

DIRECTORS' REPORT



Colombia Bridge

CLIENT: " FONDO DE ADAPTACION (EMERGENCY WORKS AGENCY)"

DENOMINATION "VEHICULAR BRIDGE CONSTRUCTION NN # 5 IN THE ROAD ALTO DEL POZO-SARDINATA. NORTH SANTANDER REGION. COLOMBIA"

LENHGT: 72 linear meters (1 span)

WIDTH: 11.60 linear meters

The bridge superstructure is made up of four simply supported steel beams supporting a reinforced concrete board and working together as a composite section. The design was done assuming that the bridge board would be built on beams of 72 m without performing intermediate pillars. Reinforced concrete board is 11.60 meters wide (which gives up to two lanes of 3.50 meters and 2.60 meters walkway). The concrete slab is restricted with " new jerseys" concrete fences for vehicle protection.

The beams are resting on two abutments which foundation is made up by pilings of 2.0 m diameter that will support loads near 450 t in service. The two abutments were built in 4000 psi concrete and were founded with 4 pre bored piles (two for each abutment) with average length of 17 m.

The access road is composed of a layer of sub granular base of 35 cm, a granular base of 20 cm, an asphalt layer of 8 cm and an asphalt wearing lawyer of 7 cm in total length 100 ml and an effective width of 7.20 m. This road section is accompanied by concrete culverts of 3000 psi resistance, 1 m wide and 10 cm thick.



The Shareholders

Infrastructure Leasing & Financial Services Limited

Your Directors take pleasure in presenting the Twenty-Ninth Annual Report along with the Audited Accounts for the year ended March 31, 2016

FINANCIAL RESULTS :

₹ in mn

For the Year Ended March 31,	2016	2015
Total Revenue	19,125.22	14,304.57
Total Expenses	15,132.88	11,043.05
Profit Before Tax	3,992.34	3,261.52
Provision for Taxation	1,252.00	213.00
Net Profit for the Year	2,740.34	3,048.52
Balance of Profit b/f	13,873.77	13,547.43
Excess Provision for Dividend Tax	289.60	346.48
Less : Change in Accounting Policy and Estimates	65.80	40.96
Profit available for Appropriation	16,837.91	16,901.47
Appropriations :		
Special Reserve I	548.07	609.70
Special Reserve II	29.00	54.00
Dividend (including Dividend Tax)	1,403.08	2,364.00
Balance of Profit	14,857.76	13,873.77
	16,837.91	16,901.47

DIVIDEND :

During the year under review, the Board of Directors of your Company have approved payment of interim dividends in respect of Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) as follows:

- @ 2% ie, ₹ 0.20 per Share in respect of 5,000,000 fully Paid-up NCRCPs of ₹ 10 each amounting to ₹ 1.20 million inclusive of dividend tax
- @ 16.38% in respect of 240,000 fully Paid-up NCRCPs of ₹ 7,500 each amounting to ₹ 354.86 million inclusive of dividend tax
- @ 16.06% in respect of 375,376 fully Paid-up NCRCPs of ₹ 7,500 each amounting to ₹ 544.19 million inclusive of dividend tax
- @ 15.99% in respect of 184,624 fully Paid-up NCRCPs of ₹ 7,500 each amounting to ₹ 266.48 million inclusive of dividend tax
- @ 16.16 % in respect of 333,000 fully Paid-up NCRCPs of ₹ 7,500 each amounting to ₹ 236.35 million inclusive of dividend tax

It is decided that the Interim Dividends declared and paid, be considered as the Final Dividend on the NCRCPs as per the issue terms

Considering the state of affairs of your Company and pressure on the current years profit, the Board of Directors have unanimously agreed not to declare any dividend in respect of equity shares

SHARE CAPITAL:

During the year under review, the Company had issued 333,000 Non-Convertible Redeemable Cumulative Preference Shares (NCRCPs) on a Private Placement basis for an aggregate consideration of ₹ 4,995 million (including Share Premium of ₹ 2,497.50 million)

OPERATING ENVIRONMENT:

(a) Global Economy:

Economic activities during the year remained subdued as the growth in emerging market and developing economies, which accounts for over 70% of global growth, declined for the fifth consecutive year. However, a modest recovery continued in the advanced economies

The slowdown in global economy primarily led by China has resulted in sharp fall in commodity prices during the year. The OPEC's decision to maintain output amidst weak demand resulted in the Brent Crude falling further by ~28% from March 2015 levels to USD 39.76 per barrel YTD. During this period, it recorded a low of USD 27.88, before rebounding to the current levels. This in-turn has put a strain on the finances of the oil producing countries

(b) Indian Economy:

The Central Government expects India's Gross Domestic Product (GDP) for Financial Year 2015-16 to be at 7.6% versus 7.2% seen in the previous year. The Government in its budget has focused on uplifting the Agriculture sector, rural economy as well as implementation of the various reforms including GST bill which is critical to take India on the higher growth path

Current Account Deficit (CAD) for the first 6 months of FY 2015-16 narrowed to 1.4% of GDP on the back of contraction in the trade deficit. While Exports de-grew sharply, the sharp fall in international crude oil prices resulted in moderation of the trade deficit

RBI has cut the repo rate by an overall 75 bps to 6.75% during FY 2015-16 as headline inflation has evolved along the projected path and food inflationary pressures due to deficient monsoon. Fiscal discipline demonstrated in the Budget and more realistic revenue assumptions have increased the expectations of further monetary easing

OPERATIONS:

(1) IL&FS Financial Services Limited (IFIN):

IFIN, a Subsidiary of your Company, is registered with the Reserve Bank of India (RBI) as a Systemically Important Non-Deposit Accepting Non-Banking Finance Company (NBFC-ND-SI). IFIN is a leading financial services company and provides wide array of financial services including structured financial products, advisory services with a primary focus on infrastructure initiatives

Over the years, IFIN has specialized in infrastructure financing transactions, with a combination of Investment Banking skill sets comprising of Debt Syndication, Project Finance, Corporate Advisory and Lending capabilities. IFIN has evolved into an end-to-end Financial Service provider with a culture based on commitment to timely delivery and value addition

IFIN has launched the Infrastructure Debt Fund (IDF) in association with LIC which has successfully completed fund raising for its first two scheme. The IDF is now in the process of raising funds for its 3rd launch from domestic investors. IL&FS Infra Asset Management Limited (IIAML), the Asset Manager of IDF, has also got approval from SEBI for launching a Mezzanine Debt Fund and a Senior Debt Fund in the Alternative Investment Fund (AIF) Category I Infrastructure. IIAML is currently in the market for raising funds for the two funds from domestic and international investors

IFIN had set up two Subsidiaries to offer Merchant Banking and Broking Services. These subsidiaries have provided an opportunity to IFIN to establish its presence in the Capital Markets space giving it an added edge for providing services like Capital Market listing, OFS, develop DMA platform, organizing roadshows, investors events and rigorous research backed investment ideas, effective delivery and consistent research / sales maintenance

The International subsidiaries of IFIN are licensed to offer Debt Advisory & Arranger Services, Fund Distribution, M&A Advisory and Equity Capital Market services, with restrictions to access retail and non-professional clientele. IFIN has built a robust franchise for distribution of both debt and equity products with a wide geographical reach. The regulatory compliances and reporting requirements for all the international subsidiaries have been complied with

(2) IL&FS Investment Managers Limited (IIML):

IIML, a Subsidiary of your Company and the Fund Management arm of the IL&FS Group, is focusing on investments in three distinct segments : Private Equity, Infrastructure and Real Estate. The current income earning AUM is US\$ 1.4 billion

The global Private Equity industry reflected the uncertain economic environment. Private Equity funds raised US\$ 44 bn for Emerging Markets in 2015, a 17% decline from 2014. Private capital investment also decreased, as fund managers deployed US\$ 29 bn in Emerging Markets, down from US\$ 38 bn deployed in 2014. Overall, the emerging markets share of global fund raising declined from 14% in 2014 to 12% in 2015, while the share of global investment declined from 9% to 7% over the same period. Emerging Markets are expected to show a marginal increase in growth in the coming years, as compared to 2015

The fund raising environment in India picked up, with an aggregate fund raising for FY 2016 at US\$ 5.8 bn, up 24% compared to FY 2015. However, funds have flowed with an uneven spread across sectors. The Venture Capital sector, focused on technology enabled services, has garnered a bulk of the funds flow. In other sectors such as real estate and infrastructure, challenges remain. The investment appetite is yet to revive as developers struggle to cope with leveraged balance sheets. Likewise, in the infrastructure space limited number of primary deals have been concluded. However, this sector has witnessed a number of asset buyouts by financial long term investors, especially in the roads and the renewable energy space

Through continuous investor connect over years, IIML has gained clear understanding of the market drivers and the types of fund products which would meet the investor's requirements. The IL&FS India Infrastructure Fund targeted to raise USD 500 mn has commenced fund raising during the year. The team is focusing its fund raising efforts primarily in Japan, Korea and Australia. The IL&FS India Infrastructure Fund has been structured targeting investors keen on receiving a regular yield together with emerging market returns and will be making investments in growth and operational assets

In view of the structured nature of the investor demand in Real Estate, a listed product is currently being marketed. It is proposed to raise GBP 200 mn for this Fund on the London Stock Exchange. The team is focused currently on targeting investors in UK and other select European countries to raise this Fund

IIML has also received additional commitments during the year from pedigree investors in Tara India Fund IV. It is expected that these fund raising efforts would bear fruition over the next few quarters

IIML has built upon its last year's success on the divestment front. It undertook 24 divestments during the year, and coupled with yield/ dividend income generated, provided reverse cash flows of ₹ 21.9 billion during FY 2016, compared to the ₹ 11.5 billion cash flows generated during FY 2015. IIML is working closely with the respective investee companies to lay the path towards liquidity over the next 2-3 years

(3) IL&FS Securities Services Limited (ISSL):

The year was characterised by volatile markets and concerns over global economic slowdown. The Chinese market meltdown caused the key benchmark indices to slide by 6% over a single day in August 2015. The year ended with range bound volumes and a cautious outlook

Amidst the volatility, ISSL's volumes kept on the rise and client acquisition remained strong on Clearing and Custody segments. The volumes crossed the historical high in Q1 and the deposit from Trading Members also crossed the historical high as it crossed ₹ 20 bn in Q4. The average volumes during the year across asset classes increased by 37% to ₹ 1,131,608 mn from ₹ 826,153 mn during previous year. SEBI's move to increase Equity Derivative contracts size from ₹200,000 to ₹500,000 in October 2015, adversely impacted volumes during the third quarter

Certain trends were positive for ISSL as it garnered a market share of the FPI segment. It emerged as a strong solution provider with unified offerings and acquired large institutional clients in the Clearing segment. Client acquisition in other client segments also remained strong. Marking the potential of unified offerings, ISSL added a large client for providing end to end services across products. The same model would now be replicated across similar institutional clients

The merger of FMC with SEBI was effected during the year under review and sent positive signals to the market participants as market looks forward to newer products on Commodity Derivatives. ISSL added 135 clients on this segment alone as the merger took effect

Custody and Fund Services desks made strong inroads into the customer segments of AIFs, FPIs and large sized PMS Managers. ISSL Fund Services is on its way to acquiring market leadership position in non-Mutual Fund segments

19,257 Accounts (net of Account closures) were added in Depository. New service of Account opening for Brokers was commenced during the year and ISSL added first set of clients in this category

ISSL CPG, a 59% subsidiary that services telecom companies and banks saw increased volumes in transactions processed and added clients as well as transactions in BFSI segment. The operation also facilitated vertical integration with certain processes within Fund Services, Custody and Clearing that are being transferred to ISSL CPG for cost arbitrage. The business remained profitable but saw some pricing challenges from an anchor client that impacted profitability of the operation

ISSL Market Services Limited (iMarkServ), a business under incubation performed well with acquisition of contracts across verticals for its anchor client. The business intends to pursue strategy of replicating the anchor client model to other clients and pursue goal of financial sustenance in the current financial year

ISSL is poised to retain healthy profitability, growth and market positioning in FY 2017. Growth would be largely facilitated by Clearing Custody and Lending

(4) IL&FS Trust Company Limited (ITCL):

ITCL is a Subsidiary with interest in trusteeship services and a gamut of fiduciary services. The Company had previously engaged in discussions with international banks with significant trustee operations. However, the Banks remained steadfast on a strategy of divesting assets in the wake of the financial crisis, and had little interest in expanding their operations in India

During the period under review, discussions were held with a couple of offshore entities. Accordingly, Vistra, an international Trustee Service Company with headquarters in Hong Kong, expressed interest in acquiring the control of ITCL. The offer by Vistra entailed a two tranche structure with a lump sum amount payable immediately and balance payable based on the EBITDA achieved by ITCL in FY 2017. The Company accepted the proposal as it offered a strong valuation. Vistra also committed to retaining all personnel of ITCL, including the CEO, and using specific products developed by ITCL for the global markets

ITCL has received all statutory approvals during March 2016 and the Share Purchase Agreement was executed with Vistra on March 31, 2016 for divestment of ITCL and the divestment proceeds received subsequently

(5) IIDC Limited (IIDC):

IIDC a wholly owned Subsidiary of your Company, is engaged in providing project development advisory services mainly in the urban infrastructure space, including Smart Cities

During the year under review, it has assisted IL&FS Group in establishing a Project Development Company (PDC) in Africa and the PDC is expected to commence its operations in the near term

In the meantime, keeping in view the broad complimentary nature of business, steps have been initiated to merge IIDC with IL&FS Townships & Urban Assets Limited, which is a wholly owned Subsidiary of your Company

(6) IL&FS Transportation Networks Limited (ITNL):

The year 2015-16 started with a muted growth on the PPP front in the domestic market, taking off from the previous year, with very few BOT projects being tendered till the third quarter. Out of around 8,000 km of road projects awarded last year, less than 1000 km were awarded on PPP basis, some of which were in the form of re-bidding due to non-receipt of bids through earlier bidding process or termination. Considering the current market scenario, only the bidders with sound financial position and sufficient strength for undertaking the PPP projects submitted realistic bids. On a positive note, the year saw the introduction of the Amendment to the Arbitration Act which looks to address the long pending issues of delayed dispute resolution in the sector

On the international front, Africa and South East Asia emerged as attractive markets whilst the Middle East region hit a slump due to the falling oil prices affecting their infrastructure spending plans

During the reporting period, ITNL was able to achieve the following landmarks:

- (a) The Company was successful in securing award for Four laning of two road projects of NHAI on BOT Toll basis in the state of Maharashtra
- (b) Provisional Completion Certificate for Sikar Bikaner Road Project in Rajasthan, Jorabat Shillong Road Project in the state of Assam/Meghalaya and for additional length in already operational Moradabad Bareilly Road Project in Uttar Pradesh
- (c) Completion Certificate in Baleshwar Kharagpur Road Project in Odisha/West Bengal, and in Pune Solapur Road Project in Maharashtra
- (d) The Company received Provisional Completion Certificates for the eight check posts under the Madhya Pradesh Border Checkpost Project, taking the total number of operational check posts to 19
- (e) The International Road Federation (IRF) accorded the company with the prestigious Global Road Achievement Award (GRAA) 2015 for Urban Planning and Mobility for the Thiruvananthapuram City Roads Improvement Project (TCRIP)

The company continued in its endeavours to reduce accidents on its project roads in order to provide a safe passage to its users. The Company also remained focused on trying to address social issues in its project catchment areas through its various community intervention programmes under its CSR ambit

In the international markets, ITNL Infrastructure Developer LLC (IIDL) has received Letter of Award (LOA) from Dubai Courts Authority for Development of office space for Dubai Supreme Courts and automated car parks on DBFOT basis. ITNL in JV with ELSAMEX has been awarded works of US\$ 220 Million on Output based Performance Road Contract basis in Ethiopia. Other existing international operations under Elsamex SA and YuHe continued to contribute positively to the Company's financials

(7) **IL&FS Energy Development Company Limited (IEDCL):**

IEDCL, a Subsidiary of your Company continues to focus on catalyzing reliable and environment friendly power at an affordable cost and make investments in various energy assets with a suitable mix of projects based on fossil fuels and renewable sources. IEDCL currently has an operational portfolio of ~ 2,200 MW of power generation, and 840 kms of 400 kV D/C transmission lines. Further, around 830 MW of power generation capacity is under implementation and is targeted to be commissioned in the current financial year

(a) **Major Conventional Projects :**

The project capacity of 726.6 MW of the Tripura Gas Power Project domiciled in ONGC Tripura Power Company Limited (OTPC) has been operationalized. Two unit of 363.3 MW are in commercial operations. The 663 km associated transmission line from Pallatana to Bongaigaon is also operational

OTPC had successfully inducted a financial investor for 23.5% stake in April 2015 and IEDCL made a partial divestment. During the year under review, OTPC generated around 3,500 MUs of power with total billing of around ₹ 10.5 billion

IEDCL is implementing a 1,200 MW Coal based thermal Power Project at Cuddalore in Tamil Nadu. The Unit 1 (600 MW) was put into commercial operation in September 2015 and Unit 2 (600 MW) is targeted for commercial operations in Q1 of the current financial year. IEDCL executed a 15 year Power Purchase Agreement for Unit 1 with Tamil Nadu Discom for 540 MW. The Power Purchase Agreement for balance capacity is also being tied up in the southern region. During the year under review, ITPCL generated 1,533 MUs of power with total billing of ₹ 8.4 billion

The project of Indo Nepal Transmission Line was commissioned during February 2016

In addition to the above, IEDCL is engaged in developing other projects, including:

- (a) 3,960 MW Coal based Thermal Power Project at Nana Layja, Gujarat
- (b) 2,000 MW Gas based Power Project and 5 MTPA LNG Terminal at Nana Layja, Gujarat

(b) **Renewable Projects:**

Out of the total targeted capacity of 1,004 MW of wind projects, as of March 31, 2016, projects aggregating to 728.8 MW became operational. Balance 275.2 MW is expected to be operational progressively in the current financial year

During the year, ORIX Corporation, Japan has acquired 49% stake in the 775 MW portfolio of Wind Energy Assets from IEDCL

The operational biomass power portfolio comprises of 80 MW of bagasse based cogeneration power projects and 25 MW of biomass based power projects

In May 2015, IEDCL commissioned 40 MW solar power projects implemented under the National Solar Mission. During the year, the project operated at an average PLF of 22.67% and it generated around 68 MUs of power billing ₹ 370 mn (approximately)

IEDCL has executed a Joint Venture agreement with Government of Rajasthan (GoR) for development of 5,000 MW solar parks. Saurya Urja Company of Rajasthan Limited, a JV Company is initially developing a solar park of 1,000 MW capacity at Bhadla in Jodhpur district. The Bhadla Solar Park is expected to be completed during the current financial year

In addition to above, IEDCL is also engaged in the advisory business and is focusing on new and emerging areas such as Energy Efficiency, Distribution Reforms, PMC for implementation of Distribution Strengthening Schemes, etc.

(8) **IL&FS Maritime Infrastructure Company Limited (IMICL):**

IMICL, a Subsidiary of your Company, has been set up with an object of creating a value-added business platform in the maritime and logistics sector. IMICL is creating a diversified portfolio of assets, services and strategic alliances through development and implementation of marine infrastructure and associated projects. The Union Government is pushing the infrastructure agenda which, inter-alia, includes ports and other maritime business like inland waterways. IMICL has focussed on implementation of select projects and monetizing projects as well where development is completed

IMICL has established a foothold in the Indian maritime space, with a footprint across India and as well as the United Arab Emirates (UAE). During the year under review, revenue generation achieved is close to ₹ 2 bn from two operating projects

Fujairah Tank Terminal commenced during the year under review has been successfully operating at 100% capacity and within short span of one year, it has been ranked number one terminal in Fujairah out of 13 terminals

A summary of Projects where IMICL is involved:

(a) **Operating Projects:**

- (i) Liquid Storage Tank Terminal, Fujairah, UAE
- (ii) Coal Handling Logistics at Karaikal Port

(b) **Projects under Implementation:**

- (i) Berths at Dighi Port, Maharashtra

(c) **Projects under Development:**

- (i) Nana Layja Integrated Maritime Complex, Gujarat, comprising of a Shipyard and a SEZ with captive port and a LNG terminal
- (ii) A Greenfield Port in Gujarat
- (iii) Cuddalore Captive Port, Tamil Nadu
- (iv) Fertilizer Handling Berth, Visakhapatnam Port

(9) IL&FS Environmental Infrastructure & Services Limited (IEISL):

The Government of India's Swachh Bharat Mission being a National movement had pushed the scientific waste management to the center-stage. IEISL, having understood the pillars of sector growth dependent on the policy regime changes. IEISL started policy advocacy very proactively with the Government. Recognising IEISL's sustained efforts, the Government announced following milestone initiatives suggested by IEISL:

- market assistance of ₹ 1,500 per ton on sale of Compost made from Municipal Solid Waste (MSW)
- compulsory use of Compost from MSW by Private Companies
- use of C&D recycled products in road and building works
- fixing MSW produced energy tariff at ₹ 7.9 KW/h for FY 2016 with 5% annual escalation on the variable cost and
- mandatory purchase of electricity by all the power distribution companies from MSW fuelled Power Plants

(a) Construction & Demolition (C&D) :

IEISL is in process for land acquisition for setting up C&D Waste Management Facilities for Delhi Metro Rail Corporation at Rohini, and for Public Works Department at Tikri and Libaspur in Delhi

The New Supreme Court Complex being constructed by Central Public Works Department (CPWD) and the construction of 5 km Express road in North Delhi by Delhi Development Authority are proving to be breaking examples of use of recycled C&D products from the Burari facility of IEISL. Encouraged with this path being initiated, Municipal Corporations of Bengaluru, Mysore, Surat, Jaipur, Indore, Chennai, Coimbatore have expressed interest to set up C&D waste management plants

The National Green Tribunal has banned sand mining in the Yamuna river bed and the Delhi Government had mandated all work contracts in Delhi to use recycled C&D products. These developments are anticipated to spur the demand for C&D business of IEISL

(b) Composting:

IEISL had operationalized third compost plant in Bangalore at Lingadheeranahalli. IEISL had obtained two new mandates for setting up Compost plant at Bikaner and Udaipur

(c) Waste to Energy (WtE) Operations:

The Ghazipur plant had processed over 100,000 tons of Municipal Solid Waste (MSW) and supplied over 3.2 million units of power to the grid. The emission parameters verified by an independent third party confirmed that emission parameters were well within Euro norms. The plant is the first successful and environmentally compliant WtE facility in India. The Plant awaits Consent to Operate for commissioning

(d) Green Carbon Fund:

The Inter-Ministerial Group (IMG) of Green Carbon Fund (GCF) has selected IEISL as the National Implementing Entity for India based on its experience and track record in the Waste Management sector

Given the increased focus on Municipal Solid Waste management and IEISL's experience in providing integrated waste management solutions, IEISL's leadership position in the Environmental Infrastructure space would strengthen

(10) IL&FS Township & Urban Assets Limited (ITUAL) :

ITUAL, a Subsidiary of your Company, has been mandated to spearhead the development of new cities, affordable housing and other urban assets of the Group

(a) Developments in Gujarat International Finance Tec-City (GIFT) :

As a co-developer and anchor investor of GIFT Project, ITUAL has subscribed to the development rights of 7.77 million square feet in GIFT. It has completed development of two 30-storey commercial buildings (viz, GIFT One and GIFT Two) of international standards, with an aggregate built-up area of 1.5 million sq ft at an estimated investment of about ₹ 9 billion

The Government of India has recognized GIFT SEZ as International Financial Services Centre (IFSC) under the SEZ Act. In the recent budget various tax breaks have been announced for units operating from IFSC such as no dividend distribution tax, reduced rate of MAT, tax benefits for transactions on stock exchanges operating from IFSC etc, which is expected to make GIFT IFSC attractive for establishment of offices for banks, insurance companies, stock exchanges, brokers and financial service intermediaries

(b) International Stadium in Kerala:

ITUAL is the Development Manager for a multi-purpose stadium at Karyavattom near Trivandrum, Kerala, on a BOT basis. The construction of all the Project Facilities including the main stadium, indoor sports hall, club house, convention centre etc. has been completed. The project SPV has received the first annuity amount due for the Project

The Indoor Sports Complex of the Sports Hub was inaugurated by the Honorable Chief Minister of Kerala on February 25, 2016. Apart from the annuity payments, the project would soon have revenues from the Club house, retail areas and stadium bowl

(c) Housing:

ITUAL is currently exploring development of affordable housing projects at various locations in India

(11) IL&FS Engineering and Construction Company Limited (IECCL):

The construction industry performance remained sub optimal during FY 2016. The Government of India is trying to revive stalled economic Projects in the Country

During FY 2016, IECCL mobilised ₹ 760.90 million by way of preferential allotment of Equity Shares and redeemed Preference Shares worth ₹ 442.50 million. The current order book of IECCL is healthy and the Company continue to focus on execution

(12) Hill County Properties Limited (HCPL):

IL&FS Group was inducted as Promoter in HCPL (formerly Maytas Properties Limited) vide an Order of the Hon'ble Company Law Board (CLB) to complete Hill County project, to protect interest of all stakeholders and to serve public interest. HCPL has taken all requisite steps to comply with the stipulations laid down in the CLB Order

HCPL has completed its flagship Hill County Project and is in process of completing delivery of Villas and Apartments and also, handover of possession to the customers. HCPL has entered into settlements with its Bankers as well as with its PE Investor to settle its dues over a period of five years

HCPL has land parcels and land development rights primarily in Hyderabad, Vizag and Vijayawada HCPL is currently in discussions with co - developers to monetise these land parcels and land development rights through joint developments held by HCPL and its Subsidiaries which will ensure settlement of all dues including those of the IL&FS Group

(13) IL&FS Education & Technology Services Limited (IETS):

IETS a Subsidiary of your Company is engaged in business of Education, Technology Solutions Development, Skill Assessment Business, Skills Development and Cluster Development. These businesses are operated through IETS and its Subsidiaries. After a period of uncertainty of over three years, the operating environment at the level of policy framework is becoming more conducive for Education, Employability and Employment (ie 3Es)

The new Ministry for Skill Development & Entrepreneurship (MSDE) has initiated several measures to bring the private sector on board in delivering the Skill India agenda. These include: Common Norms Framework for funding the skills training under various Ministries of the GoI and the State Governments, encouraging higher CSR spend on vocational skills, integration of skills programs in the curriculum framework etc. These measures would provide a reasonably predictable outlook, for the next few years

The Make In India and Start Up India programs have revived the focus on job creation agenda through manufacturing, which augurs well for the Cluster Development Services of IETS

(I) Education Services Group (ESG):

- (a) ESG has been managing 18,500 Computer Labs, across 10 states and impacting 1.5 million students and 0.5 million School teachers through its ICT based initiatives. During the year under review, IETS has implemented ICT@ Schools project in 1,837 Schools
- (b) IETS has expanded the K-Class business in the new states like Punjab, Jammu and Kashmir, Uttar Pradesh and Gujarat
- (c) The new model of K-Yan, a Community learning patented device has been recently launched in Manila, Philippines and elicited positive response. IETS has developed an online web portal to enable automated order tracking and supplies for K-Yan and K-Class. IETS has Partnership in Oman and Philippines to accelerate the launch of new K-Yan Pro Premium as a solution for both private and government schools
- (d) IETS is exploring the CSR potential and convergence related mandates which would provide an opportunity to work extensively with the private sector

(II) Technology Solutions Development:

- (a) IETS has successfully completed the Build Phase of the National Career Service (NCS) Project and obtained satisfactory completion certificate. Further it has also entered into Agreement with NIFTEM for their Content Development Project for Skills Training
- (b) IETS is working on the connected box solution that Videocon had tied up with Cisco to enable two way interactivity using the App and Cloud model

(III) Assessment Business:

- (a) IETS subsidiary, Skills Training Assessment Management Partners Limited (STAMP) had made its foray into the assessments market with an objective to provide quality assessments across various learner segments, i.e. education, skill training, corporates at various stages of assessment
- (b) In a short span of time, STAMP has been able to empanel as independent third party assessing body with seven Sector Skill Councils. It had assessed more than 10,000 candidates in the skill training space encompassing the Apparel, Gems & Jewellery, Retail, Food Processing, Media & Entertainment, Construction and Tourism & Hospitality sectors
- (c) STAMP has completed the assessment of over 1,700 vernacular students across 4 districts, in 26 Government Schools of Punjab, overcoming the challenge of net connectivity through a user friendly technology

(IV) Skills Group:

- (a) IETS through its Subsidiary IL&FS Skills Development Corporation Limited (ISDC), trained more than 50,000 candidates in the year under review. IETS got the largest share of numbers to be trained under the flagship programme of Pradhan Mantri Kaushalya Yojana (PMKVY) in view of its credentials and reach. However, most of these allocations have been made by the concerned Sector Skills Councils (SSCs) in the last couple of months of the year under review, and therefore some of the targets will spill over to next financial year
- (b) ISDC has been awarded mandates to train 40,000 candidates over a period of 5 years from the Ministry of Rural Development, GoI under Deen Dayal Upadhyay Grameen Kaushalya Yojana (DDU-GKY) across four States namely, Karnataka, Jharkhand, Tripura and Uttar Pradesh. Implementation of these mandates had begun in March, 2016
- (c) ISDC is implementing a mandate to train minority youth through an innovative scheme 'Nai Manzil' funded by Maulana Azad Education Foundation, Ministry of Minority Affairs, GoI. The scheme is for training the school dropouts (class VIII to X) in nine months integrated education and skill development programme. IL&FS Skills expects to train 2,000 candidates during the current financial year in nine States
- (d) Skills Up-gradation/ Capacity Building: ISDC is training 9,000 MGNREGA officials and non-officials in nine districts in Bihar, funded by the State Government. In addition, few other projects are being implemented in states like Jharkhand and Madhya Pradesh in training the government employees in sanitation related aspects involving training of about 25,000 persons

- (e) CSR supported: ISDC has acquired fresh contracts with 3 Corporates in current quarter (NTPC, Mineral Exploration Corp and Sudhchemi) for placement linked training programs. With this, ISDC is now working with 28 corporates in the area of skill development
- (f) Skills @ College/ Schools: ISDC is implementing NSQF aligned skills training under Rashtriya Madhyamik Shiksha Abhiyan (RMSA) of MHRD in 409 schools to train approx. 12,000 candidates across 9 States

(V) Clusters Group:

- (a) Private Sector Advisory : ICDI is discussing new initiatives/ formats like port based manufacturing area development; corridor based industrial infrastructure development and specific policy advisory for new sectors. Concept notes had been submitted for projects in various sectors such as Textiles & apparel, Engineering, Plastics and Electronics
- (b) Government Advisory : ICDI has undertaken mandates such as Project Management Consultant (PMC) to Ministry of Food Processing Industries (MoFPI), Government of India (GoI). It had also been appointed as PMC for Integrated Processing Development Scheme (IPDS) of Ministry of Textiles
- (c) International Initiatives : ICDI has been implementing a three year USAID India funded India-Kenya Dairy Innovation Bridge Programme (IKDIBP) under their Feed-the-Future Project (USD 1.9 million)

(14) IL&FS Technologies Limited (ITL):

ITL a Subsidiary of your Company, is engaged in IT Services primarily working on large outsourcing contracts in the e-Governance and has executed multiple large and complex e-governance programs. ITL has developed expertise in developing and delivering citizen centric IT projects in Public Private Partnership (PPP), Build-Own-Operate-Transfer (BOOT) models, in domestic as well as Middle East, Southeast Asia and SAARC nations. Its portfolio includes various award winning statewide and countrywide e-governance programs across developing nations such as Philippines, India and Bangladesh

During the year, ITL had inducted world's biggest Technology Company as its Shareholder. This would enable ITL to offer best of breed solutions benchmarked to global best practices in the areas of Smart Infrastructure services. ITL has renewed the CMMI Development Level 5 for a further period of three years and has also acquired CMMI Services Level 3 certification including sustenance of ISO 9001: 2008; ISO 20000-1: 2011 and ISO 27001: 2005 certifications for implementing required Industry best practices

ITL operates in the following broad verticals with unique credentials:

- E- Governance - Executing various citizen centric outcome based G2C projects on transaction based models
- Land Governance - One of the largest solutions provider for land modernization programs at a global level
- Smart Infrastructure / Security & Surveillance – Having worked on several internal and external projects ITL is uniquely positioned, to provide holistic solutions for smart cities including urban safety and security
- Analytics & Big Data–Made early investments in the space of big data and analytics and executed projects in the space of social infrastructure and benefits to citizens

Most countries are embracing electronic government implementation for social and economic development and have accorded Information and Communication Technology ("ICT") an important place in their policy. In India, 'Digital India' and 'Smart Cities' is the prime focus area for the Government with significant planned expenditure. In the South East Asia and SAARC region, by 2018, enterprise IT spending is expected to be around \$70 billion, according to forecasts from Gartner Inc

Some of the noteworthy Projects ITL has under taken are as follows:

- Modern Record Room, Rajasthan and Assam
- Digital Land Management System, Bangladesh
- Smart Infra for Rapid Metro Gurgaon, Haryana
- State Resident Data Hub, Tamil Nadu
- e Registration IGR, West Bengal
- Bhamashah Project, Rajasthan

PERFORMANCE OF SUBSIDIARIES, ASSOCIATES & JOINT VENTURES

A separate statement pursuant to Section 129(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 containing the salient features of the Financial Statements of the Company's Subsidiaries and Joint Ventures in Form AOC-1 appear as item 44(b) in the notes forming part of Consolidated Financial Statement

CORPORATE SOCIAL RESPONSIBILITY

Your Company believes that the activities that it is engaged in ie, building and financing of infrastructure, will help shape the future of domestic economy. Accordingly, your Company is focusing on strengthening development of projects through supporting interventions leading to a sustainable and inclusive growth

During the year under review, your Company has focused on (a) creation of jobs for over 3,700 youths through various skill development programs and the effort as well as (b) through various livelihood initiatives, which resulted in enhancing the income of another 1,500 individuals from rural communities. Both sets of people are from economically disadvantaged sections of the population

The various CSR activities carried out by your Company, during the year under review include:

- (i) Balasore Fisheries program
- (ii) Livelihood for women groups
- (iii) Gulmeher
- (iv) Enhancing Highway Safety
- (v) Education
- (vi) Enhancing employee engagement

A separate Report on the CSR activities is enclosed as an Annexure I to this Report

RESOURCES:

Your Company has raised its financial resources principally through working capital facilities and term loans from banks, deposits from corporates, issue of non-convertible debentures, non-convertible redeemable cumulative preference shares, commercial paper and loans from multilateral funding agencies. Resources raised are in line with the requirements that finance Companies to comply, keeping in mind the management of interest rate risk, potential asset liability mismatch and treasury operations

During the year, your Company maintained the highest credit rating provided by Credit Ratings Agencies for the securities issued / proposed to be issued

RISK AND COMPLIANCE FRAMEWORK:

- (1) Your Company has an established practice of compliance reporting covering all operations and support functions; compliance reporting is also subject to internal audit and is periodically reviewed to ensure comprehensive coverage. Similar practices are being established in all major subsidiaries and associates with the coordination and support of the Credit & Risk Management Group
- (2) Asset Liability Management has been an area of high focus in the context of the preponderance of investments on the Company's balance sheet as a CIC, and the need to maintain a consistent liability profile. Resource mobilisation has accordingly been concentrated on long term paper and asset liability mismatches maintained well within regulatory limits. The Company also observes a policy for maintaining reserve liquidity invested in bank deposits and other high quality liquid assets
- (3) Substantial progress has been achieved during the year on development of Enterprise Risk Management framework across group companies in infrastructure verticals as well as in financial services. Adequacy of the ERM framework in various group companies was further tested in the process of review of Internal Controls for Financial Reporting conducted by independent agencies as required under the Companies Act, 2013
- (4) A group wide exercise for comprehensive identification of statutory and regulatory obligations on a green field basis has been taken up during the year with pilot assessment for two project companies. Actionables will be embedded on a monitoring platform which will track compliances and escalate exceptions, and will be backed up by service level agreement for updates for change of law. The system will, inter-alia, facilitate statutory certification of compliance with all applicable laws

VIGIL MECHANISM / WHISTLE BLOWER POLICY

Your Company believes conducting the affairs of its business in a fair and transparent manner by adopting highest standard of professionalism, honesty, integrity and ethical behavior

As per the provisions of Section 177(9) of the Companies Act, 2013, your Company formulated and adopted a Whistle Blower Policy and Vigil Mechanism for employees and Directors of the Company in order to report instances of unethical behavior, violation of Company's Code of Conduct. A copy of the Whistle Blower Policy is available on the Company's website: http://www.ilfsindia.com/pdf/WhistleBlowerPolicy_VigilMechanism.pdf

To report any suspected or confirmed incident of fraud/ misconduct, the aggrieved person can reach the Ombudsman designated by your Company or the Chairman of the Audit Committee on following email id's :

Mr Vibhav Kapoor, Ombuds person at : vibhav.kapoor@ilfsindia.com

Mr RC Bhargava, Chairman of Audit Committee at : rcbconsulting@gmail.com

FIXED DEPOSITS:

Your Company has been registered as Systemically Important Non Deposit Accepting Core Investment Company (CIC). The Regulatory Framework for CIC in terms of RBI guidelines prohibits/restricts the CICs from raising funds by way of public deposits. Accordingly, your Company has not accepted any public deposits nor intends to raise any money by way of public deposits

BOARD AND COMMITTEES :

(1) The Members of the Board and their Attendance at Board and General Meetings:

Five Board Meetings were held during the year under review. The Meetings were held on May 26, 2015, August 27, 2015, November 24, 2015, February 23, 2016 and March 30, 2016. The attendance at the above mentioned Board Meetings and the previous Annual General Meeting held on September 24, 2015 are listed below :

Name of the Director	DIN	Number of Board Meetings Attended	AGM Attendance
Mr Ravi Parthasarathy	00002392	5	Yes
Mr Hari Sankaran	00002386	4	-
Mr Arun K Saha	00002377	5	Yes
Mr VK Sharma	02449088	2	-
Mr S Bandyopadhyay	03558215	5	-
Mr Yoshihiko Miyauchi	00991171	-	-
Mr Hiroshi Nishio	06827437	3	-
Mr Harish H Engineer	01843009	5	-
Mr R Govind (from August 27, 2015)	07223932	3	Yes
Ms Anshula Kant* (from August 27, 2015)	06998644	2	-
Mr Sanjeev Doshi	02237584	4	-
Mr RC Bhargava	00007620	5	Yes
Mr SB Mathur	00013239	5	-
Mr Michael Pinto	00021565	4	-
Mr Jaithirth Rao	00025289	3	-
Ms Rina Kamath	07136529	5	Yes
Mr Takehisa Kaneda	07082839	5	Yes
Alternate to Mr Y Miyauchi			
Mr Harukazu Yamaguchi	03535391	-	-
Alternate to Mr Hiroshi Nishio (from August 28, 2015 upto November 24, 2015)			
Mr Ramesh Singh (from April 08, 2015 to May 05, 2015)	07152192	-	-

*Ms Anshula Kant (DIN 06998644) Nominee of State Bank of India was the Director of the company from August 27, 2015 to June 26, 2016

(2) **Committees of the Board:**

(a) **Audit Committee:**

The Audit Committee of the Board of Directors of the Company comprises of independent Directors viz, Mr RC Bhargava, Chairman, Mr Harish H Engineer and Mr Michael Pinto. The Audit Committee met five times during the year under review. The Meetings were held on May 25, 2015, August 26, 2015, November 23, 2015, January 8, 2016 and February 22, 2016.

The attendance status of the Members at the Audit Committee Meetings is provided below. The Internal Auditors as well as Statutory Auditors of the Company are invited and remain present for all Audit Committee Meetings except January 08, 2016 Audit Committee Meeting

No	Name of the Member	Number of Meetings Attended
(1)	Mr RC Bhargava	5
(2)	Mr Harish H Engineer	4
(3)	Mr Michael Pinto	5

The duties and responsibilities of the Audit Committee are as defined under provisions of the Companies Act, 2013

(b) **Nomination & Remuneration Committee:**

Pursuant to the provisions of the Companies Act, 2013, the "Nomination & Remuneration Committee" (NRC) was constituted in place of the separate committees i.e Nomination Committee and Compensation Committees at the Board Meeting held on December 9, 2014. The NRC comprises of Mr SB Mathur, Chairman, Mr Harish Engineer and Mr Michael Pinto as Members of the Committee

The NRC had two meetings during the year under review on August 4, 2015 and September 8, 2015. All the Members of the Committee were present for the Meeting

The responsibilities of the NRC, inter-alia, include :

- (i) to identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down and recommend to the Board, their appointment and/or removal and shall carry out evaluation of every Director's performance;
- (ii) to formulate criteria for determining qualifications, positive attributes and independence of Directors and recommend to the Board a policy relating to the remuneration for the Directors, KMP and other employees; and
- (iii) to endorse the methodology and distribution of Performance Related Pay to the employees of the Company;

(c) **Risk Management Committee:**

The Risk Management Committee comprises of Mr S Bandyopadhyay, Chairman, Mr RC Bhargava, Mr Michael Pinto and Mr Arun K Saha. During the period under review, one Meeting of Risk Management Committee was held on July 22, 2015

The responsibilities of the Risk Management Committee, inter-alia, include:

- (a) review of the adequacy of the risk management framework and operational procedures developed for new businesses and products from time to time
- (b) provision of guidance on strengthening of risk management practices to respond to emerging global and national market and regulatory developments
- (c) approval of overall limits for management of credit risk, liquidity risk and market risks
- (d) review of asset liability management reports and provision of directions on improved management of liquidity and interest rate risk
- (e) review of the capital adequacy requirements of the Company and provision of recommendations for the consideration of the Board in relation to the parameters to be considered in this regard
- (f) review of the Company's compliance programme
- (g) review of the status of any enquiry, investigation and other disciplinary action initiated by RBI, SEBI or other regulatory agencies

(d) **CSR Committee :**

In accordance with the provisions of the Companies Act, 2013, your Company has constituted a CSR Committee. The Committee comprises of Mr Ravi Parthasarathy, Chairman, Mr Hari Sankaran, Mr Arun K Saha, Mr Jaithirth Rao and Ms Rina Kamath

The responsibilities of CSR Committee includes to :

- (i) frame and recommend to the Board of Directors, a CSR Policy which shall indicate the activities to be undertaken by the Company
- (ii) recommend the amount of expenditure to be incurred on the activities specified
- (iii) establish a monitoring mechanism including the mandatory MIS/ Reporting formalities
- (iv) ensure the build-up of a robust pipeline of CSR initiatives to avoid any carry forward of fund allocations
- (v) formalise the operational structure of the CSR Program

(e) **Committee of Directors :**

The Committee of Directors of the Company comprises of Mr Ravi Parthasarathy, Chairman, Mr Hari Sankaran, Vice Chairman & Managing Director and Mr Arun K Saha, Joint Managing Director & CEO of the Company. The Committee is responsible for dealing with all on-going operational matters, including credits and investments, subject to the limits as specified by the Board of Directors of the Company from time to time, as well as the general management of the Company in its ordinary course of business

(f) **IPO Committee:**

Your Company has constituted an IPO Committee comprising of Mr Ravi Parthasarathy, Chairman, Mr Hari Sankaran, Mr Arun K Saha, Mr Sanjeev Doshi, and Mr Takehisa Kaneda. In addition, Mr Vibhav Kapoor, Group Chief Investment Officer of the Company as well as representatives of institutional shareholders viz : LIC and Bay Capital are also Members of the Committee. The Committee is considering a strategy for Initial Public Offer of the Company

(g) **Corporate Affairs Committee:**

Your Company has constituted a Corporate Affairs Committee comprising of Mr Ravi Parthasarathy, Chairman, Mr Hari Sankaran, Mr Arun K Saha, Mr RC Bhargava, Mr Michael Pinto, and Mr Takehisa Kaneda. The Committee is responsible to review and advice on critical corporate matters. The Committee held four meetings during the year on April 20, 2015, May 14, 2015, May 22, 2015 and January 8, 2016. All the Members of the Committee were present for these Meetings

(h) **Stakeholders' Relationship Committee:**

In terms of the provisions of the Companies Act 2013, your Company has constituted a Stakeholders Relationship Committee comprising of Mr SB Mathur, Chairman, Mr Takehisa Kaneda and Mr Arun K Saha. The Committee is responsible for resolving stakeholder's grievances, if any. So far the Committee has not received any complaint

(i) **Management Board :**

In view of the increase in the scale of operations of the Group, the Board of Directors of the Company had constituted a Management Board comprising of following Senior Executives of the IL&FS Group :

- (i) Mr Ravi Parthasarathy, Chairman
- (ii) Mr Hari Sankaran, Vice Chairman & Managing Director
- (iii) Mr Arun K Saha, Joint Managing Director & CEO
- (iv) Mr Vibhav Kapoor, Group Chief Investment Officer
- (v) Mr Ramesh C Bawa, Chief Executive Officer (Financial Services)
- (vi) Mr K Ramchand, Chief Executive Officer (Infrastructure)
- (vii) Mr Shahzaad Dalal, Chief Executive Officer (International)

The Management Board is responsible for :

- (i) reviewing all operational issues;
- (ii) formulating strategies and ensuring effective implementation thereof;
- (iii) formulating and implementing risk mitigation measures based on the business models; and
- (iv) reviewing issues with regard to Human Resources on a Group level

The Management Board met once during the year under review on April 24, 2015. All Members were present for the Meeting

In addition to the foregoing, your Company has other Committees comprising of its Senior Executives for carrying out specific as well as on-going operations of the Company, viz :

(a) Administrative Committee :

The Committee comprises of two Whole-time Directors of the Company and Group Chief Financial Officer. The Committee is responsible for all matters pertaining to administration ie, opening and closing of bank accounts, authorisation of officials for administrative purposes etc

(b) Purchase Committee:

The Committee comprises of Joint Managing Director & CEO and Senior Executives of the Company and is responsible for procurement of goods and services. In addition to this, for operational convenience, the Joint Managing Director & CEO is empowered to approve single purchases upto ₹ 1 million and cumulative purchases upto ₹ 2 million as well as routine administrative matters relating to TIFC premises at BKC

(c) Asset Liability Management Committee:

The Committee has been constituted as per RBI directives and comprises of a Whole-time Director and Senior Executives of the Company. The Committee is responsible for ensuring compliance with the requirements as specified by the RBI from time to time

(d) Internal Complaints Committee (ICC):

Pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (SHWW Act), the Company has formulated and adopted "The Sexual Harassment of Woman at the Workplace Prevention, Prohibition and Redressal Policy"

Further, as required under the SHWW Act, the Company has constituted an ICC comprising of Senior Executives and one independent Member. The Committee is responsible for ensuring compliance in terms of provisions of SHWW Act, from time to time

Pursuant to implementation of SHWW Act, the status of complaints received and resolved during the year under review, is as follows :

• Number of complaints received	Nil
• Number of complaints disposed	Nil
• Number of complaints pending for more than 90 days	Nil
• Number of awareness workshops conducted	3 *
• Nature of action taken by the District Officer	NA

* Out of three workshops, two were conducted for the Members of ICC and one for the Employees of the Company

DIRECTORS:

(A) Change in Composition of the Board:

- (a) Mr Ramesh S Singh (DIN : 07152192), General Manager (Treasury), Central Bank of India (CBI) had been appointed as Nominee Director of CBI. On transfer of his service to Bhopal office of the Bank, Mr Singh submitted his resignation as Director of the Company effective May 5, 2015
- (b) At the Meeting of the Board of Directors of the Company held on August 27, 2015:
 - (i) Mr R Govind (DIN: 07223932), General Manager (Treasury/ ID Dept/ Credit), Central Bank of India (CBI) has been appointed as Nominee Director of CBI
 - (ii) Ms Anshula Kant (DIN: 06998644), Deputy Managing Director & CFO, State Bank of India (SBI) has been appointed as Nominee Director of SBI. Ms Kant has submitted resignation as Director of the Company with effect from June 27, 2016
 - (iii) Mr Harukazu Yamaguchi (DIN: 03535391) has been appointed as Alternate Director to Mr Hiroshi Nishio (DIN: 06827437), with effect from August 28, 2015. Mr Yamaguchi ceased as Alternate Director with effect from November 24, 2015
- (c) At the Meeting of the Board of Directors of the Company held on August 24, 2016, Mr Chalasani Venkat Nageswar (DIN: 07234179), Deputy Managing Director (Global Markets & Head - Treasury), State Bank of India (SBI) has been appointed as Nominee Director of SBI

All Independent Directors have provided the declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013

The Board placed on record its appreciation for valuable advice provided by all the outgoing Directors during their tenure as Directors of the Company

(B) Retirement by Rotation:

In terms of the provisions of the Companies Act, 2013, and the Articles of Association of the Company, Mr Supratim Bandyopadhyay (DIN: 03558215), Director of the Company, retire by rotation at the ensuing Annual General Meeting of the Company, and being eligible, offered himself for re-appointment

(C) Managerial Remuneration Policy:

The Company has adopted "Managerial Remuneration Policy" and defined a Selection Criteria for appointment of Directors, qualification, positive attributes, independence of the Directors including remuneration payable and other matters as prescribed under the Companies Act 2013. The Policy covers selection and appointment of Directors, Senior Management personal and their remuneration. The Managerial Remuneration Policy and Selection Criteria for Directors is available on the website of the Company: <http://www.ilfsindia.com/pdf/ARReport2016/ManagerialRemunerationPolicy.pdf> and <http://www.ilfsindia.com/pdf/ARReport2016/SelectionCriteriaForDirectorsatILFSGroupPolicy.pdf> respectively

(D) Board Evaluation :

As per the requirement of Schedule IV of the Companies Act 2013, your Company laid down a Performance Assessment Process and Parameters for the Members of Board. The evaluation of the performance of the Individual Directors, Committees and the Board was done at the Meeting of the Board held on February 23, 2016, as per the requirement of the Act

During the year under review, the Independent Directors held a separate Meeting to review the performance of the Non-Independent Directors, the Chairman of the Company and the overall performance of the Board

PARTICULARS OF LOANS, GUARANTEES & INVESTMENTS :

The Company is registered as a Systemically Important Non Deposit Accepting Core Investment Company (CIC-ND-SI), engaged in the activities of investing in and lending to the Group Companies. Hence the provisions of Section 186 of the Companies Act, 2013 are not applicable and hence the details thereof are not disclosed

KEY MANAGERIAL PERSONNEL :

In terms of provisions of Section 203 of the Companies Act, 2013 (the Act), the following are the Key Managerial Personnel (KMP) of the Company :

Mr Ravi Parthasarathy, Chairman
 Mr Hari Sankaran, Vice Chairman & Managing Director
 Mr Arun K Saha, Joint Managing Director & CEO
 Mr Maharudra M Wagle, Group Chief Financial Officer
 Mr Avinash Bagul, Chief Operating Officer & Company Secretary

Mr Manu Kochhar, since designated as Chief Executive Officer (New Initiatives), has submitted his resignation as KMP of the Company on February 23, 2016. At the Meeting of the Board of Directors of the Company, held on February 23, 2016 the Board has appointed Mr Maharudra M Wagle as KMP

CHANGES IN GROUP COMPANIES :

Pursuant Rules 8(5) of the Companies (Accounts) Rules 2014, the following changes have occurred to the list of Group Companies during the year :

No	Name of the Company	Type of Relation	Date from which relationship	
			Established	Ceased
1	Chottagovindpur & Bagbera Drinking Water Supply Project Limited	Direct Subsidiary	23.06.2015	-
2	IL&FS Trust Co Limited	Direct Subsidiary	-	31.03.2016
3	Jharkhand Infrastructure Implementation Co Limited	Direct Subsidiary	08.07.2015	20.10.2015
4	Amravati Chikli Expressway Limited	Indirect Subsidiary	25.08.2015	-
5	Chirayu Kath Real Estate Private Limited	Indirect Subsidiary	31.03.2016	-
6	Dakshin Dilli Swatch Initiative Limited	Indirect Subsidiary	09.11.2015	-
7	Dehradun Rural Development Initiative Limited	Indirect Subsidiary	-	16.02.2016
8	Jaipur Rural Development Initiative Limited	Indirect Subsidiary	-	16.02.2016
9	Rajsamand Rural Development Initiative Limited	Indirect Subsidiary	-	18.02.2016
10	Devika Buildestate Private Limited	Indirect Subsidiary	31.03.2016	-
11	Elsamex Brasil LTDA	Indirect Subsidiary	-	29.10.2015
12	Elsamex Colombia SAS	Indirect Subsidiary	14.05.2015	-
13	Fagne Songadh Expressway Limited	Indirect Subsidiary	25.08.2015	-
14	Flamingo Landbase Private Limited	Indirect Subsidiary	31.03.2016	-
15	Goodearth Shipbuilding Private Limited	Indirect Subsidiary	-	10.06.2015
16	GRICL Rail Bridge Development Co Limited	Indirect Subsidiary	31.03.2016	-
17	Grusamar Ingenieria y Consulting Columbia SAS	Indirect Subsidiary	14.05.2015	-
18	IL&FS Nepal Infrastructure Development Co Limited	Indirect Subsidiary	-	07.09.2015
19	ITTIL FZC (Sharjah)	Indirect Subsidiary	-	31.01.2016
20	Rajasthan Land Holdings Limited	Indirect Subsidiary	31.03.2016	-
21	Saurya Urja Company of Rajasthan Limited	Indirect Joint Venture	07.04.2015	-

No	Name of the Company	Type of Relation	Date from which relationship	
			Established	Ceased
22	Jharkhand Infrastructure Implementation Co Limited	Indirect Subsidiary	20.10.2015	-
23	Elsamex Infrastructure Company WLL	Indirect Associate	02.07.2015	-
24	Investment Trustee Co (Orissa) Private Limited	Indirect Associate	-	31.03.2016
25	ITNL Infrastructure Developer LLC	Indirect Associate	04.05.2015	-
26	Sara Fund Trustee Co Private Limited	Indirect Associate	-	31.03.2016
27	VCS Enterprises Limited	Indirect Associate	-	18.02.2016
28	Iridium India Telecom Limited	Direct Associate	-	23.03.2016

RELATED PARTY TRANSACTIONS :

The Company has formulated a Policy for Related Party Transactions (RPT), which was reviewed and recommended by the Audit Committee and approved by the Board. The RPT Policy is available on the website of the Company: http://www.ilfsindia.com/pdf/ARReport2016/RPTPolicy_Framework.pdf

Suitable disclosures in Form AOC-2 have been made in Annexure II to this report

All transactions entered into with Related Parties as defined under the Companies Act, 2013, during the financial year were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013

BUSINESS RESPONSIBILITY REPORT :

Securities and Exchange Board of India (SEBI) has stipulated that top 500 companies by market capitalization should publish Business Responsibility Report (BRR). In this report, corporates are required to disclose their performance on nine principles discussed in the National Voluntary Guidelines (NVG) published by the Ministry of Corporate Affairs in 2007. Within IL&FS Group, based on the market capitalization, IL&FS Transportation Networks Limited is mandatorily required to publish the BRR. In order to be transparent about the corporate governance practices, your Company decided to voluntarily publish Business Responsibility Report and carry the gist of the report in the Annual Report of the Company. The extract of BRR is attached as Annexure III to this Report

AUDITORS:

(1) Statutory Auditors:

Messrs Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (DHS) have been appointed as Auditors till FY 2017. DHS have provided their consent for appointment as Auditors of the Company for FY 2017 subject to ratification by the Members at the ensuing Annual General Meeting of the Company

(2) Secretarial Auditors:

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 has appointed M/s P Diwan & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company for FY 2016. The Report of the Secretarial Auditor is annexed as Annexure IV

EMPLOYEES:

The Board of Directors place on record their appreciation for all the employees of the Group for their sustained efforts, dedication and hard work during the year

PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with Rule, 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure V to the Directors Report

SIGNIFICANT AND MATERIAL ORDERS PASSED :

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

EXTRACT OF ANNUAL RETURN :

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as Annexure VI

DIRECTORS' RESPONSIBILITY STATEMENT:

Section 134(3)(c) of the Companies Act, 2013, requires the Board of Directors to provide a statement to the Members of the Company in connection with maintenance of books, records, and preparation of Annual Accounts in conformity with accepted accounting standards and past practices followed by the Company. Pursuant to the foregoing, and on the basis of representations received from operating management, and after due enquiry, it is confirmed that :

- (1) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanations relating to material departures;
- (2) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (3) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (4) the Directors have prepared the annual accounts on a going concern basis;
- (5) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and were operating effectively; and
- (6) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively;

FOREIGN EXCHANGE OUTGO:

The particulars regarding foreign exchange earnings and expenditure appear as Item 22(f) and Item 27 respectively in the Notes forming part of the Accounts

Since the Company does not own any manufacturing facility, the other particulars as per rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable

ACKNOWLEDGEMENTS:

Relationships with Shareholders, Central and State Governments, Ministry of Finance, Ministry of Commerce, Reserve Bank of India, Securities and Exchange Board of India, Banks, Financial Institutions, Customers, Employees and other Stakeholders remained excellent during the year under review. Your Directors are grateful for the support extended by them and look forward to receiving their continued support and encouragement

**For and on behalf of the
Board of Directors**

Place : Mumbai

Date: August 24, 2016

Ravi Parthasarathy

Chairman

ANNEXURE I

I A Brief Outline of the Company's CSR Policy and Overview of Projects:

The CSR Policy of the Company was approved by the Board at its' meeting held on December 9, 2014. The CSR Policy is effective from April 1, 2014. FY 2016 is the second year of operationalization of the CSR mandate under the Companies Act

The CSR Performance during the year has been in line with the focus areas of the approved CSR Policy. The focus continues to be capacity building through skills based training programmes and placement of unemployed youth on a pan-India basis. During the year, the Company participated, along with other Companies in the IL&FS Group, in the on-going Nalanda CSR Skills Scholarship Programme. For the year ended 31st March FY 2016, about 4,500 candidates were enrolled under the Programme, of which training has been provided to about 4,000 young adults from economically weaker sections of society. About 3,300 candidates were placed successfully in jobs including 130 People with Disabilities

During the year, the Group also sponsored 19 livelihood projects for enhancing income-generation of 1600 rural people, predominantly women, as part of a holistic development of the target beneficiaries

The Group continues to support quality education by developing and implementing interventions for improving outcomes. CSR interventions in education were carried out at various locations covering over 35,000 students across 209 schools. In many schools, education infrastructure was also strengthened. The emphasis on special education of learning disabled students continues

In addition a range of local area projects within the provisions of Schedule VII of the Companies Act, 2013 were supported during the year. These include interventions in the areas of ensuring environmental sustainability, rural health care, safe and adequate drinking water and conservation of natural resources among others. A major new initiative taken up during the year was on promoting traffic and road safety awareness amongst local communities

It has been the endeavor of the Company to strengthen linkages of the community with existing government schemes, where applicable, and to help build and sustain community institutions. In addition, periodic review of the projects and their impact has been undertaken along with mid-course corrections, where required

A copy of the CSR Policy is available on the website of the Company at http://www.ilfsindia.com/pdf/CSR_Policy.pdf
A summary of CSR activities undertaken specifically by the Company is given as Annexure -1

II The Composition of the CSR Committee:

The CSR Committee of the Company comprises of:

(a)	Mr Ravi Parthasarathy	Chairman
(b)	Mr Hari Sankaran	Vice Chairman & Managing Director
(c)	Mr Arun Saha	Joint Managing Director and CEO
(d)	Mr Jaithirth Rao	Independent Director
(e)	Ms Rina Kamath	Independent Director

III Average Net Profit of the Company for the Last Three Financial Years:

In line with the provisions of Section 135 of the Companies Act, 2013 and the CSR Rules, 2014, the audited net profits for the last 3 years ended March 31, 2015 and the average of the same is as given below:

₹ in mn

	Particulars	FY 2013 Audited	FY 2014 Audited	FY 2015 Audited
	Profit Before Tax	4,423	4,516	3,262
Less:	Dividend received from any other Indian Companies Which are covered under and complying with the provisions of Section 135 under Companies Act, 2013	2,465	2,592	2,784
Less:	Any profit arising from any overseas branch or branches of the Companies, whether operated as separate Companies or otherwise	0	0	0
	Total	1,958	1,924	477
	Average Profit			1,453

IV Prescribed CSR Expenditure:

In line with the provisions of Section 135 of the Companies Act, 2013 and the CSR Rules, 2014, the prescribed CSR Expenditure for FY 15-16 was estimated at ₹ 29.1 million:

V Details of CSR Spend During the Financial Year:

- The total amount spent during the financial year was ₹ 25.3 million
- Amount unspent, if any: ₹ 3.8 million (difference between prescribed CSR spend of ₹ 29.1 million and actual CSR spend of ₹ 25.3 million)
- The manner in which the amount was spent is detailed in Annexure-1

VI Reasons for Shortfall in CSR Spend:

The Company has spent almost 87% of the prescribed CSR expenditure in FY 16, much higher than the previous year utilisation of 68%. Except for a few, the spend on most of the projects was as scheduled; the expenditure on a few projects has been deferred to the next year on account of delays in finalising operational arrangements. Capacity building initiatives could not be fully taken up during the year

The Directors expect that spend target achievements for FY 2017 will be higher

VII Responsibility Statement:

The Corporate Social Responsibility Committee of the Company hereby confirms that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company

Vice Chairman & Managing Director

Chairman of the CSR Committee

ANNEXURE 1

SUMMARY OF CSR ACTIVITIES/PROJECTS FOR IL&FS : FY 15-16

SUMMARY OF CSR ACTIVITIES/PROJECTS FOR IL&FS : FY 15-16										Amount in ₹			
1	2	3	4	5			6			7		8	
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 program wise			Amount spent on the Projects or Programs			Cumulative Expenditure upto the reporting period		Amount spent: Direct or through implementing agency	
				Direct	Overheads	Total	Direct	Overheads	Total	Direct	Overheads		Total
SKILLING AND LIVELIHOOD													
1	CSR Skills Scholarship; Delhi;Delhi	(II), Livelihood Enhancement Projects	(1) Local Area (2) Delhi;Delhi	5,050,000	150,000	5,200,000	5,050,000	150,000	5,200,000	5,050,000	150,000	5,200,000	Implementing Agency (Nalanda Foundation)
2	Providing Alternate Livelihood Activity Ghazipur; Ghazipur; Delhi	(II), Livelihood Enhancement Projects	(1) Local Area (2)Ghazipur; Ghazipur; Delhi	2,800,000	80,000	2,880,000	2,270,000	65,000	2,335,000	2,270,000	65,000	2,335,000	Implementing Agency (Nalanda Foundation)
3	Strengthening Sanitary Napkin Unit Catchment Baska Village, Halol,Gujarat	(II), Livelihood Enhancement Projects	(1) Local Area (2)Catchment Baska Village, Halol, Gujarat	2,500,000	80,000	2,580,000	496,088	25,000	521,088	496,088	25,000	521,088	Implementing Agency (Nalanda Foundation)
4	Livelihood (Vegetable Cluster Development); Chenani Block; Udhampur; Jammu & Kashmir	(II), Livelihood Enhancement Projects	(1) Local Area (2)Chenani Block; Udhampur; Jammu & Kashmir	2,800,000	80,000	2,880,000	1,892,339	54,000	1,946,339	1,892,339	54,000	1,946,339	Implementing Agency (Nalanda Foundation)
5	Barmer CSR Project Barmer Dist: Rajasthan	(II), Livelihood Enhancement Projects	(1) Local Area (2)Barmer Dist: Rajasthan	4,000,000		4,000,000	4,000,000		4,000,000	4,000,000		4,000,000	Implementing Agency (Nalanda Foundation)
TOTAL (1 TO 5) A				17,150,000	390,000	17,540,000	13,708,427	294,000	14,002,427	13,708,427	294,000	14,002,427	

SUMMARY OF CSR ACTIVITIES/PROJECTS FOR IL&FS : FY 15-16 (CONTD.)

Amount in ₹

1	2	3	4	5			6			7			8
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 program wise			Amount spent on the Projects or Programs			Cumulative Expenditure upto the reporting period			Amount spent: Direct or through implementing agency
				Direct	Overheads	Total	Direct	Overheads	Total	Direct	Overheads	Total	
EDUCATION													
1	Alternative Education Programme Ghazipur; Ghazipur; Delhi	(II), Promoting Education	(1) Local Area (2) Ghazipur; Ghazipur; Delhi	1,830,000	54,000	1,884,000	1,647,000	50,000	1,697,000	1,647,000	50,000	1,697,000	Implementing Agency (Nalanda Foundation)
2	Creation of Additional Facilities at Shoshit Samadhan Kendra Patna-Bihar	(II), Promoting Education	(1) Local Area (2) Patna-Bihar	2,500,000	-	2,500,000	2,430,000	-	2,430,000	2,430,000	-	2,430,000	Implementing Agency (Nalanda Foundation)
3	Education (Solar Power Solution for Govt. School) Chenani Block; Udhampur; Jammu & Kashmir	(II), Promoting Education	(1) Local Area (2) Chenani Block; Udhampur; Jammu & Kashmir	207,128	-	207,128	207,128	-	207,128	207,128	-	207,128	Implementing Agency (Nalanda Foundation)
4	Nalanda Learning Facilitation Programme; Mumbai; Maharashtra	(II), Promoting Education	(1) Local Area (2) Mumbai; Mumbai; Maharashtra	1,000,000	30,000	1,030,000	696,870	21,000	717,870	696,870	21,000	717,870	Implementing Agency (Nalanda Foundation)
5	Sports Programme at the Gaziur Livelihood Centre for Gaziur; Delhi	(II), Promoting Education	(1) Local Area (2) Ghazipur; Ghazipur; Delhi	313,000	7,000	320,000	313,000	7,000	320,000	313,000	7,000	320,000	Implementing Agency (Nalanda Foundation)
6	Supporting Early Child Education in Phulambari Aurangabad; Aurangabad; Maharashtra	(II), Promoting Education	(1) Local Area (2) Aurangabad; Aurangabad; Maharashtra	640,000	15,000	655,000	640,000	15,000	655,000	640,000	15,000	655,000	Implementing Agency (Nalanda Foundation)
TOTAL (1 TO 6) B				6,490,128	106,000	6,596,128	5,933,998	93,000	6,026,998	5,933,998	93,000	6,026,998	

SUMMARY OF CSR ACTIVITIES/PROJECTS FOR IL&FS : FY 15-16 (CONTD.)

Amount in ₹

1	2	3	4	5			6			7			8
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 program wise			Amount spent on the Projects or Programs			Cumulative Expenditure upto the reporting period			Amount spent: Direct or through implementing agency
				Direct	Overheads	Total	Direct	Overheads	Total	Direct	Overheads	Total	
OTHERS													
1	Anvaya Sustainable Management of Environment	(IV), Ensuring Environmental Sustainability	(1) Local Area (2) Mumbai; Mumbai; Maharashtra	100,000	-	100,000	100,000	-	100,000	100,000	-	100,000	Implementing Agency (Nalanda Foundation)
2	Capacity Building- Nalanda Foundation Mumbai; Mumbai; Maharashtra	Rule 4(6); CSR Rules, 2014	(1) Local Area (2) Mumbai; Mumbai; Maharashtra	1,800,000	-	1,800,000	423,777	-	423,777	423,777	-	423,777	Implementing Agency (Nalanda Foundation)
3	Provision of Medical Equipment & Supplies to Ramkrishana Mission Sevashrama Charitable Hospital Haridwar; Uttarakhand	(II) Promoting Rural Healthcare	(1) Local Area (2) Haridwar; Uttarakhand	1,800,000	-	1,800,000	1,800,000	-	1,800,000	1,800,000	-	1,800,000	Implementing Agency (Nalanda Foundation)
4	Sanitation In Tehtajpur; Moradabad Bareilly; Moradabad Bareilly; Rampur; ; Uttar Pradesh	(I), Preventive Health Care	(1) Local Area (2) Moradabad Bareilly; Rampur; ; Uttar Pradesh	300,000	10,000	310,000	300,000	10,000	310,000	300,000	10,000	310,000	Implementing Agency (Nalanda Foundation)
5	Swachh Bharat (Say Not to Plastic" Campaign) Pune- Maharashtra	(I), Preventive Health Care	(1) Local Area (2) Pune- Maharashtra	2,100,000	-	2,100,000	2,100,000	-	2,100,000	2,100,000	-	2,100,000	Implementing Agency (Nalanda Foundation)
6	Tushar Samridhi Aurangabad; Aurangabad; Maharashtra	(IV), Conservation of National Resources	(1) Local Area (2) Aurangabad; Aurangabad; Maharashtra	500,000	-	500,000	537,737	-	537,737	537,737	-	537,737	Implementing Agency (Nalanda Foundation)
TOTAL (1 TO 6) C				6,600,000	10,000	6,610,000	5,261,514	10,000	5,271,514	5,261,514	10,000	5,271,514	
GRAND TOTAL (A+B+C)				30,240,128	506,000	30,746,128	24,903,939	397,000	25,300,939	24,903,939	397,000	25,300,939	

Form No. AOC-2
Annexure II

[Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Companies Act, 2013, and Rule 8(2) of the Companies (Accounts) Rules, 2014]
Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

(1) Details of contracts or arrangements or transactions not at arm's length basis: NIL

(2) Details of material contracts or arrangement or transactions at arm's length basis :

Name(s) of the related party	Nature of relationship	Nature of contracts/ arrangements/ transactions	Duration of the contracts/ arrangements/ transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advances, if any (₹ mn)
Investment						
IL&FS Transportation Networks Limited (ITNL)	Direct Subsidiary	Investment Subscription	Various maturities	Equity - Right Issue	-	5,862
		Investment Purchase	-	Acquisition of equity shares of Rapid Metro Rail Gurgaon Limited (RMGL) from ITNL	-	3,444
Credit Facility						
IL&FS Transportation Networks Limited (ITNL)	Direct Subsidiary	Loans Advanced/ Repaid	Various maturities	Loan facility at contractual interest rate	-	21,537
IL&FS Financial Services Limited (IFIN)	Wholly Owned Subsidiary	Deposit Placed/ Repaid	Various maturities	Placement of Deposit	-	30,784
Non Fund Based						
IL&FS Transportation Networks Limited (ITNL)	Direct Subsidiary	Risk Participation Assistance	1 – 2 months	Financial Assistance by way of Risk Participation Assistance to Indian banks	-	13,000*
		Parent Support Undertaking	36 – 39 months	Support undertaking in the event of issuers failure to make due payment against Non-Convertible Debentures (NCD's) issued	-	11,250*
		DSRA Support Undertaking	27 – 29 months	Support undertaking for financial assistance granted by Banks	-	5,800*
		Letter of Comfort	36 months	Support undertaking for financial assistance granted by Financial Institution	-	1,500*

* Represents the principal amount of facility on which Non Fund based support provided by the Company

For and on behalf of the Board

Place : Mumbai
Date : May 24, 2016

Ravi Parthasarathy
Chairman

Annexure III
GIST OF BUSINESS RESPONSIBILITY REPORT (BRR)

for FY 2015-16

(Please refer Notes section below the table for further information on each Principle - P1 to P9)

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Do you have a policy/policies for...	Y	Y	Y	Y	Y	Y	Y	Y	Y
Has the policy been formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
Does the policy conform to any national/ international standards? If yes, specify?	Y	Y	Y	Y	Y	Y	N	Y	Y
Has the policy been approved by the Board? If yes, has it been signed by MD/ owner/ CER/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
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
Indicate the link for the policy to be viewed online?	Y	Y	Y	Y	Y	Y	N	Y	Y
Has the policy been formally communicated to all relevant internal and external stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
Does the company have in-house structure to implement the policy/policies	Y	Y	Y	Y	Y	Y	Y	Y	Y
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
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	N	Y	Y

Notes:

- P1 (Businesses should conduct and govern themselves with Ethics, Transparency and Accountability) – The Fair Practice Code has been formulated pursuant to the RBI guidelines. The Risk Management Group is responsible for implementing the Fair Practice Code.
- P2 (Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle) - IL&FS Limited. has an Environmental and Social Policy Framework (ESPF) in place. It is overviewed by the Chief Sustainability Officer (CSO) of IL&FS Limited. Corporate Sustainability Cell (CSC) has been formed for implementation of ESPF.
- P3 (Businesses should promote the wellbeing of all employees) – The Sexual Harassment of Women at Workplace Prevention, Prohibition and Redressal Policy: An internal complaints committee has been formulated for the same. This policy has been communicated via email to all employees at IL&FS Limited. and is also available on the intranet of the company. Whistle Blower Policy: protects employees and Directors wishing to raise a concern about serious irregularities within the Company.
- P4 (Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized) – The Fair Practice Code covers small investors and shareholders while CSR policy covers project affected people for respecting their interests.

5. P5 (Businesses should respect and promote human rights) - Whistle Blower Policy.
6. P6 (Business should respect, protect, and make efforts to restore the environment) - Environmental and Social Policy Framework (ESPF).
7. P7 (Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner) – Employee Handbook (EHB) specifies that employees must obtain prior written approval of the Company with respect to outside activities. The EHB is an internal document. In practice, external representation by an employee is done only after top management approval. A policy on the same is being prepared.
8. P8 (Businesses should support inclusive growth and equitable development) - CSR policy: formulated under the provisions of the Companies Act 2013. The policy has been formally communicated to all promoters, company departments and SPVs of IL&FS Limited. Nalanda Foundation (Trust registered and managed by IL&FS Limited.) is the implementing agency. It is advised by a team from Social Inclusion Group (SIG) within IL&FS Limited.
9. P9 (Businesses should engage with and provide value to their customers and consumers in a responsible manner) – Fair Practice Code and Code of Fair Disclosure. It may be noted that policy on Fair Practice Code on the IL&FS web site has reference of Grievance Redressal Committee (GRC). However, the RBI, vide its communication confirmed that since IL&FS being a CIC, is exempted from constituting a GRC. Accordingly Audit Committee has been informed about disband of GRC.

Note: Detailed BRR will be made available on request

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2016

[Pursuant to section 204 (1) of the Companies Act, 2013 and rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Infrastructure Leasing and Financial Services Limited
The IL&FS Financial Centre, Plot No C-22
G Block, Bandra-Kurla Complex
Mumbai 400 051

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Infrastructure Leasing and Financial Services Limited** having CIN: U65990MH1987PLC044571 (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, 2016 generally 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 31st March 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iii) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (iv) 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 (Prohibition of Insider Trading) Regulations, 2015;
 - (b) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (c) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013;
 - (d) The Securities and Exchange Board of India (Registrar to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- (v) Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 and Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2015 and other relevant guidelines and circulars issued by the Reserve Bank of India from time to time.

As per the explanations given to us in the representations made by the management and relied upon by us, during the period under review, provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company:-

- (i) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (ii) 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 (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- (c) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

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

- (i) Secretarial Standards 1 & 2 issued by the Institute of Company Secretaries of India under the Companies Act, 2013.
- (ii) The Listing Agreement for Preference Shares and Debt Securities entered into by the Company with Stock Exchange(s) for the period from 1st April, 2015 to 30th November, 2015 and The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1st December, 2015 to 31st March, 2016.

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

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.

Majority decision is carried through and as informed, there were no dissenting members' views and hence not recorded as part of the minutes.

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.

As per the explanations given to us in the representations made by the management and relied upon by us, We further report that during the audit period, except for the issuance and allotment of Preference Shares and Debentures on Private Placement there were no other specific events/ actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

For P. DIWAN & ASSOCIATES

PRASHANT DIWAN

PARTNER

FCS: 1403 CP: 1979

Date: 24.05.2016

Place: Mumbai

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.

To
The Members
Infrastructure Leasing and Financial Services Limited
The IL&FS Financial Centre, Plot No C-22
G Block, Bandra-Kurla Complex
Mumbai 400 051

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 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. Where ever 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 P. DIWAN & ASSOCIATES

PRASHANT DIWAN

PARTNER

FCS: 1403 CP: 1979

Date: 24.05.2016

Place: Mumbai

ANNEXURE V

The information required pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time in respect of employees of the Company

- (1) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company

No	Director	Ratio of Remuneration of the Director	Median Remuneration of all employees (excluding 3 Whole Time Directors) (₹ in mn)
(a)	Mr Ravi Parthasarathy	52.09 Times	2.08
(b)	Mr Hari Sankaran	37.70 Times	2.08
(c)	Mr Arun K Saha	28.40 Times	2.08

- (2) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year

No	Name and designation	% increase in remuneration*
1	Mr Ravi Parthasarathy, Chairman	50.96
2	Mr Hari Sankaran, Vice Chairman & Managing Director	62.61
3	Mr Arun K Saha, Joint Managing Director & CEO	0.88
4	Mr Manu Kochhar, Group Chief Financial Officer (upto February 22, 2016)	41.04
5	Mr Maharudra M Wagle, Group Chief Financial Officer (from February 23, 2016)	36.90
6	Mr Avinash Bagul, Company Secretary	8.03

* The remuneration includes all components paid to respective employees for the financial year, including Leave Encashment, Leave Travel Allowance, Performance Related Pay and other reimbursements claimed etc

- (3) The percentage increase in the median remuneration of employees in the financial year is 2.36%
- (4) As on March 31, 2016, the Company has 218 permanent employees on its rolls
- (5) The average percentage increase in the salaries of employees other than Managerial Personnel in FY 2016 is 27.73% and the average percentage increase in the Managerial Remuneration was 36.66%
- (6) The remuneration paid is as per the remuneration policy of the Company
- (7) The details of employees and other particulars as per Section 197 of the Companies Act, 2013 and Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rule, 2014 as amended from time to time, are available on the website of the Company at <http://www.ilfsindia.com/pdf/ARReport2016/StatementsperSection197ofCA2013.pdf>
- (8) The details of Remuneration received by the Whole-time Directors of the Company from Subsidiary Companies, is as provided below :

No	Name of Director	(₹ Mn)	SGD	Euro
(a)	Mr Ravi Parthasarathy	3.15	-	6,592
(b)	Mr Hari Sankaran	2.74	-	5,276
(c)	Mr Arun K Saha	6.66	4,800	8,500

Note: The remuneration received by the Whole-time Directors from the Subsidiary Companies includes Sitting Fees

ANNEXURE VI

Form MGT-9 EXTRACT OF ANNUAL RETURN

As on the Financial Year ended on March 31, 2016

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

(I) REGISTRATION & OTHER DETAILS:

(a)	Company Identification No (CIN)	U65990MH1987PLC044571
(b)	Registration Date	September 03, 1987
(c)	Name of the Company	Infrastructure Leasing & Financial Services Limited
(d)	Category / Sub-Category of the Company	Company Limited by Shares
(e)	Address of the Registered Office and contact details	The IL&FS Financial Centre Plot C-22, G Block, Bandra Kurla Complex Bandra East, Mumbai 400 051 Tel : +91 22 2653 3333 Fax : +91 22 2653 3042
(f)	Whether Listed Company	Yes*
(g)	Name, Address & Contact details of R&T Agent, if any	Link Intime India Private Limited C-13 Pannalal Silk Mills Compound LBS Marg, Bhandup West Mumbai 400 078 Tel : +91 22 2596 3838 Fax : +91 22 2594 6969

* The Company's Equity Shares are not listed on any Stock Exchange, whereas, the Secured Non-Convertible Debentures as well as Non-Convertible Redeemable Cumulative Preference Shares are listed on BSE

(II) PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sl. No	Name and description of the Main Products/ Services	NIC code of the Product/ Service	% to total turnover of the Company
(a)	Interest Income	64200	39.36
(b)	Income from Investments	64200	50.63

(III) PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

SUBSIDIARIES – DIRECT

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
01	Chhattisgarh Highway Development Company Limited House No. 705, Sector 2, Avanti Vihar, Telibandha Raipur Chhattisgarh 492 006	U45203CT2007PLC020220	Subsidiary	74.00	2(87)
02	Chhotagovindpur & Bagbera Drinking Water Supply Project Limited A-5, Navin's Presidium, 103, Nelson Manickam Road, Aminjikarai Chennai 600 029	U41000TN2015PLC100519	Subsidiary	51.00	2(87)
03	IIDC Limited 2nd Floor, Niryat Bhawan, Rao Tula Ram Marg, Opp. Army Hospital Research & Referral, New Delhi 110 057	U45201DL1999PLC125988	Subsidiary	100.00	2(87)
04	IL&FS Academy of Applied Development The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U85191MH2014NPL252329	Subsidiary	100.00	2(87)
05	IL&FS Airports Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45203MH2012PLC228351	Subsidiary	100.00	2(87)
06	IL&FS Education & Technology Services Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U80220MH1997PLC112535	Subsidiary	68.93	2(87)
07	IL&FS Energy Development Company Limited A-268, First Floor, Bhishm Pitamah Marg, Defence Colony, New Delhi 110 024	U40300DL2007PLC163679	Subsidiary	91.42	2(87)
08	IL&FS Environmental Infrastructure & Service Limited 4th Floor, DrGopal Das Bhavan, 28 Barakhamba Road, New Delhi 110 001	U90001DL2007PLC166554	Subsidiary	96.52	2(87)
09	IL&FS Financial Services Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U65990MH1995PLC093241	Subsidiary	100.00	2(87)
10	IL&FS Global Pte Limited 1, Marina Boulevard, # 28-00 One Marina Boulevard, Singapore 18989	Foreign Company	Subsidiary	100.00	2(87)
11	IL&FS Investment Managers Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	L65999MH19860LC147981	Subsidiary	50.42	2(87)
12	IL&FS Maritime Infrastructure Company Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45201MH2006PLC165803	Subsidiary	90.02	2(87)
13	IL&FS Paradip Refinery Water Limited A5, Navins' Presidium, 103 Nelson Manickam Road, Aminjikarai, Chennai 600 029	U41000TN2009PLC073439	Subsidiary	100.00	2(87)
14	IL&FS Portfolio Management Services Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U74140MH2006PLC165363	Subsidiary	95.00	2(87)
15	IL&FS Securities Services Limited IL&FS House, Raheja Vihar, Chandivili, Andheri East, Mumbai 400 072	U74992MH2006PLC163337	Subsidiary	81.24	2(87)

SUBSIDIARIES – DIRECT (CONTD.)

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
16	IL&FS Technologies Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U74999MH1993PLC070724	Subsidiary	58.29	2(87)
17	IL&FS Township & Urban Assets Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U70109MH1969PLC014184	Subsidiary	100.00	2(87)
18	IL&FS Transportation Networks Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	L45203MH2000PLC129790	Subsidiary	71.92	2(87)
19	IL&FS Water Limited A5, Navins' Presidium, 103 Nelson Manickam Road, Aminjikarai, Chennai 600 029	U45400TN2007PLC071125	Subsidiary	95.00	2(87)
20	Jharkhand Accelerated Road Development Co Limited 443/A Road No. 5, Ashok Nagar, Ranchi 834 002	U45203JH2008PLC013085	Subsidiary	74.00	2(87)
21	Khambhat Port Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U63032MH2008PLC182489	Subsidiary	95.90	2(87)
22	MP Toll Roads Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45203MH1996PLC252098	Subsidiary	80.00	2(87)
23	Tamil Nadu Water Investment Company Limited Polyhose Towers, 1st Floor, 86 Mount Road, Gundy, Chennai 600 032	U65993TN2000PLC044029	Subsidiary	53.85	2(87)

SUBSIDIARY - INDIRECT

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
01	Alcantarilla Fotovltanica SLU C/San Severo 18, Madrid, 28042 Spain	Foreign Company	Subsidiary	--	2(87)
02	Amravati Chikhli Expressway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45201MH2015PLC267727	Subsidiary	--	2(87)
03	Andhra Pradesh Expressway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U63031MH2005PLC157256	Subsidiary	13.26	2(87)
04	Antenea Seguridad y Medico Ambiente SAU c/San Severo 18, Madrid 28042, Spain	Foreign Company	Subsidiary	--	2(87)
05	Apptex Marketing Services & Solutions Limited 2nd Floor, Niryat Bhawan, Rao Tula Ram Marg, Opposite Army Research and Referral Hospital New Delhi 110057	U51909DL2008PLC172927	Subsidiary	--	2(87)
06	Area De Servicio Coiros SLU c/San Severo, 18 Madrid, 28042 Spain	Foreign Company	Subsidiary	--	2(87)

SUBSIDIARY - INDIRECT (CONTD.)

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
07	Area De Servicio Punta Umbria SLU c/San Severo, 18 Madrid, 28042 Spain	Foreign Company	Subsidiary	--	2(87)
08	Avash Logistic Park Private Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U63023MH2007PTC176221	Subsidiary	50.00	2(87)
09	Badarpur Tollway Operations Management Limited Toll Plaza, MayurVihar Link Road, Delhi 110 092	U45203DL2010PLC210680	Subsidiary	--	2(87)
10	Baleshwar Kharagpur Expressway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45400MH2012PLC228590	Subsidiary	--	2(87)
11	Barwa Adda Expressway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45400MH2013PLC242336	Subsidiary	--	2(87)
12	Beasolarta, SLU c/San Severo, 18 Madrid, 28042 Spain	Foreign Company	Subsidiary	--	2(87)
13	Bhojpur Biomass Power Company Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40107MH2011PLC220673	Subsidiary	--	2(87)
14	Bhopal e-Governance Limited 3rd Floor, Ambience Corporate Tower, Ambience Mall, Ambience Island, N.H#8, Gurgaon 122 001, Haryana	U72200HR2013PLC048356	Subsidiary	--	2(87)
15	Bhutan Education City Private Limited C/oThimphu Tech Park Building, Babesa, Thimpu, Bhutan	Foreign Company	Subsidiary	--	2(87)
16	Charminar Robopark Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45400MH2011PLC220224	Subsidiary	--	2(87)
17	Chenani Nashri Tunnelway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45400MH2010PLC203614	Subsidiary	--	2(87)
18	Chirayu Kath Real Estate Private Limited 1st Floor, LIC Jeevan Nidhi Building, Ambedkar Circle, Bhawani Singh Road, Jaipur 302 005	U45201RJ2008PTC027285	Subsidiary	--	2(87)
19	CIESM INTEVIA SAU c/San Severo 18, Madrid 28042 Spain	Foreign Company	Subsidiary	--	2(87)
20	Conservacion Sde Infraestructuras De Mexico SD DE CV Av. Prolongación Tecnológico No. 950 B, Co. San Pablo, 76130 9 Queretaro, Qro, Mexico	Foreign Company	Subsidiary	--	2(87)
21	Control 7, SAU Polígono Malpica, Santa Isabel, C/E Parcela 57-61, Nave 9, 50057, Zaragoza, Spain	Foreign Company	Subsidiary	--	2(87)
22	Cuddalore Solar Power Private Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40300MH2012PTC237302	Subsidiary	--	2(87)
23	Dakshin DilliSwachh Initiative Limited 4th Floor, Dr Gopal Das Bhawan, 28 Barakhamba Road New Delhi 110 001	U74900DL2015PLC287308	Subsidiary	--	2(87)

SUBSIDIARY - INDIRECT (CONTD.)

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
24	Devika Buildestate Private Limited 1st Floor, LIC Jeevan Nidhi Building, Ambedkar Circle, Bhawani Singh Road, Jaipur 302 005	U45201RJ2008PTC027293	Subsidiary	--	2(87)
25	East Delhi Waste Processing Company Private Limited Dr Gopal Das Bhawan, 4th Floor, 28 Barakhamba Road, New Delhi 110 001	U37100DL2005PLC135148	Subsidiary	--	2(87)
26	East Hyderabad Expressway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45203MH2007PLC172133	Subsidiary	--	2(87)
27	Elsamex Colombia SAS City of Bogota	Foreign Company	Subsidiary	--	2(87)
28	Elsamex Construção E Manutenção LTDA (Brazil) Rua Gonçalves Maia nº 207, Soledade, Recife-PE, CEP 50.070.060, Pernambuco, Brazil	Foreign Company	Subsidiary	--	2(87)
29	Elsamex India Private Limited WZ 11D/1, Gali No. 23, Sant-Garh, Tilak Nagar, New Delhi 110 068	U74140DL1999PTC097789	Subsidiary	--	2(87)
30	Elsamex Internacional, SLU c/San Severo 18, Madrid 28042, Spain	Foreign Company	Subsidiary	--	2(87)
31	Elsamex LLC, USA Corporate Creations Network Inc.341 1 Silverside Road, Rodney Building #104, Wilmington DE 1981	Foreign Company	Subsidiary	--	2(87)
32	Elsamex Maintenance Services Limited WZ 11D/1, Gali No. 23, Sant-Garh, Tilak Nagar, West Delhi, New Delhi 110018	U45201DL2013FLC257680	Subsidiary	--	2(87)
33	Elsamex Portugal - Engenharia e Sistemas De Gestão SA Rua Quijunta das Romeiras, Edifício Eduardo Viana, nº 104 6º esq. 1495 – 236 Alges, Portugal	Foreign Company	Subsidiary	--	2(87)
34	Elsamex SA San Severo, Street No.18, 28042 Madrid, Spain	Foreign Company	Subsidiary	--	2(87)
35	ESM Mantenimiento Integral, SA DE CV Av. Prolongación Tecnológico No. 950 B, Co. San Pablo, 76130 Queretaro, Qro, Mexico	Foreign Company	Subsidiary	--	2(87)
36	Fagne Songadh Expressway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45201MH2015PLC267730	Subsidiary	--	2(87)
37	Flamingo Landbase Private Limited 1st Floor, LIC Jeevan Nidhi Building, Ambedkar Circle, Bhawani Singh Road, Jaipur 302 005	U45201RJ2008PTC027419	Subsidiary	--	2(87)
38	Futureage Infrastructure India Limited 3rd Floor, A-1, Crescent Krishna Metropolis. Rukminipuri, A S Rao Nagar, Hyderabad – 500 062	U45200TG2006PLC049721	Subsidiary	--	2(87)
39	GIFT Parking Facilities Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45400MH2014PLC251885	Subsidiary	--	2(87)

SUBSIDIARY - INDIRECT (CONTD.)

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
40	GRICL Rail Bridge Development Company Limited 301 Shapath-1 Complex, Opp Rajpath Club Near Madhur Hotel, Sarkhej Highway, Bodakdev Ahmedabad 380 015	U45203GJ2014PLC078880	Subsidiary	--	2(87)
41	Grusamar Albania SHPK Rr. Hik Kolli n° 26/2 Tirana, Albania	Foreign Company	Subsidiary	--	2(87)
42	Grusamar India Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45400MH2012FLC236837	Subsidiary	--	2(87)
43	Grusamar Ingenieria y Consulting, Colombia SAS City of Bogota	Foreign Company	Subsidiary	--	2(87)
44	Grusamar Ingenieria Consulting, SLU (Grusamar) c/San Severo 18, Madrid 28042, Spain	Foreign Company	Subsidiary	--	2(87)
45	Grusumar Engenharia & Consultoria Brasil LTDA Rua Gonçalves Maia n° 207, Soledade, Recife-PE, CEP 50.070.060, Pernambuco, Brazil	Foreign Company	Subsidiary	--	2(87)
46	Gujarat Integrated Maritime Complex Private Limited Unit No 402, Shivalik - 2, 132 Feet Ring Road, Near Shivrani Cross Roads, Satellite, Ahmedabad, 380 015	U63012GJ1996PTC029173	Subsidiary	--	2(87)
47	Hazaribagh Ranchi Expressway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45203MH2009PLC191070	Subsidiary	--	2(87)
48	IIML Advisors LLC IFS Court, Twenty Eight, Cybercity, Ebene, Mauritius	Foreign Company	Subsidiary	--	2(87)
49	IIML Asset Advisors Limited The IL&FS Financial Centre, Plot No. C-22, G-Block Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U74140MH2005PLC158416	Subsidiary	--	2(87)
50	IIML Fund Managers (Singapore) Pte Limited One Marina Boulevard #28-00 Singapore 018989	Foreign Company	Subsidiary	--	2(87)
51	IIPL USA LLC 1940 Duke Street, Suite 200, Alexandria, Virginia 22314 USA	Foreign Company	Subsidiary	--	2(87)
52	IL&FS AMC Trustee Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U67190MH2012PLC238473	Subsidiary	--	2(87)
53	IL&FS Asian Infrastructure Managers Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U66020MH2006PLC161439	Subsidiary	--	2(87)
54	IL&FS Broking Services Private Limited The IL&FS Financial Centre, Plot No. C-22, G-Block Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U67120MH2009PTC191131	Subsidiary	--	2(87)
55	IL&FS Capital Advisors Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U65191MH2012PLC226314	Subsidiary	--	2(87)
56	IL&FS Cluster Development Initiative Limited 2nd Floor, Niryat Bhawan, Rao Tula Ram Marg, Opp Army Research & Referral Hospital, New Delhi 110 057	U70109DL2006PLC153767	Subsidiary	--	2(87)

SUBSIDIARY - INDIRECT (CONTD.)

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
57	IL&FS Global Financial Services (HK) Limited 1401 Hutchison House, 10 Harcourt Road, Hong Kong	Foreign Company	Subsidiary	--	2(87)
58	IL&FS Global Financial Services (ME) Limited Office No 402 & 403, Level 4, Al Fattan Currency House Dubai International Financial Centre, P O Box 241754, Dubai, UAE	Foreign Company	Subsidiary	--	2(87)
59	IL&FS Global Financial Services (UK) Limited 40, Queen Street, London EC4R 1DD, United Kingdom	Foreign Company	Subsidiary	--	2(87)
60	IL&FS Global Financial Services Pte Limited 80 Raffles Place, # 38-02, UOB Plaza 1, Singapore 048 624	Foreign Company	Subsidiary	--	2(87)
61	IL&FS Infra Asset Management Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U65191MH2013PLC239438	Subsidiary	--	2(87)
62	IL&FS Investment Advisors LLC IFS Court, Twenty Eight, Cybercity, Ebene, Mauritius	Foreign Company	Subsidiary	--	2(87)
63	IL&FS Kamal International Container Terminals Limited 188/2 Changombe, Tanzania	Foreign Company	Subsidiary	--	2(87)
64	IL&FS Maritime International FZE PO Box -5232, Fujairah, UAE	Foreign Company	Subsidiary	--	2(87)
65	IL&FS Maritime Offshore Pte Limited 8, Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018 981	Foreign Company	Subsidiary	--	2(87)
66	IL&FS Offshore Natural Resources Pte Limited 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018 981	Foreign Company	Subsidiary	--	2(87)
67	IL&FS Prime Terminals FZC 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018 981	Foreign Company	Subsidiary	--	2(87)
68	IL&FS Rail Limited 2nd Floor, Ambience Corporate Towers, Ambience Island, NH # 8, Gurgaon - 122 001	U63040HR2008PLC039089	Subsidiary	--	2(87)
69	IL&FS Renewable Energy Limited The IL&FS Financial Centre, Plot No. C-22, G-Block Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U32202MH2007PLC176153	Subsidiary	--	2(87)
70	IL&FS Skills Development Corporation Limited 2nd Floor, Niryat Bhawan, Rao Tula Ram Marg, Opp Army Research & Referral Hospital, New Delhi 110 057	U80904DL2011PLC213135	Subsidiary	--	2(87)
71	IL&FS Solar Power Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40300MH2010PLC207073	Subsidiary	--	2(87)
72	IL&FS Tamil Nadu Power Company Limited 4th Floor, KPR Tower, Old No.21, New No.2 1st Street, Subba Rao Avenue, College Road, Chennai 600 006	U72200TN2006PLC060330	Subsidiary	--	2(87)
73	IL&FS Technologies Philippines Inc, (Philippines) 2nd floor, IMC-LARES Bldg, LRA Compound, Corner NIA Road, East Avenue, Diliman, Quezon City - 1100, Philippines	Foreign Company	Subsidiary	--	2(87)

SUBSIDIARY - INDIRECT (CONTD.)

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
74	IL&FS Urban Infrastructure Managers Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U67190MH2006PLC162433	Subsidiary	--	2(87)
75	IL&FS Wind Energy Limited (formerly Mandvi LNG Terminal Limited) 301-303 Kaivanna Complex, Panchwati, Ahmedabad, Gujarat 380 006	U40106GJ2013PLC077520	Subsidiary	--	2(87)
76	IL&FS Wind Farms Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40100MH1997PLC105323	Subsidiary	--	2(87)
77	IL&FS Wind Power Investment Pte Limited Six Battery Road #30-35, Singapore 049909	Foreign Company	Subsidiary	--	2(87)
78	IL&FS Wind Power Management Pte Limited 1, Marina Boulevard, # 28-00, Marina Boulevard, Singapore 018989	Foreign Company	Subsidiary	--	2(87)
79	IL&FS Wind Power Services Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U74120MH2013PLC242327	Subsidiary	--	2(87)
80	IL&FS Wind Projects Development Limited (formerly IL&FS Hydro Energy Limited) The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40109MH2007PLC176368	Subsidiary	--	2(87)
81	IMICL Dighi Maritime Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U74120MH2011PLC222188	Subsidiary	--	2(87)
82	India Tourist & Heritage Village Private Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U63040MH2008PTC183169	Subsidiary	--	2(87)
83	Inteval-Gestao Integral Rodoviaria S.A Av. Do Brasil nº 43, 5 Direito, 1700-062, Lisboa, Portugal	Foreign Company	Subsidiary	--	2(87)
84	ISSL CPG BPO Private Limited Survey # 51/1 Ward # 192, Via Chikka Begur Road, Lakshmi Layout Main Rd, Bommanahalli PO, Bangalore 560 068	U72200KA2010PTC054709	Subsidiary	--	2(87)
85	ISSL Market Services Limited IL&FS House, Raheja Vihar, Chandivili, Andheri East, Mumbai 400 072	U74920MH1993PLC161100	Subsidiary	--	2(87)
86	ISSL Settlement & Transaction Services Limited IL&FS House, Raheja Vihar, Chandivili, Andheri East, Mumbai 400 072	U67190MH2010PLC210582	Subsidiary	--	2(87)
87	ITL Infrasoftware DMCC, Dubai Unit No.2H-08-59,Jewellery & Gemplex 2, Plot No.DMCC PH2 J&GPlexS, Jewellery & Gemplex, Dubai, UAE	Foreign Company	Subsidiary	--	2(87)
88	ITNL Africa Projects Limited No. 2 Justice Sowemimo Street, Asokoro, Abuja	Foreign Company	Subsidiary	--	2(87)
89	ITNL International DMCC Unit No.608-609, Jumeriah Business Centre 1, Cluster G Jumeriah Lake Towers, P O Box 309018, Dubai, UAE	Foreign Company	Subsidiary	--	2(87)

SUBSIDIARY - INDIRECT (CONTD.)

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
90	ITNL International Pte Limited 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018 981	Foreign Company	Subsidiary	--	2(87)
91	ITNL Offshore Pte Limited 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018 981	Foreign Company	Subsidiary	--	2(87)
92	ITNL Offshore Three Pte Limited 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018 981	Foreign Company	Subsidiary	--	2(87)
93	ITNL Offshore Two Pte Limited 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018 981	Foreign Company	Subsidiary	--	2(87)
94	ITNL Road Infrastructure Development Company Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45400MH2007PLC175415	Subsidiary	--	2(87)
95	Jharkhand Infrastructure Implementation Company Limited 2nd Floor, 443/A, Road No. 5, Ashok Nagar, Ranchi Jharkhand 834 001	U45201JH2015PLC00302	Subsidiary	0.40	2(87)
96	Jharkhand Road Projects Implementation Company Limited 443/A, Road No 5, Ashok Nagar , Ranchi 834 002	U45200JH2009PLC013693	Subsidiary	6.57	2(87)
97	Jogihali Wind Energy Private Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U74900MH2014PTC255989	Subsidiary	--	2(87)
98	Kanak Resources Management Limited 4th Floor, Dr Gopal Das Bhawan, 28, Barakhamba Road, New Delhi 110 001	U74140DL2007PLC170750	Subsidiary	--	2(87)
99	Karyavattom Sports Facilities Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U70102MH2011PLC223656	Subsidiary	--	2(87)
100	Khandke Wind Energy Private Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40300MH2012PTC234746	Subsidiary	--	2(87)
101	Khed Sinnar Expressway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45209MH2013PLC242133	Subsidiary	--	2(87)
102	Kiratpur Ner Chowk Expressway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45203MH2012PLC226792	Subsidiary	--	2(87)
103	Lalpur Wind Energy Private Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40300MH2011PTC222588	Subsidiary	--	2(87)
104	Land Registration Systems Inc, (Philippines) Information Management Centre Bldg., LRA Compound, East Avenue, Diliman, Quezon City – 1100, Philippines	Foreign Company	Subsidiary	--	2(87)
105	LIVIA India Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U72900MH2009PLC191389	Subsidiary	--	2(87)

SUBSIDIARY - INDIRECT (CONTD.)

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
106	Mahidad Wind Energy Private Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U74999MH2014PTC255870	Subsidiary	--	2(87)
107	Mantenimiento y Conservacion de Vialidades, SA DE CV Av. Prolongación Tecnológico No. 950 B, Co. San Pablo, 76130 Queretaro, Qro, Mexico	Foreign Company	Subsidiary	--	2(87)
108	Maritime International Offshore Pte Limited 8 Marina Boulevard #05-02, Marina Bay Financial Centre, Singapore 018 981	Foreign Company	Subsidiary	--	2(87)
109	Moradabad Bareilly Expressway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45208MH2010PLC198737	Subsidiary	--	2(87)
110	Mota Layja Gas Power Company Limited 301-303, Kaivanna Complex, Panchwati, Ahmedabad, Gujarat 380 006	U40106GJ2013PLC077551	Subsidiary	--	2(87)
111	MP Border Checkpost Development Company Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45203MH2010PLC209046	Subsidiary	--	2(87)
112	Nana Layja Power Company Limited 301-303, Kaivanna Complex, Panchwati, Ahmedabad 380 006	U40103GJ2010PLC062968	Subsidiary	--	2(87)
113	North Karnataka Expressway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45203MH2001PLC163992	Subsidiary	6.50	2(87)
114	Patiala Bio Power Company Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40200MH2011PLC220462	Subsidiary	--	2(87)
115	Porto Novo Maritime Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U74999MH2012PLC228437	Subsidiary	--	2(87)
116	Pt Bangun Asia Persada UOB Plaza, Thamrin Nine, 30th Floor, Jl, MH ThamrinKav 8-10, Jakarata Pusat	Foreign Company	Subsidiary	--	2(87)
117	Pt Mantimin Coal Mining UOB Plaza, Thamrin Nine, 30th Floor, Jl, MH Thamrin Kav 8-10, Jakarata Pusat	Foreign Company	Subsidiary	--	2(87)
118	Pune Sholapur Road Development Company Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45203MH2009PLC195154	Subsidiary	--	2(87)
119	Rajasthan Land Holdings Limited 1st Floor, LIC Jeevan Nidhi Building Ambedkar Circle, Bhawani Singh Road Jaipur 302005	U45201RJ2008PLC026520	Subsidiary	--	2(87)
120	Rapid MetroRail Gurgaon Limited 2nd Floor, Ambience Corporate Towers, Ambience Island, NH #8, Gurgaon 122 001, Haryana	U60200HR2009PLC039116	Subsidiary	47.58	2(87)
121	Rapid MetroRail Gurgaon South Limited 2nd Floor, Ambience Corporate Towers, Ambience Island, NH #8, Gurgaon 122 001, Haryana	U35990HR2012PLC046882	Subsidiary	--	2(87)

SUBSIDIARY - INDIRECT (CONTD.)

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
122	Ratedi Wind Power Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40102MH2007PTC176369	Subsidiary	--	2(87)
123	RDF Power Projects Limited 401, Galada Towers, Adjacent Lane to Pantaloons, Begampet, Hyderabad 500 016	U40109TG1998PLC030670	Subsidiary	--	2(87)
124	Rohtas Bio Energy Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40300MH2011PLC220218	Subsidiary	--	2(87)
125	Sabarmati Capital One Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U70102MH2011PLC222987	Subsidiary	--	2(87)
126	Sabarmati Capital Two Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U70102MH2011PLC222809	Subsidiary	--	2(87)
127	Se7en Factor Corporation Oliaji Trade Centre, 1st Floor, Victoria, Mahe, Seychelles	Foreign Company	Subsidiary	--	2(87)
128	Sealand Ports Private Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45205MH2008PTC179558	Subsidiary	50.00	2(87)
129	Sealand Warehousing Private Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U63023MH2007PTC176412	Subsidiary	50.00	2(87)
130	Senalizacion Viales e Imagen, SA Poligono Industrial La Variante, c/ La Grajera n° 2, 26140-Lardero, La Rioja, Spain	Foreign Company	Subsidiary	--	2(87)
131	Sharjah General Services LLC P O Box 2326, Sharjah, United Arab Emirates	Foreign Company	Subsidiary	--	2(87)
132	Shendra Green Energy Limited D-197, Shendra MIDC, Aurangabad Jalna Road, Aurangabad Maharashtra 431210	U40100MH2005PLC151412	Subsidiary	--	2(87)
133	Sikar Bikaner Highway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45203MH2012PLC229612	Subsidiary	--	2(87)
134	Sipla Wind Energy Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40300MH2011PLC220004	Subsidiary	--	2(87)
135	Skill Training Assessment Management Partners Limited Niryat Bhavan, 2nd Floor, Rao Tula Ram Marg, New Delhi 110 057	U80903DL2006PLC155825	Subsidiary	--	2(87)
136	Tadas Wind Energy Private Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40300MH2011PTC220233	Subsidiary	--	2(87)
137	Tierra Enviro Limited 4th Floor, Dr Gopal Das Bhawan 28 Barakhamba Road Central Delhi, New Delhi 110 001	U37200DL2010PLC210697	Subsidiary	--	2(87)

SUBSIDIARY - INDIRECT (CONTD.)

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
138	Unique Waste Processing Company Limited Dr Gopal Das Bhavan, 28 Barakhamba Road, New Delhi 110 001	U37100DL2005PLC135145	Subsidiary	--	2(87)
139	Vansh Nimay Infraprojects Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U45201MH2006PLC166149	Subsidiary	--	2(87)
140	Vaspath Wind Energy Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40300MH2013PLC241321	Subsidiary	--	2(87)
141	West Gujarat Expressway Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U60200MH2005PLC151958	Subsidiary	26.00	2(87)
142	Wind Urja India Private Limited The IL&FS Financial Centre, Plot No. C-22, G-Block, Bandra-Kurla Complex, Bandra East, Mumbai 400 051	U40104MH2012PTC234709	Subsidiary	--	2(87)
143	Yala Construction Company Private Limited WZ 11D/1, Gali No. 23, Sant-Garh, Tilak Nagar, West Delhi, New Delhi 110068	U45201DL2000PTC103620	Subsidiary	--	2(87)

JOINT VENTURE

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
01	Bihar e-Governance Services & Technologies Limited C/o Bihar State Electronics Development Corporation Limited, Beltron Bhavan, Shastri Nagar, Patna 800 023	U72200BR2006PLC012666	Joint Venture	50.00	2(6)
02	Gujarat International Finance Tec-City Company Limited OFFICE 1, GIFT CITY, ZONE - 5, Taluka& District Gandhinagar 382355	U65929GJ2007PLC051160	Joint Venture	50.00	2(6)
03	Haldia Integrated Development Agency Limited Haldia Unnayan Bhavan (Ground Floor), City Centre PO Debhog, Haldia, Purba Medinipur 721 657	U45309WB2005PLC101987	Joint Venture	42.53	2(6)
04	Jharkhand e-Governance Solutions & Services Limited JAPIT, Engineers Hostel, HEC, Near Gol Chhakkar, Dhurwa, Ranchi, Jharkhand 834 004	U72200JH2008PLC013151	Joint Venture	50.00	2(6)
05	Karnataka Enterprise Solutions Limited KSFC Bhavan, No 1/1, Thimaiah Road, Bangalore 560 052	U72200KA2007PLC043206	Joint Venture	50.00	2(6)
06	Odisha e-Governance Services Limited OCAC Building, Plot No. N-1/7-D, Acharya Vihar, Bhubaneswar 751 013	U72200OR2008PLC009813	Joint Venture	50.00	2(6)
07	Road Infrastructure Development Company of Rajasthan Limited 1st Floor, LIC JeevanNidhi Building, Bhawani Singh Road, Jaipur 302 005	U45203RJ2004PLC019850	Joint Venture	50.00	2(6)

ASSOCIATE

Sl. No	Name & Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
01	Ascend Telecom Infrastructure Private Limited No.37-2, Plot No. 332, Mani Mansion, Defence Colony, Sainikpuri, Secunderabad 500 094	U70102TG2002PTC038713	Associate	16.45	2(6)
02	Dighi Port Limited New Excelsior Building, 6th Floor, AK Nayak Marg, Fort, Mumbai 400 001	U35110MH2000PLC127953	Associate	39.38	2(6)
03	Dighi Project Development Company Limited New Excelsior Building, 6th Floor, AK Nayak Marg, Fort, Mumbai 400 001	U45200MH2006PLC158665	Associate	29.90	2(6)
04	Gorakhpur Expressway Limited Kohinoor Bhavan, Senapati Bapat Marg, Dadar West, Mumbai 400 023	U63031MH2005PLC157257	Associate	49.98	2(6)
05	IL&FS Engineering & Construction Company Limited Door No.8-2-120/113/3/4F, Sanali Info Park, Cyber Towers, Road No.2, Banjara Hills, Hyderabad 500 033	L45201AP1988PLC008624	Associate	18.57	2(6)
07	Mangalore SEZ Limited Al-Latheef, 1st Floor No.2 Union Street, Off Infantry Road, Bangalore 560 001, Karnataka	U45209KA2006PLC038590	Associate	50.00	2(6)

(IV) Shareholding Pattern (Equity Share Capital Breakup as Percentage of Total Equity) :

(i) Category-wise Shareholding :

Category of Shareholder	No of Shares held at the beginning of the year				No of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Promoters	-	-	-	-	-	-	-	-	-
(1) Indian	-	-	-	-	-	-	-	-	-
Individual / HUF	-	-	-	-	-	-	-	-	-
Central Government	-	-	-	-	-	-	-	-	-
State Government (s)	-	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-	-
Banks/ FIs	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A)(1)	-	-	-	-	-	-	-	-	-
(2) Foreign	-	-	-	-	-	-	-	-	-
Individual / NRIs	-	-	-	-	-	-	-	-	-
Others – Individuals	-	-	-	-	-	-	-	-	-
Bodies Corporate	-	-	-	-	-	-	-	-	-
Banks/ FIs	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
Sub Total (A)(2)	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoters (A) = (A)(1) + (A)(2)	-	-	-	-	-	-	-	-	-
(B) Public Shareholding									
(1) Institutions									
Mutual Funds	1,051,111	-	1,051,111	0.82	1,051,111	-	1,051,111	0.82	-
Banks / FIs	18,081,353	-	18,081,353	14.09	18,081,353	-	18,081,353	14.09	-

(IV) Shareholding Pattern (Equity Share Capital Breakup as Percentage of Total Equity) :

Category of Shareholder	No of Shares held at the beginning of the year				No of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
Central Government	-	-	-	-	-	-	-	-	-
State Government (s)	-	-	-	-	-	-	-	-	-
Venture Capital Funds	-	-	-	-	-	-	-	-	-
Insurance Companies	32,541,123	-	32,541,123	25.34	32,541,123	-	32,541,123	25.34	-
FIs	-	-	-	-	-	-	-	-	-
Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Others (specify)	-	-	-	-	-	-	-	-	-
Sub Total (B)(1)	51,673,587	-	51,673,587	40.25	51,673,587	-	51,673,587	40.25	-
(2) Non Institutions									
Bodies Corporate									
– Indian	12,828,430	-	12,828,430	9.99	12,823,708	-	12,823,708	9.99	-
– Overseas	47,460,972	-	47,460,972	36.96	47,460,972	-	47,460,972	36.96	-
Individual Shareholders holding nominal share capital upto ₹ 1 lakh	272,991	14,597	287,588	0.22	301,103	9,207	310,310	0.24	0.02
Individual Shareholders holding nominal share capital in excess of ₹ 1 lakh	16,120,283	32,226	16,152,509	12.58	16,102,283	32,226	16,134,509	12.56	(0.02)
Others (NRI)	-	-	-	-	190	-	190	-	-
Sub Total (B)(2)	76,682,866	46,823	76,729,689	59.75	76,688,256	41,433	76,729,689	59.75	-
Total Public Shareholding (B) = (B)(1) + (B)(2)	128,356,453	46,823	128,403,276	100.00	128,361,843	41,433	128,403,276	100.00	-
C) Shares held by Custodians for ADRs & GDRs	-	-	-	-	-	-	-	-	-
Grand Total (A + B + C)	128,356,453	46,823	128,403,276	100.00	128,361,843	41,433	128,403,276	100.00	-

(ii) Shareholding of Promoters: Not Applicable, as the Company is a Professionally managed by its Board of Directors with no identifiable Promoters

Sl. No	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change during the year
		No of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	No of Shares	% of total shares of the Company	% of shares pledged/encumbered to total shares	
-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-

(iii) Change in Promoters Shareholding :Not applicable

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
	At the beginning of the year	-	-	-	-
	Date-wise increase/ decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (eg, allotment/ equity transfer/ bonus/ sweat etc)	-	-	-	-
	At the end of the year	-	-	-	-

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

SI. No	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
A	At the beginning of the year				
(1)	Life Insurance Corporation of India	32,541,123	25.34	32,541,123	25.34
(2)	ORIX Corporation, Japan	30,227,509	23.54	30,227,509	23.54
(3)	Abu Dhabi Investment Authority	16,129,252	12.56	16,129,252	12.56
(4)	IL&FS Employees Welfare Trust	15,397,938	11.99	15,397,938	11.99
(5)	Housing Development Finance Corp Limited	11,587,194	9.02	11,587,194	9.02
(6)	Central Bank of India	9,843,386	7.67	9,843,386	7.67
(7)	State Bank of India	8,237,967	6.42	8,237,967	6.42
(8)	UTI Unit Linked Insurance Plan	1,051,111	0.82	1,051,111	0.82
(9)	India Discovery Fund Limited	1,104,211	0.86	1,104,211	0.86
(10)	Jupiter Capital Private Limited	666,667	0.52	666,667	0.52

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

Sl. No	Name of Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
B	Date-wise Increase/ Decrease in Shareholding during the year specifying the reasons for increase/ decrease (eg allotment/ transfer/ bonus/ sweat equity etc)				
(1)	Life Insurance Corporation of India	-	-	-	-
(2)	ORIX Corporation, Japan	-	-	-	-
(3)	Abu Dhabi Investment Authority	-	-	-	-
(4)	IL&FS Employees Welfare Trust	-	-	-	-
(5)	Housing Development Finance Corp Limited	-	-	-	-
(6)	Central Bank of India	-	-	-	-
(7)	State Bank of India	-	-	-	-
(8)	UTI Unit Linked Insurance Plan	-	-	-	-
(9)	India Discovery Fund Limited	-	-	-	-
(10)	Jupiter Capital Private Limited	-	-	-	-
C	At the end of the Year (or on the date of separation, if separated during the year)				
(1)	Life Insurance Corporation of India	32,541,123	25.34	32,541,123	25.34
(2)	ORIX Corporation, Japan	30,227,509	23.54	30,227,509	23.54
(3)	Abu Dhabi Investment Authority	16,129,252	12.56	16,129,252	12.56
(4)	IL&FS Employees Welfare Trust	15,397,938	11.99	15,397,938	11.99
(5)	Housing Development Finance Corp Limited	11,587,194	9.02	11,587,194	9.02
(6)	Central Bank of India	9,843,386	7.67	9,843,386	7.67
(7)	State Bank of India	8,237,967	6.42	8,237,967	6.42
(8)	UTI Unit Linked Insurance Plan	1,051,111	0.82	1,051,111	0.82
(9)	India Discovery Fund Limited	1,104,211	0.86	1,104,211	0.86
(10)	Jupiter Capital Private Limited	666,667	0.52	666,667	0.52

(v) Shareholding of Directors & Key Managerial Personnel :

Sl. No	Name of Director/ Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
A	At the beginning of the Year				
(1)	Mr Ravi Parthasarathy	81,825	0.06	81,825	0.06
(2)	Mr Hari Sankaran	57,898	0.05	57,898	0.05
(3)	Mr Arun K Saha	50,142	0.04	50,142	0.04
(4)	Mr Manu Kochhar *	34,624	0.03	34,624	0.03
(5)	Mr MM Wagle**	1,971	-	1,971	-
(6)	Mr Avinash Bagul	2,011	-	2,011	-
B	Date-wise increase/ decrease in Shareholding during the year specifying the reasons for increase/ decrease (eg allotment/ transfer/ bonus/ sweat equity etc)				
(1)	Mr Ravi Parthasarathy	-	-	-	-
(2)	Mr Hari Sankaran	-	-	-	-
(3)	Mr Arun K Saha	-	-	-	-
(4)	Mr Manu Kochhar *	-	-	-	-
(5)	Mr MM Wagle**	-	-	-	-
(6)	Mr Avinash Bagul	-	-	-	-
C	At the end of the Year				
(1)	Mr Ravi Parthasarathy	81,825	0.06	81,825	0.06
(2)	Mr Hari Sankaran	57,898	0.05	57,898	0.05
(3)	Mr Arun K Saha	50,142	0.04	50,142	0.04
(4)	Mr Manu Kochhar *	34,624	0.03	34,624	0.03
(5)	Mr MM Wagle**	1,971	-	1,971	-
(6)	Mr Avinash Bagul	2,011	-	2,011	-

(*) Mr Manu Kochhar remained as KMP upto February 22, 2016

(**) Mr M MWagle was appointed as KMP wef February 23, 2016

(V) INDEBTEDNESS

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

(₹ in mn)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(i) Principal Amount	86,004.53	14,298.57	1,499.68	101,802.78
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	2,483.69	250.16	55.94	2,789.79
Total (i+ii+iii)	88,488.22	14,548.73	1,555.62	104,592.57
Changes in indebtedness during the financial year :				
Additions	27,586.69	39,273.23	11,782.29	78,642.21
Reductions*	10,192.18	32,591.53	8,758.56	51,542.28
Net Change	17,394.51	6,681.70	3,023.73	27,099.93
Indebtedness at the end of the financial year				
(i) Principal Amount	103,399.03	20,980.27	4,523.41	128,902.72
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	3,717.30	224.36	207.06	4,148.72
Total (i+ii+iii)	107,116.33	21,204.63	4,730.47	133,051.45

* includes net change in Bank Credit Facility

(VI) REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

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

(₹ in mn)

SI No.	Particulars of Remuneration	Mr Ravi Parthasarathy	Mr Hari Sankaran	Mr Arun K Saha	Total Amount
(1)	Gross Salary				
	• Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	90.15	66.61	52.80	209.56
	• Value of Perquisites u/s 17(2) of Income Tax Act, 1961	15.89	8.77	3.89	28.55
	• Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-	-	-
(2)	Stock Option	-	-	-	-
(3)	Sweat Equity	-	-	-	-
(4)	Commission • as % of Profit • others, specify	- -	- -	- -	- -
(5)	Others, please specify	3.84	2.87	2.33	9.04
	Total	109.88	78.25	59.02	247.15
	Ceiling as per the Act				539.29

Others represents retiral fund contribution (except gratuity), to the extent exempt under Income Tax Act, 1961

(B) Remuneration to other Directors :

(₹ in mn)

SI No	Name of Director	Fee for attending the Board/ Committee Meetings	Commission	Others	Total
(i) Independent Directors					
(1)	Mr RC Bhargava	0.16	4.00	-	4.16
(2)	Mr SB Mathur	0.13	3.10	-	3.23
(3)	Mr Michael Pinto	0.12	3.10	-	3.22
(4)	Mr Jaithirth Rao	0.04	3.10	-	3.14
(5)	Ms Rina Kamath	0.06	-	-	0.06
	Total B (1)	0.51	13.30	-	13.81
(ii) Other Non-Executive Directors					
(1)	Mr VK Sharma #	0.02	-	-	0.02
(2)	Mr S Bandyopadhyay #	0.06	-	-	0.06
(3)	Mr Yoshihiko Miyauchi	-	-	-	-
(4)	Mr Hiroshi Nishio	0.03	-	-	0.03
(5)	Mr Harish Engineer	0.11	3.10	-	3.21
(6)	Mr Sanjeev Doshi	0.04	-	-	0.04
(7)	Mr R Govind	0.03	-	-	0.03
(8)	Ms Anshula Kant	0.02	-	-	0.02
(9)	Mr Takehisa Kaneda *	0.09	-	-	0.09
	Total B (2)	0.40	3.10	-	3.50
	Total B= (B)(1) + (B)(2)	0.91	16.40	-	17.31
	Total Managerial Remuneration	0.91	16.40	-	17.31
	Overall Ceiling as per the Act				53.93

* Alternate Directors

These Directors are Nominee Directors and the Sitting Fees paid to the Institutions they are representing on the Board

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

(₹ in mn)

SI No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Mr Manu Kochhar* (GCFO)	Mr MM Wagle** (GCFO)	Mr Avinash Bagul (CS)	
(1)	Gross Salary				
	• Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	24.40	17.21	9.83	51.44
	• Value of Perquisites u/s 17(2) of Income Tax Act, 1961	4.01	1.90	0.32	6.23
	• Profits in lieu of salary under Section 17(3) of Income Tax Act, 1961	-	-	-	-
(2)	Stock Option	-	-	-	-
(3)	Sweat Equity	-	-	-	-
(4)	Commission • as % of Profit • others, specify	- -	- -	- -	- -
(5)	Others, please specify	1.54	1.00	0.38	2.92
	Total (A)	29.95	20.11	10.53	60.59

Others represents retiral fund contribution (except gratuity), to the extent exempt under Income Tax Act, 1961

(*) Mr Manu Kochhar remained as KMP upto February 22, 2016. The remuneration details stated above are for full Financial year

(**) Mr M M Wagle was appointed as KMP wef February 23, 2016. The remuneration details stated above are for full Financial year

(VII) Penalties / Punishment / Compounding of Offences :

There have been no Penalties/ Punishments/ Compounding of Offences by the Company or its Directors nor other Officers in Default

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment / Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made, if any (give details)
(A) Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
(B) Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
(C) Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-