pre-retirement	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

A quantitative analysis for significant assump-tion is as shown below:

Indian gratuity plan:

(₹ in millions)

	March 31, 2017	March 31, 2016
Assumptions - Discount rate		
Sensitivity level	0.50%	0.50%
Impact of increase in 50 dps on defined benefit obligation	(8.16)	(6.67)
Impact of decrease in 50 dps on defined benefit obligation	8.91	7.02
Assumptions - Salary escalation rate		
Sensitivity level	0.50%	0.50%
Impact on defined benefit obligation		
Impact of increase in 50 bps on defined benefit obligation	7.53	6.03
Impact of decrease in 50 bps on defined benefit obligation	(7.08)	(5.87)

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The gratuity liabilities of the Company are unfunded and hence there are no assets held to meet the liabilities.

The following payments are expected contributions to the defined benefit plan in future years

(₹ in millions)

	March 31, 2017
Within the next 12 months (next annual reporting period)	23.74
Between 2 and 5 years	37.11
Between 6 and 10 years	44.27
Beyond 10 years	333.32
Total expected payments	**438.43**
The weighted average duration of the defined benefit plan obligation at the end of the reporting period	12.63 years

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

Note 36 : Related Party Disclosure

I.	Names of Related Parties and description of relationship :	
	Description of relationship	**Names of related parties**
a)	**Enterprises owned or significantly influenced by key management personnel or their relatives (Enterprises)** (Only with whom there have been transactions during the year/ previous year or there was balance outstanding at the year/ previous year end)	Aryan Constructions
		V. D. Mhaiskar (HUF) - Karta Mr. V. D. Mhaiskar
		Ideal Soft Tech Park Private Limited
		VCR Toll Services Private Limited
		Ideal Toll and Infrastructure Private Limited
		Jan Transport
		MEP Infrastructure Developers Limited
		Rideema Toll Private Limited
		Rideema Enterprises
		A. J. Tolls Pvt. Ltd.
		Anuya Enterprises
		IRB Charitable Foundation
b)	**Key Management Personnel**	Mr. V.D. Mhaiskar, Chairman and Managing Director
		Mr. Sudhir Rao Hoshing, Joint Managing Director
		Mrs. Deepali V. Mhaiskar, Executive Director
		Mr. Mukesh Gupta, Executive Director
		Mr. Chandrashekhar S. Kaptan, Independent Director
		Mr. Sunil H. Talati, Independent Director
		Mr. Sandeep Shah, Independent Director
		Mr. Sunil Tandon, Independent Director
		Mr. Bajrang Lal Gupta, Independent Director
		Mr. Govind Desai, Independent Director
		Mr. A. P. Deshmukh, Chief Executive Officer (Infrastructure)
		Mr. Dhananjay K. Joshi, Chief Executive Officer (Corporate Affairs, Reality and Airport)
		Mr. Anil D. Yadav, Chief Financial Officer
		Mr. Mehul N. Patel, Company Secretary
c)	**Relatives of Key Management Personnel** (Only with whom there have been transactions during the year/previous year or there was balance outstanding at the year/previous year end)	Mr. D. P. Mhaiskar (Father of Mr. Virendra D. Mhaiskar)
		Mr. J. D. Mhaiskar (Brother of Mr. Virendra D. Mhaiskar)
		Mr. S. G. Kelkar (Father of Mrs. Deepali V. Mhaiskar)
		Mrs. S. D. Mhaiskar (Mother of Mr. V.D. Mhaiskar)

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

Note 36 : Related Party Disclosure

I. Related Party Transactions

(₹ in millions)

Sr. No.	Particulars	Enterprises owned or significantly influenced by key management personnel or their relatives		Key Management Personnel / Relatives of Key Management Personnel	
		March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
1.	**Dividend paid**	**174.90**	**529.43**	**228.42**	**689.49**
	V. D. Mhaiskar	-	-	223.94	671.82
	D. P. Mhaiskar	-	-	1.19	7.78
	D. K. Joshi	-	-	0.04	0.13
	D. V. Mhaiskar	-	-	3.23	9.69
	A. P. Deshmukh	-	-	0.02	0.07
	M. L. Gupta	-	-	0.00	0.00
	Anil D. Yadav	-	-	0.00	0.00
	V. D. Mhaiskar (HUF)	167.48	502.43	-	-
	Ideal Soft Tech Park Private Limited	7.42	22.26	-	-
	Ideal Toll and Infrastructure Private Limited	0.00	4.74	-	-
2.	**Director sitting fees**	-	-	**4.02**	**2.44**
	D. P. Mhaiskar	-	-	-	0.43
	V. D. Mhaiskar	-	-	0.12	0.37
	J. D. Mhaiskar	-	-	-	0.09
	D. V. Mhaiskar	-	-	0.18	0.39
	S. G. Kelkar	-	-	0.05	0.20
	S. D. Mhaiskar	-	-	-	0.03
	A. P. Deshmukh	-	-	0.72	0.39
	Sudhir Hoshing	-	-	-	0.00
	D. K. Joshi	-	-	-	0.54
	Sunil H. Talati	-	-	0.40	-
	Sunil Tandan	-	-	0.25	-
	C. S. Kaptan	-	-	0.97	-
	Sandeep shah	-	-	1.14	-
	Mr. B. L. Gupta	-	-	0.05	-
	Govind Desai	-	-	0.14	-
3.	**Remuneration paid**	-	-	**406.28**	**384.31**
	V. D. Mhaiskar	-	-	124.09	124.62
	D. V. Mhaiskar	-	-	111.16	112.19
	D. P. Mhaiskar	-	-	-	9.44
	J. D. Mhaiskar	-	-	-	1.40
	S. D. Mhaiskar	-	-	-	5.07
	Sudhir Hoshing	-	-	30.53	29.33
	M. L. Gupta	-	-	44.46	32.26
	D. K. Joshi	-	-	25.97	18.75

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

Sr. No.	Particulars	Enterprises owned or significantly influenced by key management personnel or their relatives		Key Management Personnel / Relatives of Key Management Personnel	
		March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
	A. P. Deshmukh	-	-	48.32	35.91
	Anil D. Yadav	-	-	17.37	11.51
	Mehul N. Patel	-	-	4.38	3.83
4.	**Rent paid**	**-**	**-**	**2.16**	**2.55**
	V. D. Mhaiskar	-	-	2.16	2.16
	D. P. Mhaiskar	-	-	-	0.27
	S. D. Mhaiskar	-	-	-	0.12
		-			
5.	**Short-term demand loans given**	**0.55**	**-**	**-**	**-**
	IRB Charitable Foundation	0.50	-	-	-
	Ideal SoftTech Private Limited	0.05	-	-	-
6.	**Interest recd on Unsecured loan**	**-**	**-**	**-**	**0.06**
	Anil D. Yadav	-	-	-	0.06
7.	**Short-term demand loans (interest bearing) repayment received**	**-**	**-**	**0.46**	**0.12**
	Anil D. Yadav	-	-	0.46	0.12
8	**Repayment of Deposit**	**-**	**3.00**	**-**	**-**
	MEP Infrastructure Developers Limited	-	3.00	-	-
9.	**Labour charges paid**	**0.49**	**2.43**	**-**	**-**
	Aryan Constructions	0.49	2.43	-	-
10.	**Mobilization advance payment received**	**2,035.83**	**-**	**-**	**-**
	Aryan Constructions	2,035.83	-	-	-
11.	**Commission Paid**	**-**	**-**	**-**	**17.50**
	D. P. Mhaiskar	-	-	-	17.50
12.	**Other Expenses**	**-**	**0.00**	**-**	**-**
	IRB Charitable Foundation	-	0.00	-	-
13.	**Expenses incurred on behalf of (reimbursement)**	**-**	**0.01**	**-**	**-**
	IRB Charitable Foundation	-	0.01	-	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

Note 36 : Related Party Disclosure

II. Related Party Balances

(₹ in millions)

Sr. No.	Particulars	Enterprises owned or significantly influenced by key management personnel or their relatives			Key Management Personnel / Relatives of Key Management Personnel		
		March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
1.	**Loan taken**	**13.67**	**13.67**	**13.67**	-	-	-
	VCR Toll Services Private Limited	13.67	13.67	13.67	-	-	-
2.	**Other payable**	-	-	-	**80.34**	**0.96**	**2.50**
	V. D. Mhaiskar	-	-	-	17.04	-	-
	D. V. Maiskar	-	-	-	45.12	-	-
	M. L. Gupta	-	-	-	-	-	0.51
	D. K. Joshi	-	-	-	4.17	0.18	0.66
	Sudhir Hoshing	-	-	-	2.51	-	-
	A. P. Deshmukh	-	-	-	8.13	0.13	0.83
	Anil D. Yadav	-	-	-	2.74	0.45	0.21
	Mehul N. Patel	-	-	-	0.63	0.20	0.29
3.	**Other receivable**	**0.14**	**0.15**	**0.14**	-	-	-
	MEP Infrastructure Developers Limited	0.14	0.14	0.14	-	-	-
	IRB Charitable Foundation	-	0.01	-	-	-	-
4.	**Mobilisation advance given**	-	**2,035.83**	**2,035.83**	-	-	-
	Aryan Constructions	-	2,035.83	2,035.83	-	-	-
5.	**Advance given**	-	-	**3.00**	-	-	-
	Jan Transport	**0.00**	**0.00**	**0.00**	-	-	-
	MEP Infrastructure Developers Limited	-	-	3.00	-	-	-
6.	**Advance received**	**0.45**	**0.45**	**0.45**	-	-	-
	VCR Toll Services Private Limited	0.45	0.45	0.45	-	-	-
7.	**Director sitting fees payable**	-	-	-	**0.15**	**0.19**	**0.28**
	D. P. Mhaiskar	-	-	-	-	0.02	0.06
	V. D. Mhaiskar	-	-	-	-	0.04	0.06
	J. D. Mhaiskar	-	-	-	-	-	0.02
	A. P. Deshmukh	-	-	-	0.04	0.05	0.05
	D. K. Joshi	-	-	-	0.05	0.08	0.09
	Sudhir Hoshing	-	-	-	0.02	0.00	-
	C. S. Captan	-	-	-	0.03	-	-
	Sandeep Shah	-	-	-	0.01	-	-

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Sr. No.	Particulars	Enterprises owned or significantly influenced by key management personnel or their relatives			Key Management Personnel / Relatives of Key Management Personnel		
		March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
8.	**Rent Paid in Advance**	-	**-**	**-**	1.75	**1.86**	**1.29**
	V. D. Mhaiskar	-	-	-	1.75	1.86	1.29
9.	**Rent Payable**	-	**-**	**-**	-	**0.03**	**0.03**
	D. P. Mhaiskar	-	-	-	-	0.02	0.02
	S. D. Mhaiskar	-	-	-	-	0.01	0.01
10.	**Due to director**	-	**-**	**-**	7.84	**0.97**	**19.07**
	V. D. Mhaiskar	-	-	-	-	0.97	9.62
	D. V. Mhaiskar	-	-	-	-	-	9.23
	D. P. Mhaiskar	-	-	-	-	-	0.13
	M. L. Gupta	-	-	-	7.84	-	-
	S. D. Mhaiskar	-	-	-	-	-	0.09
11.	**Short-term demand loans (interest bearing) given**	0.55	**-**	**-**	-	**0.46**	**0.58**
	IRB Charitable Foundation	0.50	-	-	-	-	-
	Ideal SoftTech Private Limited	0.05	-	-	-	-	-
	Anil D. Yadav	-	-	-	-	0.46	0.58

Note 37 : Segment Information

a) The Group has identified business segments in accordance with Indian Accounting Standard 108 “Operating Segment” notified under Section 133 of the Companies Act, 2013, read together with relevant rules issued thereunder.

b) The Group has identified two business segments viz., Built, Operate and Transfer (‘BOT’) and Construction as reportable segments.

The business segments of the Group comprise of the following:

Segment	**Description of Activity**
BOT Projects	Operation and maintenance of roadways
Construction	Development of roads

c) The Group’s activities are restricted within India and hence no separate geographical segment disclosure is considered necessary.

d) Segment Revenue, Segment Results, Segment Assets and Segment Liabilities include the respective amounts identifiable to each of the segments as also amounts allocated on a reasonable basis.

e) Assets and Liabilities that cannot be allocated between the segments are shown as a part of unallocated corporate assets and liabilities respectively.

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

f) Details of Business Segment information is presented below.

(₹ in millions)

Particulars	BOT Projects*		Construction		Unallocated corporate		Total	
	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16	2016-17	2015-16
REVENUE								
Total external revenue	23,511.56	20,987.99	34,854.63	30,215.53	93.17	75.94	23,604.72	21,063.93
Inter segment revenue	-	-	-	-	-	-	-	-
Total Revenue (Net)	**23,511.56**	**20,987.99**	**34,854.63**	**30,215.53**	**93.17**	**75.94**	**23,604.72**	**21,063.93**
RESULT								
Segment Results	12,152.69	10,116.38	9,802.62	7,959.10	(14.92)	(0.88)	21,940.39	18,074.60
Unallocated corporate expenses							5.44	5.44
Operating Profit							21,934.95	18,069.16
Other Income							1,231.72	1,271.60
Unallocated financial expenses							13,327.25	10,639 .17
Profit Before Tax							9,839.42	8,701.59
Current Tax							3,672.74	3,164.49
Deferred Tax							(987.52)	(858.24)
MAT Credit Entitlement							-	-
Net Profit after tax and before non-controlling interest							12,525.64	11,007.85
Less: Non-controlling interest							(0.54)	4.48
Net Profit							**12,524.10**	**11,012.33**
OTHER INFORMATION								
Segment assets	208,230.81	298,457.80	106,670.01	94,360.95	24,672.18	28,840.76	339,573.00	421,659.52
Segment liabilities	99,930.03	151,719.58	69,581.50	61,206.72	142,122.45	160,015.29	311,633.98	372,941.59
Depreciation and Amortisation	8,498.27	8,476.89			49.64	56.54	8,547.90	8,533.43

* BOT projects segment includes Assets held for sale (refer note 31)

Footnotes:

1. Unallocated corporate assets includes current and non-current investments, goodwill, deferred tax assets, cash and bank balances and advance payment of income tax.

2. Unallocated corporate liabilities includes long term borrowings, short term borrowings, current maturities of long term borrowing, deferred tax liability and provision for taxation.

3. Unallocated corporate under segment revenue and segment results includes Real Estate Development, Windmill (Sale of electricity generated by windmill), Hospitality and Airport Infrastructure.

Note 38 : Information required for consolidated financial statements pursuant to Schedule III of the Companies Act, 2013 :

(₹ in millions)

Name of the entity	Net Assets, i.e. total assets minus total liabilities				Share in Profit / (Loss)				Share in Other Comprehensive income / (Loss)				Share in Total Comprehensive income / (Loss)			
	March 31, 2017		March 31, 2016		March 31, 2017		March 31, 2016		March 31, 2017		March 31, 2016		March 31, 2017		March 31, 2016	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net profit	Amount	As % of consolidated net profit	Amount	As % of Other Comprehensive Income/ (Loss)	Amount	As % of Total Comprehensive Income/ (Loss)	Amount	As % of Total Comprehensive Income/ (Loss)	Amount	As % of Total Comprehensive Income/ (Loss)	Amount
Parent																
IRB Infrastructure Developers Limited	-8%	(4,328.75)	-2%	(934.11)	19%	1329.49	13%	811.68	-5%	0.53	-35%	(1.31)	19%	1,330.01	13%	810.37
Subsidiaries																
Modern Road Makers Private Limited	18%	9,454.96	18%	8,551.41	47%	3,340.04	43%	2,724.27	123%	(12.11)	164%	6.14	47%	3,327.93	43%	2,730.41
Ideal Road Builders Private Limited	5%	2,574.30	5%	2,642.75	5%	364.21	7%	456.36	-6%	0.62	0%	0.00	5%	364.83	7%	456.36
Mhaiskar Infrastructure Private Limited	30%	16,030.61	24%	11,587.37	62%	4,441.74	60%	3,810.45	-15%	1.50	11%	0.40	62%	4,443.24	60%	3,810.86
ATR Infrastructure Private Limited	2%	1,310.32	2%	1,161.06	2%	149.48	2%	141.09	2%	(0.22)	0%	-	2%	149.26	2%	141.09
Aryan Toll Road Private Limited	2%	1,060.66	2%	947.84	2%	112.96	2%	98.99	1%	(0.15)	0%	-	2%	112.82	2%	98.99
NKT Road and Toll Private Limited	1%	648.49	1%	623.27	0%	25.22	-0%	(1.67)	0%	-	0%	-	0%	25.22	-0%	(1.67)
MMK Toll Road Private Limited	1%	393.31	1%	394.53	-0%	(1.22)	0%	13.80	0%	-	0%	-	-0%	(1.22)	0%	13.80
IRB Infrastructure Private Limited	1%	373.65	1%	366.42	0%	7.62	0%	6.41	4%	(0.39)	0%	-	0%	7.23	0%	6.41
Thane Ghodbunder Toll Road Private Limited	1%	505.58	1%	509.31	-0%	(5.02)	0%	2.10	-13%	1.29	0%	-	-0%	(3.73)	0%	2.10
IDAA Infrastructure Private Limited*	5%	2,553.16	5%	2,324.27	3%	228.47	3%	197.91	-4%	0.41	3%	0.12	3%	228.89	3%	198.03
Aryan Infrastructure Investments Private Limited	2%	870.97	2%	872.55	-0%	(1.58)	-0%	(1.04)	0%	-	0%	-	-0%	(1.58)	-0%	(1.04)
IRB Surat Dahisar Tollway Private Limited*	12%	6,070.74	13%	6,109.24	-1%	(40.86)	-5%	(317.05)	-24%	2.36	3%	0.11	-1%	(38.50)	-5%	(316.94)
IRB Kolhapur Integrated Road Development Company Private Limited	1%	396.59	2%	788.25	-5%	(391.66)	-6%	(414.68)	0%	-	0%	-	-5%	(391.66)	-6%	(414.68)
Aryan Hospitality Private Limited	-0%	(29.99)	0%	1.24	-0%	(31.23)	0%	0.43	0%	-	0%	-	-0%	(31.23)	0%	0.43
IRB Pathankot Amritsar Toll Road Private Limited	0%	96.28	1%	383.94	-4%	(288.43)	-7%	(416.91)	-8%	0.76	-0%	(0.00)	-4%	(287.67)	-7%	(416.91)
IRB Sindhudurg Airport Private Limited	-0%	(2.12)	-0%	(1.59)	-0%	(0.53)	-0%	(0.53)	0%	-	0%	-	-0%	(0.53)	-0%	(0.53)
IRB Talegaon Amravati Tollway Private Limited*	0%	124.25	0%	221.81	-1%	(97.78)	-2%	(153.44)	-2%	0.21	-23%	(0.84)	-1%	(97.57)	-2%	(154.28)
IRB Jaipur Deoli Tollway Private Limited*	2%	1,113.71	2%	1,121.98	-0%	(7.89)	-0%	(24.30)	4%	(0.37)	-5%	(0.20)	-0%	(8.27)	-0%	(24.51)
IRB Goa Tollway Private Limited	-1%	(536.64)	1%	341.00	-0%	(3.57)	-0%	(4.41)	0%	-	0%	-	-0%	(3.57)	-0%	(4.41)
MRM Highways Private Limited	-0%	(2.79)	-0%	(2.64)	-0%	(0.15)	-0%	(0.13)	0%	-	0%	-	-0%	(0.15)	-0%	(0.13)

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Name of the entity	Net Assets, i.e. total assets minus total liabilities				Share in Profit / (Loss)				Share in Other Comprehensive income / (Loss)				Share in Total Comprehensive income / (Loss)			
	March 31, 2017		March 31, 2016		March 31, 2017		March 31, 2016		March 31, 2017		March 31, 2016		March 31, 2017		March 31, 2016	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount	As % of consolidated net profit	Amount	As % of consolidated net profit	Amount	As % of Other Comprehensive Income/ (Loss)	Amount	As % of Total Comprehensive Income/ (Loss)	Amount	As % of Total Comprehensive Income/ (Loss)	Amount	As % of Total Comprehensive Income/ (Loss)	Amount
MRM Mining Private Limited	0%	187.86	0%	191.08	-0%	(3.22)	-0%	(0.54)	0%	-	0%	-	-0%	(3.22)	-0%	(0.54)
IRB Ahmedabad Vadodara Super Express Tollway Private Limited	3%	1,785.92	8%	3,950.90	-30%	(2,161.59)	-8%	(481.58)	35%	(3.39)	0%	-	-30%	(2,164.97)	-8%	(481.58)
IRB Tumkur Chitradurga Tollway Private Limited*	1%	425.85	1%	372.50	1%	54.15	-1%	(87.85)	8%	(0.80)	-19%	(0.71)	1%	53.35	-1%	(88.56)
IRB Westcoast Tollway Private Limited	3%	1,774.77	3%	1,296.08	0%	15.85	0%	13.49	0%	-	0%	-	0%	15.85	0%	13.49
MVR Infrastructure and Tollways Private Limited*	1%	345.99	0%	223.79	2%	122.28	-0%	(16.85)	1%	(0.08)	1%	0.04	2%	122.20	-0%	(16.81)
Solapur Yedeshi Tollway Private Limited	2%	1,017.52	2%	747.77	0%	13.67	0%	21.26	0%	-	0%	-	0%	13.67	0%	21.26
Kaithal Tollway Private Limited	6%	3,251.16	3%	1,679.74	-0%	(28.59)	-0%	(0.26)	0%	-	0%	-	0%	(28.59)	-0%	(0.26)
Yedeshi Aurangabad Tollway Private Limited	4%	1,890.21	2%	1,124.31	0%	1.98	0%	23.81	0%	-	0%	-	0%	1.98	0%	23.81
AE Tollway Private Limited	4%	2,242.11	0%	0.50	0%	15.90	0%	-	0%	-	0%	-	0%	15.90	0%	-
Zozila Tunnel Tollway Private Limited	0%	0.40	0%	0.50	0%	(0.10)	0%	-	0%	-	0%	-	0%	(0.10)	0%	-
CG Tollway Private Limited	0%	0.50	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-
Kishangarh Gulabpura Private Limited	0%	0.50	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-
Udaipur Tollway Private Limited	0%	0.50	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-	0%	-
Add: Adjustment for goodwill on consolidation	2%	1,115.40	2%	1,120.84	-0%	(5.44)	0%	(5.44)	0%	-	0%	-	0%	(5.44)	0%	(5.44)
Less: Non-controlling interest	0%	-	0%	-	0%	0.54	0%	(4.48)	0%	-	0%	-	0%	-	0%	-
	100%	52,715.98	100%	48,717.92	100%	7,154.74	100%	6,390.88	100%	(9.82)	100%	3.73	100%	7,144.39	100%	6,399.09
Partnership firm																
Modern Estate	100%	2011.00	0%	0.00	0%	0.00	0%	0.00	0%	0.00	0%	0.00	0%	0.00	0%	0.00

* These companies are included under Assets held for sale (refer note 30)

Note: The above figures are net of intra-group elimination.

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Note 39 : Disclosures with regard to Toll Collection Rights (Intangible Assets)

Sr. No.	Name of Concessionaire	Start of concession period under concession agreement (Appointed date)	End of concession period under concession agreement	Period of concession since the appointed date	Construction completion date or scheduled construction completion date under the concession agreement, as applicable
1	Ideal Road Builders Private Limited	January 1, 1999	May 13, 2017	18 years and 6 months	December 31, 2003
2	Mhaiskar Infrastructure Private Limited	August 10, 2004	August 10, 2019	15 years	September 7, 2006
3	IRB Kolhapur Integrated Road Development Company Private Limited (1)	January 9, 2009	January 8, 2039	30 years	September 28, 2011
4	IRB Pathankot Amritsar Toll Road Private Limited	December 31, 2010	December 30, 2030	20 years	November 27, 2014
5	Thane Ghodbunder Toll Road Private Limited	December 24, 2005	December 23, 2020	15 years	June 23, 2007
6	Aryan Toll Road Private Limited	March 20, 2003	March 19, 2019	16 years	December 27, 2004
7	ATR Infrastructure Private Limited	September 25, 2003	September 24, 2021	18 years	December 20, 2005
8	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	January 1, 2013	December 31, 2037	25 years	December 6, 2015
9	IRB Westcoast Tollway Private Limited	March 3, 2014	March 2, 2042	28 years	August 27, 2017
10	Solapur Yedeshi Tollway Private Limited	January 21, 2015	January 20, 2043	29 years	July 18, 2017
11	Yedeshi Aurangabad Tollway Private Limited	July 1, 2015	June 30, 2041	26 years	December 26, 2017
12	Kaithal Tollway Private Limited	July 15, 2015	July 14, 2042	27 years	January 9, 2018
13	AE Tollway Private Limited	August 1, 2016	July 31, 2040	24 years	January 27, 2019
14	Udaipur Tollway Private Limited	In the process of achieving Financial Closure	In the process of achieving Financial Closure	21 years from Appointed Date	In the process of achieving Financial Closure
15	CG Tollway Private Limited	In the process of achieving Financial Closure	In the process of achieving Financial Closure	20 years from Appointed Date	In the process of achieving Financial Closure
16	Kishangarh Gulabpura Tollway Private Limited	In the process of achieving Financial Closure	In the process of achieving Financial Closure	20 years from Appointed Date	In the process of achieving Financial Closure
17	IRB Surat Dahisar Tollway Private Limited	February 20, 2009	February 19, 2021	12 years	April 6, 2013
18	IRB Tumkur Chitradurga Tollway Private Limited	June 4, 2011	June 3, 2037	26 years	July 4, 2014
19	IDAA Infrastructure Private Limited	January 2, 2007	January 1, 2022	15 years	March 14, 2011
20	IRB Jaipur Deoli Tollway Private Limited	June 14, 2010	June 13, 2035	25 years	April 1, 2016
21	MVR Infrastructure & Tollways Private Limited	August 14, 2006	August 13, 2026	20 years	August 14, 2009
22	IRB Talegaon Amravati Tollway Private Limited	September 3, 2010	September 2, 2032	22 years	April 1, 2014

Notes:

(1) The Government of Maharashtra has vide Notification No. MUP-2016/C. R. 2/UD-19 dated February 3, 2016 stopped the collection of toll.

(2) The above BOT/ DBFOT projects shall have following rights/ obligations in accordance with the Concession Agreement entered into with the Respective Government Authorities:-

a. Rights to use the Sepcified assets

b. Obligations to provide or rights to expect provision of services

c. Obligations to deliver or rights to receive at the end of the Concession.

(3) The actual concession period may vary based on terms of concession agreement.

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for the year ended March 31, 2017

Note 40 : Hedging activities and derivatives

The Group uses foreign currency denominated borrowings to manage some of its transaction exposures.

Interest rate swap

The Group had an interest rate swap agreement whereby the Group receives a variable rate of interest and pays fixed interest rate. The swap is being used to hedge the exposure to changes in the value of its variable rate ECB secured loans. The increase/decrease in value of the interest rate swap has been recognised in finance costs.

Particulars of unhedged foreign currency exposure as at the balance sheet date

Purpose

Hedge against exposure to variable interest outflow on ECB loan. Swap to receive a variable rate equal to USD 6 month LIBOR plus margin 4.25% on the notional amount and pays fixed rate of interest of 5.80% on the notional amount.

a) Interest rate swaps outstanding as at balance sheet date (₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Notional amount of USD Millions	128.30	129.50	130.22
Notional amount of INR Millions	8,318.58	8,590.06	8,150.35

b) Particulars of unhedged foreign currency exposure as at the balance sheet date (₹ in millions)

		March 31, 2017	March 31, 2016	April 1, 2015
i)	External commercial borrowing (ECB)			
	Amount in USD Millions	170.51	171.14	176.77
	Amount in INR Millions	11,055.99	11,352.38	11,063.87
	Closing rate of 1 USD	64.84	66.33	62.59
ii)	Interest on ECB			
	Amount in USD Millions	0.94	0.86	0.82
	Amount in INR Millions	60.92	56.73	51.23
	Closing rate of 1 USD	64.84	66.33	62.59

Note 41 : Deferral capitalisation of exchange difference

The Group had opted to defer/ capitalize exchange differences arising on long-term foreign currency monetary items in accordance with paragraph 46A of AS 11 under Previous GAAP. However, Ind AS 21 does not allow capitalisation of exchange differences arising from settlement of non-current non-monetory items in relation to acquisition of depreciable assets and required recognise the same to statement of comprehensive income. Ind AS 101 gives an exemption whereby the Group will continue its Previous GAAP policy for accounting for exchange differences arising from translation of non-current foreign currency monetary items recognised in the Previous GAAP financial statements for the period ending immediately before the beginning of the first Ind AS financial reporting period. However, for any new non-current foreign currency monetary item recognized from the first Ind AS financial reporting period, the Group will follow Ind AS 21 for recognition of gain and losses.

(₹ in millions)

	March 31, 2017	March 31, 2016
Amount of exchange loss capitalised arising on non-current foreign currency loan	(261.20)	620.03

Note 42 : Details of dues to micro and small enterprises as per MSMED Act, 2006

There are no Micro and Small Enterprises as defined in the Micro and Small Enterprises Development Act, 2006 to whom the group owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro and Small Enterprises has been determined to the extent such parties has been identified on the basis of information available with the Group.

Notes to Consolidated Financial Statements

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Note 43 : Fair Value

The carrying values of financials instruments of the group are reasonable and approximations of fair values.

(₹ in millions)

	Carrying amount			Fair Value		
	March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
Financial assets						
Financial assets measured at amortised cost						
Loans	104.13	112.74	103.67	104.13	112.74	103.67
Other Financial assets	2,099.15	3,042.87	1,753.37	2,099.15	3,042.87	1,753.37
Financial assets measured at fair value through statement of Profit & Loss						
Investments (quoted)	1,433.91	65.69	81.04	1,452.21	67.11	85.72
Financial assets measured at deemed cost						
Investments (unquoted)	6.67	295.36	295.36	6.67	295.36	295.36
Financial liabilities						
Financial liabilities measured at amortised cost						
Borrowings	139,564.96	156,243.15	128,855.88	139,564.96	156,243.15	128,855.88
Other financial liabilities	162,482.99	211,181.74	215,957.02	162,444.10	211,212.75	215,905.63

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The discount for lack of marketability represents the amounts that the Group has determined that market participants would take into account when pricing the investments.

Note 44 : Fair Value Hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1: Quoted (unadjusted) price is active market for identical assets or liabilities.

Level 2: Valuation technique for which the lowest level input that has a significant effect on the fair value measurement are observed, either directly or indirectly.

Level 3: Valuation technique for which the lowest level input has a significant effect on the fair value measurement is not based on observable market data.

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The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2017:

(₹ in millions)

Particulars	As on March 31, 2017	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Assets				
Loans	104.13	-	-	104.13
Other financial assets	2,099.15	-	-	2,099.15
Investment (Quoted)	1,452.21	1,452.21	-	-
Investment (Unquoted)	6.67	-	-	6.67
Liabilities				
Borrowings	139,564.96	-	-	139,564.96
Other financial liabilities	162,444.10	-	-	162,444.10

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2016 :

(₹ in millions)

Particulars	As on March 31, 2016	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Assets				
Loans	112.74	-	-	112.74
Other financial assets	3,042.87	-	-	3,042.87
Investments (quoted)	67.11	67.11	-	-
Investments (unquoted)	295.36	-	-	295.36
Liabilities				
Borrowings	156,243.15	-	-	156,243.15
Other financial liabilities	211,212.75	-	-	211,212.75

The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of April 1, 2015 :

(₹ in millions)

	As on April 1, 2015	Fair value measurement at end of the reporting year using		
		Level 1	Level 2	Level 3
Assets				
Loans	103.67	-	-	103.67
Other financial assets	1,753.37	-	-	1,753.37
Investments (quoted)	85.72	85.72	-	-
Investments (unquoted)	295.36	-	-	295.36
Liabilities				
Borrowings	128,855.88	-	-	128,855.88
Other financial liabilities	215,905.63	-	-	215,905.63

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Note 45 : Financial risk management objectives and policies

The Group's risk management policies are established to identify and analyse the risks faced by the Group, 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 Group's activities.

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework.

In performing its operating, investing and financing activities, the Group is exposed to the Credit risk, Liquidity risk and Currency risk.

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits, FVTOCI investments and derivative financial instruments.

Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates.

The Group manages its interest rate risk by having a balanced portfolio of fixed and variable rate borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after the impact of hedge accounting. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ in millions)

Increase in basis points	March 31, 2017	March 31, 2016
- INR	50.00	50.00
- USD	50.00	50.00
Effect on profit before tax		
- INR	(642.48)	(724.39)
- USD	(0.85)	(0.86)
Decrease in basis points		
- INR	50.00	50.00
- USD	50.00	50.00
Effect on profit before tax		
- INR	642.48	724.39
- USD	0.85	0.86

Foreign currency exchange rate fluctuations risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Group's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when expense is denominated in a foreign currency) and the Group's foreign currency loan i.e. External Commercial Borrowings (ECB).

Foreign currency sensitivity

The following tables demonstrate the sensitivity to a reasonably possible change in USD exchange rates, with all other variables held constant. The impact on the Group's profit before tax is due to changes in the fair value of monetary liabilities. The Group has

Notes to Consolidated Financial Statements

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used exemption under Ind AS 101 for existing non-current foreign currency non-monetary items. The Group continues to apply the policy adopted for treatment of exchange differences arising on long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset for items recognized on or before April 1, 2015 and hence, not considered in disclosure of foreign currency sensitivity. With all other variables held constant, the Group's profit before tax is affected through the impact on change of foreign currency rate on interest accrued but not due on ECB loans, as follows:

(₹ in millions)

	March 31, 2017	March 31, 2016
Increase in USD rate	5.00%	5.00%
- INR	(552.80)	(567.62)
Decrease in USD rate	5.00%	5.00%
- INR	552.80	567.62

Liquidity risk

Liquidity risk is the risk that the Group may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Group's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Group closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost.

The table below summarises the maturity profile of the Group's financial liabilities based on contractual undiscounted payments:

(₹ in millions)

	Less than 1 year	1 to 5 years	> 5 years	Total
As at 31 March 2017				
Borrowings	18,668.26	31,774.23	89,122.48	139,564.97
Other financial liabilities	4,469.80	6,727.86	151,312.35	162,510.01
Trade payables	4,506.80	-	-	4,506.80
Total	**27,644.86**	**38,502.09**	**240,434.83**	**306,581.78**
	Less than 1 year	**1 to 5 years**	**> 5 years**	**Total**
As at 31 March 2016				
Borrowings	21,685.73	39,973.99	94,583.43	156,243.14
Other financial liabilities	6,796.54	17,586.00	186,847.71	211,230.25
Trade payables	3,087.92	-	-	3,087.92
Total	**31,570.19**	**57,559.99**	**281,431.14**	**370,561.32**
	Less than 1 year	**1 to 5 years**	**> 5 years**	**Total**
As at 1 April 2015				
Borrowings	16,409.69	41,335.21	71,110.99	128,855.89
Other financial liabilities	5,408.05	19,193.63	191,313.65	215,915.33
Trade payables	2,248.51	-	-	2,248.51
Total	**24,066.25**	**60,528.84**	**262,424.64**	**347,019.73**

At present, the Group does expects to repay all liabilities at their contractual maturity. In order to meet such cash commitments, the operating activity is expected to generate sufficient cash inflows.

Derivative financial instruments

The Group holds derivative financial instruments such as interest rate swap to mitigate the risk of changes in interest rates on foreign currency exposures. The counter party for these contracts is generally a bank . These derivative financial instruments are valued based on quoted prices for similar assets and liabilities in active markets or inputs that are directly or indirectly observable in the market place.

Note 46 : Capital management

Capital includes equity attributable to the equity holders to ensure that it maintains an efficient capital structure and healthy capital ratios in order to support its business and maximise shareholder value. The Group manages its capital structure and makes adjustments to it, in light of changes in economic conditions or its business requirements. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes during the year ended March 31, 2017 and March 31, 2016.

The Group monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. Net debt is calculated as loans and borrowings less cash and cash equivalents.

(₹ in millions)

	March 31, 2017	March 31, 2016	April 1, 2015
Borrowings (Note 17)	139,551.29	156,229.48	128,842.21
Less: Cash and cash equivalents (refer note 12)	(2,309.80)	(2,764.32)	(4,096.50)
Net debt	**137,241.49**	**153,465.16**	**124,745.71**
Equity (refer note 15 & 16)	52,715.98	48,362.92	44,506.33
Total equity	**52,715.98**	**48,362.92**	**44,506.33**
Capital and net debt	**189,957.47**	**201,828.08**	**169,252.04**
Gearing ratio (%)	72.25%	76.04%	73.70%

In order to achieve this overall objective, the Group's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing borrowings in the current period.

Note 47 : Details of Specified Bank Notes (SBN) held and transacted during the period November 08, 2016 to December 30, 2016 :

(Amount in ₹)

	SBNs	**Other denomination notes**	**Total**
Total Closing cash in hand as on 08.11.2016	122,530,500	98,143,679	220,674,179
(+) Permitted receipts	331,872,000	1,566,987,392	1,898,859,392
(-) Permitted payments	(2,557,500)	(80,610,421)	(83,167,921)
(-) Amount deposited in Banks	(451,845,000)	(1,392,994,749)	(1,844,839,749)
Closing cash in hand as on 30.12.2016	-	**191,525,901**	**191,525,901**

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Note 48 : Dividend Distribution made

(₹ in millions)

	March 31, 2017	March 31, 2016
Cash dividend on equity shares declared and paid :		
Interim dividend for the year ended March 31, 2017: ₹ 2/- per share (March 31, 2016 ₹ 6/- per share)	702.90	2,108.70
DDT on interim dividend	143.09	429.29
Total	**845.99**	**2,537.99**

Note 49 : Disclosure under Ind AS 11 - Construction Contracts

(₹ in millions)

Particulars	March 31, 2017	March 31, 2016
Contract Revenue recognised as revenue in the year	33,042.44	27,221.72
For Contracts that are in progress :	-	-
(a) Aggregate amount of costs incurred upto the reporting date	48,620.44	46,430.41
(b) Recognised profits (less recognised losses) upto the reporting date	18,256.56	22,907.74
(c) Advances received from customer for contract work	-	-
(d) Retention money	-	-
Gross amount due from customers for contract work	-	-
Gross amount due to customers for contract work	-	-

Note 50 : Donation

During the current year, donation given to political parties amounting to ₹ 120.00 millions (Previous year - Nil). This comprises of Donation given to Shivsena Nivadnuk Madhyavarti Karyalaya ₹ 20.00 millions and Bharatiya Janta Party ₹ 100.00 millions.

Note 51 : Arbitration award - IRB Goa

During the current year, pursuant to the measures approved by the Cabinet Committee on Economic Affairs ("CCEA") for revival of the construction sector, IRB Goa Tollway Private Limited (IRB Goa) has received from National Highways Authority of India (NHAI) ₹ 2,418.90 millions against bank guarantee submitted by IRB Goa as 75% of the Arbitral Award amount pronounced by the Arbitral Tribunal.

Note 52 : First-time adoption of Ind AS

As stated in Note 2, the financial statements for the year ended March 31, 2017 would be the first annual financial statements prepared in accordance with Ind AS. These financial statements for the year ended March 31, 2017 are prepared in compliance with Ind AS. The adoption was carried out in accordance with Ind AS 101 using Balance sheet as at April 01, 2015 as the transition date. The transition was carried out from Indian GAAP, which was considered as the previous GAAP. All applicable Ind AS have been applied consistently and retrospectively, wherever, required.

Accordingly, the group has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2017, together with the comparative period data as at and for the year ended March 31, 2016, as described in the summary of significant accounting policies.

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Group has applied the following exemptions:

A) Deemed cost

Since, there is no change in the functional currency, the Group has elected to continue with the carrying value for all of its property, plant and equipment (PPE) and other intangible assets as recognised in its previous GAAP financial as deemed cost at the transition date.

Notes to Consolidated Financial Statements

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B) Exchange differences

The Group has opted for exemption under para D13AA for existing non-current foreign currency monetary items where the Group can continue the policy adopted for treatment of exchange differences arising on non-current foreign currency monetary items pertaining to the acquisition of a depreciable asset for items recognized on or before March 31, 2015. For detailed note, refer note 41.

C) Business combinations

Ind AS 103 Business Combinations has not been applied to acquisitions, which are considered as business combination under Ind AS that occurred before 1 April 2015. The carrying amounts of assets and liabilities in accordance with previous GAAP are considered as their deemed cost at the date of acquisition. After the date of the acquisition, measurements is in accordance with Ind AS. The carrying amount of goodwill in the opening Ind AS balance sheet is its carrying amount in accordance with the previous GAAP.

Estimates

The estimates as at April 1, 2015 and March 31, 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies).

Reconciliation of equity as previously reported under Previous GAAP to Ind AS

(₹ in millions)

	Foot-note	Opening Balance Sheet as on April 1, 2015			Balance Sheet as on March 31, 2016		
		Previous GAAP	Adjustments	Ind AS	Previous GAAP	Adjustments	Ind AS
ASSETS							
Non-current assets							
Property, plant and equipment		2,834.75	-	2,834.75	2,698.20	-	2,698.20
Capital work in progress		804.02	-	804.02	784.05	-	784.05
Goodwill on consolidation		1,126.28	-	1,126.28	1,120.84	-	1,120.84
Other intangible assets		313,676.54	-	313,676.54	347,669.15	-	347,669.15
Intangible assets under development		47,549.25	-	47,549.25	39,414.40	-	39,414.40
Financial assets							
i) Investments		8.20	-	8.20	7.81	-	7.81
ii) Loans		55.28	-	55.28	50.03	-	50.03
iii) Other receivables		849.68	-	849.68	883.66	-	883.66
Deferred tax assets	4	2,566.80	(16.61)	2,550.19	3,384.30	(6.90)	3,377.40
Other non-current assets		468.09	-	468.09	242.83	-	242.83
		369,938.89	**(16.61)**	**369,922.28**	**396,255.27**	**(6.90)**	**396,248.37**
Current assets							
Inventories		2,598.50	-	2,598.50	3,088.41	-	3,088.41
Financial assets							
i) Investments	1	368.20	4.68	372.88	348.55	6.10	354.65
ii) Trade receivable		58.38	-	58.38	86.63	-	86.63
iii) Cash and cash equivalents		4,096.50	-	4,096.50	2,764.32	-	2,764.32
iv) Bank balance other than above (iii)		11,201.87	-	11,201.87	12,243.47	-	12,243.47

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	Foot-note	Opening Balance Sheet as on April 1, 2015			Balance Sheet as on March 31, 2016		
		Previous GAAP	Adjustments	Ind AS	Previous GAAP	Adjustments	Ind AS
v) Loans		48.39	-	48.39	62.71	-	62.71
vi) Other receivables		903.69	-	903.69	2,159.21	-	2,159.21
Current tax assets (Net)		611.07	-	611.07	443.20	-	443.20
Other current assets		3,968.29	-	3,968.29	4,208.55	-	4,208.55
		23,854.89	**4.68**	**23,859.57**	**25,405.05**	**6.10**	**25,411.15**
Total assets		**393,793.78**	**(11.93)**	**393,781.85**	**421,660.32**	**(0.80)**	**421,659.52**
Equity							
Equity share capital		3,514.50	-	3,514.50	3,514.50	-	3,514.50
Share premium		14,060.09	-	14,060.09	14,060.09	-	14,060.09
Other equity	3	26,034.06	897.68	26,931.74	30,697.73	90.60	30,788.33
Total equity		**43,608.65**	**897.68**	**44,506.33**	**48,272.32**	**90.60**	**48,362.92**
Non-controlling interests		350.51	-	350.51	355.00	-	355.00
LIABILITIES							
Non-current liabilities							
Financial liabilities							
i) Borrowings	6	111,192.70	(14.78)	111,177.92	132,848.70	(9.01)	132,839.69
ii) Other financial liabilities		211,616.75	-	211,616.75	206,115.69	-	206,115.69
Provisions		900.20	-	900.20	1,278.19	-	1,278.19
Deferred tax liabilities (net)		102.91	-	102.91	42.17	-	42.17
Other non-current liabilities		-	-	-	-	-	-
		323,812.56	**(14.78)**	**323,797.78**	**340,284.75**	**(9.01)**	**340,275.74**
Current liabilities							
Financial liabilities							
Borrowings		6,290.55	-	6,290.55	11,887.13	-	11,887.13
Trade payables		2,248.51	-	2,248.51	3,087.92	-	3,087.92
Other financial liabilities	2	15,743.24	(51.39)	15,691.85	16,713.27	(82.39)	16,630.88
Provisions	5	884.81	(843.44)	41.37	92.00	-	92.00
Other current liabilities		457.79	-	457.79	669.50	-	669.50
Liabilities for current tax (net)		397.16	-	397.16	298.43	-	298.43
		26,022.06	**(894.83)**	**25,127.23**	**32,748.25**	**(82.39)**	**32,665.86**
Total liabilities		**349,834.62**	**(909.61)**	**348,925.01**	**373,033.00**	**(91.40)**	**372,941.60**
Total equity and liabilities		**393,793.78**	**(11.93)**	**393,781.85**	**421,660.32**	**(0.80)**	**421,659.52**

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

Reconciliation of Statement of Profit and loss for the year ended March 31, 2016

(₹ in millions)

Particulars	Foot note	Previous GAAP	Adjustments	Ind AS
Income				
Revenue from operations		51,279.45	-	51,279.45
Other income	1	1,239.18	32.43	1,271.61
Total income		**52,518.63**	**32.43**	**52,551.06**
Expenses				
Cost of material consumed		3,712.98	-	3,712.98
Road work and site expenses		16,825.33	-	16,825.33
Employee benefits expense	3	2,461.33	3.73	2,465.06
Finance costs	2, 6	8,527.66	5.77	8,533.43
Depreciation and amortisation expenses		10,639.18	-	10,639.18
Other expenses		1,673.47	-	1,673.47
Total expenses		**43,839.95**	**9.50**	**43,849.45**
Profit / (loss) before tax		**8,678.68**	**22.93**	**8,701.61**
Tax expenses				
Current tax		3,164.49	-	3,164.49
Deferred tax	4	(848.53)	(9.71)	(858.24)
Total tax expenses		**2,315.96**	**(9.71)**	**2,306.25**
Profit/(loss) after tax		**6,362.72**	**32.64**	**6,395.36**
Other comprehensive income not to be reclassified to profit or loss in subsequent periods:				
Re-measurement gains/(losses) on defined benefit plans (net of tax)	3	-	3.73	3.73
Net other comprehensive income not to be reclassified to profit or loss in subsequent periods		-	3.73	3.73
Other comprehensive income for the year, net of tax		-	3.73	3.73
Total comprehensive income for the year, net of tax		**6,362.72**	**36.37**	**6,399.09**

Footnotes to the reconciliation of equity as at 1st April 2015 and 31st March 2016 and profit and loss for the year ended 31st March 2016:

Note 1 : Fair value of mutual fund investments

Under previous GAAP, Mutual fund investments were valued at cost or market value whichever is lower. As per Ind AS 109, mutual fund investments needs to be stated at fair value. The difference between fair value and book value as on April 01, 2015 has been recognised through retained earnings.

Note 2 : Discounting of non current loans given / taken and retention money

Under previous GAAP, non current interest free unsecured loans (tenure ranging from 5 to 7 years) given/ taken and Retention money were stated at historical cost. As per Ind AS 109 "Financial instruments" need to be recognised initially at fair value. As per Ind AS 113, level III hierarchy has been used to fair value these loans and retention money as neither the quoted prices for loans and retention money are available (Level I) nor significant observable comparative inputs are available. Under Level III Income approach - Discounting cash flow method has been used to fair value these loans and retention money retrospectively. The difference between the carrying amount of the loan and the present value of the loan as on April 01, 2015 has been recognised through retained earnings.

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

Note 3 : Remeasurement gain/losses on Defined Benefit Obligation

Under previous GAAP, the entire cost, including actuarial gains and losses, are charged to statement of Profit and loss. Under Ind AS, remeasurements (comprising of actuarial gains and losses) are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI).

Note 4 : Deferred tax

Under previous GAAP, deferred taxes were recognised for the tax effect of timing differences between accounting profit and taxable profit for the year using the income statement approach. Under Ind AS, deferred taxes are recognised using the balance sheet for future tax consequences of temporary differences between the carrying value of assets and liabilities and their respective tax bases. The above difference, together with the consequential tax impact of the other Ind AS transitional adjustments lead to temporary differences.

Note 5 : Proposed dividend

Under previous GAAP, proposed dividends including dividend distribution tax are recognised as a liability in the period to which they relate, irrespective of when they are declared. Under IND AS, a proposed dividend is recognised as a liability in the period in which it is declared by the Company (usually when approved by shareholders in a general meeting) or paid.

In the case of the Company, the declaration of dividend occurs after period end. Therefore, the liability of ₹ 843.44 millions for the year ended on March 31, 2015 recorded for dividend has been derecognised against retained earnings on April 1, 2015. The dividend has been recognised in the year March, 2016 on actual declaration of dividend.

Note 6 : Borrowings

Under previous GAAP, transaction costs incurred in connection with borrowings are amortised upfront and charged to statement of profit and loss for the period. Under Ind AS, transaction costs are included in the initial recognition amount of financial liability and charged to profit or loss using the effective interest method.

Note 7 : To comply with the Companies (Accounting Standard) Rules, 2006, certain account balances have been regrouped as per the format prescribed under Division II of Schedule III to the Companies Act, 2013.

Consolidated Statement of cash flows

The transition from Previous GAAP to Ind AS has not had a material impact on the Consolidated statement of cash flows.

Note 53 : Significant accounting judgement, estimates and assumptions

The preparation of the Group's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

Estimates and assumptions

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and future periods are affected.

The Group based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Taxes

There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. The assessment of probability involves estimation of a number of factors including future taxable income.

Resurfacing Expenses

As per the Service Concession Agreements, the Group is obligated to carry out resurfacing of the roads under concession. The Group estimates the likely provision required towards resurfacing and accrues the costs on a straight line basis over the period at the end of which resurfacing would be required, in the statement of profit and loss in accordance with Ind AS 37 "Provisions, Contingent Liabilities and Contingent Assets".

Defined benefit plans (gratuity benefits)

A liability in respect of defined benefit plans is recognised in the balance sheet, and is measured as the present value of the defined benefit obligation at the reporting date. The present value of the defined benefit obligation is based on expected future payments at the reporting date, calculated annually by independent actuaries. Consideration is given to expected future salary levels, experience of employee departures and periods of service. Refer note 35 for details of the key assumptions used in determining the accounting for these plans.

Note 54

(a) During the year ended March 31, 2017, the Group has paid/accrued ₹ 2,875.11 millions (March 31, 2016: ₹ 2,571.14 millions) as Revenue Share to National Highways Authority of India ("NHAI") out of its toll collection in accordance with the Concession Agreements entered with NHAI. Income from Operations in the financials for the above periods is net off the above Revenue Share to NHAI.

(b) During the year ended March 31, 2015, the Group has received approval of NHAI for premium deferment for Ahmedabad Vadodara Super project as well as Tumkur Chitradurga project. The Scheme is applicable to both Projects from FY14-15 onwards. Such deferred premium is included in non current / Other current liabilities.

(c) Three subsidiary companies i.e. IRBAV, IRBTC and MVR have been awarded contracts on a DBFOT basis. As per the terms of the concession agreement, the companies are obligated to pay an amount of ₹ 218,633.62 millions to NHAI as additional concession fee over the concession period. Accordingly, from financial year 2014-15 ,liability for the entire amount of concession fee payable has been created and the corresponding amount is shown as Toll Collection Rights under the head Intangible Assets.

(d) During the year AETPL has entered into a Concession agreement (CA) with NHAI for a period of 24 years. As per the terms of the CA, AETPL has agreed to pay a premium in the form of "Additional Concession Fee" equal to ₹ 810.00 millions for the first year and each subsequent year such premium shall be determined by increasing the amount of premium in the respective year by an additional 5% as compared to the immediately preceding year. Management based on the legal opinion obtained and their evaluations of the terms of the CA, believes that such premium payable is restricted to the toll collection during the year and is in the form of revenue sharing arrangement. Accordingly, the premium payable for the year is accounted for as revenue share.

Note 55 : Corporate Social Responsibility

(₹ in millions)

March 31, 2017:				
(a)	Gross amount required to be spent by the Company during the year	-	-	166.41
(b)	Amount spent during the year on:			
Particulars		**In cash**	**Yet to be paid in cash**	**Total**
(i)	Construction/acquisition of any asset	-	-	-
(ii)	On purposes other than (i) above	401.00	3.97	404.97
March 31, 2016:				
(a)	Gross amount required to be spent by the Company during the year	-	-	137.25
(b)	Amount spent during the year on:			
Particulars		**In cash**	**Yet to be paid in cash**	**Total**
(i)	Construction/acquisition of any asset	-	-	-
(ii)	On purposes other than (i) above	158.91	45.08	203.99

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

Note 56:

On March 9, 2007, Aryan Infrastructure Investments Private Limited (AIIPL) had awarded a contract to Aryan Constructions (a proprietary concern of Sh. V. D. Mhaiskar (HUF) for ₹ 22,600.00 millions to provide amenities like internal roads, sanitation system, power supply, water supply and other utilities for the real estate project at Mauje Taje and Mauje Pimpoli Taluka, Pune. As per the terms of the agreement, AIIPL had given total advance of ₹ 2,040.00 millions in the Year 2007 and 2008 to Aryan Constructions to execute the above contract. Later on, in July 2007, AIIPL became subsidiary of IRB Infrastructure Developers Limited.

However, the work on the proposed township could not be accelerated due to recessionary conditions witnessed by the real estate sector since 2008. As a result the pace of execution of work had also slowed down. AIIPL has been up-keeping the property through Aryan Constructions. Aryan Constructions holds 34% in AIIPL.

Later on, Aryan Constructions had agreed with the subsidiary that the work awarded to Aryan Constructions under the subject agreement will be executed by March 31, 2017 as per the agreement. If for any reason, the infrastructure development work awarded to Aryan Constructions does not get substantially completed till its estimated time of completion i.e. by March 31, 2017 as per the aforesaid contract, then Aryan Constructions undertake that :

1. Contract given to Aryan Constructions will be terminated as per contract terms, in March 31, 2017 and the then outstanding advance, if any will be returned to AIIPL by Aryan Constructions;
2. In case Aryan Constructions are unable to return the outstanding advance, Aryan Constructions affirm that AIIPL is entitled to recover the outstanding mobilisation advance by appropriating the sale proceeds of Aryan Constructions share holding in AIIPL, which Aryan Constructions undertake to sell to Group or any other person interested to acquire the same at the then market determined valuation to the extent of then outstanding mobilisation advance.

In order to substantiate/support the undertaking given, Aryan Constructions has pledged the shares with the Group as security.

Accordingly, Aryan Construction has returned the outstanding advance to AIIPL during the current year as per in accordance with the undertaking.

Note 57 : Intra-group turnover and profits on BOT construction contracts

The BOT contracts are governed by Service concession agreements with government authorities (grantor). Under these agreements, the operator does not own the road, but gets "toll collection rights" against the construction services incurred. Since the construction revenue earned by the operator is considered as exchanged with the grantor against toll collection rights, profit from such contracts is considered as realised.

Accordingly, BOT contracts awarded to group companies (operator), where work is subcontracted to fellow subsidiaries, the intra group transactions on BOT contracts and the profits arising thereon are taken as realised and not eliminated for consolidation under Ind AS 110 "Consolidated financial statement"

The revenue and profit in respect of these transactions during the year is ₹ 34,709.04 millions (FY 2015-16 - ₹ 28,396.71 millions) and ₹ 10,681.63 millions (FY 2014-15 - ₹ 9,008.96 millions) respectively.

Note 58 :

As per Article 25 of the respective Concession Agreement with the National Highways Authority of India ('NHAI' or 'the Grantor'), the Concessionaires are entitled to receive Grant for meeting the part of the project cost subject to the conditions laid down in the concession agreement. The details are as under:

(₹ in millions)

Name of the Company	Eligible for Grant	Grant received in FY 2014-15	Grant received in FY 2015-16	Grant received in FY 2016-17	Grant yet to be received
IRBJD	3,060.00	3,060.00	-	-	-
IRBTA	2,160.00	2,134.57	-	-	25.43
IRBPA	1,269.00	1,269.00	-	-	-
SYTPL	1,890.00	-	-	1,391.70	498.30
KTPL	2,340.00	-	-	1,533.79	806.21
IRBWT	5,362.20	-	-	4,512.30	849.90
Total	**16,081.20**	**6,463.57**	**-**	**7,437.79**	**2,179.84**

Notes to Consolidated Financial Statements

for the year ended March 31, 2017

Note 59 :

In view of prevalent local conditions, Maharashtra State Road Development Corporation (MSRDC) had directed to suspend toll collection of the Company's wholly owned subsidiary viz. IRB Kolhapur Integrated Road Development Company Private Limited (IRBK). MSRDC had informed that a proposal for buy back of the toll project of IRBK is under consideration of the Government of Maharashtra (GoM). Accordingly on August 26, 2015, a committee was formed by the GoM to find an amicable solution for valuation of the project. Further vide letter dated December 29, 2015, GoM has reiterated to IRBK not to re-commence toll collection and informed that the Committee is in process of determining the compensation value. Based on legal advice the management believes that it will be able to recover the carrying value of its assets by way of buy-back / compensation and in the alternative can recommence the toll collection in case the matter is not resolved.

Note 60 :

Pursuant to the demonetization, Concessioning authority announced stoppage of toll collection at all toll roads in India from November 09, 2016 until December 02, 2016. The Group has claimed compensation of ₹ 1,517.47 millions (Previous year: ₹ Nil) as per relevant concession agreement with the authority.

Note 61 :

No subsequent event has been observed which may require an adjustment to the balance sheet.

The Company is the 'Sponsor' of the IRB InvIT Fund ("the Trust"), an Infrastructure Investment Trust registered with SEBI under InvIT Regulations, 2014, as amended. Subsequent to year end, the Company and fellow subsidiaries have successfully transferred the investments in six subsidiary companies viz. IRB Surat Dahisar Tollway Private Limited, IRB Talegaon Amravati Tollway Private Limited, IDAA Infrastructure Private Limited, IRB Tumkur Chitradurga Tollway Private Limited, IRB Jaipur Deoli Tollway Private Limited and MVR Infrastructure and Tollways Private Limited at book value to IRB InvIT Fund, pursuant to Initial Public Issue in the month of May, 2017, for a total consideration of ₹ 11,750.00 millions (includes Offer for sale of ₹ 2,870.00 millions and units of ₹ 8,880.00 millions). Pursuant to this transaction, the Company holds 15% units in IRB InvIT Fund.

The concession period of Thane Bhiwandi Bypass project was successfully completed on May 13, 2017. The project involved Improvement and Maintenance of Thane Bhiwandi Bypass including widening of existing 2 Lane Road to 4 Lane Road and Construction of New 2 Lane Bridge on Kasheli Creek. [From Km (-) 0/115 to 23/509 under BOT Scheme with Toll Rights] The Company has handed over the Project to the Ministry of Road Transport & Highways (MORTH)/ PWD – Government of Maharashtra.

The Board of Directors at its meeting held on May 30, 2017 has recommended a dividend of ₹ 3 per equity share.

Note 62 :

Previous year's figures have been regrouped/reclassified, wherever necessary, to conform to current year classification.

As per our report of even date
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Amyn Jassani
Partner
Membership No.: 46447

For Gokhale & Sathe
Chartered Accountants
ICAI Firm Registration No.: 103264W

per Jayant Gokhale
Partner
Membership No.: 33767

Place: Mumbai
Date: May 30, 2017

For and on behalf of the Board of Directors of
IRB Infrastructure Developers Limited

Virendra D. Mhaiskar
Chairman and Managing Director
DIN: 00183554

Deepali V. Mhaiskar
Director
DIN: 00309884

Anil D. Yadav
Chief Financial Officer

Mehul Patel
Company Secretary

Place: Mumbai
Date: May 30, 2017

Independent Auditor's Report

To the Members of IRB Infrastructure Developers Limited

Report on the Standalone Ind AS Financial Statements

We have audited the accompanying standalone Ind AS financial statements of IRB Infrastructure Developers Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2017, the Statement of Profit and Loss, including the Statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone 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 of these standalone 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 accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. 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 the design, implementation and maintenance of adequate internal financial control 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 standalone 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 the standalone Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 standalone 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 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 standalone 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 standalone Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the standalone 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, of the state of affairs of the Company as at March 31, 2017, its profit 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 Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.

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 purpose 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, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

(d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2017, 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 2"** to this report;

(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 does not have any pending litigations which would impact its financial position;

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

  iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and

  iv. The Company has provided requisite disclosures in Note 40 to these standalone Ind AS financial statements as to the holding of Specified Bank Notes on November 8, 2016 and December 30, 2016 as well as dealings in Specified Bank Notes during the period from November 8, 2016 to December 30, 2016. Based on our audit procedures and relying on the management representation regarding the holding and nature of cash transactions, including Specified Bank Notes, we report that these disclosures are in accordance with the books of accounts maintained by the Company and as produced to us by the Management.

For S.R. Batliboi & Co. LLP
ICAI FRN: 301003E/E300005
Chartered Accountants

per Amyn Jassani
Partner
Membership No.: 46447
Place: Mumbai
Date: May 30, 2017

For Gokhale & Sathe
ICAI FRN: 103264W
Chartered Accountants

per Jayant Gokhale
Partner
Membership No.: 33767
Place: Mumbai
Date: May 30, 2017

Annexure 1

Referred to in Paragraph 1 to Report on other Legal and Regulatory Requirements of our report of even date

(i) The Company does not have any fixed assets and therefore, the provisions of clause 3 (i) (a) to (c) of the order are not applicable to the Company.

(ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.

(iii) According to the information and explanations given to us, the Company has not granted any loans, 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. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans to directors including entities in which they are interested and in respect of loans and advances given, investments made and, guarantees, and securities given have been complied with by the Company.

(v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148(1) of the Companies Act, 2013, related to road tolling business under BOT basis and road work business, and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in a few cases.

As informed to us, the provisions relating to custom duty, excise duty are not applicable to the Company.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, cess and other undisputed statutory dues were outstanding, at the year end, for a period more than six month from the date they became payable.

(c) According to the information and explanations given to us, there are no dues of income tax, sales-tax, service tax, value added tax and cess which have not been deposited on account of any dispute.

(viii) In our opinion and according to the information and explanations given by the management, the Company has not defaulted in repayment of loans or borrowing to a financial institution or bank. The Company did not have any outstanding loans or borrowing dues to government or dues to debenture holders during the year.

(ix) In our opinion and according to the information and explanations given by the management, the Company has utilized the monies raised by way of term loans for the purposes for which they were raised.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

(xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.

(xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.

(xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.

(xvi) According to the information and explanations given to us, the provisions of Section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For S.R. Batliboi & Co. LLP
ICAI FRN: 301003E/E300005
Chartered Accountants

per Amyn Jassani
Partner
Membership No.: 46447
Place: Mumbai
Date: May 30, 2017

For Gokhale & Sathe
ICAI FRN: 103264W
Chartered Accountants

per Jayant Gokhale
Partner
Membership No.: 33767
Place: Mumbai
Date: May 30, 2017

Annexure 2

To the Independent Auditor's Report of even date on the Financial Statements of IRB Infrastructure Developers Limited

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 IRB Infrastructure Developers Limited ("the Company") as of March 31, 2017 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. 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 the 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.

Auditor's 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 as specified under Section 143(10) of the Companies Act, 2013, to the extent 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 judgement, 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 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 March 31, 2017, 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 S.R. Batliboi & Co. LLP
ICAI FRN: 301003E/E300005
Chartered Accountants

per Amyn Jassani
Partner
Membership No.: 46447
Place: Mumbai
Date: May 30, 2017

For Gokhale & Sathe
ICAI FRN: 103264W
Chartered Accountants

per Jayant Gokhale
Partner
Membership No.: 33767
Place: Mumbai
Date: May 30, 2017

IRB INFRASTRUCTURE DEVELOPERS LTD

Balance Sheet

as at March 31, 2017

(₹ in millions)

	Notes	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
ASSETS				
Non-current assets				
Financial assets				
i) Investments	4	19,209.74	24,664.46	21,472.56
ii) Loans	5	34,373.83	27,903.02	22,339.31
iii) Other financial assets	6	39.34	214.05	254.95
Deferred tax assets (Net)	7	6.67	6.60	6.48
Other non-current assets	8	491.91	491.91	491.91
		54,121.49	**53,280.04**	**44,565.21**
Current assets				
Financial assets				
i) Investments	4	438.79	354.50	1,994.86
ii) Trade receivables	9	93.71	1,005.58	924.00
iii) Cash and cash equivalents	10A	160.76	454.65	95.91
iv) Bank balance other than (iii) above	10B	9,618.90	9,147.27	8,756.70
v) Loans	5	14,634.65	13,649.27	12,824.16
vi) Other financial assets	6	370.29	290.15	344.52
Current tax assets (Net)	11	110.35	300.24	367.63
Other current assets	8	396.21	67.92	1,602.36
		25,823.66	**25,269.58**	**26,910.14**
Assets held for sale	42	10,179.61	-	-
		36,003.27	**25,269.58**	**26,910.14**
Total Assets		**90,124.76**	**78,549.62**	**71,475.35**
EQUITY AND LIABILITIES				
Equity				
Equity share capital	12A	3,514.50	3,514.50	3,514.50
Other equity	12B	21,539.09	20,209.07	19,398.69
		25,053.59	**23,723.57**	**22,913.19**
Liabilities				
Non-current liabilities				
Financial liabilities				
i) Borrowings	13	16,205.53	11,840.00	14,049.84
ii) Other financial liabilities	14	22.23	3,185.98	2,923.24
Provisions	15	14.58	12.42	10.30
Other non-current liabilities	17	3,172.90	3,563.80	4,946.75
		19,415.24	**18,602.20**	**21,930.13**
Current liabilities				
Financial liabilities				
i) Borrowings	13	14,585.99	13,131.49	5,924.69
ii) Trade payables	16	9,707.54	8,183.36	4,545.95
iii) Other financial liabilities	14	9,514.10	4,494.61	5,581.58
Provisions	15	9.26	8.16	9.29
Other current liabilities	17	11,839.04	10,406.23	10,570.52
		45,655.93	**36,223.85**	**26,632.03**
		65,071.17	**54,826.05**	**48,562.16**
Total equity and liabilities		**90,124.76**	**78,549.62**	**71,475.35**
Summary of significant accounting policies	3			

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Amyn Jassani
Partner
Membership No.: 46447

For Gokhale & Sathe
Chartered Accountants
ICAI Firm Registration No.: 103264W

per Jayant Gokhale
Partner
Membership No.: 33767

Place: Mumbai
Date: May 30, 2017

For and on behalf of the Board of Directors of
IRB Infrastructure Developers Limited

Virendra D. Mhaiskar
Chairman and Managing Director
DIN: 00183554

Deepali V. Mhaiskar
Director
DIN: 00309884

Anil D. Yadav
Chief Financial Officer

Mehul Patel
Company Secretary

Place: Mumbai
Date: May 30, 2017

Statement of Profit and Loss Account

for the year ended March 31, 2017

(₹ in millions)

	Notes	Year ended March 31, 2017	Year ended March 31, 2016
Income			
Revenue from operations	18	34,125.43	27,675.36
Other income	19	2,234.06	3,933.18
Total income		**36,359.49**	**31,608.54**
Expenses			
Contract and site expense	20	29,391.37	24,772.81
Employee benefits expense	21	585.12	285.29
Finance costs	22	3,035.87	2,781.99
Other expenses	23	427.81	280.05
Total expenses		**33,440.17**	**28,120.14**
Profit before tax		**2,919.32**	**3,488.40**
Tax expenses			
Current tax	24	887.00	568.13
Deferred tax	24	(0.07)	(0.12)
Total tax expenses		**886.93**	**568.01**
Profit after tax		**2,032.39**	**2,920.39**
Other comprehensive income not to be reclassified to profit or loss in subsequent year:			
Remeasurement gains/(losses) on defined benefit plans	27	0.53	(1.31)
Income tax effect		-	-
Other comprehensive income/(loss) for the year, net of tax		**0.53**	**(1.31)**
Total comprehensive income for the year, net of tax		**2,032.92**	**2,919.08**
Earnings per equity share	25		
Basic (Face value ₹ 10/- each)		5.78	8.31
Diluted (Face value ₹ 10/- each)		5.78	8.31
Summary of significant accounting policies	3		

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Amyn Jassani
Partner
Membership No.: 46447

For Gokhale & Sathe
Chartered Accountants
ICAI Firm Registration No.: 103264W

per Jayant Gokhale
Partner
Membership No.: 33767

Place: Mumbai
Date: May 30, 2017

For and on behalf of the Board of Directors of
IRB Infrastructure Developers Limited

Virendra D. Mhaiskar
Chairman and Managing Director
DIN: 00183554

Deepali V. Mhaiskar
Director
DIN: 00309884

Anil D. Yadav
Chief Financial Officer

Mehul Patel
Company Secretary

Place: Mumbai
Date: May 30, 2017

Statement of Changes in Equity

for the year ended March 31, 2017

(₹ in millions)

		As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
a.	**Equity Share Capital**			
	Equity shares of ₹ 10 each issued subscribed and fully paid			
	At the beginning of the year	3,514.50	3,514.50	3,514.50
	Changes during the year	-	-	-
	At the end of the year	**3,514.50**	**3,514.50**	**3,514.50**

b. Other Equity

(₹ in millions)

	Reserves and surplus			Items of Other comprehensive income(OCI)	Total
	Securities Premium	General reserve	Retained earnings	Remeasurement of net defined benefit plans	
As at April 1, 2015	**14,060.09**	**743.16**	**4,595.44**	**-**	**19,398.69**
Profit/(loss) for the year	-	-	2,920.39	-	2,920.39
Other comprehensive income for the year	-	-	-	(1.31)	(1.31)
Total comprehensive income for the year	**-**	**-**	**2,920.39**	**(1.31)**	**2,919.08**
Interim equity dividend	-	-	(2,108.70)	-	(2,108.70)
As at March 31, 2016	**14,060.09**	**743.16**	**5,407.13**	**(1.31)**	**20,209.07**
Profit/(loss) for the year	-	-	2,032.39	-	2,032.39
Other comprehensive income for the year	-	-	-	0.53	0.53
Total comprehensive income for the year	**-**	**-**	**2,032.39**	**0.53**	**2,032.92**
Interim equity dividend	-	-	(702.90)	-	(702.90)
As at March 31, 2017	**14,060.09**	**743.16**	**6,736.62**	**(0.78)**	**21,539.09**

Summary of significant accounting policies (refer note 3)

The accompanying notes are an integral part of these financial statements.

As per our report of even date
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Amyn Jassani
Partner
Membership No.: 46447

For Gokhale & Sathe
Chartered Accountants
ICAI Firm Registration No.: 103264W

per Jayant Gokhale
Partner
Membership No.: 33767

Place: Mumbai
Date: May 30, 2017

For and on behalf of the Board of Directors of
IRB Infrastructure Developers Limited

Virendra D. Mhaiskar
Chairman and Managing Director
DIN: 00183554

Deepali V. Mhaiskar
Director
DIN: 00309884

Anil D. Yadav
Chief Financial Officer

Mehul Patel
Company Secretary

Place: Mumbai
Date: May 30, 2017

Statement of Cash Flows

for the year ended March 31, 2017

(₹ in millions)

		Year ended March 31, 2017	Year ended March 31, 2016
Cash flow from operating activities			
Profit before tax		**2,919.32**	**3,488.40**
Adjustments to reconcile profit before tax to net cash flows			
Net gain on sale of current investments		(22.27)	(0.79)
Gain on current investments at fair value through profit or loss		(6.75)	(1.42)
Finance costs		2,666.10	2,433.23
Interest income		(1,449.30)	(1,719.98)
Dividend income from long term investment in subsidiaries		(702.90)	(2,108.71)
Dividend income on current investments and other long term investments		(51.98)	(99.52)
Operating profit before working capital changes		**3,352.22**	**1,991.21**
Working capital adjustments			
Decrease/(increase) in loans		(16.16)	1.14
Decrease/(increase) in trade receivables		911.87	(81.58)
Decrease/(increase) in other financial assets		(80.14)	54.37
Decrease/(increase) in other assets		(325.35)	1,539.03
Increase/(decrease) in trade payables		1,524.19	3,637.41
Increase/(decrease) in other financial liabilities		483.13	266.88
Increase/(decrease) in provisions		3.79	(0.31)
Increase/(decrease) in other liabilities		1,041.90	(1,547.23)
Cash generated from operations		**6,895.45**	**5,860.92**
Taxes paid (Net)		(697.11)	(500.75)
Net cash flow from operating activities	**(A)**	**6,198.34**	**5,360.17**
Cash flows from investing activities			
Purchase of non-current investments		(4,436.06)	(1,570.14)
Purchase of mutual funds		(4,937.79)	(4,231.86)
Proceeds from sale/maturity of mutual funds		4,593.70	4,252.65
Investment in bank deposits (having original maturity of more than three months)		(1,385.49)	(615.66)
Proceeds from maturity of bank deposits (having original maturity of more than three months)		1,088.57	265.98
Loan given to subsidiary companies		(19,190.67)	(14,605.47)
Repayments received for loans given to subsidiary companies		11,750.80	8,216.50
Interest received		1,446.19	1,714.42
Dividend received from subsidiary companies		702.90	2,108.71
Dividend received on other investments		51.97	99.51
Net cash flow used in investing activities	**(B)**	**(10,315.88)**	**(4,365.36)**

Statement of Cash Flows

for the year ended March 31, 2017

(₹ in millions)

		Year ended March 31, 2017	Year ended March 31, 2016
Cash flow from financing activities			
Proceeds from Non-current borrowings		17,200.00	2,025.00
Repayment of Non-current borrowings		(11,332.22)	(5,322.05)
Proceeds from Current borrowings		-	2,618.97
Repayment of Current borrowings		(1,805.29)	-
Loan taken from subsidiary companies		4,162.75	4,987.93
Loan repayment to subsidiary companies		(902.96)	(400.10)
Interest paid		(2,795.52)	(2,438.71)
Dividend paid on equity shares		(703.11)	(2,107.11)
Net cash flow from/(used in) financing activities	**(C)**	**3,823.65**	**(636.07)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)		**(293.89)**	**358.74**
Cash and cash equivalents at the beginning of the year (refer note 10A)		**454.65**	**95.91**
Cash and cash equivalents at the end of the year (refer note 10A)		**160.76**	**454.65**
Summary of significant accounting policies (refer note 3)			

The accompanying notes are an integral part of these financial statements.

Notes :

1. All figures in bracket are outflow.
2. Taxes paid (Net) are treated as arising from operating activities and are not bifurcated between investing and financing activities.
3. The cash flow statement has been prepared under Indirect Method as per Ind AS 7 "Statement of Cash Flows."

As per our report of even date
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Amyn Jassani
Partner
Membership No.: 46447

For Gokhale & Sathe
Chartered Accountants
ICAI Firm Registration No.: 103264W

per Jayant Gokhale
Partner
Membership No.: 33767

Place: Mumbai
Date: May 30, 2017

For and on behalf of the Board of Directors of
IRB Infrastructure Developers Limited

Virendra D. Mhaiskar
Chairman and Managing Director
DIN: 00183554

Deepali V. Mhaiskar
Director
DIN: 00309884

Anil D. Yadav
Chief Financial Officer

Mehul Patel
Company Secretary

Place: Mumbai
Date: May 30, 2017

Notes to Financial Statements

for the year ended March 31, 2017

1. Corporate Information

IRB Infrastructure Developers Limited (the Company) is a public company domiciled in India and is incorporated under the provision of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India. The registered office is located at IRB Complex, Chandivli Farm, Chandivli Village, Andheri (E), Mumbai -72, Maharashtra. The Company is engaged in carrying out the construction works as per EPC contract entered between the Company and its subsidiaries.

The financial statements were authorised for issue in accordance with a resolution of the directors on May 30, 2017.

2. Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, as amended thereafter.

For all periods up to and including the year ended March 31, 2016, the Company has prepared its financial statements in accordance with accounting standards notified under Section 133 of the Companies Act, 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (hereinafter referred to as 'Previous GAAP'). These financial statements for the year ended March 31, 2017 are the first the Company has prepared in accordance with Ind AS. Refer to note 36 for information on how the Company adopted Ind AS. The financial statements for the year ended March 31, 2016 and the opening Balance Sheet as at April 1, 2015 have been restated in accordance with Ind AS for comparative information. Reconciliations and explanations of the effect of transition from Previous GAAP to Ind AS on the Company's Balance Sheet, Statement of Profit and Loss and Statement of Cash Flows are provided in note 36.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities (refer accounting policy regarding financial instruments) which have been measured at fair value.

The financial statements are presented in Indian Rupee ('₹') which is also the Company's functional currency and all values are rounded to the nearest millions, except when otherwise indicated. Wherever the amount represented '0' (zero) construes value less than Rupees five thousand.

3. Summary of significant accounting policies

3.01 Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has idenfied twleve months as its operating cycle.

3.02 Foreign currencies

The Company's financial statements are presented in INR, which is also the Company's functional currency.

Transactions and balances

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss.

3.03 Fair value measurement

The Company measures financial instruments, at fair value at each balance sheet date. (Refer Note 32)

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or

- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

On an interim basis, the Management present the valuation results to the Audit Committee and the Company's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Disclosures for valuation methods, significant estimates and assumptions (notes 32, 33, 34, 36 and 38).

Financial instruments (including those carried at amortised cost) (notes 4, 5, 6, 9, 10, 13, 14 and 16).

Quantitative disclosure of fair value measurement hierarchy (note 33).

3.04 Revenue recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The specific recognition criteria described below must also be met before revenue is recognised.

Contract revenue (construction contracts)

Contract revenue and contract cost associated with the construction of road are recognised as revenue and expenses respectively by reference to the stage of completion of the projects at the balance sheet date. The stage of completion of project is determined by the proportion that contract cost incurred for work performed upto the balance sheet date bear to the estimated total contract costs. Where the outcome of the construction cannot be estimated reliably, revenue is recognised to the extent of the construction costs incurred if it is probable that they will be recoverable. If total cost is estimated to exceed total contract revenue, the Company provides for foreseeable loss. Contract revenue earned in excess of billing has been reflected as unbilled revenue and billing in excess of contract revenue has been reflected as unearned revenue.

Company's operations involve levying of value added tax (VAT) on the construction work. Sales tax/VAT is not received by the Company on its own account.

Notes to Financial Statements

for the year ended March 31, 2017

Interest income

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss.

Dividends

Dividend is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

3.05 Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities in accordance with the Income Tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the country where the Company operates and generates taxable income.

Current income tax relating to items recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- In respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction. affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax as sets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Minimum Alternate Tax (MAT)

Minimum Alternate Tax (MAT) paid as per Indian Income Tax Act, 1961 is in the nature of unused tax credit which can be carried forward and utilised when the Company will pay normal income tax during the specified period. Deferred tax assets on such tax credit is recognised to the extent that it is probable that the unused tax credit can be utilised in the specified future period. The net amount of tax recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the balance sheet.

3.06 Borrowing costs

Borrowing costs includes interest and amortisation of ancillary costs incurred in connection with the arrangement of borrowings.

3.07 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

For arrangements entered into prior to 1 April 2015, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition.

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

3.08 Contigent Liability and Contingent assets

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

A contingent assets is not recognised unless it becomes virtually certain that an inflow of economic benefits will arise. When an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.

Contingent liabilities and contingent assets are reviewed at each balance sheet date.

3.09 Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the 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. In determining fair value less costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

3.10 Provisions

Provisions are recognised 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. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. Provisions are reviewed at each balance sheet and adjusted to reflect the current best estimates.

3.11 Retirement and other employee benefits

i. Defined contribution plan

Retirement benefits in the form of provident fund and pension fund are a defined contribution scheme

Notes to Financial Statements

for the year ended March 31, 2017

and the contributions are charged to the Statement of profit and loss of the period when the employee renders related services. There are no other obligations other than the contribution payable to the respective authorities.

ii. Defined benefit plan

Gratuity liability for eligible employees are defined benefit obligation and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Obligation is measured at the present value of estimated future cash flows using discounted rate that is determined by reference to market yields at the balance sheet date on Government Securities where the currency and terms of the Government Securities are consistent with the currency and estimated terms of the defined benefit obligation.

Remeasurements, comprising of actuarial gains and losses excluding amounts included in net interest on the net defined benefit liability are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

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 Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense or income.

iii. Leave encashment

As per the leave encashment policy of the Company, the employees have to utilise their eligible leave during the calendar year and lapses at the end of the calendar year. Accrual towards compensated absences at the end of the financial year are based on last salary drawn and outstanding leave absence at the end of the financial year.

3.12 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Debt instruments at amortised cost

A 'debt instrument' is measured at its amortised cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in other income in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss.

Debt instrument at FVTOCI

A 'debt instrument' is classified at FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value.

Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to Profit and Loss. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has designated certain debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Equity investment

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to statement of profit and loss, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Company of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

The rights to receive cash flows from the asset have expired, or

The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material lay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance.
b) Financial assets that are debt instruments and are measured as at FVTOCI.
c) Lease receivables under Ind AS 17.
d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18 (referred to as 'contractual revenue receivables' in these illustrative financial statements)
e) Loan commitments which are not measured as at FVTPL.
f) Financial guarantee contracts which are not measured as at FVTPL.

The Company follows 'simplified approach' for recognition of impairment loss allowance on:

- Trade receivables and
- Other receivables

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises

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for the year ended March 31, 2017

impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.
- Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the Company does not reduce impairment allowance from the gross carrying amount.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, trade payables and other payables.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include borrowings, trade payables and other financial liabilities including bank overdrafts and other payables.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Loans and borrowings

This is the category most relevant to the Company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings. For more information refer Note 13.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Notes to Financial Statements

for the year ended March 31, 2017

3.13 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

3.14 Assets held for Sale

Non-current assets or disposal groups comprising of assets and liabilities are classified as 'held for sale' when all of the following criteria's are met: (i) decision has been made to sell. (ii) the assets are available for immediate sale in its present condition. (iii) the assets are being actively marketed and (iv) sale has been agreed or is expected to be concluded within 12 months of the Balance Sheet date.

Subsequently, such non-current assets and disposal groups classified as held for sale are measured at the lower of its carrying value and fair value less costs to sell. Non-current assets held for sale are not depreciated or amortised.

3.15 Cash dividend to equity holders of the Company

The Company recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

3.16 Earnings per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

3.17 Standard issued but not effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, 'Statement of cash flows' and Ind AS 102, 'Share-based payment'. The amendments are applicable to the Company from April 01, 2017.

Amendment to Ind AS 7:

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financial activities, to meet the disclosure requirement.

Amendment to Ind AS 102:

The amendment to Ind AS 102 provides specific guidance to measurement of cash-settled awards, modification of cash-settled awards that include a net settlement feature in respect of withholding taxes.

The Company is evaluating the requirements of the amendment and the impact on the financial statements is being evaluated.

3.18 Segment information

Based on "Management Approach" as defined in Ind AS 108 - Operating Segments, the Chief Operating Decision Maker evaluates the Company's performance and allocates the resources based on an analysis of various performance indicators by business segments. Inter segment sales and transfers are reflected at market prices.

Segment Policies:

The Company prepares its segment information in conformity with the accounting policies adopted for preparing and presenting the financial statements of the Company as a whole.

The Company is engaged in "Road Infrastructure Projects" which in the context of Ind AS 108 - Operating Segments is considered as the only segment. The Company's activities are restricted within India and hence no separate geographical segment disclosure is considered necessary.

Notes to Financial Statements

for the year ended March 31, 2017

Note 4 : Investments

(₹ in millions)

	Face value	No.	As at March 31, 2017	No.	As at March 31, 2016	No.	As at April 1, 2015
Financial assets							
A) Non-Current Investments							
a) Investments in equity instruments							
Unquoted investments (at cost)							
Investments in subsidiaries							
Ideal Road Builders Private Limited	100	6,100,000	610.87	6,100,000	610.87	6,100,000	610.87
Mhaiskar Infrastructure Private Limited	10	77,700,000	777.61	77,700,000	777.61	77,700,000	777.61
Modern Road Makers Private Limited	100	3,109,500	311.73	3,109,500	311.73	3,109,500	311.73
Aryan Toll Road Private Limited	100	4,499,753	450.88	4,499,753	450.88	4,499,753	450.88
ATR Infrastructure Private Limited	100	5,174,753	525.41	5,174,753	525.41	5,174,753	525.41
NKT Road & Toll Private Limited	100	800,003	80.00	800,003	80.00	800,003	80.00
IRB Infrastructure Private Limited	100	1,000,000	100.14	1,000,000	100.14	801,500	80.29
Thane Ghodbunder Toll Road Private Limited	10	22,200,000	222.08	22,200,000	222.08	22,200,000	222.08
IDAA Infrastructure Private Limited *	10	-	-	87,172,803	871.73	87,172,803	871.73
Aryan Infrastructure Investments Private Limited	10	58,616,500	586.17	58,616,500	586.17	58,616,500	586.17
IRB Kolhapur Integrated Road Development Company Private Limited	10	133,601,000	1,336.01	133,601,000	1,336.01	133,601,000	1,336.01
IRB Surat Dahisar Tollway Private Limited *	10	-	-	510,842,000	5,323.25	510,842,000	5,323.25
Aryan Hospitality Private Limited	10	9,000	0.09	9,000	0.09	9,000	0.09
IRB Pathankot Amritsar Toll Road Private Limited	10	88,740,000	887.40	88,740,000	887.40	88,740,000	887.40
IRB Sindhudurg Airport Private Limited	10	10,000	0.10	9,999	0.10	9,999	0.10
IRB Talegaon Amravati Tollway Private Limited *	10	-	-	36,445,000	364.45	36,445,000	364.45
IRB Jaipur Deoli Tollway Private Limited *	10	-	-	97,490,000	974.90	97,490,000	974.90
IRB Goa Tollway Private Limited	10	31,140,000	311.40	31,140,000	311.40	31,140,000	311.40
IRB Tumkur Chitradurga Tollway Private Limited *	10	-	-	155,500,002	1,555.00	155,500,000	1,555.00
IRB Westcoast Tollway Private Limited	10	162,979,300	1,629.79	127,910,000	1,279.10	74,381,000	743.81
MVR Infrastructure and Tollways Private Limited *	100	-	-	5,113,527	801.60	5,113,527	801.60
IRB Ahmedabad Vadodara Super Express Tollway Private Limited	10	378,000,000	3,780.00	378,000,000	3,780.00	330,176,998	3,301.77
Solapur Yedeshi Tollway Private Limited	10	98,249,998	982.50	72,641,998	726.42	24,815,008	248.15
Yedeshi Aurangabad Tollway Private Limited	10	164,103,000	1,641.03	110,035,000	1,100.35	110,035,000	1,100.35
Kaithal Tollway Private Limited	10	274,132,999	2,741.33	168,000,000	1,680.00	50,000	0.50
AE Tollway Private Limited	10	222,620,000	2,226.20	50,000	0.50	-	-
Zozila Tunnel Project Pvt. Ltd.	10	50,000	0.50	50,000	0.50	-	-
Udaipur Tollway Private Limited	10	50,000	0.50	-	-	-	-
CG Tollway Private Limited	10	50,000	0.50	-	-	-	-
Kishangarth Gulabpura Tollway Private Limited	10	50,000	0.50	-	-	-	-
			19,202.74		**24,657.69**		**21,465.55**

* Refer note 42

Notes to Financial Statements

for the year ended March 31, 2017

Note 4 : Investments Contd...

(₹ in millions)

	Face value	No.	As at March 31, 2017	No.	As at March 31, 2016	No.	As at April 1, 2015
b) Investment in equity instruments (quoted)							
Fair Value Through Profit and Loss (FVTPL)							
- Union Bank of India	10	9,177	1.43	9,177	1.20	9,177	1.44
			1.43		**1.20**		**1.44**
c) Investments in Government or trust securities							
(unquoted) (at amortised cost)							
National Savings Certificates		-	0.02	-	0.02	-	0.02
			0.02		**0.02**		**0.02**
d) Other equity investments							
Unquoted investments (at amortised cost)							
Indian Highways Management Company Limited	10	555,370	5.55	555,370	5.55	555,370	5.55
			5.55		**5.55**		**5.55**
Total (a+b+c+d)			**19,209.74**		**24,664.46**		**21,472.56**
Aggregate book value of quoted investments			1.01		1.01		1.01
Market value of quoted investments			1.43		1.20		1.44
Aggregate amount of unquoted investments			19,208.30		24,663.25		21,471.11
Aggregate amount of impairment in value of investments			-		-		-
Refer note 32 for determination of fair value of investments							
B) Current Investments							
a) Investments in Mutual Funds							
Quoted investments - Fair Value through Profit and Loss (FVTPL)							
Union KBC Small & Midcap Fund Regular Plan - Growth	10	-	-	-	-	249,990	3.05
Union KBC Asset Allocation Fund - Growth	10	-	-	-	-	20,050	0.26
LIC Nomura MF Savings Plus Fund - Daily Dividend	10	-	-	-	-	2,398,489	24.37
ICICI Prudential Liquid Plan - Daily Dividend	100	-	-	-	-	5,621	0.56
Birla Sun Life Cash Plus - Growth Direct Plan	10	630,607	6.31	-	-	-	-
Kotak Treasury Advantage Fund - Daily Dividend	10	-	-	-	-	76,336	0.77
Canara Robeco Capital Protection Oriented Fund- Series 6 Regular Growth	10	1,119,769	11.20	-	-	-	-

Notes to Financial Statements

for the year ended March 31, 2017

Note 4 : Investments Contd...

(₹ in millions)

	Face value	No.	As at March 31, 2017	No.	As at March 31, 2016	No.	As at April 1, 2015
Canara Robeco Short Term Fund - Regular Growth	10	-	-	-	-	201,831	3.14
Canara Robeco Capital Protection Oriented Fund - Series 6	10	1,038,270	10.38	999,990	10.16	-	-
Canara Robeco Capital Protection Oriented Fund - Series 3	10	6,084,038	60.84	4,999,990	55.74	4,999,990	52.11
SBI Magnum Insta Cash Fund – Direct Plan–Daily Dividend	1,000	208,989	350.06	-	-	-	-
			438.79		**65.90**		**84.26**
b) Share application money to subsidiary							
Kaithal Tollway Private Limited		-	-	-	-	-	1,622.00
			-		-		**1,622.00**
c) Deemed Investment in subsidiary company (secured)							
Other advances for acquisition of shares		-	-	-	288.60	-	288.60
			-		**288.60**		**288.60**
Total (a+b+c)			**438.79**		**354.50**		**1,994.86**
Aggregate book value of quoted investments			438.79		65.91		84.26
Market value of quoted investments			438.79		65.91		84.26
Aggregate amount of unquoted investments			-		288.60		1,910.60
Aggregate amount of impairment in value of investments			-		-		-

Refer note 32 for determination of fair value of investments

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Financial assets			
Note 5 : Loans			
(Unsecured, considered good unless otherwise stated)			
Non-current			
Loans to subsidiaries (interest free) (refer note 37)	-	14.97	13.99
Subordinated debt to subsidiaries (interest free) (refer note 37)	34,356.64	27,885.75	22,322.49
Others loans and advances			
- Loans to employees	17.19	2.30	2.83
Total	**34,373.83**	**27,903.02**	**22,339.31**
Current			
Loans to subsidiaries			
- Interest free and repayable on demand (refer note 37)	8,531.27	7,418.82	5,517.14
- Interest bearing @ 12% and repayable on demand (refer note 37)	6,094.34	6,222.68	7,298.64
Others loans and advances			
- Loans to employees	9.04	7.66	8.38
- Others	-	0.11	-
Total	**14,634.65**	**13,649.27**	**12,824.16**
Note 6 : Others financial assets			
(unsecured considered good unless otherwise stated)			
Non-current			
Margin money fixed deposits with banks (with maturity more than 12 months)	39.34	214.05	254.95
Total	**39.34**	**214.05**	**254.95**
Current			
Security and other deposits	3.93	3.93	3.73
Interest recoverable from bank	-	-	9.66
Interest accrued on fixed deposits	95.52	98.46	103.04
Others receivables			
- from related parties (refer note 37)	270.83	184.71	228.09
- from others	0.01	3.05	-
Total	**370.29**	**290.15**	**344.52**
Note 7 : Deferred tax assets (Net)			
Expenses allowed for tax purposes on payment basis			
- Gratuity	6.67	6.60	6.48
Total	**6.67**	**6.60**	**6.48**

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Note 8 : Other assets			
(Unsecured, considered good unless otherwise stated)			
Non-current			
Mobilisation and other advance to			
- subsidiaries (refer note 37)	466.20	466.20	466.20
- others	25.71	25.71	25.71
Total	**491.91**	**491.91**	**491.91**
Current			
Loans and advances to subsidiary companies (refer note 37)			
Current maturities of mobilisation advances	-	-	2.38
Others			
Prepaid expenses	0.46	0.19	2.45
Work-in-progress (unbilled revenue)	395.75	67.73	1,597.53
Total	**396.21**	**67.92**	**1,602.36**
Note 9 : Trade receivables			
(Unsecured, considered good unless otherwise stated)			
Trade receivables - subsidiaries (refer note 37)	93.71	1,005.58	924.00
Total	**93.71**	**1,005.58**	**924.00**
Break-up for security details:			
Secured, considered good	-	-	-
Unsecured, considered good	93.71	1,005.58	924.00
Considered doubtful	-	-	-
Total	**93.71**	**1,005.58**	**924.00**

Trade receivables are non-interest bearing and are generally on terms of 30 to 90 days.
No trade or other receivables are due from directors or other officers of the company either severally or jointly with any other person.
For terms and conditions relating to related party receivables, refer Note 37.

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Note 10A : Cash and cash equivalents			
Cash in hand	2.02	1.50	1.43
Balances with banks in :			
- Current accounts	152.89	447.09	90.02
- Unpaid dividends	5.85	6.06	4.46
Total (A)	**160.76**	**454.65**	**95.91**

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Note 10B: Bank balance other than cash and cash equivalents			
Deposits with banks - *			
Maturity more than 3 months but less than 12 months	9,212.56	8,627.44	6,376.50
Maturity more than 12 months	39.34	214.05	2,049.54
Margin money deposit against bank guarantees - **			
Maturity more than 3 months but less than 12 months	339.87	304.81	180.66
Maturity more than 12 months - ***	66.47	65.02	254.95
Debt service reserve account with banks			
Maturity more than 3 months but less than 12 months			
Maturity more than 12 months****	-	150.00	150.00
Less: Amount disclosed under non-current assets (refer note 6)	(39.34)	(214.05)	(254.95)
Total (B)	**9,618.90**	**9,147.27**	**8,756.70**
Total (A + B)	**9,779.66**	**9,601.92**	**8,852.61**

* The deposits to the extent of ₹ 7,850.00 millions (March 31, 2016 : ₹ 7,885.57 millions and April 1, 2015 : ₹ 7,850.00 millions) maintained by the Company with bank includes time deposits, which are held against overdraft facility.

** Margin money deposits are earmarked against bank guarantees taken by the Company and for subsidiaries of the Company.

*** The deposits to the extent of ₹ 66.47 millions (March 31, 2016 : ₹ 65.02 millions and April 1, 2015 ₹ 254.95 millions) maintained by the Company with bank includes time deposits, which are held as margin money against bank guarantees, are considered as current portion under the head "Other bank balances" since the same are encashable by the lenders in the event of default by the Company, if any.

Short-term deposits are made for varying periods of between one day and twelve months, depending on the immediate cash requirements of the Company and earn interest at the respective short-term deposit rates. Other time deposits earn interest at the rate of 6.25% to 8.50% respective term deposit rates.

**** The bank deposits are marked lien/pledged against the long term secured loans as per term loan agreement with the lender.

For the purpose of the Statement of cash flows, cash and cash equivalents comprises of the following:

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Cash on hand	2.02	1.50	1.43
Balances with banks:			
- On current accounts	152.89	447.09	90.02
- On escrow accounts	5.85	6.06	4.46
Total	**160.76**	**454.65**	**95.91**

Cash and cash equivalents excludes bank overdraft of ₹ 3,483.52 millions (March 31, 2016 : ₹ 5,288.81 millions and April 1, 2015: ₹ 2,669.84 millions). Against the said overdraft facility, the Company has deposits to the extent of ₹ 7,850.00 millions (March 31, 2016 : ₹ 7,885.57 millions and April 1, 2015 : ₹ 7,850.00 millions) included under Other bank balances.

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Break up of financial assets carried at amortised cost			
Loans (refer note 5)	49,008.48	41,552.29	35,163.47
Trade receivable (refer note 9)	93.71	1,005.58	924.00
Cash and cash equivalents (refer note 10A)	160.76	454.65	95.91
Bank balance other than cash and cash equivalents (refer note 10B)	9,618.90	9,147.27	8,756.70
Others (refer note 6)	409.63	504.20	599.47
Total	**59,291.48**	**52,663.99**	**45,539.55**
Note 11 : Current tax assets (net)			
Advance income-tax [net of provision for tax of ₹ 2,228.28 millions (March 31, 2016 : ₹ 1,341.43 millions, April 1, 2015 : ₹ 1,149.11 millions)]	110.35	300.24	367.63
Total	**110.35**	**300.24**	**367.63**
Note 12 : Equity			
12A Equity share capital			
Authorised share capital			
615,000,000 (March 31, 2016 : 615,000,000 and April 1, 2015 : 615,000,000) equity shares of ₹ 10/- each	**6,150.00**	**6,150.00**	**6,150.00**
Issued, subscribed and fully paid-up shares			
351,450,000 (March 31, 2016 : 351,450,000 and April 1, 2015: 351,450,000) equity shares of ₹ 10/- each	3,514.50	3,514.50	3,514.50
Total	**3,514.50**	**3,514.50**	**3,514.50**

a. Reconciliation of the shares outstanding at the beginning and at the end of the reporting period Equity shares of ₹ 10 each issued, subscribed and fully paid

	No. of shares	Amount in millions	No. of shares	Amount in millions	No. of shares	Amount in millions
At the beginning of the year	351,450,000	3,514.50	351,450,000	3,514.50	351,450,000	3,514.50
Changes during the year	-	-	-	-	-	-
At the end of the year	**351,450,000**	**3,514.50**	**351,450,000**	**3,514.50**	**351,450,000**	**3,514.50**

b. Details of shareholders holding more than 5% shares in the Company

	As at March 31, 2017		As at March 31, 2016		As at April 1, 2015	
	No. of shares	%	No. of shares	%	No. of shares	%
Virendra D. Mhaiskar Jointly with Deepali V. Mhaiskar	1,000	0.00%	111,968,220	31.86%	111,968,220	31.86%
Virendra D. Mhaiskar (Karta of V.D. Mhaiskar - HUF)	1,000	0.00%	83,738,795	23.83%	83,738,795	23.83%
Ideal Soft Tech Park Private Limited	199,415,015	56.74%	3,710,000	1.06%	3,710,000	1.06%

As per records of the Company, including its register of shareholders / members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownership of shares.

c. **Terms / rights attached to equity shares**

The Company has only one class of equity shares having par value of ₹ 10/- per share. Each holder of equity shares is entitled to one vote per share.

The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend, if any.

During the year ended March 31, 2017, the amount of per share dividend recognised as distributions to equity shareholders was ₹ 2.00 (March 31, 2016: ₹ 6.00).

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 proportion to the number of equity shares held by the shareholders.

(₹ in millions)

		As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
12B: Other Equity				
a.	**Securities Premium**			
	At the beginning of the year	14,060.09	14,060.09	14,060.09
	Increase/(decrease) during the year	-	-	-
	At the end of the year	**14,060.09**	**14,060.09**	**14,060.09**
b.	**Other reserves**			
1.	**General reserve**			
	At the beginning of the year	743.16	743.16	743.16
	Increase/(decrease) during the year	-	-	-
	At the end of the year	**743.16**	**743.16**	**743.16**
2.	**Retained earnings**			
	At the beginning of the year	5,405.82	4,595.44	4,595.44
	Profit for the year	2,032.39	2,920.39	-
	Less : Appropriations			
	First interim equity dividend	(702.90)	(2,108.70)	-
	Other comprehensive income/(loss) for the year	0.53	(1.31)	-
	Total retained earnings	**6,735.84**	**5,405.82**	**4,595.44**
	Total other reserves (1+2)	**7,479.00**	**6,148.98**	**5,338.60**
	Total other equity (a+b)	**21,539.09**	**20,209.07**	**19,398.69**

a) **Securities Premium:** Where the Company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the premium received on those shares shall be transferred to "Securities Premium".

b) **General Reserve:** The Company has transferred a portion of the net profit of the Company before declaring dividend to general reserve pursuant to the earlier provisions of Companies Act, 1956. Mandatory transfer to general reserve is not required under the Companies Act, 2013.

c) **Retained Earnings:** Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Financial liabilities			
Note 13 : Borrowings			
Non-current borrowings			
Term loans			
Indian rupee loan from banks (secured)	16,385.26	10,378.11	14,371.98
Less : Current maturities expected to be settled within 12 months from balance sheet date	(5,524.00)	(4,095.57)	(5,322.14)
Total (a)	**10,861.26**	**6,282.54**	**9,049.84**
Indian rupee loan from financial institutions (secured)	5,557.45	5,696.82	5,000.00
Less : Current maturities expected to be settled within 12 months from balance sheet date	(146.00)	(139.36)	-
Total (b)	**5,411.45**	**5,557.46**	**5,000.00**
Unamortised transaction cost (c)	(67.18)	-	-
Total (d = a + b - c)	**16,205.53**	**11,840.00**	**14,049.84**

a) **Rate of interest and security**

i) Indian rupee term loan from banks:

- Indian rupee term loan from banks of ₹ 16,385.26 millions, carries interest rates which varies from 9.40% p.a. to 11.10% p.a. and are secured by pledge of shares of its subsidiaries and subservient charge on the current assets of the Company to the extent of 125% of the outstanding loan.

ii) Indian rupee term loan from financial institutions

- Indian rupee term loan from financial institution of ₹ 5,557.45 millions carries interest rates which varies from 11.10% p.a. to @ 12.05% p.a. and are secured by pledge of shares of its subsidiaries and charge on escrow account opened with the banks.

b) **Repayment schedule**

i) Indian rupee term loan from banks:

- Loan amounting to ₹ 285.26 millions is repayable in 48 structured monthly instalments commencing from April 30, 2017.
- Loan amounting to ₹ 10,900.00 millions is repayable in 27 structured monthly instalments commencing from April 30, 2017.
- Loan amounting to ₹ 2,000.00 millions is repayable in 5 structured monthly instalments commencing from August 31, 2017.
- Loan amounting to ₹ 3,000.00 millions is repayable in 6 structured monthly instalments commencing from Octoer 30, 2019.
- Loan amounting to ₹ 200.00 millions is bullet payment on June 28, 2017.
- Loan amounting to ₹ 11,192.85 millions has been repaid during the current reporting year.

ii) Indian rupee term loan from financial institutions

- Loan amounting to ₹ 5,000.00 millions is repayable in 30 structured monthly instalments commencing from April 30, 2018.
- Loan amounting to ₹ 557.45 millions is repayable in 48 structured monthly instalments commencing from April 30, 2017.
- Loan amounting to ₹ 139.37 millions has been repaid during the current reporting year.

Notes to Financial Statements

for the year ended March 31, 2017

Current borrowings

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Secured loans			
Bank overdraft (repayable on demand)*	3,483.52	5,288.81	2,669.84
Unsecured loans			
Loans from subsidiary (interest free) (refer note 37)	11,102.47	7,842.68	3,254.85
Total	**14,585.99**	**13,131.49**	**5,924.69**
Aggregate Secured loans	25,310.79	21,363.74	22,041.82
Aggregate Unsecured loans	11,102.47	7,842.68	3,254.85

* Bank overdraft

The bank overdraft is secured against fixed deposits which are repayable on demand, interest rate varies from 7.50% p.a. to 8.10% p.a. (March 31, 2016 : 9.00% p.a. to 9.40% p.a.).

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Note 14 : Other financial liabilities			
Non-current			
Due to related parties (refer note 37) :			
Guarantee margin deposit payable (subsidiaries) (at amortised cost)	22.23	55.75	125.44
Retention money payable (subsidiaries) (FVTPL)	-	3,130.23	2,797.80
Total	**22.23**	**3,185.98**	**2,923.24**
Current			
Current maturities of long-term debt (refer note 13)			
Indian rupee loan from banks	5,524.00	4,095.57	5,322.14
Indian rupee loan from financial institutions	146.00	139.36	-
Unamortised transaction cost	(48.26)	-	-
Interest accrued but not due on borrowings	1.32	15.30	20.79
Due to related parties (refer note 37) :			
Retention money payable (subsidiaries)	3,500.00	-	-
Guarantee margin payable (subsidiaries)	277.65	200.30	171.40
Other payables:			
Employee benefits payable	107.54	15.72	10.49
Retention money payable	-	22.30	52.30
Unclaimed dividend *	5.85	6.06	4.46
Total	**9,514.10**	**4,494.61**	**5,581.58**

* There are no amounts due for payment to the Investor Education and Protection Fund under Section 125 of the Companies Act, 2013 as March 31, 2017 (March 31, 2016: Nil, April 1, 2015: Nil).

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Note 15 : Provisions			
Non-Current			
Provision for employee benefits			
- Gratuity (refer note 27)	14.58	12.42	10.30
Total	**14.58**	**12.42**	**10.30**
Current			
Provision for employee benefits			
- Gratuity (refer note 27)	4.71	6.66	5.87
- Leave encashment	4.55	1.50	3.42
	9.26	**8.16**	**9.29**
Reconciliation for provisions			
Employee benefits			
Opening balance	20.58	19.59	19.53
New provision	3.26	0.99	0.06
Closing balance	**23.84**	**20.58**	**19.59**
Note 16 : Trade payables			
Total outstanding dues of creditors other than micro and small enterprises (refer note 31)			
Trade payables - others	22.67	4.82	17.22
Trade payables - related parties (refer note 37)	9,684.87	8,178.54	4,528.73
Total	**9,707.54**	**8,183.36**	**4,545.95**

Terms and conditions of the above financial liabilities:

Trade payables are non-interest bearing and are normally settled on 90 day terms.

For terms and conditions with related parties, refer Note 37.

For explanations on the Company's credit risk management processes, refer Note 34.

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Break up of financial liabilities carried at amortised cost			
Borrowings (non-current) (refer note 13)	16,205.53	11,840.00	14,049.84
Borrowings (current) (refer note 13)	14,585.99	13,131.48	5,924.69
Current maturity of long term loans (refer note 13)	5,621.74	4,234.93	5,322.14
Trade payables (refer note 16)	9,707.54	8,183.36	4,545.94
Other financial liabilities (refer note 14)	3,914.59	315.43	384.88
Total	**50,035.39**	**37,705.20**	**30,227.49**

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Note 17 : Other liabilities			
Non-current			
Due to related parties (refer note 37) :			
Mobilisation advance from customers (subsidiaries)	1,922.39	1,455.60	3,534.97
Advance from customers (subsidiaries)	1,250.51	2,108.20	1,411.78
Total	**3,172.90**	**3,563.80**	**4,946.75**
Current			
Due to related parties:			
Mobilisation advance from customers (subsidiaries) (refer note 37)	3,516.34	5,892.96	6,431.18
Advance from customers (subsidiaries) (refer note 37)	8,092.13	4,337.25	4,038.90
Statutory dues	230.57	176.02	100.44
Total	**11,839.04**	**10,406.23**	**10,570.52**

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	Year ended March 31, 2017	Year ended March 31, 2016
Note 18 : Revenue from operations		
Contract revenue (road construction) (refer note 37)	34,214.98	27,735.72
Less: VAT on contract revenue	(89.55)	(60.36)
Total	**34,125.43**	**27,675.36**
Note 19 : Other income		
Interest income on		
- Bank deposits	730.74	763.21
- Unsecured loan to subsidiaries (refer note 37)	698.86	930.42
- Others	19.53	25.37
Dividend income on		
- Long term investment in subsidiaries (refer note 37)	702.90	2,108.71
- Current investments	51.96	99.46
- Other long-term investments	0.02	0.06
Net gain on sale of current investments	22.27	0.79
Other non-operating income	0.87	2.76
Interest income on unwinding	0.16	0.98
Gain on current investments at fair value through profit or loss	6.75	1.42
Total	**2,234.06**	**3,933.18**
Note 20 : Contract and site expenses		
Road construction and site expenses		
- Road work (refer note 37)	29,347.84	24,717.26
- Design	43.53	55.08
- Project monitoring	-	0.47
Total	**29,391.37**	**24,772.81**
Note 21 : Employee benefits expense		
Salaries, wages and bonus	571.12	275.76
Contribution to provident and other funds (refer note 27)	10.67	6.93
Gratuity expenses (refer note 27)	2.16	1.61
Staff welfare expenses	1.17	0.99
Total	**585.12**	**285.29**
Note 22 : Finance cost		
Interest on term loan from banks and financial institutions	2,127.48	2,085.73
Interest on overdraft from banks	480.45	347.50
Borrowing cost		
Transaction cost	58.17	-
Others	-	16.33
Interest cost on unwinding	369.77	332.43
Total	**3,035.87**	**2,781.99**

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	Year ended March 31, 2017	Year ended March 31, 2016
Note 23 : Other expenses		
Rent, rates and taxes	69.33	1.85
Advertisement expenses	121.98	106.82
Travelling and conveyance	29.63	9.08
Communication costs	2.08	3.88
Membership and subscription fees	6.03	6.45
Conference expenses	-	1.07
Printing and stationery	1.90	2.79
Director sitting fees	2.27	3.05
Legal and professional expenses	86.74	54.66
Payment to Auditors (refer details below)	5.22	5.43
Donations	6.51	5.65
CSR Expenditure (refer note 39)	70.00	50.11
Tender fees	4.68	7.31
Bank charges	21.44	21.90
Total	**427.81**	**280.05**
Payment to Auditors (including service tax)		
As auditor :		
Audit fee	2.21	2.44
Limited review	2.18	1.99
In other capacity :		
Certification and other services	0.70	0.76
Reimbursement of expenses	0.13	0.24
Total	**5.22**	**5.43**

Note 24 : Income tax

The major components of income tax expense for the years ended March 31, 2017 and March 31, 2016 are as follows:

(₹ in millions)

		Year ended March 31, 2017	Year ended March 31, 2016
a.	**Profit or loss section**		
	Income tax expense		
	Current tax	886.85	568.13
	Current income tax expense	**886.85**	**568.13**
	Adjustment of tax relating to earlier periods	0.15	-
	Deferred tax relating to origination and reversal of temporary differences	(0.07)	(0.12)
		886.93	**568.01**
b.	**OCI Section**		
	Deferred tax related to items recognised in OCI during the year:		
	Net loss/(gain) on remeasurement of defined benefit plans	-	-
		-	-

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

		Year ended March 31, 2017	Year ended March 31, 2016
c.	**Reconciliation of tax expense and accounting profit multiplied by India's domestic tax rate**		
	Accounting Profit before tax	2,919.32	3,488.40
	Enacted tax rate in India	34.608%	34.608%
	Tax at statutory rate	**1,010.32**	**1,207.27**
	Expenses not deductible in determining taxable profits	157.41	135.66
	Income exempt from taxation	(268.95)	(764.49)
	Tax allowances	(15.78)	(10.31)
	Others	3.85	-
	Tax expense for the year	**886.85**	**568.13**
	Effective income tax rate	**30.379%**	**16.286%**
d.	**Reconciliation of deferred tax liabilities / (assets)**		
	Opening balance as of April 1	6.60	6.48
	Tax expense during the period recognised in profit or loss	0.07	0.12
	Closing balance as at March 31	**6.67**	**6.60**
	Deferred tax relates to the following:		
	Gratuity	(0.07)	(0.12)
		(0.07)	**(0.12)**

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

(₹ in millions)

	Year ended March 31, 2017	Year ended March 31, 2016
Note 25 : Earnings per share (EPS)		
Net profit for calculation of basic EPS (profit after tax)	2,032.39	2,920.39
Weighted average number of equity shares in calculating basic and diluted EPS	351,450,000	351,450,000
Face value per share (in ₹)	10	10
Basic and Diluted (EPS)	5.78	8.31

Note 26 : Components of Other Comprehensive Income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below: (₹ in millions)

	Retained Earnings	
	Year ended March 31, 2017	Year ended March 31, 2016
Re-measurement gains (losses) on defined benefit plans	0.53	(1.31)
	0.53	**(1.31)**

Note 27 : Gratuity and other post-employment benefit plans

(a) Defined contribution plan

The following amount recognized as an expense in Statement of profit and loss on account of provident fund and other funds. There are no other obligations other than the contribution payable to the respective authorities.

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	Year ended March 31, 2017	Year ended March 31, 2016
Contribution in defined plan	10.67	6.93

(b) Defined benefit plan

The Company has an unfunded defined benefit gratuity plan. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the act, employee who has completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service as per the provision of the Payment of Gratuity Act, 1972.

The following tables summaries the components of net benefit expense recognised in the Statement of profit and loss and the funded status and amounts recognised in the balance sheet for the gratuity plan:

(₹ in millions)

	March 31, 2017	March 31, 2016
Statement of profit and loss		
Net employee benefit expense recognised in the employee cost		
Current service cost	0.94	0.55
Interest cost on defined benefit obligation	1.22	1.05
(Gain) / losses on settlement	-	-
Net benefit expense	**2.16**	**1.60**
Amount recorded in Other Comprehensive Income (OCI)		
Opening amount recognised in OCI outside profit and loss statement	1.31	-
Remeasurement during the period/year due to :		
Actuarial loss / (gain) arising from change in financial assumptions	0.30	0.22
Actuarial loss / (gain) arising on account of experience changes	(0.83)	1.09
Amount recognised in OCI outside profit and loss statement	**(0.53)**	**1.31**
Closing amount recognised in OCI outside profit and loss statement	**0.78**	**1.31**

(₹ in millions)

	March 31, 2017	March 31, 2016	April 01, 2015
Reconciliation of net liability / asset			
Opening defined benefit liability / (assets)	19.08	16.17	16.17
Expense charged to profit & loss account	2.16	1.60	-
Actual Benefits paid	(1.42)	-	-
Amount recognised in outside profit and loss statement	(0.53)	1.31	-
Closing net defined benefit liability / (asset)	**19.29**	**19.08**	**16.17**
Balance sheet			
Benefit liability			
Defined benefit obligation	-	-	-
Present value of defined benefit obligation	19.29	19.08	16.17
Less : Unrecognized past service cost	-	-	-
Plan liability	**19.29**	**19.08**	**16.17**

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	March 31, 2017	March 31, 2016	April 01, 2015
Changes in the present value of the defined benefit obligation are as follows:			
Opening defined benefit obligation	19.08	16.17	16.17
Current service cost	0.94	0.55	-
Interest cost	1.22	1.05	-
Past service cost	-	-	-
Remeasurement during the period due to :			
Actuarial loss/(gain) arising from change in financial assumptions	0.30	0.22	-
Actuarial loss/(gain) arising on account of experience changes	(0.83)	1.09	-
Benefits paid	(1.42)	-	-
Closing defined benefit obligation	**19.29**	**19.08**	**16.17**
Net liability is bifurcated as follows :			
Current	4.71	6.66	5.87
Non-current	14.58	12.42	10.30
Net liability	**19.29**	**19.08**	**16.17**

The principal assumptions used in determining gratuity benefit obligation for the Company's plans are shown below:

	March 31, 2017	March 31, 2016	April 01, 2015
Discount rate (p.a.)	7.50%	7.75%	7.95%
Expected rate of return on plan assets (p.a.)	NA	NA	NA
Salary escalation rate (p.a.)	7.00%	7.00%	7.00%
Mortality pre-retirement	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)	Indian Assured Lives Mortality (2006-08)

A quantitative analysis for significant assumption is as shown below:
Indian gratuity plan:

(₹ in millions)

	March 31, 2017	March 31, 2016
Assumptions - Discount rate		
Sensitivity Level (a hypothetical increase/(decrease) by)	0.5% increase	0.5% increase
Impact of Increase in 50 bps on defined benefit obligation	(0.58)	(0.53)
Impact of Decrease in 50 bps on defined benefit obligation	0.62	0.56
Assumptions - Salary Escalation rate		
Sensitivity Level	0.5% increase	0.5% increase
Impact on defined benefit obligation		
Impact of Increase in 50 bps on defined benefit obligation	0.10	0.14
Impact of Decrease in 50 bps on defined benefit obligation	(0.11)	(0.14)

Notes to Financial Statements

for the year ended March 31, 2017

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

The gratuity liabilites of the Company unfunded and hence there are no assets held to meet the liabilities.

The following payments are expected contributions to the defined benefit plant in future years:

(₹ in millions)

Particulars	March 31, 2017
Within the next 12 months (next annual reporting period)	4.71
Between 2 and 5 years	6.39
Between 6 and 10 years	6.24
Beyond 10 years	16.94
Total expected payments	**34.28**
The weighted average duration of the defined benefit plan obligation at the end of the reporting period	6.23 years

Note 28 : Commitments

The Company has commitments related to further investment as sponsor's contribution (share capital and subordinated debt) to the projects in the following subsidiaries:

(₹ in millions)

Sr. No.	Subsidiaries	March 31, 2017	March 31, 2016	April 1, 2015
a.	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	-	680.00	2,700.65
b.	IRB Westcoast Tollway Private Limited	-	1,739.27	3,911.06
c.	Solapur Yedeshi Tollway Private Limited	-	1,024.33	1,965.00
d.	IRB Sindhudurg Airport Private Limited	2,229.89	3,499.90	3,499.90
e.	Yedeshi Aurangabad Tollway Private Limited	1,172.92	4,254.94	4,265.45
f.	Kaithal Tollway Private Limited	-	2,947.40	4,916.34
g.	Mhaiskar Infrastructure Private Limited	-	5,450.00	5,450.00
h.	AE Tollway Private Limited	3,698.22	8,229.50	-
	Total	**7,101.03**	**27,825.34**	**26,708.40**

Note 29 : Contingent liabilities (to the extent not provided for)

(₹ in millions)

Sr. No.	Particulars	March 31, 2017	March 31, 2016	April 01, 2015
(i)	Amount outstanding in respect of guarantees given by the Company to banks for loans to subsidiaries	51,237.21	127,590.08	102,140.87
(ii)	Guarantees given to others for subsidiaries	3,666.32	2,053.03	3,093.17
(iii)	Guarantees and counter guarantees on behalf of subsidiaries given by the Company	4,982.90	5,121.13	6,808.73
	Total	**59,886.43**	**134,764.24**	**112,042.77**

The Company does not expect any outflow of economic resources in respect of the above and therefore no provision is made in respect thereof.

The Company's pending litigations comprise of claims against the Company primarily by the commuters and proceedings pending with tax authorities. The Company has reviewed all its pending litigations and proceedings and has adequately provided for where provisions are required and disclosed contingent liabilities where applicable, in its financial statements. The Company has not provided for or disclosed contingent liabilities for matters considered as remote for pending litigations/public litigations(PIL)/claims

Notes to Financial Statements

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the commuters wherein the management is confident, based on the internal legal assessment and advice of its lawyers that these litigations would not result into any liabilities. The Company does not expect the outcome of these proceedings to have a material adverse effect on the financial statements.

Note 30 : Distribution made and proposed

(₹ in millions)

	March 31, 2017	March 31, 2016
Cash dividend on equity shares declared and paid :		
Second Interim dividend for the year ended March 31, 2017: ₹ 2/- per share (March 31, 2016: ₹ 6/- per share)	702.90	2,108.70
	702.90	**2,108.70**

Note 31 : Details of dues to micro and small enterprises as per MSMED Act, 2006

There are no Micro and Small Enterprises as defined in the Micro and Small Enterprises Development Act, 2006 to whom the company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro and Small Enterprises has been determined to the extent such parties has been identified on the basis of information available with the Company.

Note 32 : Fair values

The carrying values of financials instruments of the Company are reasonable and approximations of fair values.

(₹ in millions)

	Carrying amount			Fair Value		
	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015	As at March 31, 2017	As at March 31, 2016	As at April 01, 2015
Financial assets						
Financial assets measured at amortised cost						
Loans	49,008.48	41,552.29	35,163.47	49,008.48	41,552.29	35,163.47
Others financial assets	409.63	504.20	599.47	409.63	504.20	599.47
Investments (unquoted)	5.57	294.17	1,916.17	5.57	294.17	1,916.17
Financial assets measured at cost						
Investments (unquoted)	19,202.74	24,657.69	21,465.55	19,202.74	24,657.69	21,465.55
Financial assets measured at fair value through statement of Profit & Loss						
Investments (quoted)	427.37	61.01	81.02	440.22	67.10	85.70
Financial liabilities						
Financial liabilities measured at amortised cost						
Borrowings	36,413.26	29,206.41	25,296.67	36,413.26	29,206.41	25,296.67
Other financial liabilities	3,914.59	315.43	384.88	3,914.59	315.43	384.88
Financial liabilities measured at fair value through statement of Profit & Loss						
Other financial liabilities	-	3,500.00	3,500.00	-	3,130.23	2,797.80

The management assessed that cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current liabilities approximate their carrying amounts largely due to the short term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Notes to Financial Statements

for the year ended March 31, 2017

The discount for lack of marketability represents the amounts that the Company has determined that market participants would take into account when pricing the investments.

Note 33 : Fair value hierarchy

All financial instruments for which fair value is recognised or disclosed are categorised within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Level 1: Quoted price in active markets

Level 2: Significant observable inputs

Level 3: Significant unobservable inputs

Quantitative disclosures fair value measurement hierarchy for financial instruments as at March 31, 2017:

(₹ in millions)

	As at March 31, 2017	Fair value measurement using		
		Level 1	Level 2	Level 3
Financials assets				
Investments in equity instruments (refer note 4(A)(b))	1.43	1.43	-	-
Investments in Mutual Funds (refer note 4(B)(a))	438.79	438.79	-	-

Quantitative disclosures fair value measurement hierarchy for financial instruments as at March 31, 2016:

(₹ in millions)

	As at March 31, 2016	Fair value measurement using		
		Level 1	Level 2	Level 3
Financials assets				
Investments in equity instruments (refer note 4(A)(b))	1.20	1.20	-	-
Investments in Mutual Funds (refer note 4(B)(a))	65.90	65.90	-	-
Financials liabilities				
Other financial liabilities	3,130.23	-	-	3,130.23

Quantitative disclosures fair value measurement hierarchy for financial instruments as at April 1, 2015 :

(₹ in millions)

	As at April 1, 2015	Fair value measurement using		
		Level 1	Level 2	Level 3
Financials assets				
Investments in equity instruments (refer note 4(A)(b))	1.44	1.44	-	-
Investments in Mutual Funds (refer note 4(B)(a))	84.26	84.26	-	-
Financials liabilities				
Other financial liabilities	2,797.80	-	-	2,797.80

There have been no transfers between Level 1 and Level 2 during the period.

Note 34 : Financial risk management objectives and policies

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.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

In performing its operating, investing and financing activities, the Company is exposed to the Credit risk, Liquidity risk and Market risk.

Notes to Financial Statements

for the year ended March 31, 2017

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and FVTOCI investments.

Credit risk on financial assets

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's top management in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. Counterparty credit limits are reviewed by the top management on an annual basis, and may be updated throughout the year subject to approval of the Company's board of directors. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected, after excluding the credit exposure for which interest rate swap has been taken and hence the interest rate is fixed. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

(₹ in millions)

	March 31, 2017	March 31, 2016
Increase in basis points		
- INR	50 bps	50 bps
Effect on profit before tax		
- INR	182.07	146.03
Decrease in basis points		
- INR	50 bps	50 bps
Effect on profit before tax		
- INR	(182.07)	(146.03)

Liquidity risk

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate sources of financing including debt and overdraft from banks at an optimised cost (refer notes 15, 16 & 19) .

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2017, March 31, 2016 and April 01, 2015 is the carrying amounts as illustrated in notes 15, 16 & 19. The Company's maximum exposure relating to financial guarantees and financial instruments is noted in note 32 and the liquidity table below:

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

	Less than 1 year	1 to 5 years	>5 years	Total
As at March 31, 2017				
Borrowings	20,255.99	16,157.27	-	36,413.26
Other financial liabilities	3,866.33	-	-	3,866.33
Trade and other payables	9,707.54	-	-	9,707.54
	33,829.86	**16,157.27**	**-**	**49,987.13**
As at March 31, 2016				
Borrowings	17,366.41	11,840.00	-	29,206.41
Other financial liabilities	3,445.66	-	-	3,445.66
Trade and other payables	8,183.36	-	-	8,183.36
	28,995.43	**11,840.00**	**-**	**40,835.43**
As at April 1, 2015				
Borrowings	11,246.82	14,049.84	-	25,296.66
Other financial liabilities	3,182.67	-	-	3,182.67
Trade and other payables	4,545.94	-	-	4,545.94
	18,975.43	**14,049.84**	**-**	**33,025.27**

At present, the Company does expects to repay all liabilities at their contractual maturity. In order to meet such cash commitments, the operating activity is expected to generate sufficient cash inflows.

Commodity Price Risk

The Company requires materials for implementation (construction) of the projects, such as cement, bitumen, steel and other related construction materials. However, the Company has entered into fixed price contract with the EPC contractor so as to manage our exposure to price increases in raw materials. Hence, the sensitivity analysis is not required.

Note 35 : Capital management

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimise returns to shareholders. The capital structure of the Company is based on management's judgement of its strategic and day-to-day needs with a focus on total equity so as to maintain investor, creditors and market confidence.

The Company monitors capital using a gearing ratio, which is net debt divided by total Capital plus Net debt is calculated as borrowing less cash and cash equivalent and other bank balances and mutual funds investments.

(₹ in millions)

	As at March 31, 2017	As at March 31, 2016	As at April 1, 2015
Borrowings (refer note 13 and 14)	25,310.79	21,363.73	22,041.82
Less: Cash and cash equivalents (refer note 10)	(160.76)	(454.65)	(95.91)
Net debt (A)	**25,150.03**	**20,909.08**	**21,945.91**
Equity (refer note 12)	25,053.58	23,723.56	22,913.18
Capital and Net debt (B)	**50,203.61**	**44,632.64**	**44,859.09**
Gearing ratio (%) (A/B)	**50%**	**47%**	**49%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no breaches in the financial covenants of any interest-bearing loans and borrowing in the current year.

Notes to Financial Statements

for the year ended March 31, 2017

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2017, year ended March 31, 2016 and April 01, 2015.

(i) Loan covenants:

Under the terms of the major borrowing facilities, the Company is required to comply with the following financials covenants:

- Subservient charge on the current assets of the Company to the extent of 125% of the outstanding loan.

Note 36 : First-time adoption of Ind AS

As stated in Note 2, the financial statements for the year ended March 31, 2017 would be the first annual financial statements prepared in accordance with Ind AS. These fianancial statements for the year ended March 31, 2017 are prepared in compliance with Ind AS. The adoption was carried out in accordance with Ind AS 101 using Balance Sheet as at April 1, 2015 as the transition date. The transition was carried out from Indian GAAP, which was considered as the previous GAAP. All applicable Ind AS have been applied consistently and retrospectively, wherever required.

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2017, together with the comparative period data as at and for the year ended March 31, 2016, as described in the summary of significant accounting policies.

In preparing these financial statements, the Company has availed itself of certain exemptions and exceptions in accordance with Ind AS 101. This note explains the principal adjustments made by the Company in restating its Indian GAAP financials statements, including the opening Balance Sheet as at April 01, 2015, the financial statements for the year ended March 31, 2016 and year ended March 31, 2017.

The Company has opted for exemption under Ind AS 101 for existing long term foreign currency non-monetary items where the Company can continue the policy adopted for treatment of exchange differences arising on long-term foreign currency monetary items pertaining to the acquisition of a depreciable asset for items recognized on or before April 01, 2015.

Estimates

The estimates at March 31, 2016 and at April 01, 2015 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies).

Reconciliation of equity as at April 1, 2015 (date of transition to Ind AS)

(₹ in millions)

		Foot-notes	Balance Sheet as at March 31, 2016			Opening Balance Sheet as at April 1, 2015		
			Previous GAAP	Adjustments	Ind AS	Previous GAAP	Adjustments	Ind AS
	ASSETS							
1)	**Non-current assets**							
a.	Financial assets							
	i) Investments	1	24,657.41	7.05	24,664.46	21,465.27	7.29	21,472.56
	ii) Loans	2	27,903.18	(0.16)	27,903.02	22,340.46	(1.15)	22,339.31
	iii) Others financial assets		214.05	-	214.05	254.95	-	254.95
b.	Deferred tax assets		6.60	-	6.60	6.48	-	6.48
c.	Other non-current assets		491.91	-	491.91	491.91	-	491.91
	Total non-current assets		**53,273.15**	**6.89**	**53,280.04**	**44,559.07**	**6.14**	**44,565.21**
2)	**Current assets**							
a.	Financial assets							
	i) Investments	1	348.60	5.91	354.51	1,990.61	4.25	1,994.86
	ii) Trade receivables		1,005.58	-	1,005.58	924.00	-	924.00
	iii) Cash and cash equivalent		454.65	-	454.65	95.91	-	95.91
	iv) Bank balance other than above (iii)		9,147.27	-	9,147.27	8,756.70	-	8,756.70
	v) Loans		13,649.26	-	13,649.26	12,824.16	-	12,824.16
	vI) Others financial assets		290.15	-	290.15	344.52	-	344.52

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

		Foot-notes	Balance Sheet as at March 31, 2016			Opening Balance Sheet as at April 1, 2015		
			Previous GAAP	Adjustments	Ind AS	Previous GAAP	Adjustments	Ind AS
b.	Current tax assets (net)		300.24	-	300.24	367.63	-	367.63
c.	Other current assets		67.92	-	67.92	1,602.36	-	1,602.36
	Total current assets		**25,263.67**	**5.91**	**25,269.58**	**26,905.89**	**4.25**	**26,910.14**
	Total assets		**78,536.82**	**12.80**	**78,549.62**	**71,464.96**	**10.39**	**71,475.35**
	EQUITY AND LIABILITIES							
1)	**Equity**							
a.	Equity share capital		3,514.50	-	3,514.50	3,514.50	-	3,514.50
b.	Other equity	1-4	19,826.50	382.57	20,209.07	17,983.20	1,415.49	19,398.69
	Total equity		**23,341.00**	**382.57**	**23,723.57**	**21,497.70**	**1,415.49**	**22,913.19**
2)	**Non-current liabilities**							
a.	Financial liabilities							
	i) Borrowings		11,840.00	-	11,840.00	14,049.84	-	14,049.84
	ii) Other financial liabilities	2	3,555.75	(369.77)	3,185.98	3,625.44	(702.20)	2,923.24
b.	Provisions		12.42	-	12.42	10.30	-	10.30
c.	Other non-current liabilities		3,563.80	-	3,563.80	4,946.75	-	4,946.75
	Total non-current liabilities		**18,971.97**	**(369.77)**	**18,602.20**	**22,632.33**	**(702.20)**	**21,930.13**
3)	**Current liabilities**							
a.	Financial liabilities							
	i) Borrowings		13,131.49	-	13,131.49	5,924.69	-	5,924.69
	ii) Trade and other payables		8,183.36	-	8,183.36	4,545.95	-	4,545.95
	iii) Other financial liabilities		4,494.61	-	4,494.61	5,581.58	-	5,581.58
b.	Provisions	4	8.16	-	8.16	712.19	(702.90)	9.29
c.	Other current liabilities		10,406.23	-	10,406.23	10,570.52	-	10,570.52
	Total current liabilities		**36,223.85**	**-**	**36,223.85**	**27,334.93**	**(702.90)**	**26,632.03**
	Total liabilities		**55,195.82**	**(369.77)**	**54,826.05**	**49,967.26**	**(1,405.10)**	**48,562.16**
	Total equity and liabilities		**78,536.82**	**12.80**	**78,549.62**	**71,464.96**	**10.39**	**71,475.35**

Reconciliation of Statement of Profit and loss for the year ended March 31, 2016

(₹ in millions)

Particulars	**Footnotes**	**Previous GAAP**	**Adjustments**	**Ind AS**
Income				
Revenue from operations		27,675.36	-	27,675.36
Other income	1 & 2	3,930.78	2.40	3,933.18
Total income		**31,606.14**	**2.40**	**31,608.54**
Expenses				
Contract and site expenses		24,772.81	-	24,772.81
Employee benefits expense	3	286.60	(1.31)	285.29
Finance costs	2	2,449.56	332.43	2,781.99
Other expenses		280.05	-	280.05
Total expenses		**27,789.02**	**331.12**	**28,120.14**
Profit/(loss) before tax		**3,817.12**	**(328.72)**	**3,488.40**
Tax expenses				

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Particulars	Footnotes	Previous GAAP	Adjustments	Ind AS
Current tax		568.13	-	568.13
Deferred tax		(0.12)	-	(0.12)
Total tax expenses		**568.01**	**-**	**568.01**
Profit/(loss) after tax		**3,249.11**	**(328.72)**	**2,920.39**
Other comprehensive income not to be reclassified to profit or loss in subsequent year:				
Remeasurement gains/ (losses) on defined benefit plans	3	-	(1.31)	(1.31)
Net other comprehensive income not to be reclassified to profit or loss in subsequent year		-	(1.31)	(1.31)
Other comprehensive income/(loss) for the year, net of tax		**-**	**(1.31)**	**(1.31)**
Total comprehensive income for the year, net of tax		**3,249.11**	**(330.03)**	**2,919.08**

Statement of cash flows

The transition from Previous GAAP to Ind AS has not had a material impact on the Statement of Cash Flows.

Footnotes :

1. **Fair value of mutual fund investments**

   Under previous GAAP, Mutual fund investments were valued at cost or market value whichever is lower. As per Ind AS 109, mutual fund investments needs to be stated at fair value. The difference between fair value and book value as on April 01, 2015 has been recognised through retained earnings.

2. **Discounting of long term loans given/taken and retention money**

   Under previous GAAP, long term interest free unsecured loans (tenure ranging from 5 to 7 years) given/taken and Retention money were stated at historical cost. As per Ind AS 109 Financial instruments need to be recognised initially at fair value. As per Ind AS 113, level III hierarchy has been used to fair value these loans and retention money as neither the quoted prices for loans and retention money are available (Level I) nor significant observable comparative inputs are available. Under Level III income approach - Discounting cash flow method has been used to fair value these loans and retention money retrospectively. The difference between the caring amount and the loan and the present value of the loan as on April 01, 2015 has been recognised through retained earnings.

3. **Remeasurement gain/losses on defined benefit obligation**

   Under previous GAAP, the entire cost, including actuarial gains and losses, are charged to statement of Profit and loss. Under Ind AS, remeasurements (comprising of actuarial gains and losses) are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through Other Comprehensive Income (OCI).

4. **Proposed dividend**

   In previous GAAP, dividend payable is recorded as a liability in the period to which it relates. Under Ind AS, dividend to holders of equity instruments is recognized as a liability in the period in which the obligation to pay is established. Accordingly, proposed dividends and the related tax have increased the retained earnings by ₹ 702.90 millions, at the transition date and as on March 31, 2016.

5. To comply with the Companies (Accounting Standard) Rules, 2006, certain account balances have been regrouped as per the format prescribed under Division II of Schedule III to the Companies Act, 2013.

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Note 37 : Related party disclosures

Names of related parties and description of relationship :

Description of relationship	Names of related parties
Subsidiaries	Aryan Toll Road Private Limited
	ATR Infrastructure Private Limited
	IDAA Infrastructure Private Limited
	Ideal Road Builders Private Limited
	IRB Infrastructure Private Limited
	Mhaiskar Infrastructure Private Limited
	Modern Road Makers Private Limited
	Thane Ghodbunder Toll Road Private Limited
	Aryan Infrastructure Investments Private Limited
	NKT Road & Toll Private Limited
	IRB Surat Dahisar Tollway Private Limited
	IRB Kolhapur Integrated Road Development Company Private Limited
	Aryan Hospitality Private Limited
	IRB Sindhudurg Airport Private Limited
	IRB Pathankot Amritsar Toll Road Private Limited
	IRB Talegaon Amravati Tollway Private Limited
	IRB Jaipur Deoli Tollway Private Limited
	IRB Goa Tollway Private Limited
	IRB Tumkur Chitradurga Tollway Private Limited
	MRM Highways Private Limited
	MMK Toll Road Private Limited
	MRM Mining Private Limited
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited
	IRB Westcoast Tollway Private Limited
	MVR Infrastructure and Tollways Private Limited
	Solapur Yedeshi Tollway Private Limited
	Yedeshi Aurangabad Tollway Private Limited
	Kaithal Tollway Private Limited
	AE Tollway Private Limited
	Zozila Tunnel Project Private Limited
	Udaipur Tollway Private Limited (w.e.f. 06.10.2016)
	CG Tollway Private Limited (w.e.f. 18.10.2016)
	Kishangarh Gulabpura Tollway Private Limited (w.e.f. 22.01.2017)

Notes to Financial Statements

for the year ended March 31, 2017

Description of relationship	Names of related parties
Key Management Personnel	Mr. V.D. Mhaiskar, Chairman and Managing Director
	Mr. Sudhir Rao Hoshing, Joint Managing Director
	Mrs. Deepali V. Mhaiskar, Executive Director
	Mr. Mukesh Gupta, Executive Director
	Mr. Chandrashekhar S. Kaptan, Independent Director
	Mr. Sunil H. Talati, Independent Director
	Mr. Sandeep Shah, Independent Director
	Mr. Sunil Tandon, Independent Director
	Mr. A.P. Deshmukh, Chief Executive Officer (Infrastructure)
	Mr. Dhananjay K. Joshi, Chief Executive Officer (Corporate Affairs, Reality and Airport)
	Mr. Anil D. Yadav, Chief Financial Officer
	Mr. Mehul N. Patel, Company Secretary
Relatives of Key Management Personnel (Only with whom there have been transaction during the year / there was balance outstanding at the year end)	Mr. D. P. Mhaiskar (Father of Mr. V. D. Mhaiskar) Mr. S. G. Kelkar (Father of Mr. D. V. Mhaiskar)
Enterprises owned or significantly influenced by key management personnel or their relatives (Only with whom there have been transaction during the year / there was balance outstanding at the year end)	Ideal Soft Tech Park Private Limited Ideal Toll and Infrastructure Private Limited MEP Infrastructure Developers Limited V. D. Mhaiskar (HUF) IRB Charitable Foundation

A) Related party transactions

(₹ in millions)

Sr. No.	Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises Owned or significantly influenced by key management personnel or their relatives	
		Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
1.	**Contract revenue (road construction) (including WIP revenue and Ind AS 11 Adjustment)**								
	AE Tollway Private Limited	3,719.47	-	-	-	-	-	-	-
	IRB Pathankot Amritsar Toll Road Private Limited	-	1.00	-	-	-	-	-	-
	IRB Jaipur Deoli Tollway Private Limited	-	1.62	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	-	2,928.33	-	-	-	-	-	-
	IRB Westcoast Tollway Private Limited	5,913.98	4,135.57	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	3,720.08	5,552.01	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Private Limited	11,362.98	7,883.12	-	-	-	-	-	-

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Sr. No.	Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises Owned or significantly influenced by key management personnel or their relatives	
		Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
	Mhaiskar Infrastructure Private Limited	-	6.13	-	-	-	-	-	-
	Kaithal Tollway Private Limited	9,481.09	7,227.94	-	-	-	-	-	-
	Udaipur Tollway Private Limited	4.50	-	-	-	-	-	-	-
	CG Tollway Private Limited	12.88	-	-	-	-	-	-	-
	Total	**34,214.98**	**27,735.72**	**-**	**-**	**-**	**-**	**-**	**-**
2.	**Dividend income on long term investment**								
	Modern Road Makers Private Limited	342.90	1,405.80	-	-	-	-	-	-
	Ideal Road Builders Private Limited	360.00	702.90	-	-	-	-	-	-
	Total	**702.90**	**2,108.70**	**-**	**-**	**-**	**-**	**-**	**-**
3.	**Contract and site expenses**								
	Modern Road Makers Private Limited	29,347.84	24,717.26	-	-	-	-	-	-
	Total	**29,347.84**	**24,717.26**	**-**	**-**	**-**	**-**	**-**	**-**
4.	**Remuneration**								
	Mr. V. D. Mhaiskar (w.e.f. May 19, 2016)	-	-	122.37	-	-	-	-	
	Mrs. D. V. Mhaiskar (w.e.f. May 19, 2016)			109.99	-	-	-	-	
	Mr. Sudhir Rao Hoshing	-	-	30.53	29.33	-	-	-	-
	Mr. M. L. Gupta	-	-	-	32.26	-	-	-	-
	Mr. Dhananjay K. Joshi	-	-	25.97	18.75	-	-	-	-
	Mr. A. P. Deshmukh	-	-	48.32	35.91	-	-	-	-
	Mr. Anil D. Yadav	-	-	17.37	11.51	-	-	-	-
	Mr. Mehul N. Patel	-	-	4.38	3.83	-	-	-	-
	Total	**-**	**-**	**358.93**	**131.59**	**-**	**-**	**-**	**-**
5.	**Director sittings fees paid**								
	Mr. D. P. Mhaiskar	-	-	-	-	-	0.30	-	-
	Mrs. D. V. Mhaiskar	-	-	0.07	0.30	-	-	-	-
	Mr. S. G. Kelkar	-	-	-	-	0.05	0.20	-	-
	Mr. B. L. Gupta	-	-	0.05	0.15	-	-	-	-
	Mr. C. S. Kaptan	-	-	0.59	0.20	-	-	-	-
	Mr. Govind Desai	-	-	0.11	0.15	-	-	-	-
	Mr. Sandip Shah	-	-	0.46	0.30	-	-	-	-
	Mr. Sunil H. Talati	-	-	0.40	0.25	-	-	-	-
	Mr. Sunil Tandan	-	-	0.25	0.20	-	-	-	-
	Total	**-**	**-**	**1.98**	**2.05**	**-**	**-**	**-**	**-**
6.	**Dividend paid**								
	Mr. V. D. Mhaiskar	-	-	223.94	671.82	-	-	-	-
	Mrs. D. V. Mhaiskar	-	-	3.23	9.69	-	-	-	-
	Mr. D. P. Mhaiskar	-	-	-	-	1.19	7.78	-	-
	Ideal Soft Tech Park Private Limited	-	-	-	-	-	-	7.42	22.26
	V. D. Mhaiskar (HUF)	-	-	-	-	-	-	167.48	502.43
	Ideal Toll and Infrastructure Private Limited	-	-	-	-	-	-	0.00	4.74

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Sr. No.	Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises Owned or significantly influenced by key management personnel or their relatives	
		Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
	Mr. M. L. Gupta	-	-	0.00	0.00	-	-	-	-
	Mr. Dhananjay K. Joshi	-	-	0.04	0.13	-	-	-	-
	Mr. A. P. Deshmukh	-	-	0.02	0.07	-	-	-	-
	Mr. Anil D. Yadav	-	-	0.00	0.00	-	-	-	-
	Total	**-**	**-**	**227.23**	**681.71**	**1.19**	**7.78**	**174.90**	**529.43**
7.	**Interest received on unsecured loan**								
	Modern Road Makers Private Limited	698.86	930.42	-	-	-	-	-	-
	Mr. Anil D. Yadav	-	-	-	0.06	-	-	-	-
	Total	**698.86**	**930.42**	**-**	**0.06**	**-**	**-**	**-**	**-**
8.	**Interest income on unwinding**								
	ATR Infrastructure Private Limited	0.16	0.98	-	-	-	-	-	-
	Total	**0.16**	**0.98**	**-**	**-**	**-**	**-**	**-**	**-**
9.	**Interest cost on unwinding**								
	Modern Road Makers Private Limited	369.77	332.43	-	-	-	-	-	-
	Total	**369.77**	**332.43**	**-**	**-**	**-**	**-**	**-**	**-**
10.	**Other expenses**								
	Rent paid								
	Ideal Road Builders Private Limited	0.02	0.02	-	-	-	-	-	-
	Total	**0.02**	**0.02**	**-**	**-**	**-**	**-**	**-**	**-**
11.	**Subordinated debt (interest free) given**								
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	-	1,542.42	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	768.25	729.40	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Private Limited	1,648.38	10.51	-	-	-	-	-	-
	Kaithal Tollway Private Limited	808.73	1,911.44	-	-	-	-	-	-
	IRB Westcoast Tollway Private Limited	939.96	1,636.50	-	-	-	-	-	-
	AE Tollway Private Limited	2,305.58	-	-	-	-	-	-	-
	Total	**6,470.90**	**5,830.27**	**-**	**-**	**-**	**-**	**-**	**-**
12.	**Current loans (payable on demand and interest free) given**								
	AE Tollway Private Limited	-	31.18	-	-	-	-	-	-
	Aryan Hospitality Private Limited	49.05	43.19	-	-	-	-	-	-
	Aryan Toll Road Private Limited	12.50	-	-	-	-	-	-	-
	IDAA Infrastructure Private Limited	195.90	308.90	-	-	-	-	-	-
	Ideal Road Builders Private Limited	673.19	882.50	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	856.70	-	-	-	-	-	-	-
	IRB Goa Tollway Private Limited	1.05	4.45	-	-	-	-	-	-
	IRB Jaipur Deoli Tollway Private Limited	115.38	211.50	-	-	-	-	-	-
	IRB Kolhapur Integrated Road Development Company Private Limited	431.18	419.23	-	-	-	-	-	-

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Sr. No.	Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises Owned or significantly influenced by key management personnel or their relatives	
		Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
	IRB Pathankot Amritsar Toll Road Private Limited	215.37	104.70	-	-	-	-	-	-
	IRB Sindhudurg Airport Private Limited	367.35	376.70	-	-	-	-	-	-
	IRB Talegaon Amravati Tollway Private Limited	93.43	156.40	-	-	-	-	-	-
	IRB Tumkur Chitradurga Tollway Private Limited	112.00	55.00	-	-	-	-	-	-
	IRB Westcoast Tollway Private Limited	1,566.74	-	-	-	-	-	-	-
	Kaithal Tollway Private Limited	1,692.20	509.03	-	-	-	-	-	-
	MRM Highways Private Limited	-	0.05	-	-	-	-	-	-
	MRM Mining Private Limited	3.09	6.66	-	-	-	-	-	-
	NKT Road & Toll Private Limited	1.05	-	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	1,104.58	537.19	-	-	-	-	-	-
	Thane Ghodbunder Toll Road Private Limited	168.30	32.60	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Private Limited	1,669.14	675.96	-	-	-	-	-	-
	MVR Infrastructure and Tollways Private Limited	405.91	-	-	-	-	-	-	-
	IRB Infrastructure Private Limited	29.00	-	-	-	-	-	-	-
	Udaipur Tollway Private Limited	2.05	-	-	-	-	-	-	-
	CG Tollway Private Limited	1.37	-	-	-	-	-	-	-
	Total	**9,766.53**	**4,355.24**	**-**	**-**	**-**	**-**	**-**	**-**
13.	**Current loans (payable on demand and interest bearing)**								
	Modern Road Makers Private Limited	2,324.25	3,582.60	-	-	-	-	-	-
	Total	**2,324.25**	**3,582.60**	**-**	**-**	**-**	**-**	**-**	**-**
14.	**Non-current loans (interest free) repayment received**								
	ATR Infrastructure Private Limited	15.13	-	-	-	-	-	-	-
	Total	**15.13**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
15.	**Subordinated debt (interest free) repayment received**								
	Solapur Yedeshi Tollway Private Limited	-	267.00	-	-	-	-	-	-
	Total	**-**	**267.00**	**-**	**-**	**-**	**-**	**-**	**-**
16.	**Current loans (payable on demand and interest free) repayment received**								
	AE Tollway Private Limited	31.18	-	-	-	-	-	-	-
	Aryan Hospitality Private Limited	-	15.55	-	-	-	-	-	-
	Aryan Toll Road Private Limited	12.50	40.20	-	-	-	-	-	-
	ATR Infrastructure Private Limited	-	85.18	-	-	-	-	-	-
	IDAA Infrastructure Private Limited	950.40	528.10	-	-	-	-	-	-
	Ideal Road Builders Private Limited	287.00	30.50	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	56.46	258.23	-	-	-	-	-	-
	IRB Jaipur Deoli Tollway Private Limited	114.50	193.85	-	-	-	-	-	-

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Sr. No.	Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises Owned or significantly influenced by key management personnel or their relatives	
		Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
	IRB Kolhapur Integrated Road Development Company Private Limited	493.10	-	-	-	-	-	-	-
	IRB Pathankot Amritsar Toll Road Private Limited	339.48	-	-	-	-	-	-	-
	IRB Talegaon Amravati Tollway Private Limited	49.85	-	-	-	-	-	-	-
	IRB Tumkur Chitradurga Tollway Private Limited	66.30	75.00	-	-	-	-	-	-
	IRB Westcoast Tollway Private Limited	1,566.74	-	-	-	-	-	-	-
	Kaithal Tollway Private Limited	1,859.31	214.38	-	-	-	-	-	-
	MRM Highways Private Limited	-	0.05	-	-	-	-	-	-
	MRM Mining Private Limited	1.80	-	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	848.45	475.54	-	-	-	-	-	-
	Thane Ghodbunder Toll Road Private Limited	35.18	-	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Private Limited	1,535.93	536.99	-	-	-	-	-	-
	MVR Infrastructure & Tollways Private Limited	405.91	-	-	-	-	-	-	-
	Total	**8,654.09**	**2,453.57**	**-**	**-**	**-**	**-**	**-**	**-**
17.	**Current loans (payable on demand and interest bearing) repayment received**								
	Modern Road Makers Private Limited	3,081.57	5,495.94	-	-	-	-	-	-
	Mr. Anil D. Yadav	-	-	-	0.12	-	-	-	-
	Total	**3,081.57**	**5,495.94**	**-**	**0.12**	**-**	**-**	**-**	**-**
18.	**Current loans (payable on demand and interest free) taken**								
	Aryan Toll Road Private Limited	195.25	133.10	-	-	-	-	-	-
	ATR Infrastructure Private Limited	237.42	114.63	-	-	-	-	-	-
	IDAA Infrastructure Private Limited	446.95	-	-	-	-	-	-	-
	IRB Surat Dahisar Tollway Private Limited	192.35	677.90	-	-	-	-	-	-
	Mhaiskar Infrastructure Private Limited	3,090.79	4,042.30	-	-	-	-	-	-
	MRM Mining Private Limited	-	20.00	-	-	-	-	-	-
	Total	**4,162.76**	**4,987.93**	**-**	**-**	**-**	**-**	**-**	**-**
19.	**Current loans (payable on demand and interest free) repayment**								
	Mhaiskar Infrastructure Private Limited	496.00	298.30	-	-	-	-	-	-
	MRM Mining Private Limited	-	33.30	-	-	-	-	-	-
	IDAA Infrastructure Private Limited	224.63	-	-	-	-	-	-	-
	IRB Surat Dahisar Tollway Private Limited	141.57	27.00	-	-	-	-	-	-
	Aryan Toll Road Private Limited	8.10	19.00	-	-	-	-	-	-
	ATR Infrastructure Private Limited	32.66	22.50	-	-	-	-	-	-
	Total	**902.96**	**400.10**	**-**	**-**	**-**	**-**	**-**	**-**
20.	**Equity share allotment**								
	AE Tollway Private Limited	2,225.70	0.50	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	256.08	478.27	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	-	478.23	-	-	-	-	-	-
	Kaithal Tollway Private Limited	1,061.33	1,679.50	-	-	-	-	-	-

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Sr. No.	Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises Owned or significantly influenced by key management personnel or their relatives	
		Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
	Yedeshi Aurangabad Tollway Private Limited	540.68	-	-	-	-	-	-	-
	IRB Westcoast Tollway Private Limited	350.69	535.29	-	-	-	-	-	-
	Zozila Tunnel Project Private Limited	-	0.50	-	-	-	-	-	-
	Udaipur Tollway Private Limited	0.50	-	-	-	-	-	-	-
	CG Tollway Private Limited	0.50	-	-	-	-	-	-	-
	Kishangarth Gulabpura Tollway Private Limited	0.50	-	-	-	-	-	-	-
	Total	**4,435.98**	**3,172.29**	**-**	**-**	**-**	**-**	**-**	**-**
21.	**Acquisition of equity shares**								
	Ideal Road Builders Private Limited	6.85	19.85	-	-	-	-	-	-
	Total	**6.85**	**19.85**	**-**	**-**	**-**	**-**	**-**	**-**
22.	**Expenses incurred on behalf of (reimbursement)**								
	AE Tollway Private Limited	11.18	6.40	-	-	-	-	-	-
	Aryan Toll Road Private Limited	0.06	-	-	-	-	-	-	-
	ATR Infrastructure Private Limited	0.08	-	-	-	-	-	-	-
	IDAA Infrastructure Private Limited	0.01	-	-	-	-	-	-	-
	Ideal Road Builders Private Limited	0.18	3.15	-	-	-	-	-	-
	IRB Infrastructure Private Limited	0.10	3.33	-	-	-	-	-	-
	Mhaiskar Infrastructure Private Limited	8.49	10.48	-	-	-	-	-	-
	Thane Ghodbunder Toll Road Private Limited	1.30	1.03	-	-	-	-	-	-
	IRB Surat Dahisar Tollway Private Limited	27.60	54.45	-	-	-	-	-	-
	IRB Kolhapur Integrated Road Development Company Private Limited	3.43	3.48	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	27.01	-	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	0.87	-	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Private Limited	1.09	1.72	-	-	-	-	-	-
	Kaithal Tollway Private Limited	1.59	-	-	-	-	-	-	-
	ATR Infrastructure Private Limited	-	0.09	-	-	-	-	-	-
	Modern Road Makers Private Limited	-	0.13	-	-	-	-	-	-
	IRB Goa Tollway Private Limited	46.15	-	-	-	-	-	-	-
	Udaipur Tollway Private Limited	55.99	-	-	-	-	-	-	-
	CG Tollway Private Limited	11.91	-	-	-	-	-	-	-
	Kishangarth Gulabpura Tollway Private Limited	6.07	-	-	-	-	-	-	-
	Zozila Tunnel Project Private Limited	-	0.04	-	-	-	-	-	-
	IRB Charitable Foundation	-	-	-	-	-	-	-	0.01
	Ideal Soft Tech Park Private Limited	-	-	-	-	-	-	0.05	-
	Total	**203.11**	**84.30**	**-**	**-**	**-**	**-**	**0.05**	**0.01**
23.	**Guarantee (Bank) margin received**								
	AE Tollway Private Limited	-	78.01	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	15.80	-	-	-	-	-	-	-

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Sr. No.	Particulars	Subsidiaries		Key Management Personnel		Relatives of Key Management Personnel		Enterprises Owned or significantly influenced by key management personnel or their relatives	
		Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016	Year ended March 31, 2017	Year ended March 31, 2016
	IRB Goa Tollway Private Limited	27.00	-	-	-	-	-	-	-
	Mhaiskar Infrastructure Private Limited	-	0.03	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Private Limited	0.64	-	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	0.54	-	-	-	-	-	-	-
	Udaipur Tollway Private Limited	6.20	-	-	-	-	-	-	-
	CG Tollway Private Limited	10.66	-	-	-	-	-	-	-
	Kishangarth Gulabpura Tollway Private Limited	5.16	-	-	-	-	-	-	-
	Total	**66.00**	**78.04**	**-**	**-**	**-**	**-**	**-**	**-**
24.	**Guarantee (Bank) margin repaid**								
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	-	53.13	-	-	-	-	-	-
	Ideal Road Builders Private Limited	8.00	-	-	-	-	-	-	-
	IRB Westcoast Tollway Private Limited	-	41.38	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	-	24.32	-	-	-	-	-	-
	IRB Talegaon Amravati Tollway Private Limited	14.18	-	-	-	-	-	-	-
	Total	**22.18**	**118.83**	**-**	**-**	**-**	**-**	**-**	**-**
25.	**Mobilisation advance received**								
	Kaithal Tollway Private Limited	-	1,321.00	-	-	-	-	-	-
	AE Tollway Private Limited	3,199.50	-	-	-	-	-	-	-
	Total	**3,199.50**	**1,321.00**	**-**	**-**	**-**	**-**	**-**	**-**
26.	**Mobilisation advance repayment**								
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	12.01	-	-	-	-	-	-	-
	Total	**12.01**	**-**	**-**	**-**	**-**	**-**	**-**	**-**

B) Related party outstanding balances

(₹ in millions)

Sr. No.	Particulars	Subsidiaries			Key Management Personnel			Enterprises Owned or significantly influenced by key management personnel or their relatives		
		March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
1.	**Non-current loans (interest free)**									
	ATR Infrastructure Private Limited	-	14.97	13.99	-	-	-	-	-	-
	Total	**-**	**14.97**	**13.99**	**-**	**-**	**-**	**-**	**-**	**-**
2.	**Subordinated debt (interest free) given**									
	IRB Goa Tollway Private Limited	1,173.11	1,173.11	1,173.11	-	-	-	-	-	-
	IRB Jaipur Deoli Tollway Private Limited	2,924.85	2,924.85	2,924.85	-	-	-	-	-	-
	IRB Pathankot Amritsar Toll Road Private Limited	2,665.42	2,665.42	2,665.42	-	-	-	-	-	-
	IRB Talegaon Amravati Tollway Private Limited	1,093.35	1,093.35	1,093.35	-	-	-	-	-	-
	IRB Tumkur Chitradurga Tollway Private Limited	1,446.93	1,446.93	1,446.93	-	-	-	-	-	-

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Sr. No.	Particulars	Subsidiaries			Key Management Personnel			Enterprises Owned or significantly influenced by key management personnel or their relatives		
		March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	9,031.40	9,031.40	7,488.98	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	2,947.50	2,179.25	1,716.85	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Private Limited	4,923.09	3,274.72	3,264.21	-	-	-	-	-	-
	Kaithal Tollway Private Limited	2,741.33	1,932.60	21.17	-	-	-	-	-	-
	IRB Westcoast Tollway Private Limited	3,104.09	2,164.12	527.62	-	-	-	-	-	-
	AE Tollway Private Limited	2,305.57	-	-	-	-	-	-	-	-
	Total	**34,356.64**	**27,885.75**	**22,322.49**	**-**	**-**	**-**	**-**	**-**	**-**
3.	**Current loans (payable on demand and interest free) given**									
	AE Tollway Private Limited	-	31.18	-	-	-	-	-	-	-
	Aryan Hospitality Private Limited	458.95	409.90	382.26	-	-	-	-	-	-
	Aryan Toll Road Private Limited	-	-	40.20	-	-	-	-	-	-
	ATR Infrastructure Private Limited	-	-	85.18	-	-	-	-	-	-
	IDAA Infrastructure Private Limited	-	754.50	973.70	-	-	-	-	-	-
	Ideal Road Builders Private Limited	1,256.19	870.00	18.00	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	800.24	-	258.23	-	-	-	-	-	-
	IRB Goa Tollway Private Limited	6.05	5.00	0.55	-	-	-	-	-	-
	IRB Jaipur Deoli Tollway Private Limited	197.33	196.46	178.81	-	-	-	-	-	-
	IRB Kolhapur Integrated Road Development Company Private Limited	1,507.82	1,569.75	1,150.52	-	-	-	-	-	-
	IRB Pathankot Amritsar Toll Road Private Limited	732.37	856.49	751.79	-	-	-	-	-	-
	IRB Sindhudurg Airport Private Limited	1,270.01	902.66	525.96	-	-	-	-	-	-
	IRB Talegaon Amravati Tollway Private Limited	683.25	639.68	483.28	-	-	-	-	-	-
	IRB Tumkur Chitradurga Tollway Private Limited	672.20	626.50	646.50	-	-	-	-	-	-
	Kaithal Tollway Private Limited	127.54	294.65	-	-	-	-	-	-	-
	MRM Highways Private Limited	7.95	-	-	-	-	-	-	-	-
	MRM Mining Private Limited	-	6.66	-	-	-	-	-	-	-
	NKT Road & Toll Private Limited	1.05	-	-	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	339.68	83.55	21.90	-	-	-	-	-	-
	Thane Ghodbunder Toll Road Private Limited	165.72	32.60	-	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Private Limited	272.45	139.24	0.27	-	-	-	-	-	-
	IRB Infrastructure Private Limited	29.00	-	-	-	-	-	-	-	-
	Udaipur Tollway Private Limited	2.05	-	-	-	-	-	-	-	-
	CG Tollway Private Limited	1.37	-	-	-	-	-	-	-	-
	Ideal Soft Tech Park Private Limited	-	-	-	-	-	-	0.05	-	-
	Total	**8,531.22**	**7,418.82**	**5,517.15**	**-**	**-**	**-**	**0.05**	**-**	**-**
4.	**Current loans (payable on demand and interest bearing) given**									
	Modern Road Makers Private Limited	6,094.34	6,222.68	7,298.64	-	-	-	-	-	-
	Mr. Anil D. Yadav	-	-	-	-	0.46	0.58	-	-	-
	Total	**6,094.34**	**6,222.68**	**7,298.64**	**-**	**0.46**	**0.58**	**-**	**-**	**-**

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Sr. No.	Particulars	Subsidiaries			Key Management Personnel			Enterprises Owned or significantly influenced by key management personnel or their relatives		
		March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
5.	**Share application money**									
	Kaithal Tollway Private Limited	-	-	1,622.00	-	-	-	-	-	-
	Total	**-**	**-**	**1,622.00**	**-**	**-**	**-**	**-**	**-**	**-**
6.	**Mobilisation advance given**									
	Modern Road Makers Private Limited	-	-	2.38	-	-	-	-	-	-
	Total	**-**	**-**	**2.38**	**-**	**-**	**-**	**-**	**-**	**-**
7.	**Advance given**									
	Modern Road Makers Private Limited	466.20	466.20	466.20	-	-	-	-	-	-
	Total	**466.20**	**466.20**	**466.20**	**-**	**-**	**-**	**-**	**-**	**-**
8.	**Trade receivables**									
	AE Tollway Private Limited	93.71	-	-	-	-	-	-	-	-
	IRB Jaipur Deoli Tollway Private Limited	-	-	115.39	-	-	-	-	-	-
	IRB Westcoast Tollway Private Limited	-	1,005.58	808.61	-	-	-	-	-	-
	Total	**93.71**	**1,005.58**	**924.00**	**-**	**-**	**-**	**-**	**-**	**-**
9.	**Other receivable**									
	AE Tollway Private Limited	78.01	78.01	-	-	-	-	-	-	-
	ATR Infrastructure Private Limited	-	0.08	-	-	-	-	-	-	-
	IDAA Infrastructure Private Limited	19.22	19.22	19.22	-	-	-	-	-	-
	Ideal Road Builders Private Limited	3.36	11.28	21.15	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	27.01	-	57.43	-	-	-	-	-	-
	IRB Goa Tollway Private Limited	46.15	-	-	-	-	-	-	-	-
	IRB Infrastructure Private Limited	0.10	0.10	-	-	-	-	-	-	-
	IRB Jaipur Deoli Tollway Private Limited	-	-	-	-	-	-	-	-	-
	IRB Kolhapur Integrated Road Development Company Private Limited	13.77	10.34	6.86	-	-	-	-	-	-
	Udaipur Tollway Private Limited	7.27	-	-	-	-	-	-	-	-
	CG Tollway Private Limited	11.91	-	-	-	-	-	-	-	-
	Kishangarth Gulabpura Tollway Private Limited	6.05	-	-	-	-	-	-	-	-
	IRB Westcoast Tollway Private Limited	-	19.40	60.78	-	-	-	-	-	-
	Kaithal Tollway Private Limited	-	-	5.95	-	-	-	-	-	-
	Mhaiskar Infrastructure Private Limited	8.46	-	9.00	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	0.87	-	-	-	-	-	-	-	-
	Thane Ghodbunder Toll Road Private Limited	1.30	-	-	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Private Limited	47.22	46.13	47.57	-	-	-	-	-	-
	MEP Infrastructure Developers Private Limited	-	-	-	-	-	-	0.14	0.14	0.14
	IRB Chartiable foundation	-	-	-	-	-	-	-	0.01	-
	Total	**270.70**	**184.56**	**227.96**	**-**	**-**	**-**	**0.14**	**0.15**	**0.14**
10.	**Other current assets- Work-in-progress (Unbilled revenue)**									
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	-	42.68	396.26	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	-	-	400.86	-	-	-	-	-	-

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Sr. No.	Particulars	Subsidiaries			Key Management Personnel			Enterprises Owned or significantly influenced by key management personnel or their relatives		
		March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
	IRB Westcoast Tollway Private Limited	-	-	784.16	-	-	-	-	-	-
	Mhaiskar Infrastructure Private Limited	-	6.70	0.57	-	-	-	-	-	-
	Kaithal Tollway Private Limited	-	-	15.68	-	-	-	-	-	-
	Udaipur Tollway Private Limited	4.50	-	-	-	-	-	-	-	-
	CG Tollway Private Limited	12.88	-	-	-	-	-	-	-	-
	Total	**17.38**	**49.38**	**1,597.53**	**-**	**-**	**-**	**-**	**-**	**-**
11.	**Current loans (payable on demand and interest free) from subsidiary**									
	Aryan Toll Road Private Limited	301.25	114.10	-	-	-	-	-	-	-
	ATR Infrastructure Private Limited	296.89	92.13	-	-	-	-	-	-	-
	IDAA Infrastructure Private Limited	222.32	-	-	-	-	-	-	-	-
	IRB Surat Dahisar Tollway Private Limited	1,953.38	1,902.60	1,251.70	-	-	-	-	-	-
	Mhaiskar Infrastructure Private Limited	8,328.63	5,733.85	1,989.85	-	-	-	-	-	-
	MRM Mining Private Limited	-	-	13.30	-	-	-	-	-	-
	Total	**11,102.47**	**7,842.68**	**3,254.85**	**-**	**-**	**-**	**-**	**-**	**-**
12.	**Mobilisation advance from customer (subsidiaries)**									
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	-	13.17	70.21	-	-	-	-	-	-
	IRB Jaipur Deoli Tollway Private Limited	-	-	1.95	-	-	-	-	-	-
	IRB Westcoast Tollway Private Limited	867.47	1,773.57	2,461.78	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	236.13	775.17	1,679.20	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Private Limited	1,271.86	2,953.51	4,131.00	-	-	-	-	-	-
	Kaithal Tollway Private Limited	393.29	1,833.14	1,622.00	-	-	-	-	-	-
	AE Tollway Private Limited	2,669.98	-	-	-	-	-	-	-	-
	Total	**5,438.73**	**7,348.56**	**9,966.14**	**-**	**-**	**-**	**-**	**-**	**-**
13.	**Guarantee margin payable**									
	AE Tollway Private Limited	78.01	78.01	-	-	-	-	-	-	-
	IDAA Infrastructure Private Limited	16.73	16.73	16.73	-	-	-	-	-	-
	Ideal Road Builders Private Limited	3.04	11.04	11.04	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	39.60	23.80	76.93	-	-	-	-	-	-
	IRB Goa Tollway Private Limited	27.00	-	-	-	-	-	-	-	-
	IRB Kolhapur Integrated Road Development Company Private Limited	23.50	23.50	23.50	-	-	-	-	-	-
	IRB Sindhudurg Airport Private Limited	0.05	0.05	0.05	-	-	-	-	-	-
	IRB Surat Dahisar Tollway Private Limited	40.00	40.00	40.00	-	-	-	-	-	-
	IRB Talegaon Amravati Tollway Private Limited	-	14.18	14.18	-	-	-	-	-	-
	IRB Westcoast Tollway Private Limited	-	-	41.38	-	-	-	-	-	-
	Mhaiskar Infrastructure Private Limited	23.53	23.53	23.50	-	-	-	-	-	-
	Modern Road Makers Private Limited	5.73	5.73	5.73	-	-	-	-	-	-

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Sr. No.	Particulars	Subsidiaries			Key Management Personnel			Enterprises Owned or significantly influenced by key management personnel or their relatives		
		March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
	Solapur Yedeshi Tollway Private Limited	0.54	-	24.32	-	-	-	-	-	-
	Thane Ghodbunder Toll Road Private Limited	4.50	4.50	4.50	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Private Limited	15.64	15.00	15.00	-	-	-	-	-	-
	Udaipur Tollway Private Limited	6.20	-	-	-	-	-	-	-	-
	CG Tollway Private Limited	10.66	-	-	-	-	-	-	-	-
	Kishangarh Gulabpura Tollway Private Limited	5.16	-	-	-	-	-	-	-	-
	Total	**299.89**	**256.07**	**296.86**	-	-	-	-	-	-
14.	**Retention money payable**									
	Modern Road Makers Private Limited	3,500.00	3,130.23	2,797.80	-	-	-	-	-	-
	Total	**3,500.00**	**3,130.23**	**2,797.80**	-	-	-	-	-	-
15.	**Advance from customers**									
	IRB Goa Tollway Private Limited	1,411.78	1,411.78	1,411.78	-	-	-	-	-	-
	IRB Pathankot Amritsar Toll Road Private Limited	-	101.49	199.13	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	1.99	582.92	3,035.18	-	-	-	-	-	-
	IRB Westcoast Tollway Private Limited	2,985.12	-	-	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Private Limited	411.41	1,825.38	74.67	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	734.34	563.79	729.91	-	-	-	-	-	-
	Kaithal Tollway Private Limited	2,061.19	764.16	-	-	-	-	-	-	-
	AE Tollway Private Limited	1,736.81	-	-	-	-	-	-	-	-
	Total	**9,342.64**	**5,249.52**	**5,450.67**	-	-	-	-	-	-
16.	**Trade payable**									
	Modern Road Makers Private Limited	9,684.87	8,178.54	4,528.73	-	-	-	-	-	-
	Ideal Road Builders Private Limited	-	-	-	-	-	-	-	-	-
	Total	**9,684.87**	**8,178.54**	**4,528.73**	-	-	-	-	-	-
17.	**Other payables**									
	Mr. V. D. Mhaiskar	-	-	-	17.04	-	-	-	-	-
	Mrs. D. V. Mhaiskar	-	-	-	45.12	-	-	-	-	-
	Mr. Sudhir Rao Hoshing	-	-	-	2.51	-	-	-	-	-
	Mr. M. L. Gupta	-	-	-	-	-	0.51	-	-	-
	Mr. Dhananjay K. Joshi	-	-	-	4.17	0.18	0.66	-	-	-
	Mr. A. P. Deshmukh	-	-	-	8.13	0.13	0.83	-	-	-
	Mr. Anil D. Yadav	-	-	-	2.74	0.45	0.21	-	-	-
	Mr. Mehul N. Patel	-	-	-	0.63	0.20	0.29	-	-	-
	Total	-	-	-	**80.34**	**0.96**	**2.50**	-	-	-
18.	**Guarantees given**									
	Modern Road Makers Private Limited	10,807.14	10,631.79	9,139.25	-	-	-	-	-	-
	Aryan Toll Road Private Limited	7.20	8.32	8.32	-	-	-	-	-	-
	ATR Infrastructure Private Limited	8.90	10.02	10.02	-	-	-	-	-	-
	Ideal Road Builders Private Limited	159.89	519.39	563.59	-	-	-	-	-	-
	IDAA Infrastructure Private Limited	-	3,845.46	4,582.51	-	-	-	-	-	-

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

Sr. No.	Particulars	Subsidiaries			Key Management Personnel			Enterprises Owned or significantly influenced by key management personnel or their relatives		
		March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015	March 31, 2017	March 31, 2016	April 1, 2015
	IRB Jaipur Deoli Tollway Private Limited	-	9,403.53	9,447.99	-	-	-	-	-	-
	IRB Pathankot Amritsar Toll Road Private Limited	9,474.68	9,630.95	9,680.32	-	-	-	-	-	-
	IRB Talegaon Amravati Tollway Private Limited	-	3,840.00	3,960.00	-	-	-	-	-	-
	IRB Tumkur Chitradurga Tollway Private Limited	-	9,511.41	9,281.10	-	-	-	-	-	-
	IRB Kolhapur Integrated Road Development Company Private Limited	-	2,665.92	2,810.25	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super express Tollway Private Limited	31,716.53	31,832.46	28,603.46	-	-	-	-	-	-
	IRB Surat Dahisar Tollway Private Limited	1.00	9,776.88	11,348.94	-	-	-	-	-	-
	IRB Sindhudurg Airport Private Limited	992.02	1.00	1.00	-	-	-	-	-	-
	Thane Ghodbunder Toll Road Private Limited	-	1,174.15	1,287.98	-	-	-	-	-	-
	MVR Infrastructure & Tollways Private Limited	-	2,112.35	2,168.08	-	-	-	-	-	-
	Mhaiskar Infrastructure Private Limited	2,306.77	4,341.08	6,154.38	-	-	-	-	-	-
	IRB Westcoast Tollway Private Limited	-	9,339.02	6,828.27	-	-	-	-	-	-
	Solapur Yedeshi Tollway Private Limited	-	6,710.46	2,875.98	-	-	-	-	-	-
	Kaithal Tollway Private Limited	-	8,006.29	296.50	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Private Limited	-	9,828.56	2,628.12	-	-	-	-	-	-
	AE Tollway Private Limited	1,395.20	-	-						
	IRB Goa Tollway Private Limited	856.01	-	-						
	Total	**57,725.34**	**133,189.04**	**111,676.06**	-	-	-	-	-	-

Terms and conditions of transactions with related parties

1. Transactions pertaining to contract revenue and contract expenses with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free (except 4). There have been no guarantees provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

2. Contract revenue includes consideration with respect to construction and other ancilliary services as per the EPC agreement.

Note 38 : Significant accounting judgement, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenue, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future years.

Estimates and assumptions

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and future periods are affected.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Notes to Financial Statements

for the year ended March 31, 2017

Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 32 and 33 for further disclosures.

Taxes

There are many transactions and calculations undertaken during the ordinary course of business for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts initially recorded, such differences will impact the current and deferred tax provisions in the period in which the tax determination is made. The assessment of probability involves estimation of a number of factors including future taxable income.

Defined benefit plans (gratuity benefits)

A liability in respect of defined benefit plans is recognised in the balance sheet, and is measured as the present value of the defined benefit obligation at the reporting date. The present value of the defined benefit obligation is based on expected future payments at the reporting date, calculated annually by independent actuaries. Consideration is given to expected future salary levels, experience of employee departures and periods of service. Refer note 27 for details of the key assumptions used in determining the accounting for these plans.

Note 39 : Corporate Social Responsibility (CSR) Activities

(₹ in millions)

	March 31, 2017	March 31, 2016
(a) Gross amount required to be spent by the company during the year	29.67	24.56
(b) Amount spent during the year on:		
(i) Construction/acquisition of any asset		
In cash	-	-
Yet to be paid in cash	-	-
Total	**-**	**-**
(ii) On purposes other than (i) above		
In cash	70.00	50.11
Yet to be paid in cash	-	-
Total	**70.00**	**50.11**

Note 40 : Details of Specified Bank Notes (SBN) held and transacted during the period November 08, 2016 to December 30, 2016 :

(Amount in ₹)

	SBNs	Other denomination notes	Total
Total closing cash in hand as on November 08, 2016	1,400,000	43,901	1,443,901
(+) Permitted receipts	-	307,499	307,499
(-) Permitted payments	-	(99,021)	(99,021)
(-) Amount deposited in banks	(1,400,000)	(33,500)	(1,433,500)
Closing cash in hand as on December 30, 2016	**-**	**218,879**	**218,879**

Notes to Financial Statements

for the year ended March 31, 2017

Note 41 : Particulars in respect of loans and advances in the nature of loans given to subsidiaries as required by Regulation 53(f) of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

(₹ in millions)

		Balances as at March 31, 2017	Maximum balance Outstanding during the year	Balances as at March 31, 2016	Maximum balance Outstanding during the year
A)	**Loan given to Subsidiaries**				
a)	**Non-current loans (interest free)**				
1.	ATR Infrastructure Private Limited	-	15.13	15.13	15.13
b)	**Subordinated debt (interest free)**				
1.	IRB Goa Tollway Private Limited	1,173.11	1,173.11	1,173.11	1,173.11
2.	IRB Jaipur Deoli Tollway Private Limited	2,924.85	2,924.85	2,924.85	2,924.85
3.	IRB Pathankot Amritsar Toll Road Private Limited	2,665.42	2,665.42	2,665.42	2,665.42
4.	IRB Talegaon Amravati Tollway Private Limited	1,093.35	1,093.35	1,093.35	1,093.35
5.	IRB Tumkur Chitradurga Tollway Private Limited	1,446.93	1,446.93	1,446.93	1,446.93
6.	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	9,031.40	9,031.40	9,031.40	9,031.40
7.	Solapur Yedeshi Tollway Private Limited	2,947.50	2,947.50	2,179.25	2,179.25
8.	Yedeshi Aurangabad Tollway Private Limited	4,923.09	4,923.09	3,274.72	3,274.72
9.	Kaithal Tollway Private Limited	2,741.33	2,741.33	1,932.60	1,932.60
10.	IRB Westcoast Tollway Private Limited	3,104.09	3,104.09	2,164.13	2,164.13
11.	AE Tollway Private Limited	2,305.58	2,305.58	-	-
c)	**Current loans (payable on demand and interest free)**				
1.	Aryan Hospitality Private Limited	458.95	458.95	409.90	424.52
2.	Aryan Toll Road Private Limited	-	12.50	-	40.20
3.	IRB Goa Tollway Private Limited	6.05	6.05	5.00	5.00
4.	IRB Sindhudurg Airport Private Limited	1,270.01	1,270.01	902.66	902.66
5.	IRB Kolhapur Integrated Road Development Company Private Limited	1,507.82	1,625.95	1,569.75	1,569.75
6.	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	800.24	800.24	-	258.23
7.	IDAA Infrastructure Private Limited	-	754.50	754.50	973.70
8.	Thane Ghodbunder Toll Road Private Limited	165.72	165.72	32.60	32.60
9.	IRB Talegaon Amravati Tollway Private Limited	683.25	683.25	639.68	639.68
10.	IRB Tumkur Chitradurga Tollway Private Limited	672.20	693.50	626.50	646.50
11.	ATR Infrastructure Private Limited	-	-	-	85.18
12.	Ideal Road Builders Private Limited	1,256.19	1,303.69	870.00	870.00
13.	IRB Jaipur Deoli Tollway Private Limited	197.33	213.96	196.46	205.41
14.	IRB Pathankot Amritsar Toll Road Private Limited	732.37	856.49	856.49	856.49
15.	IRB Westcoast Tollway Private Limited	-	497.65	-	-

Notes to Financial Statements

for the year ended March 31, 2017

(₹ in millions)

		Balances as at March 31, 2017	Maximum balance Outstanding during the year	Balances as at March 31, 2016	Maximum balance Outstanding during the year
16.	MRM Mining Private Limited	7.95	8.74	6.66	6.66
17.	Solapur Yedeshi Tollway Private Limited	339.68	339.68	83.55	221.85
18.	Yedeshi Aurangabad Tollway Private Limited	272.45	552.95	139.24	199.08
19.	Kaithal Tollway Private Limited	127.54	511.62	294.65	294.65
20.	AE Tollway Private Limited	-	31.18	31.18	31.18
21.	IRB Infrastructure Private Limited	29.00	29.00	-	-
22.	MVR Infrastructure & Tollways Private Limited	-	405.91	-	-
23.	NKT Road & Toll Private Limited	1.05	1.05	-	-
24.	Udaipur Tollway Private Limited	2.05	2.05	-	-
25.	CG Tollway Private Limited	1.37	1.37	-	-
26.	Ideal Soft Tech Park Private Limited	0.05	0.05	-	-
d)	**Current loans (payable on demand and interest bearing)**				
1.	Modern Road Makers Private Limited	-	7,134.34	6,222.68	9,551.10
B)	**Mobilisation and other advance given to subsidiary**				
	Modern Road Makers Private Limited	-	-	-	2.38

Note 42 : Assets held for sale

(a) Description

The Company has identified six BOT/ DBFOT Projects under six subsidiary companies to be transferred to IRB InvIT Fund in accordance with the InvIT Regulations. Equity investments in subsidiaries relating to these BOT/ DBFOT projects are shown as assets held for sale.

(b) Investments in equity instruments of subsidiary companies (Unquoted investments at cost)

(₹ in million)

	Face value	No.	March 31, 2017	No.	March 31, 2016	No.	April 1, 2015
IDAA Infrastructure Private Limited	10	87,172,803	871.73	-	-	-	-
IRB Surat Dahisar Tollway Private Limited	10	510,842,000	5,323.25	-	-	-	-
IRB Talegaon Amravati Tollway Private Limited	10	36,445,000	364.45	-	-	-	-
IRB Jaipur Deoli Tollway Private Limited	10	97,490,000	974.90	-	-	-	-
IRB Tumkur Chitradurga Tollway Private Limited	10	155,500,002	1,555.00	-	-	-	-
MVR Infrastructure and Tollways Private Limited	100	6,910,170	1,090.28	-	-	-	-
Total			**10,179.61**		-		-

Subsequent to the year end, the Company has transferred its investments in the above mentioned subsidiaries to IRB InvIT Fund. Pursuant to the said transaction, the investment in these subsidiary companies are classified as assets held for sale in accordance with Ind AS 105 Non-Current Assets Held for Sale and Discontinuing Operations.

Notes to Financial Statements

for the year ended March 31, 2017

Note 43 : Disclosure under Indian Accounting Standard (Ind AS - 11)

(₹ in millions)

Sr. No.	Particulars	March 31, 2017	March 31, 2016
(i)	Contract revenue recognised as revenue in the year	34,125.43	24,741.98
(ii)	For Contracts that are in progress :		
	(a) Aggregate amount of costs incurred upto the reporting date	60,660.35	31,283.49
	(b) Recognised profits (less recognised losses) upto the reporting date	7,966.63	3,218.07
	(c) Advances received from customer for contract work	13,367.60	11,703.01
	(d) Retention money	-	-
(iii)	Gross amount due from customers for contract work	395.75	61.03
(iv)	Gross amount due to customers for contract work	-	-

Note 44 : Subsequent events

No subsequent event has been observed which may required an adjustment to the balance sheet.

The Company is the 'Sponsor' of the IRB InvIT Fund ("the Trust"), an Infrastructure Investment Trust registered with SEBI under InvIT Regulations, 2014, as amended. Subsequent to year end, the Company and its subsidiaries have successfully transferred the investments in six subsidiary companies viz. IRB Surat Dahisar Tollway Private Limited, IRB Talegaon Amrawati Tollway Private Limited, IDAA Infrastructure Private Limited, IRB Tumkur Chitradurga Tollway Private Limited, IRB Jaipur Deoli Tollway Private Limited and MVR Infrastructure and Tollways Private Limited at book value to IRB InvIT Fund, pursuant to Initial Public Issue in the month of May, 2017, for a total consideration of ₹ 11,750.00 millions (includes Offer for sale of ₹ 2,870.00 millions and units of ₹ 8,880.00 millions). Pursuant to this transaction, the Company holds 15% units in IRB InvIT Fund.

The Board of Directors at its meeting held on May 30, 2017 has recommended a dividend of ₹ 3 per equity share.

Note 45 : Previous year comparatives

Previous year's figures have been regrouped/reclassified, wherever necessary, to conform to current year classification.

As per our report of even date
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Amyn Jassani
Partner
Membership No.: 46447

For Gokhale & Sathe
Chartered Accountants
ICAI Firm Registration No.: 103264W

per Jayant Gokhale
Partner
Membership No.: 33767

Place: Mumbai
Date: May 30, 2017

For and on behalf of the Board of Directors of
IRB Infrastructure Developers Limited

Virendra D. Mhaiskar
Chairman and Managing Director
DIN: 00183554

Deepali V. Mhaiskar
Director
DIN: 00309884

Anil D. Yadav
Chief Financial Officer

Mehul Patel
Company Secretary

Place: Mumbai
Date: May 30, 2017

Form AOC - I

Statement containing salient features of the financial statements of subsidiaries/ associate companies/ joint ventures (first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART "A" : SUBSIDIARIES

Sr. No.	Particulars	Name of the subsidiary company				
		Ideal Road Builders Private Limited	Modern Road Makers Private Limited	Thane Ghodbunder Toll Road Private Limited	IDAA Infrastructure Private Limited	Mhaiskar Infrastructure Private Limited
1	Reporting period for the subsidiary	31.03.2017	31.03.2017	31.03.2017	31.03.2017	31.03.2017
2	Reporting currency	INR	INR	INR	INR	INR
3	Exchange rate	1	1	1	1	1
4	Share capital	610.00	310.95	300.00	1,981.20	1,050.00
5	Reserve & surplus	3,006.51	12,034.93	181.98	525.98	14,888.43
6	Total assets	5,460.35	36,323.30	1,659.88	9,035.49	19,745.86
7	Total liabilities	5,460.35	36,323.30	1,659.88	9,035.49	19,745.86
8	Investments	1,063.23	2,882.39	-	-	-
9	Turnover	1,550.05	30,219.87	413.88	1,979.58	7,320.48
10	Profit before taxation	598.28	4,706.87	(7.75)	271.65	4,449.62
11	Provision for taxation	239.89	1,366.83	1.96	66.16	26.40
12	Profit after taxation	358.39	3,340.04	(9.71)	205.49	4,423.22
13	Proposed dividend	360.00	342.90	NIL	NIL	NIL
14	% of shareholding	100	100	100	100	100

Sr. No.	Particulars	Name of the subsidiary company				
		IRB Infrastructure Private Limited	MMK Toll Road Private Limited	NKT Road and Toll Private Limited	ATR Infrastructure Private Limited	Aryan Toll Road Private Limited
1	Reporting period for the subsidiary	31.03.2017	31.03.2017	31.03.2017	31.03.2017	31.03.2017
2	Reporting currency	INR	INR	INR	INR	INR
3	Exchange rate	1	1	1	1	1
4	Share capital	100.00	70.00	150.00	517.50	450.00
5	Reserve & surplus	271.54	323.31	523.57	1,261.60	873.55
6	Total assets	405.98	407.11	890.04	2,576.25	1,892.86
7	Total liabilities	405.98	407.11	890.04	2,576.25	1,892.86
8	Investments	-	0.10	-	485.09	277.37
9	Turnover	19.00	0.11	-	282.54	224.96
10	Profit before taxation	5.12	(1.18)	(1.40)	156.45	144.25
11	Provision for taxation	-	0.04	-	11.05	33.70
12	Profit after taxation	5.12	(1.22)	(1.40)	145.40	110.55
13	Proposed dividend	Nil	Nil	Nil	Nil	Nil
14	% of shareholding	100	100	100	100	100

Form AOC - I

Statement containing salient features of the financial statements of subsidiaries/ associate companies/ joint ventures (first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART "A" : SUBSIDIARIES

Sr. No.	Particulars	Name of the subsidiary company				
		Aryan Infrastructure Investment Private Limited	IRB Surat Dahisar Tollway Private Limited	IRB Kolhapur Integrated Road Development Company Private Limited	Aryan Hospitality Private Limited	IRB Pathankot Amritsar Toll Road Private Limited
1	Reporting period for the subsidiary	31.03.2017	31.03.2017	31.03.2017	31.03.2017	31.03.2017
2	Reporting currency	INR	INR	INR	INR	INR
3	Exchange rate	1	1	1	1	1
4	Share capital	888.17	5,108.42	1,680.55	0.10	986.00
5	Reserve & surplus	(17.19)	728.78	(1,283.96)	(30.08)	(949.30)
6	Total assets	1,708.72	16,741.00	4,783.92	578.62	15,125.26
7	Total liabilities	1,708.72	16,741.00	4,783.92	578.62	15,125.26
8	Investments	-	-	-	-	-
9	Turnover	0.30	3,239.36	13.08	0.14	1,220.50
10	Profit before taxation	(1.58)	(87.51)	(391.66)	(31.16)	(318.19)
11	Provision for taxation	-	0.03	-	0.07	-
12	Profit after taxation	(1.58)	(87.54)	(391.66)	(31.23)	(318.19)
13	Proposed dividend	Nil	Nil	Nil	Nil	Nil
14	% of shareholding	100	100	100	100	100

Sr. No.	Particulars	Name of the subsidiary company				
		IRB Sindhudurg Airport Private Limited	IRB Talegaon Amravati Tollway Private Limited	IRB Jaipur Deoli Tollway Private Limited	IRB Goa Tollway Private Limited	MRM Highways Private Limited
1	Reporting period for the subsidiary	31.03.2017	31.03.2017	31.03.2017	31.03.2017	31.03.2017
2	Reporting currency	INR	INR	INR	INR	INR
3	Exchange rate	1	1	1	1	1
4	Share capital	0.10	492.50	1,317.50	346.00	0.10
5	Reserve & surplus	(2.22)	(399.21)	(268.04)	(8.58)	(2.89)
6	Total assets	2,052.78	6,562.84	15,083.74	4,112.00	0.21
7	Total liabilities	2,052.78	6,562.84	15,083.74	4,112.00	0.21
8	Investments	-	-	0.03	-	-
9	Turnover	0.06	561.40	1,243.22	-	-
10	Profit before taxation	(0.53)	(107.45)	(32.07)	(3.57)	(0.15)
11	Provision for taxation	-	(0.19)	-	-	-
12	Profit after taxation	(0.53)	(107.26)	(32.07)	(3.57)	(0.15)
13	Proposed dividend	Nil	Nil	Nil	Nil	Nil
14	% of shareholding	100	100	100	100	100

Form AOC - I

Statement containing salient features of the financial statements of subsidiaries/ associate companies/ joint ventures (first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART "A" : SUBSIDIARIES

Sr. No.	Particulars	Name of the subsidiary company				
		IRB Tumkur Chitradurga Tollway Private Limited	MRM Mining Private Limited	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	IRB Westcoast Tollway Private Limited	MVR Infrastructure and Tollways Private Limited
1	Reporting period for the subsidiary	31.03.2017	31.03.2017	31.03.2017	31.03.2017	31.03.2017
2	Reporting currency	INR	INR	INR	INR	INR
3	Exchange rate	1	1	1	1	1
4	Share capital	1,555.00	15.00	3,780.00	1,741.94	691.02
5	Reserve & surplus	(1,211.99)	172.86	(2,094.64)	32.83	(370.55)
6	Total assets	78,258.85	229.77	193,432.50	20,224.30	3,466.62
7	Total liabilities	78,258.85	229.77	193,432.50	20,224.30	3,466.62
8	Investments	0.01	0.03	1,011.98	-	-
9	Turnover	2,178.90	0.78	3,815.58	168.10	640.38
10	Profit before taxation	31.91	(3.50)	(2,221.23)	24.24	122.22
11	Provision for taxation	6.51	(0.28)	-	8.39	25.62
12	Profit after taxation	25.40	(3.22)	(2,221.23)	15.85	96.60
13	Proposed dividend	Nil	Nil	Nil	Nil	Nil
14	% of shareholding	100	100	100	100	100

Sr. No.	Particulars	Name of the subsidiary company				
		Solapur Yedeshi Tollway Private Limited	Yedeshi Aurangabad Tollway Private Limited	Kaithal Tollway Private Limited	Zozila Tunnel Project Private Limited	AE Tollway Private Limited
1	Reporting period for the subsidiary	31.03.2017	31.03.2017	31.03.2017	31.03.2017	31.03.2017
2	Reporting currency	INR	INR	INR	INR	INR
3	Exchange rate	1	1	1	1	1
4	Share capital	982.50	1,864.27	3,280.00	0.50	2,226.20
5	Reserve & surplus	35.02	25.94	(28.84)	(0.10)	15.90
6	Total assets	12,659.55	23,019.81	19,519.19	0.42	28,701.87
7	Total liabilities	12,659.55	23,019.81	19,519.19	0.42	28,701.87
8	Investments	-	-	-	-	-
9	Turnover	456.17	180.89	462.72	-	190.54
10	Profit before taxation	20.42	3.03	(28.59)	(0.10)	20.21
11	Provision for taxation	6.75	1.05	-	-	4.31
12	Profit after taxation	13.67	1.98	(28.59)	(0.10)	15.90
13	Proposed dividend	Nil	Nil	Nil	Nil	Nil
14	% of shareholding	100	100	100	100	100

Form AOC - I

Statement containing salient features of the financial statements of subsidiaries/ associate companies/ joint ventures (first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

PART "A" : SUBSIDIARIES

Sr. No.	Particulars	Name of the subsidiary company		
		Udaipur Tollway Private Limited	CG Tollway Private Limited	Kishangarh Gulabpura Tollway Private Limited
1	Reporting period for the subsidiary	31.03.2017	31.03.2017	31.03.2017
2	Reporting currency	INR	INR	INR
3	Exchange rate	1	1	1
4	Share capital	0.50	0.50	0.50
5	Reserve & surplus	-	-	-
6	Total assets	10.16	13.79	6.55
7	Total liabilities	10.16	13.79	6.55
8	Investments	-	-	-
9	Turnover	-	-	-
10	Profit before taxation	-	-	-
11	Provision for taxation	-	-	-
12	Profit after taxation	-	-	-
13	Proposed dividend	Nil	Nil	Nil
14	% of shareholding	100	100	100

Notes: 1. Names of subsidiaries which are yet to commence operations - Udaipur Tollway Private Limited, CG Tollway Private Limited and Kishangarh Gulabpura Tollway Private Limited.

2. Names of the subsidiaries which have been liquidated or sold during the year - Not Applicable

PART "B" : ASSOCIATES AND JOINT VENTURES

Note: The Company does not have an associate or joint venture, hence statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures is not applicable.

CIN: L65910MH1998PLC115967
Registered Office: Wing – A, 2nd Floor, Office No. 201, Universal Business Park, Chandivali Farm Road, Off Saki Vihar Road, Mumbai - 400 072

E-Communication Registration Form

Dear Shareholders,

You are aware that the provisions of Companies Act, 2013 have been made effective. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules issued thereunder, Companies can serve Annual Reports and other communications through electronic mode to those shareholders who have registered their email address either with the Company or with the Depository.

It is a welcome move for the society at large, as this will reduce paper consumption to a great extent and allow shareholders to contribute towards a greener environment. This is a golden opportunity for every shareholder of the Company to contribute to the cause of Green Initiative.

We therefore invite all our shareholders to contribute to the cause by filling up the form given overleaf to receive communication from the Company in electronic mode. You can also download the appended registration form from the website of the Company www.irb.co.in

Let's be a part of this 'Green Initiative'!

Please note that as a Member of the Company, you will be entitled to receive all such communication in physical form, upon request.

Best Regards,

Mehul Patel
Company Secretary

Registration Form

To

KARVY COMPUTERSHARE PRIVATE LIMITED
(Unit: IRB Infrastructure Developers Limited)
Karvy Selenium Tower B, Plot 31-32,
Gachibowli Financial District,
Nanakramguda, Hyderabad – 500 032.
T: +91 40 6716 1500
F: +91 40 2300 1153

Dear Sir/Madam,

RE: GREEN INITIATIVE IN CORPORATE GOVERNANCE

I agree to receive all communication from the Company in electronic mode. Please register my email id in your records for sending communication through email.

Folio No. : ______________________

DP ID : ______________________

Client ID : ______________________

PAN : ______________________

Name of 1st Registered Holder : ______________________

Name of Joint Holder(s) : ______________________

Registered Address : ______________________

____

Email ID : ______________________

Signature of the first holder : ______________________

Date: ______________

IMPORTANT NOTES

1) On registration, all the communication will be sent to the email ID registered in the folio/DP ID & Client ID.

2) Shareholders are requested to keep Company / Registrar informed as and when there is any change in the email address. Unless the email Id given above is changed by you by sending another communication in writing, the Company will continue to send the notices/documents to you on the above mentioned email ID.

Notes

Notes

IRB INFRASTRUCTURE DEVELOPERS LTD

Registered Office
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Universal Business Park, Chandivali Farm Road,
Off Saki-Vihar Road, Andheri (East),
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