



**IL&FS TRANSPORTATION NETWORKS LIMITED**

**19<sup>th</sup>  
ANNUAL REPORT  
2018-19**

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## CONTENTS

Particulars	Page No.
<b>Corporate Information</b>	<b>1</b>
Notice	4
<b>Directors' Report</b>	<b>15</b>
Management Discussion and Analysis	105
<b>Report on Corporate Governance</b>	<b>121</b>
Independent Auditors' Report on the Standalone Financial Statements	149
<b>Standalone Balance Sheet</b>	<b>162</b>
Standalone Statement of Profit and Loss	163
<b>Statement of Changes in Equity</b>	<b>164</b>
Statement of Standalone Cash flows	166
<b>Notes to Financial Statements</b>	<b>168</b>
Statement on Impact of Audit Qualifications	272

# CORPORATE INFORMATION

## Current Board of Directors

**Mr. C. S. Rajan**  
Chairman & Nominee Director  
(effective October 25, 2018)

**Mr. Vineet Nayyar**  
Nominee Director  
(effective October 25, 2018)

**Mr. Nand Kishore**  
Nominee Director  
(effective November 15, 2018)

**Mr. Bijay Kumar**  
Nominee Director  
(effective May 21, 2019)

## Committees of the Board

### **Audit Committee**

Mr. Nand Kishore, Chairman  
Mr. Vineet Nayyar, Member  
Mr. C. S. Rajan, Member

### **Stakeholders' Relationship Committee**

Mr. Vineet Nayyar, Chairman  
Mr. Nand Kishore, Member  
Mr. C. S. Rajan, Member

### **Nomination and Remuneration Committee**

Mr. C. S. Rajan, Chairman  
Mr. Vineet Nayyar, Member  
Mr. Nand Kishore, Member

### **Corporate Social Responsibility Committee**

Mr. Vineet Nayyar, Chairman  
Mr. Nand Kishore, Member  
Mr. C. S. Rajan, Member

## Company Secretary

Krishna Ghag

## Erstwhile Board Of Directors

**Mr. Ravi Parthasarathy**  
Non-Executive Director  
(upto July 21, 2018)

**Mr. Hari Sankaran**  
Non-Executive Director  
(upto October 01, 2018)

**Mr. Arun Saha**  
Non-Executive Director  
(upto October 01, 2018)

**Mr. K Ramchand**  
Managing Director  
(upto October 29, 2018)

**Mr. Mukund Sapre**  
Executive Director  
(upto November 02, 2018)

**Ms. Neeru Singh**  
Independent Director  
(upto November 01, 2018)

**Mr. Deepak Dasgupta**  
Independent Director  
(upto March 31, 2019)

**Mr. R C Sinha**  
Independent Director  
(upto March 31, 2019)

**Mr. H P Jamdar**  
Independent Director  
(upto March 31, 2019)

## Auditors

SRBC & Co LLP  
Chartered Accountants

## Senior Management

**Mr. Dilip Bhatia**  
Chief Executive Officer

**Mr. S. C. Mittal**  
Head – Implementation

**Ms. Shaivali Parekh**  
Chief Operating Officer

**Mr. Mohit Bhasin**  
Chief Financial Officer

**Mr. Krishna Ghag**  
Vice President & Company Secretary

## Registered Office

The IL&FS Financial Centre, Plot No C22, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051.

Tel: +91 22 26533333

Fax: +91 22 26523979

Website: [www.itnindia.com](http://www.itnindia.com)

Email: [itninvestor@ilfsindia.com](mailto:itninvestor@ilfsindia.com)

CIN: L45203MH2000PLC129790

## Registrar & Share Transfer Agent

**Link Intime India Private Limited**  
C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400 083. Telephone No: +91 22 4918 6200 / 1800 2208 78  
Fax: +91 22 4918 6060  
Email: [rant.helpdesk@linkintime.co.in](mailto:rant.helpdesk@linkintime.co.in)

## CORPORATE INFORMATION

### **BRIEF PROFILE OF THE NEW BOARD OF DIRECTORS:**

**Mr. Vineet Nayyar** (DIN 00018243), Nominee Director of the Company, has led several organizations across various industries. In a career spanning over 50 years, Mr. Nayyar has worked with the Government of India, international multilateral agencies and in the Corporate Sector (both Public and Private). He started his career with the Indian Administrative Service and held a series of senior positions, including that of a District Magistrate, Secretary - Agriculture & Rural Development for the Government of Haryana and Director, Department of Economic Affairs, Government of India. He also worked with The World Bank for over 10 years in a series of senior assignments, including successive terms as the Chief for the Energy, Infrastructure and the Finance Divisions for East Asia and Pacific.

Mr. Nayyar was also the founding Chairman and Managing Director of the state-owned Gas Authority of India and has served as the Managing Director of HCL Corporation Ltd., and as the Vice Chairman of HCL Technologies Ltd. He was also a co-founder and Chief Executive Officer of HCL Perot Systems. Mr. Nayyar received a Master's Degree in Development Economics from Williams College, Massachusetts. Mr. Nayyar was also the Vice Chairman of Tech Mahindra Ltd and under his leadership Tech Mahindra took-over Satyam Computer Services Ltd and revived it from the brink of collapse. In addition, Mr. Nayyar is also the Chairman of Tech Mahindra Foundation and Mahindra Educational Institutions.

Mr. Nayyar was appointed as Director of Infrastructure Leasing and Financial Services Limited ("IL&FS") by the Government of India w.e.f. October 01, 2018. Presently he holds the position of Executive Vice Chairman of IL&FS w.e.f. April 03, 2019.

**Mr. Chandra Shekhar Rajan** (DIN 00126063), Chairman of the Company, is an IAS Officer of the 1978 Batch, who retired as Chief Secretary, Rajasthan, on June 30, 2016. He then served as Deputy Chairman, Chief Minister's Advisory Council till December 2018.

During his 38 years in the IAS, Mr. Rajan has served for around 14 years in various capacities in Agriculture and Rural Development, 12 years in Infrastructure sectors like Power, Roads, Industries, 5 years in Finance and 5 years in General Administration. He has co-authored a book on "Farmers Participation in Agricultural Research and Extension". Mr. Rajan has also briefly served as a Consultant with the World Bank.

Mr Rajan was appointed as Director of Infrastructure Leasing and Financial Services Limited ("IL&FS") by the Government of India w.e.f. October 3, 2018. Presently he holds the position of Managing Director, IL&FS w.e.f. April 3, 2019.

## CORPORATE INFORMATION

**Mr. Nand Kishore** (DIN 08267502), Nominee Director of the Company is a 1981 batch officer of Indian Audit and Account Service. He retired as Deputy Comptroller and Auditor General (Dy. CAG) in the rank and pay of Secretary to Government of India. As Dy. CAG he looked after audit of Defence, Railways and Communications ministries of Government of India including their departments and public sector units.

Mr. Kishore holds a Bachelor of Engineering (Electrical) degree from University of Roorkee (now IIT Roorkee) and is also a Certified Internal Auditor from The Institute of Internal Auditors, Florida, USA.

Mr. Kishore was appointed as Director of Infrastructure Leasing and Financial Services Limited (“IL&FS”) by the Government of India w.e.f. October 1, 2018. Mr. Kishore is also the Chairman of the Audit Committee of IL&FS and the Company.

**Mr. Bijay Kumar** (DIN 07262627), Nominee Director of the Company, is an IAS Officer of the 1986 Batch. Mr. Kumar retired as Additional Chief Secretary (Agriculture, ADF & Marketing), Government of Maharashtra. Mr. Kumar also worked as Principal Secretary (Finance), Government of Maharashtra.

Prior to the Member of Indian Administrative Service in the year 1986, Mr. Kumar served as a member of IPS (Punjab Cadre) 1985 batch. Mr. Kumar represented Government of India in CODEX meeting organized by USDA at Washington and led Indian delegation under Indo Israel Corporation Programme in Agriculture Sector.

Mr Kumar was appointed as Director of Infrastructure Leasing and Financial Services Limited (“IL&FS”) by the Government of India w.e.f. from December 21, 2018. Presently, he holds the position of Deputy Managing Director, IL&FS w.e.f. December 24, 2018.

## **NOTICE**

Notice is hereby given that the Nineteenth Annual General Meeting of IL&FS Transportation Networks Limited will be held on Tuesday, June 30, 2020 at 3.00 p.m. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

- (1) To receive, consider and adopt the Audited Standalone Financial Statements for the year ended March 31, 2019 together with the Reports of the Board of Directors and the Auditors thereon

### **SPECIAL BUSINESS:**

- (2) To consider and, if thought fit, to give assent or dissent to the following resolution to be passed as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost Records and Audit) Rules, 2014, (including any statutory modifications(s) / re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, the remuneration payable to M/s. Chivilkar Solanki & Associates, Cost Accountants, Mumbai (Firm Registration No.: 000468) appointed as Cost Auditors of the Company to conduct the cost audit of the records of the Company for FY 2019-20, amounting to ₹ 2,00,000/- (Rupees Two Lakhs only) plus taxes as applicable and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit, be and is hereby approved.”

**By Order of the Board  
For IL&FS Transportation Networks Limited**

**Sd/-**  
Krishna Ghag  
Vice President &  
Company Secretary  
Membership No. F4489

Mumbai, June 4, 2020

Registered Office:  
The IL&FS Financial Centre,  
C-22, G-Block, Bandra – Kurla Complex,  
Bandra (East), Mumbai 400051

**CIN: L45203MH2000PLC129790**

**Note:**

The Company has been facing capacity issues due to loss of key employees while meeting the need for servicing information requirements and providing clarifications to multiple investigating agencies, providing information to enable the ongoing asset monetisation and restructuring activities and meeting 'going concern' requirements. Further, challenges are being faced by the respective subsidiaries in terms of valuation of underlying assets and extended timelines for finalizing and adopting audited financial statements. In view of the above, the Financial Statements of the subsidiary companies will not be available before the Annual General Meeting of the Company. Accordingly, the Company is unable to provide its Consolidated Financial Statement and salient features of the Financial Statements of the Company's subsidiaries and Joint Ventures in Form AOC- 1 as required under Section 129(3) of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014. Further, an application has been filed by the holding company to the competent authority seeking an exemption for IL&FS Group including the Company from presenting its consolidated financial statement.

**Other Notes:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the EGM/AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circular No. 14/2020 dated April 08, 2020 through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative pursuant to Section 113 of the Companies Act, 2013 to attend the AGM through VC / OAVM on its behalf and cast their votes through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [evoting@mehta-mehta.com](mailto:evoting@mehta-mehta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large

Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as VC / OAVM on the date of the AGM will be provided by NSDL.
7. In compliance with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.itnlindia.com](http://www.itnlindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
8. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), under Item No. 2 of the Notice is annexed hereto.
9. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Wednesday June 24, 2020 to Tuesday, June 30, 2020 (both days inclusive)
10. The Register of Directors and Key Managerial Persons and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the Members at the AGM upon request from any member after due credentials check by the Company.
11. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members at the AGM upon request from any member after due credentials check by the Company.



12. Members are requested to immediately intimate changes, if any, in their registered addresses along with pincode number to the Company or the Registrar & Share Transfer Agents. Members holding shares in dematerialised mode are requested to intimate the same to their respective depository participants.
13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.itnlindia.com](http://www.itnlindia.com). Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to the Company in case the shares are held in physical form.
14. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate risks associated with physical shares.

According to SEBI Circular, except in case of transmission or transposition of securities, request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form. Accordingly, the members holding shares in physical form are requested to dematerialised the shares

15. In terms of Section 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (the Rules), unclaimed/unpaid dividend for FY 2010-11 and FY 2011-12 lying in the Company's bank account for a consecutive period of seven years amounting to ₹ 1,90,229/- and ₹ 1,87,900/- respectively was transferred to the Investor Education and Protection Fund (IEPF) on November 05, 2018 and December 02, 2019. Accordingly, the underlying 514 equity shares for FY 2010-11 and 3953 equity shares for FY 2011-12 were also transferred to the demat account of IEPF, the details of which are available on the weblink: [http://www.itnlindia.com/invrelation.aspx?page\\_ID=24&Sec\\_ID=5](http://www.itnlindia.com/invrelation.aspx?page_ID=24&Sec_ID=5).

Members may lodge their claim for the shares/dividend transferred to IEPF by making an application to IEPF in Form IEPF-5 as per the IEPF Rules. The said form is available on the website of IEPF viz. <http://www.iepf.gov.in/IEPFA/corporates.html>

The dividend for FY 2012-13, which has remained unpaid/unclaimed for a consecutive period of seven years is also due for transfer to IEPF Account on September 14, 2020. The underlying Equity Shares would also be transferred to the demat account of IEPF on the said date. Members who have not yet claimed the dividend are required to send request for claiming the dividend to RTA immediately. The details are available on the weblink: [http://www.itnlindia.com/pdffiles/DV/StatementofUnclaimeddividendamountconsecutivelyfor7years\\_2018.pdf](http://www.itnlindia.com/pdffiles/DV/StatementofUnclaimeddividendamountconsecutivelyfor7years_2018.pdf)

Members having queries on the subject matter and the Rules, they may contact the Company's RTA, Link Intime India Private Limited, Unit – IL&FS Transportation Networks Limited, C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083; Tel. No.: +91- 22-49186270; Fax No.: +91-22-49186060; E-Mail: [iepf.shares@linkintime.co.in](mailto:iepf.shares@linkintime.co.in)

16. Pursuant to Circular No. 14/2020 dated April 08, 2020 issued by the Ministry of Corporate Affairs, the Notice of AGM along with the Annual Report FY 2018-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories.
17. At the Seventeenth AGM held on August 29, 2017, the Members approved appointment of SRBC & Co. LLP, Chartered Accountants (Firm Registration No. 324982E/E30003) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 22<sup>nd</sup> AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
19. Members intending to require information or clarifications on the Financial Statements or any matter to be explained at the Meeting are requested to inform the Company at least a week in advance to enable the Company to compile the information and provide replies at the Meeting
20. Instructions for e-voting and joining the AGM are as follows:

**(A) Voting through electronic means:**

- i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
- ii. The remote e-voting period commences on Saturday, June 27, 2020 (9:00 a.m. IST) and ends on Monday, June 29, 2020 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on June 23, 2020 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- iii. The Board of Directors has appointed Mr. Atul Mehta (Membership No. F5782) and failing him, Ms. Ashwini Inamdar (Membership No. F9409) of M/s. Mehta & Mehta,