

Serial No: 1  
Addressed to Punjab National Bank  
Date: June 24, 2020

**Private & Confidential – For Private Circulation Only**

(This Disclosure Document is neither a Prospectus nor a Statement in Lieu of Prospectus). This Disclosure Document has been prepared in conformity with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended and the Companies Act, 2013.



**IRB Infrastructure Developers Limited**  
**(A Public Limited Company incorporated on July 27, 1998 under the Companies Act, 1956)**

Registered Office: Off No-11th Floor/1101 Hiranandani Knowledge Park, Technology Street, Hill Side Avenue, Powai, Mumbai – 400 076  
Corporate Office: 3<sup>rd</sup> Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai – 400 072

**CIN:** L65910MH1998PLC115967 **Website:** [www.irb.co.in](http://www.irb.co.in)

Disclosure Document cum Information Memorandum for issue by way of private placement by IRB Infrastructure Developers Limited (“**IRBIDL**” or the “**Company**” or “**IRB**” or the “**Issuer**”) of Secured, Redeemable, Listed, Rated, Non-Convertible Debentures (“**Debentures**”) of the face value of Rs. 10,00,000 each, aggregating to Rs. 200 crores with a green shoe option for an additional amount of up to Rs. 175 crores (the “**Issue**”).

**BACKGROUND**

This disclosure document is related to the Debentures being issued by the Issuer on a private placement basis and contains relevant information and disclosures required for the purpose of issuing the Debentures (“**Information Memorandum**” or the “**Disclosure Document**”). The issue of Debentures described under this Information Memorandum has been authorised by a resolution passed by the Board of Directors of the Issuer on April 26, 2020 and by the Management Administration & Share Transfer Committee on June 23, 2020.

**GENERAL RISKS**

Investment in debt and debt related securities involves a degree of risk and investors should not invest any funds, unless they can afford to take the risks attached to such investments. For taking an investment decision, investors must rely on their own examination of the Company and the Issue, including the risks involved. The Debentures have not been recommended or approved by Securities and Exchange Board of India (“**SEBI**”) nor does SEBI guarantee the accuracy or adequacy of this document.

**ISSUER’S ABSOLUTE RESPONSIBILITY**

The Issuer, having made all reasonable inquiries, accepts responsibility for, and confirms that all information with regard to the Issuer and the Issue in this Information Memorandum is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

**DEBENTURE HOLDERS**

The Debentures mentioned herein are not offered for sale or subscription to the public but are being privately placed with a limited number of eligible investors. This Information Memorandum does not constitute an offer for sale or a solicitation of an offer to buy the Debentures as described herein from any person other than the person whose name appears on the cover page of this Information Memorandum. No person other than such person, receiving a serially numbered copy of this document may treat the same as constituting an offer to sell or a solicitation of an offer to buy the Debentures.

The distribution of this Information Memorandum and offer and sale of Debentures in certain jurisdictions may be restricted by law. It does not constitute an offer for sale or solicitation of an offer to buy in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such state or jurisdiction.

Persons into whose possession this Information Memorandum comes are required to inform themselves as to (a) the legal requirements for the purchase, holding or disposal of the Debentures, (b) any legal restrictions which may affect them and (c) the income and other tax consequences which may apply relevant to the purchase, holding or disposal of the Debentures.

#### CREDIT RATING

India Ratings and Research Private Limited (Ind-Ra) has assigned 'Ind A+' for the issue of Debentures. Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.

The rating is not a recommendation to buy, sell or hold Debentures and investors should take their own decision. The rating may be subject to suspension, revision or withdrawal at any time by the assigning Credit Rating Agency. The Credit Rating Agency has a right to revise, suspend or withdraw the rating at any time on the basis of factors such as new information or unavailability of information or other circumstances which such Credit Rating Agency believes may have an impact on its rating.

#### LISTING

The Debentures are proposed to be listed on the wholesale debt market segment of BSE Limited ("BSE" or the "Stock Exchange"). BSE has given its 'in-principle' approval to list the Debentures dated June 24, 2020 which is annexed to this Information Memorandum as **Annexure 2**. The Issue would be under the electronic book mechanism for issuance of debt securities on private placement basis as per the SEBI circular no. SEBI/HO/DDHS/CIR/P/2018/05 dated January 5, 2018 and any amendments thereto ("SEBI EBP Circular") read with the "Updated Operational Guidelines for issuance of Securities on Private Placement basis through an ("Electronic Book Mechanism") issued by BSE vide their Notice no. 20180928-24 dated September 28, 2019 and any amendments thereto ("BSE EBP Guidelines"), together with the SEBI EBP Circular referred to as the "Operational Guidelines". The Company intends to use the BSE Bond – EBP platform (as defined in the section titled "Definitions") for the Issue.

#### ISSUE PROGRAMME

Issue Opening Date	June 26, 2020
Issue Closing Date	June 26, 2020
Deemed Date of Allotment	June 29, 2020

The Issuer reserves the right to change the Issue timetable including the Date of Allotment / Deemed Date of Allotment at its sole discretion. The Issue will be open for bidding on the Issue Opening Date.

The Issue shall be subject to the terms and conditions of this Disclosure Document filed with the Stock Exchange and other documents in relation to the Issue.

#### DEBENTURE TRUSTEE

**IDBI Trusteeship Services Limited**  
Asian Building, Ground Floor,  
17, R. Kamani Marg, Ballard Estate,  
Mumbai – 400 001, India  
**Tel No.:** +91 22 4080 7000  
**Fax No.:** + 91 22 6631 1776  
**Email:** itsl@idbitrustee.com  
**Contact Person:** Mr. Naresh Sachwani

#### REGISTRAR TO THE ISSUE

**KFIN Technologies Pvt. Ltd.** (formerly known as Karvy Fintech Pvt Ltd)  
Selenium Tower- B, Plot No 31 & 32  
Gachibowli, Financial District Nanakramguda,  
Serilingampally, Hyderabad, Telangana -  
500032. Hyderabad – 500 032  
**Tel:** +91 40 6716 2222  
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## ***DISCLAIMERS***

This Disclosure Document is neither a prospectus nor a statement in lieu of a prospectus under the Companies Act (as defined herein) or any other applicable law and should not be construed as such. The Issue of Debentures to be listed on the Stock Exchange is being made strictly on a private placement basis in accordance with applicable law. Multiple copies hereof given to the same entity shall be deemed to be given to the same person and shall be treated as such. It does not constitute and shall not be deemed to constitute an offer or an invitation to subscribe to or otherwise acquire the Debentures to the public in general.

This Disclosure Document is not required to be filed with the SEBI or the ROC pursuant to the SEBI ILDS Regulations and the Companies Act as the Issue is strictly on a private placement basis to the prospective investors to whom it is distributed and not an offer to the general public. However, post completion of allotment, a copy of this Disclosure Document is to be submitted to the SEBI and the ROC for their information.

The potential investors should also consult their own tax advisors on the tax implications relating to acquisition, ownership, sale or redemption of NCDs and in respect of income arising thereon. Investors are also required to make their own assessment regarding their eligibility for making investment(s) in the NCDs of the Company. The Company or any of its directors, employees, advisors, affiliates; subsidiaries or representatives do not accept any responsibility and / or liability for any loss or damage however arising and of whatever nature and extent in connection with the said information.

This Disclosure Document has been prepared to provide general information about the Issuer and the Debentures to potential investors to whom it is addressed and who are willing and eligible to subscribe to the Issue. This Disclosure Document does not purport to contain all the information that any potential investor may require. Neither this Disclosure Document nor any other information supplied in connection with the Issue is intended to provide the basis of any credit or other evaluation and any recipient of this Disclosure Document should not consider such receipt a recommendation to subscribe to the Issue or purchase any Debentures. Each investor contemplating subscribing to the Issue or purchasing any Debentures should make its own independent investigation of the financial condition and affairs of the Issuer, and its own appraisal of the creditworthiness of the Issuer. Potential investors should consult their own financial, legal, tax and other professional advisors as to the risks and investment considerations arising from an investment in the Debentures and should possess the appropriate resources to analyze such investment and the suitability of such investment to such investor's particular circumstances.

Potential investors to Debentures must make their own independent evaluation and judgment before making the investment and are believed to be experienced in investing in debt and are able to bear the economic and/or commercial risk of investing in Debentures. Potential investors should conduct their own investigation, due diligence and analysis before applying for the Debentures. Nothing in this Disclosure Document should be construed as advice or recommendation by the Issuer to subscribers to the Debentures. Potential investors should also consult their own advisors on the implications of application, allotment, sale, holding, ownership and redemption of these Debentures and matters incidental thereto.

The Issuer confirms that, as of the date hereof, this Disclosure Document (including the documents incorporated by reference herein, if any) contains all information that is material in the context of the Issue of the Debentures, is accurate in all material respects and does not contain any untrue statement of a material fact or omit to state any material fact necessary to make the statements herein not misleading, in the light of the circumstances under which they are made. No person has been authorised to give any information or to make any representation not contained or incorporated by reference in this Disclosure Document or in any material made available by the Issuer to any potential investor pursuant hereto and, if given or made, such information or representation must not be relied upon as having been authorised by the Issuer.

The Issuer reserves the right to withdraw the private placement of the Debentures Issue prior to the issue closing date at its discretion, in the event of any unforeseen development adversely affecting the economic and regulatory environment or any other force majeure condition including any changes in applicable laws.

This Disclosure Document and the contents hereof are restricted only for the intended recipient(s) who have been addressed directly and specifically through a communication by the Issuer and only such recipients are eligible to apply for the Debentures. All investors are required to comply with the relevant regulations/guidelines applicable to them (including the BSE BOND - EBP operational guidelines issued by the BSE) for investing in this Issue. The contents of this Disclosure Document are intended to be used only by those investors to whom it is distributed. It is not intended for distribution to any other person and should not be reproduced by the recipient. The potential investors shall be required to independently procure all the licenses and approvals, if applicable, prior to subscribing to the Debentures and the Issuer shall not be responsible for the same.

No invitation is being made to any persons other than those to whom Application Forms along with this Disclosure Document being issued have been sent by or on behalf of the Issuer. Any application by a person to whom the Disclosure Document has not been sent by or on behalf of the Issuer shall be rejected without assigning any reason.

The person who is in receipt of this Disclosure Document shall maintain utmost confidentiality regarding the contents of this Disclosure Document and shall not reproduce or distribute in whole or part or make any announcement in public or to a third party regarding the contents without the consent of the Issuer.

This Information Memorandum does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or to any person to whom it is unlawful to make such an offer or solicitation.

***Each person receiving this Disclosure Document acknowledges that:***

Such person has been afforded an opportunity to request and to review and has received all additional information considered by it to be necessary to verify the accuracy of or to supplement the information herein; and such person has not relied on any intermediary that may be associated with issuance of Debentures in connection with its investigation of the accuracy of such information or its investment decision.

The Issuer does not undertake to update the Disclosure Document to reflect subsequent events after the date of the Disclosure Document and thus it should not be relied upon with respect to such subsequent events without first confirming its accuracy with the Issuer.

Neither the delivery of this Disclosure Document nor any issue of Debentures made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Issuer since the date hereof.

This Disclosure Document does not constitute, nor may it be used for or in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such an offer or solicitation. No action is being taken to permit an offering of the Debentures or the distribution of this Disclosure Document in any jurisdiction where such action is required. The distribution of this Disclosure Document and the offering of the Debentures may be restricted by law in certain jurisdictions. Persons into whose possession this Disclosure Document comes are required to inform themselves about and to observe any such restrictions. The Disclosure Document is made available to investors in the Issue on the strict understanding that the contents hereof are strictly confidential and the details provided herein are strictly for the sole purpose of information to the potential investors.

The Company or any of its directors, employees, advisors, affiliates; subsidiaries or representatives do not accept any responsibility and/or liability for any loss or damage however arising and of whatever nature and extent in connection with the said information.

**CAUTIONARY NOTE**

Each invited potential Investor acknowledges and agrees that each of them, (i) are knowledgeable and experienced in financial and business matters, have expertise in assessing credit, market and all other relevant risk and are capable of evaluating, and have evaluated, independently the merits, risks and suitability of subscribing to or

purchasing the Debentures; (ii) understand that the Issuer has not provided, and will not provide, any material or other information regarding the Debentures, except as required under applicable laws, (iii) have not requested the Issuer to provide it with any such material or other information, (iv) have not relied on any investigation that any person acting on their behalf may have conducted with respect to the Debentures, (v) have made their own investment decision regarding the Debentures based on their own knowledge (and information they have or which is publicly available) with respect to the Debentures or the Issuer (vi) have had access to such information as deemed necessary or appropriate in connection with purchase of the Debentures, (vii) are not relying upon, and have not relied upon, any statement, representation or warranty made by any person, including, without limitation, the Issuer, and (viii) understand that, by purchase or holding of the Debentures, they are assuming and are capable of bearing the risk of loss that may occur with respect to the Debentures, including the possibility that they may lose all or a substantial portion of their investment in the Debentures. It is the responsibility of each potential Investor to also ensure that they will sell these Debentures in strict accordance with this Disclosure Document, the Transaction Documents and all other applicable laws, so that the sale does not constitute an offer to the public, within the meaning of the Companies Act. The potential investors shall at all times be responsible for ensuring that it shall not do any act deed or thing which would result this Disclosure Document being released to any third party (where such party is not an intended recipient from the Issuer) and in turn constitutes an offer to the public howsoever.

The distribution of this Information Memorandum or the Application Forms and the offer, sale, pledge or disposal of the Debentures may be restricted by law in certain jurisdictions. The sale or transfer of these Debentures outside India may require regulatory approvals in India, including without limitation, the approval of SEBI or RBI.

#### ***DISCLAIMER OF THE STOCK EXCHANGE***

As required, a copy of this Disclosure Document has been submitted to the Stock Exchange in terms of the applicable SEBI regulations.

It is to be distinctly understood that such submission of the Disclosure Document with Stock Exchange or hosting the same on its website should not in any way be deemed or construed that the document has been cleared or approved by the Stock Exchange; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Disclosure Document; nor does it warrant that this Issuer's Debentures will be listed or continue to be listed on the Stock Exchange; nor does it take responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of the Company. Every person who desires to apply for or otherwise acquire any Debentures of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever.

#### ***DISCLAIMER OF THE SEBI***

As per the provisions of the applicable SEBI regulations, a copy of this Information Memorandum is not required to be filed with or submitted to SEBI for its observations or approval. Accordingly, it is to be distinctly understood that this Information Memorandum should not in any way be deemed or construed to have been approved or vetted by SEBI. SEBI does not take any responsibility either for the financial soundness of any proposal for which the Debentures issued thereof is proposed to be made or for the correctness of the statements made or opinions expressed in this Information Memorandum.

#### ***DISCLAIMER IN RESPECT OF JURISDICTION***

This issue is made in India to investors as specified under the clause titled '*Eligible Investors*' of this Information Memorandum, who shall be specifically approached by the Issuer. This Information Memorandum does not constitute an offer to sell or an invitation to subscribe to Debentures offered hereby to any person to whom it is not specifically addressed. Any disputes arising out of this Issue will be subject to the exclusive jurisdiction of the courts and tribunals at Mumbai and New Delhi. This Information Memorandum does not constitute an offer to sell or an invitation to subscribe to the Debentures herein, in any other jurisdiction to any person to whom it is unlawful to make an offer or invitation in such jurisdiction.

## ***DISCLAIMER IN RESPECT OF CREDIT RATING AGENCY***

Ratings are opinions on credit quality and are not recommendations to sanction, renew, disburse or recall the concerned bank facilities or to buy, sell or hold any security. Ind-Ra based its rating on information obtained from sources believed by it to be accurate and reliable. Ind-Ra does not, however, guarantee the accuracy, adequacy or completeness of any information and is not responsible for any errors or omissions or for the results obtained from the use of such information. Most entities whose bank facilities/instruments are rated by Ind-Ra have paid a credit rating fee, based on the amount and type of bank facilities/instruments.

## ***FORWARD-LOOKING STATEMENTS AND MARKET DATA***

This Disclosure Document contains certain “forward-looking statements”. These forward looking statements generally can be identified by words or phrases such as “aim”, “anticipate”, “believe”, “expect”, “estimate”, “intend”, “objective”, “plan”, “shall”, “will”, “will continue”, “will pursue”, “would”, “will likely result”, “is likely”, “expected to”, “will achieve”, “contemplate”, “seek to”, “target”, “propose to”, “future”, “goal”, “project”, “should”, “can”, “could”, “may”, “in management’s judgment” or other words or phrases of similar import or variations of such expressions. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

The Company operates in a highly competitive, regulated and ever-changing business environment and a change in any of these variables may necessitate an alteration of the Company’s plans. Further, these plans are not static, but are subject to continuous internal review and may be altered if the altered plans are perceived to suit the Company’s needs better. Further, many of the plans may be based on one or more underlying assumptions (all of which may not be contained in this Disclosure Document) which may not come to fruition. Actual results may differ materially from those suggested by the forward-looking statements. The Company shall not be held liable for any forward-looking statements contained herein.

All statements contained in this Document that are not statements of historical fact constitute “forward-looking statements” and are not forecasts or projections relating to the Company’s financial performance. All forward-looking statements are subject to risks, uncertainties and assumptions that may cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that may cause actual results to differ materially from the Company’s expectations include, among others:

outbreak of COVID-19 has had, and could further have, a material adverse effect on the Company’s business, financial condition and results of operations;

- delays in the completion of construction of our current and future projects could lead to cost overruns or lead to termination of the concession agreements entered into in relation to such projects, which could have an adverse effect on our business, results of operations, financial condition and cash flows;
- our construction work and operations are dependent on the timely supply of construction materials and equipment on commercially acceptable terms;
- delays in the acquisition of private land by the Government or eviction of encroachments from Government owned land or other failures or delays by the Government in completing their obligations may adversely affect the timely performance of our contracts leading to disputes with the Government; and
- our financial results depend on the financial performance of our Project SPVs and other Subsidiaries and their ability to declare and pay dividends. If any of our operations are disrupted, or we are unable to collect toll, it could have an adverse effect on our business, results of operations, financial condition and cash flows.

By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Our Company, Directors, officers and their respective affiliates do not have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. For further discussion of factors that could cause our actual results to differ, see the section titled “*Risk Factors*”.

Unless stated otherwise, market and industry data used in this Disclosure Document has been derived from government and industry publications and sources. Industry as well as Government publications generally state that information contained in those publications has been obtained from sources believed to be reliable but that their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although the Issuer believes that industry data used in this Disclosure Document is reliable, it has not been independently verified. Accordingly, no investment decision should be made on the basis of such information.



## **DEFINITIONS / ABBREVIATIONS**

Unless the context otherwise indicates or requires, the following terms shall have the meanings given below in this Disclosure Document.

### ***Definitions:***

The Company or the Issuer or IRB or IRBIDL or “we”, “our” or “us”	IRB Infrastructure Developers Limited
Application Form	The form which shall be circulated to the prospective investors along with the Disclosure Document for the purpose of applying for the Debentures
Allot / Allotment / Allotted	Unless the context otherwise requires or implies, the allotment of the Debentures pursuant to this Issue
Board/ Board Of Directors/ Director(s)	Board of Directors of the Company
BSE BOND – EBP Platform	Electronic book provider platform of BSE for issuance of debt securities on private placement basis
Business Days	A day which is not a Saturday, Sunday or a public holiday and on which clearing of cheque and RTGS facilities are available in Mumbai and New Delhi
Companies Act	The Companies Act, 2013, together with the rules, regulations, notifications and clarifications issued thereunder, each as amended
Credit Rating Agency	India Ratings and Research Private Limited (Ind-Ra)
Crore	1 Crore = 10 million
Deemed Date of Allotment	The date on which Allotment for the Issue is made
Debenture(s)/ NCDs	Secured, Redeemable, Listed, Rated, Non-Convertible Debentures of the face value of Rs. 10,00,000 each aggregating to Rs. 200 crores with a green shoe option for an additional amount of up to Rs. 175 crores
Debenture Holder(s)	Person(s) holding debentures(s) and whose name is recorded as beneficial owner with the depository (if the debentures are in dematerialized form) as defined under Section 2 of the Depositories Act, 1996
Debenture Trustee	IDBI Trusteeship Services Limited as trustee for the benefit of the Debenture Holders
Debenture Trust Deed	The deed to be entered into by the Debenture Trustee and the Company specifying the powers, authorities and obligations of the Company and the Debenture Trustee in respect of the Debentures
Depository(ies)	A depository registered with SEBI under the SEBI (Depositories And Participants) Regulations, 2018, as amended
Depository Participant / DP	A depository participant as defined under Depositories Act, 1996, as amended
Disclosure Document/ Information Memorandum	This Disclosure Document dated June 23, 2020 pursuant to which the Debentures are being offered in this Issue
Financial Year / FY	Financial year of the Company i.e. a period commencing from 1 <sup>st</sup> April and ending on 31 <sup>st</sup> March of the next calendar year
Group	The Company along with its subsidiaries, associates and joint ventures
Indian Competition Act	The Competition Act, 2002, as amended
Investor	Such eligible person who subscribe to this Issue and any eligible person which subsequently purchase the Debentures
Issue / Private Placement	Private placement by the Company of 9.55 % p.a coupon, Secured, Dematerialized,

	Redeemable, Listed, Rated, Non-Convertible Debentures of the face value of Rs. 10,00,000 each, for cash aggregating to Rs. 200 crores with a green shoe option for an additional amount of up to Rs. 175 crores
Issue Closing Date	June 26, 2020
Issue Opening Date	June 26, 2020
Mutual Fund	A mutual fund registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
NRI	An individual resident outside India, who is a citizen of India
Offer Documents	Shall mean this Information Memorandum/Disclosure Documents and the Private Placement Offer Cum Application Letter
Registrar	Registrar and Transfer Agent to the Issue, in this case being KFIN Technologies Private Limited (Formerly known as Karvy Fintech Private Limited).
Stock Exchange / Designated Stock Exchange	BSE Limited
Trusteeship Agreement	The agreement entered into by the Debenture Trustee and the Company dated June 23, 2020 appointing the Debenture Trustee as a trustee in respect of the Debentures

#### Abbreviations:

CDSL	Central Depository Services (India) Limited
DD	Demand Draft
DRR	Debenture Redemption Reserve
NOC	No Objection Certificate(s)
NEFT	National Electronic Fund Transfer
NSDL	National Securities Depository Limited
PAN	Permanent Account Number
RBI	The Reserve Bank of India
RS.	Rupees
RTGS	Real Time Gross Settlement
SEBI	Securities And Exchange Board of India
TDS	Tax Deduction At Source
WDM	Wholesale Debt Market segment of the BSE
BOT	Build - Operate - Transfer
HAM	Hybrid Annuity Model
NHAI	National Highways Authority of India
Projects SPVs	Project Special Purpose Vehicles

## RISK FACTORS

*An investment in Debentures involves risks. These risks may include, among others, equity market, bond market, interest rate, market volatility and economic, political and regulatory risks and any combination of these and other risks. Some of these are briefly discussed below. Potential Investors and subsequent purchasers of the Debentures should be experienced with respect to transactions in instruments such as the Debentures. Potential Investors and subsequent purchasers of the Debentures should understand the risks associated with an investment in the Debentures and should only reach an investment decision after careful consideration, with their legal, tax, accounting and other advisers, of (a) the suitability of an investment in the Debentures in the light of their own particular financial, tax and other circumstances and (b) the information set out in this Information Memorandum.*

*The Debentures may decline in value and marketability and Investors should note that, whatever their investment in the Debentures, the cash amount due at maturity will be equivalent to the face value of the Debentures. More than one risk factor may have simultaneous effect with regard to the Debentures such that the effect of a particular risk factor may not be predictable. In addition, more than one risk factor may have a compounding effect which may not be predictable. No assurance can be given as to the effect that any combination of risk factors may have on the value of the Debentures. Unless specified or quantified in the relevant risk factors, the Company is not in a position to quantify the financial or other implications of any risk mentioned herein.*

### **Risks related to Our Business**

#### ***1. Outbreak of COVID-19 has had, and could further have, a material adverse effect on the Company's business, financial condition and results of operations.***

The Company's business could be adversely affected by the effects of coronavirus, avian influenza, Severe Acute Respiratory Syndrome, H1N1 Influenza, Ebola, Zika virus, Middle East Respiratory Syndrome or other similar pandemic or endemic outbreaks of infectious diseases. In December 2019, a novel strain of coronavirus, COVID-19, was reported to have surfaced in Wuhan City, Hubei Province, China and the World Health Organisation has declared the outbreak a "pandemic" on March 12, 2020. There have been border controls and travel restrictions imposed by various countries as a result of the COVID-19 outbreak. Such outbreak of an infectious disease together with any resulting restrictions on travel and/or imposition of quarantine measures may result in protracted volatility in international markets and/or result in a global recession as a consequence of disruptions to travel and retail segments, tourism, and supply chains and may adversely impact the operations, revenues, cashflows and profitability of the Company. There can be no assurance that any precautionary or other measures taken against infectious diseases would be effective. In particular, the COVID-19 outbreak has caused stock markets worldwide to lose significant value and impacted economic activity worldwide. A number of international agencies have revised 2020 gross domestic product growth forecasts for various countries (including India) downwards in response to the economic slowdown caused by the spread of COVID-19, and it is possible that the outbreak of COVID-19 will cause a prolonged global economic crisis or recession.

In line with the increased action taken by national governments to contain the spread of COVID-19, the Company has reduced, and will be further reducing operations at some sites. The NHAI had temporarily suspended toll collection at toll plazas across India from March 2020. While toll collection resumed on April 20, 2020, we have also stepped up measures to reduce risk to our employees across all our sites as well as the communities around. Strict travel restrictions have been implemented and majority of our employees have been asked to work-from-home. We are implementing additional measures to increase hygiene standards at all locations and enforce strict social distancing norms for employees and other stakeholders who have to attend to essential activity at workplace. These are unprecedented times and the situation on the ground is evolving very rapidly. However, there is no assurance that the Company's supply chains for fuel, raw materials and other commodities, including without limitation, fuel, equipment and spares will not be affected as a result of any restriction of movement of people and goods imposed by any government and any such restriction may affect the Company's operations. In addition, the traffic and toll revenue on the Company's projects has been and may continue to be impacted as a result of such restrictions or economic slowdown caused by COVID-19 which may adversely affect the Group's cashflows. Any of the aforementioned factors, if materialised, may have an adverse effect on the Company's operating results, businesses, assets, financial condition, performance, ability to access the equity and debt markets, cost of capital and liquidity and prospects although at this point, the extent to which COVID-

19 may impact the Company's business, operations, financial condition and results of operations is uncertain.

***2. Delays in the completion of construction of our current and future projects could lead to cost overruns or lead to termination of the concession agreements entered into in relation to such projects, which could have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our projects are subject to specific completion schedules and we provide the relevant concessioning authorities with performance securities or bank guarantees which are valid for varied periods as stipulated in the concession agreements relating to such projects. Our BOT and HAM projects are required to achieve commercial operation not later than the scheduled commercial operation dates specified under the relevant concession agreements, or by the end of the applicable extension period, if any is granted by the concessioning authority. Subject to certain customary exceptions such as (i) occurrence and continuance of force majeure events that are not within the control of our Project SPVs, or (ii) delays that are caused due to reasons solely attributable to the concessioning authority, failure to adhere to contractually agreed timelines or extended timelines could require us to pay liquidated damages as stipulated in the concession agreement or lead to encashment and/or appropriation by the relevant concessioning authority of bank guarantees or performance securities provided by us in connection with the relevant project. The concessioning authority may also be entitled to terminate the concession agreement in the event of delay in completion of the work if the delay is not on account of any agreed exceptions. With respect to some of our projects, in the event of termination for any of the aforesaid reasons, we may only receive partial payments under the applicable concession agreements and such payments may be less than our estimated revenues from such projects. Further, we may not be able to obtain extensions for projects on which we face delays or time overruns.

In addition to the risk of termination by the concessioning authority, delays in completion of our projects may result in cost overruns, lower or no return on capital and reduced revenue for the Project SPVs thus affecting the project's performance, as well as failure to meet scheduled debt service payment dates and increased interest costs from our financing agreements for the projects. Such delays could have adverse effects on our business, cash flows, results of operations and financial condition.

Timely completion of construction of our projects is subject to various execution risks as well as other matters, including receipt of relevant approvals for such projects. We cannot assure you that we will be able to complete the financing for our projects to the satisfaction of the concessioning authority as provided in the relevant concession agreements, or complete our current and future projects within specified schedules or at all, which may have an adverse effect on our business, results of operations, financial condition and cash flows.

***3. Our construction work and operations are dependent on the timely supply of construction materials and equipment on commercially acceptable terms.***

Our construction operations require supplies of various bulk construction materials including steel, cement, bitumen, stone and stone aggregates. For our EPC contracts, we may also be required to procure various equipment relating to such projects. Our ability to pass on increases in equipment and construction materials costs may be limited under fixed-price contracts with limited price variation provisions. Fuel costs for operating our construction and other equipment also constitute a part of our operating expenses. The prices and supply of construction materials and equipment depend on factors beyond our control, including general economic conditions, competition, production levels, transportation costs and import duties. Unanticipated increases in equipment, construction materials or fuel costs not taken into account in the bids we submit for projects may adversely affect our results of operations.

We have not entered into any long-term supply contracts with suppliers of our construction materials. We typically use third-party transportation providers for the supply of most construction materials. Transportation strikes by, for example, members of various Indian truckers' unions and various legal or regulatory restrictions placed on transportation providers have had in the past, and could have in the future, an adverse effect on delivery of construction materials. Transportation costs have also been steadily increasing, and the price of construction materials could also fluctuate. If we are unable to procure the requisite quantities of construction materials for our projects in time and on commercially acceptable terms, our results of operations and financial condition could be adversely affected.

We are also dependent on the availability of stone used in our construction work, some of which is sourced from the

stone quarries leased to us. Stone quarrying and related mining operations are subject to hazards and risks normally associated with the exploration, development and production of natural resources, any of which could disrupt our operations or cause damage to persons or property. The occurrence of industrial accidents, such as explosions, fires, transportation interruptions and inclement weather, as well as any other events with negative environmental consequences, could adversely affect our operations by disrupting our ability to extract stone chips from the mines we operate or exposing us to significant liability.

***4. Delays in the acquisition of private land by the Government or eviction of encroachments from Government owned land or other failures or delays by the Government in completing their obligations may adversely affect the timely performance of our contracts leading to disputes with the Government.***

Road projects undertaken as part of our construction and development business are dependent on procurement of unencumbered contiguous land. Failure to acquire unencumbered contiguous land by the Government or state governments or other concerned agencies under the concession agreements could result in changes, delays or abandoning of the projects, which in turn could adversely affect our business and financial condition.

Pursuant to the terms of our concession agreements, government entities are required to acquire or license or secure rights of way over, tracts of land, or to hand over unencumbered land, free of encroachments to us. Delays in any of the foregoing may result in delays in project implementation prescribed by the relevant concession agreement and cause consequent delays in commencement of construction or termination of the concession agreement on account of a material default by the concessioning authority. For example, in June 2009, we were awarded a project which included the four-laning of the Panaji to Goa-Karnataka border. This project was subsequently terminated in November 2011 due to the inability of the concessioning authority to acquire the necessary land for the project. Such events may also lead to disputes and cross-claims for liquidated damages between us and the relevant government entity with whom we have contracted. Additionally, a failure to acquire land may lead to a change of scope of the project or payment delays or disputes with the relevant government entity. We will also continue to face risks associated with project implementation, which could be due to reasons including those beyond our control, including, among others, non-availability of environmental clearances, delay in acquisition of land by the relevant government authority, or other delays caused by the relevant concessioning authority.

Any delays or inability to complete land acquisitions or other obligations by relevant government entities may also result in increases in the price of construction materials from our original estimates, which we may not be able to pass on to users of toll roads. Further, we may be exposed to legal proceedings or claims by landowners objecting to the acquisition of their land for our projects. Such factors could have an adverse effect on our business, results of operations and financial condition.

***5. Our financial results depend on the financial performance of our Project SPVs and other Subsidiaries and their ability to declare and pay dividends. If any of our operations are disrupted, or we are unable to collect toll, it could have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our BOT and HAM infrastructure development projects are operated through our Project SPVs, while our operation and maintenance and construction activities and wind power business are operated through our Subsidiary, MRMPL. The ability of our Project SPVs and other Subsidiaries to make dividend payments is subject to applicable laws and regulations in India relating to payment of dividends. Financing arrangements entered into by these Project SPVs and other Subsidiaries stipulate various conditions relating to the payment of dividends, including, among others, obtaining the consent of the lenders, financial covenants being met and certain debt service accounts being adequately funded prior to the declaration and/or payment of dividends by these Project SPVs and other Subsidiaries. Further, in the event of disruption in receipt of toll by Project SPVs and/or other Subsidiaries, our business, results of operations and financial condition may be adversely affected.

Lenders to our Project SPVs also typically have a charge over all assets of the Project SPVs, including dividend payments by, and all cash of, these Project SPVs, effectively providing the lenders to the Project SPVs a first priority lien over any distribution upon the occurrence of an event of default under the financing arrangements. The charge of the lenders does not, however, extend to the project assets mentioned in the respective concession agreements. In the event of bankruptcy, liquidation or reorganization of a Project SPV, the Company's claim to the assets of such Project

SPV as a shareholder in the Project SPV remains subordinated to the claims of lenders and other creditors. Should any such event occur, our business, results of operations, financial condition or cash flows could be adversely affected.

***6. We have incurred significant indebtedness which may restrict our ability to raise required funds in future in a timely manner, on favourable terms or at all.***

The road infrastructure sector is capital intensive and requires significant expenditure. We have incurred significant indebtedness to finance our projects. Our ability to incur further indebtedness and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions for infrastructure companies, economic and political conditions in the markets where we operate and our capacity to service debt. Our significant indebtedness results in substantial debt service obligations which could lead to reduced availability of cash flows to pursue growth plans, increased vulnerability to any economic downturn and limited flexibility in our operations. Given the nature of our business, we will continue to incur substantial indebtedness even after the Issue, and we cannot assure you that these risks will not have an adverse effect on our results of operations and financial condition.

We may also need to refinance all or a portion of our debt on or before maturity. We cannot assure you that we will be able to refinance any of our debt on commercially reasonable terms or at all. Our Company and our Promoters have provided guarantees as collateral security for amounts borrowed under certain of the financing agreements for funding our Project SPVs. We cannot assure you that our Company or the Promoters will pay or be able to pay the entire amount called under such collateral security in the event that the Company and/or such Promoters are required to do so.

***7. Shares of certain Project SPVs are pledged in favour of lenders, who may exercise their rights under the respective share pledge agreements in the event of default under relevant financing agreements.***

Shares of certain Project SPVs of the Company are pledged in favour of the lenders to such Project SPVs to secure loan facilities obtained by the Project SPVs.

If there are any defaults in payment or any breach under the relevant financing agreements, the lenders may exercise their right to enforce the security interest under the financing agreements, including by taking ownership of the pledged shares, selling the pledged shares to any third party purchaser, and exercising voting rights in respect of the pledged shares on any matter at any meeting of the members of the relevant Project SPVs. If any such event occurs, we may not be able to fully recognize revenue attributable to these Project SPVs, if at all. In addition, if we lose ownership or control of any of our Project SPVs, our business, results of operations and financial condition would be adversely affected.

***8. Our business is significantly dependent on infrastructure development and construction projects undertaken by a limited number of Government or state government entities and we derive a significant proportion of our revenues from our contracts with such Government or state government entities.***

Our business is substantially dependent on infrastructure development and construction projects undertaken by government entities and funded by governments or international and multi-lateral development finance institutions. Contracts awarded by the Government and various state government entities, particularly the NHAI have historically accounted, and we expect will continue to account, for a substantial part of our revenues. Our business is also significantly dependent on our maintaining relationships and strategic alliances with these clients. The loss of any significant client could have an adverse effect on our business and results of operations.

Further, we have derived, and will continue to derive, a significant proportion of our revenue from the roads development sector. Any adverse change in the policies adopted by the Government or state governments regarding award of projects, eligibility for bidding or our existing relationship with the Central and state governments could adversely affect our ability to win such projects. In addition, we benefit from policies adopted by the Central and state governments in respect of infrastructure developments, including among other things, incentives granted, resource and budgetary allocation and concessions. Any changes in these existing policies pertaining to incentives granted, could adversely affect our existing projects and opportunities to secure new projects.

Moreover, any adverse changes in Central or state government policies may lead to our agreements being restructured or renegotiated or a decrease in the concession period, which could adversely affect our financing, capital expenditure

plans, asset utilization, revenues, cash flows or operations relating to our existing projects as well as our ability to participate in competitive bidding or bilateral negotiations for our future projects.

***9. We follow certain accounting policies for our BOT, HAM and construction operations. In the event of any change in law or Ind AS which requires a change in such accounting policies, our financial results may be adversely affected.***

We recognize revenue generated from our construction operations in accordance with Indian Accounting Standard 115. Under the method, contract revenue and contract cost associated with the construction of roads is recognized as revenue and expenses, respectively, by reference to the stage of completion of the projects as of the balance sheet date. The stage of completion of the project is determined by the proportion that percentage of work performed up to the balance sheet date bears to the total contract work to be completed. Where the outcome of the construction cannot be estimated reliably, revenue is recognized to the extent of the construction costs incurred if it is probable that they will be recoverable. If the total contract cost is estimated to exceed total contract revenue, we provide for foreseeable loss.

Our BOT contracts are governed by concession agreements with government authorities (grantor). Under these agreements, the operator gets “toll collection rights” against the construction services incurred. Since the construction revenue earned by the operator is considered as exchanged with the grantor against toll collection rights, profit from such contracts is considered as realized. Accordingly, in case of BOT contracts, where work is subcontracted to fellow subsidiaries of our Company, the intra group transactions on BOT contracts and the profits arising thereon are taken as realized and not eliminated for consolidation under Indian Accounting Standards 110.

Consequently, any change in law or IndAS which requires a change in our accounting policies, could have an adverse effect on our financial results.

***10. Any material decrease between the actual traffic volume and our forecasted traffic volume for a toll based project could have an adverse effect on our business, results of operations, financial condition and cash flows.***

Our road BOT portfolio consists of 13 toll based and 1 Hybrid annuity road concessions in India. For toll based projects, our revenue is derived from toll receipts, which are dependent on traffic volumes and traffic mix on the toll roads. Traffic volumes are directly or indirectly affected by a number of factors, many of which are outside our control, including toll fee levels, volume or population of automobiles, affordability of automobiles, convenience and extent of a toll road’s connections with other parts of the local and national highway networks, availability and cost of alternative means of transportation, including rail networks and air transport, level of commercial, industrial and residential development in areas served by our projects, adverse weather conditions and seasonal holidays.

When preparing the tender for a toll based project, particularly to determine the bid undertaking for such project, we forecast the traffic volume for the road in order to calculate our expected revenue over the concession period. If the actual traffic volume is significantly less than our forecast traffic volume, the revenue generated from the toll based project may be lower than anticipated. We forecast the traffic volume for toll based projects based on the data provided by external agencies engaged by our Company, such as traffic consultants, and an in-house team of professionals. The forecasting of traffic volumes is based on various assumptions, and we cannot assure you that such forecasts will be accurate. While most of our toll-based concession agreements provide for an extension in concession period if the actual traffic volumes are significantly lower than the target traffic projected for the project, we cannot assure you that the concession period will be actually extended.

Certain projects awarded by the NHAI required us to make a premium payment to the NHAI for securing the right to build and operate the project. These premium payments are of a fixed amount for the first year of the concession period and have subsequent increments for each year of the concession period as per the respective concession agreements. The premium amount for first year is typically calculated on the basis of projected traffic for the project. Due to the slow economic growth in India in recent years, the NHAI adopted a scheme of premium restructuring for the Ahmedabad to Vadodara NH 8 and NE 1 project whereby the premium payable to the NHAI could be deferred over a few years and would be payable along with interest. The deferment was limited and fixed by the NHAI based on estimated shortfall after meeting debt obligations and operational expenses. In the interim, the relevant concessionaire was not permitted to make dividend payments and would have to share their toll collection data with the NHAI on a real time basis.

Generally, the concessioning authority that has granted the relevant BOT concession to us unilaterally determines the terms on which we may collect toll revenues (subject to annual adjustments to account for inflation as specified in the concession agreements), and we are not permitted to increase such toll rates. As a result, if our operation and maintenance expenses increase, we may not be in a position to increase our revenues in the same proportion, which may have an adverse effect on our business, results of operations, financial condition and cash flows.

***11. Leakage of the tolls collected on our BOT toll roads may adversely affect our revenues.***

Our toll receipts are primarily dependent on the integrity of toll collection systems and willingness of road users to pay toll fees. While we have an integrated toll collection system in place, the level of revenues derived from collection of tolls may be reduced by leakage through toll evasion, theft, fraud or technical defaults in our toll systems or forced violations by users of our toll roads. We may also, at times, need to allow users of our toll roads to pass through without paying applicable tolls due to heavy traffic build up, or may be unable to collect tolls due to political protests or agitations relating to tolling. In addition, in certain circumstances, the governmental authorities or Indian courts could seek to suspend toll collection for or during certain periods, in full or in part, on our toll roads, which suspension would result in a reduction in our revenues. If toll collection is not properly monitored, leakage may reduce our toll revenue. Further, toll collection errors may amount to a loss of revenue as there is an inherent risk of under-collection of toll fees given that most users of toll roads pay in cash. Any significant failure by us to control leakage in toll collection systems could have an adverse effect on our business, results of operations and financial condition.

***12. A majority of our income arising out of toll collection is dependent on two of our projects and any disruption in the collection of toll from these projects may have an adverse effect on our business, results of operations, financial condition and cash flows.***

We presently derive income arising out of toll collection from 13 of our road BOT projects. Of these projects, the Yashwantrao Chavan Mumbai–Pune Expressway project and the Ahmedabad to Vadodara NH 8 and NE 1 project contribute towards a majority of our toll collection revenue. Consequently, any disruption in the collection of toll from these projects including as a result of any adverse development with respect to our rights under the relevant concession agreements may have an adverse effect on our business, results of operations, financial condition and cash flows.

***13. Information relating to our Order Book may not be representative of our future results.***

As of March 31, 2020, our Order Book was ₹ 1,19,970 million. Our Order Book as of a particular date consists of estimated revenue from unexecuted or uncompleted portions of our existing contracts, i.e., the total contract value of such existing contracts as reduced by the value of construction and/ or operation & maintenance work executed until such date. Order Book information provided by us is neither audited nor reviewed by our auditors and does not necessarily indicate future earnings related to the performance of such contracts. If we do not achieve our expected margins or suffered losses on one or more of these contracts, this could reduce our income or cause us to incur a loss.

Although projects in our Order Book represent business that we consider firm, cancellations or scope adjustments may occur. Due to changes in project scope and schedule, we cannot predict with any certainty when or if the projects in our Order Book will be performed and will generate revenue. In addition, even where a project proceeds as scheduled, it is possible that contracting parties may default and fail to pay amounts owed or dispute the amounts owed to us. There may also be delays associated with collection of receivables from clients. Any delay, cancellation or payment default could adversely affect our cash flow position, revenues or profits, and adversely affect our business. If we do not achieve expected turnover, margins or suffer losses or termination or cancellation of one or more of these contracts, we may incur losses or our total income could be adversely affected. Investors are cautioned against placing undue reliance on the information relating to our Order Book included in this Information Memorandum.

***14. We may be subject to increase in operation and maintenance costs to comply with industry and regulatory specifications and standards, which may adversely affect our business, cash flows and results of operations.***

Our concession agreements typically specify certain operation and maintenance standards and specifications to be met by us while undertaking our operation and maintenance activities. These specifications and standards require us to incur operation and maintenance costs on a regular and periodic basis. The operation and maintenance costs of our projects



may increase due to factors beyond our control, including, among others:

- changes in the required standards of maintenance or road safety applicable to our projects prescribed by the relevant regulatory authorities;
- requirements to restore our projects in the event of any landslides, floods, road subsidence, other natural disasters accidents or other events causing structural damage or compromising safety;
- unanticipated increases in construction material costs or unavailability of specific construction materials;
- requirements to adopt new and expensive construction methodologies;
- higher axle loading, traffic volume or environmental stress leading to more extensive or more frequent heavy repairs or maintenance costs;
- increases in electricity tariff rates or other fuel costs resulting in an increase in the cost of energy;
- increases in the cost of labour; and
- adverse weather conditions.

In the event that our costs increase, we may be unable to offset such increases with higher revenues by increasing toll fees. As such, an inability to change the terms and conditions, including the toll fees during the concession period may adversely affect our operational and financial flexibility. Any significant increase in operation and maintenance costs beyond the amounts budgeted for by us, or any failure to meet quality standards, may reduce our profits, could expose us to penalties imposed by the concessioning authorities and could have an adverse effect on our business, results of operations and financial condition.

***15. Our ability to negotiate the standard form of contracts for BOT projects may be limited and certain unusual or onerous provisions may be imposed on us.***

Our BOT project agreements are typically with Central or state government entities and we have limited ability to negotiate the terms of these contracts. The concession agreements that we have entered into with the NHAI are based on a model concession agreement prescribed by the NHAI, which provides for a fixed term concession with no provisions for renewal of the concession agreement after the expiry of the term. Further, the model concession agreement imposes certain onerous provisions on the concessionaire in relation to minimum shareholding requirement, construction of competing roads by the Government and/or the concessioning authority, compliance with operation and maintenance requirements and substitution of the concessionaire by the NHAI and the senior lenders in the event of any default under the project documents and financing documents, which may limit our flexibility in carrying out our business.

The form of the concession agreement has only evolved in the last decade and there is limited guidance available on the interpretation of a number of the terms and conditions of such concession agreements. In addition, certain terms of the concession agreements are untested and accordingly, their interpretation by the NHAI or the relevant concessioning authority may be different from ours. In the event that the interpretation of such concession agreements is unfavourable to us, our business and results of operations may be adversely affected. If we are unable to comply with the unusual or onerous provisions which we have agreed to, our business, results of operations and financial condition may be adversely affected.

***16. Our Company and certain of our Subsidiaries are involved in legal proceedings, which if determined against such parties may have an adverse effect on our reputation, business and results of operations.***

We are involved in several legal proceedings and claims in India. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. Such legal proceedings against the Company amongst others include disputes relating to non-payment of contractual dues, arbitral proceedings relating to the concession agreements, tax proceedings, Public Interest Litigations, writ petitions and cases related to land acquisition for our projects.

Our Subsidiaries are also involved in legal proceedings, including civil and tax proceedings, which are pending at different levels of adjudication before various courts and tribunals. We cannot assure you that these legal proceedings will be decided in favor of us or our Subsidiaries. In addition, should any new developments arise, such as a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial

statements, which could increase our expenses and our liabilities. Any adverse decision may have an adverse effect on our reputation, business and results of operations.

***17. We may be subject to various warranty and indemnity claims and remedial and other costs relating to our projects.***

With respect to our road BOT projects, we may be subject to claims resulting from defects arising from workmanship, procurement and/or construction services provided by us within the applicable defect liability periods under the various project documents. Actual or claimed defects in equipment procured and/or construction quality could give rise to claims, liabilities, costs and expenses relating to loss of life, personal injury, damage to property, equipment and facilities or suspension of operations. Our policy of covering these risks through contractual limitations of liability, indemnities and insurance may not always be effective. A failure to meet quality standards could expose us to the risk of liability claims during the project execution period when our obligations are typically secured by performance guarantees, and during the defects liability period, which typically range from 12 months to 60 months from the completion of work under EPC contracts. Certain of our concession agreements also include a defects liability period that lasts for 120 days for BOT Projects and 60 days for Mumbai Pune Project from the termination of the respective concession agreement. Any defects in our work could also result in customer claims for damages. In defending such claims, we could incur substantial costs and be subject to adverse publicity. Management resources could be diverted away from the day to day running of our business towards defending such claims. In the event that any defects are not rectified to the satisfaction of our clients, the clients may decide not to return part or all of the retention monies under the project documents. Additionally, project documents may stipulate unlimited liability arising out of work defects.

Our road BOT agreements provide that, following the concession period, fee booths and offices are required to be handed over to the relevant government entity in an acceptable condition, and there can be no assurance that we will not incur additional costs in ensuring that such fee booths and offices are handed over in an acceptable condition.

The operation and maintenance of road projects under concession agreements involves many operational risks, including labor disputes, as well as the breakdown or failure of equipment and processes. Our concession agreements require us to provide a performance bond, usually in the form of a bank guarantee, in connection with the completion of our projects within the scheduled time period. In the event the work is not completed within the scheduled time period, we are liable for liquidated damages in accordance with the terms of the concession agreement. Further, such liquidated damages payable by us may be adjusted against the relevant performance bond that we have provided. Similarly, if the Project SPVs do not maintain road projects in accordance with standards as agreed between the parties, the Government, the NHAI or the relevant state government may, at its own cost, remedy any defects, with the Project SPV being required to reimburse the Government, the NHAI or the state government for such costs.

Further, the indemnification provisions in our project agreements are very broad. We may be required to indemnify certain government entities from the commencement of work on a project to the handing over of the project facility against all claims by any parties resulting from damages, accident or any other reason whatsoever to persons or vehicles using the relevant project roads.

If we incur any of the aforementioned liabilities or costs or are required to pay damages or reimburse governmental or other entities, our business, results of operations and financial condition may be adversely affected.

***18. Our road BOT projects may be terminated prematurely under certain circumstances.***

A concession may be revoked by the concessioning authority for a variety of reasons, including but not limited to, one or more of the following:

- failure to comply with prescribed minimum shareholding requirements;
- failure to complete pending items listed in the provisional completion certificate within the prescribed time;
- failure to participate in or match the bid of the successful bidder in the event of any proposed augmentation of capacity of the existing toll road;
- failure to augment the capacity of the project if the average daily traffic exceeds the traffic capacity for which the project was designed for in an accounting year and continues to exceed such capacity for the next three

- accounting years;
- failure to make any payments, including negative grants, to the concessioning authority in a timely manner;
- failure to comply with operational or maintenance standards;
- temporary or permanent halt of operations at the relevant project;
- occurrence of an event of default under financing documents where the lenders have recalled all or a portion of the loan;
- continuation of a force majeure event, act of war, expropriation or compulsory acquisition of any project assets by the Central or state government, industrial strikes and public agitation, beyond a specified time; and
- failure by the relevant Project SPV to comply with any other material term of the relevant concession agreement.

If our concession agreements are terminated by the concessioning authority due to a default by the Project SPV, we may be exposed to additional liability. Further, if the concession agreement is terminated by the Project SPV due to a default by the concessioning authority, the Project SPV is entitled to receive termination payments from the concessioning authority in accordance with the terms of the relevant concession agreement. We cannot assure you that the concessioning authority will make such termination payments in time, or at all. Further, we cannot assure you that the termination payments from the concessioning authority, if any, will be adequate to enable our Company to recover its investments in the Project SPVs. If the concession agreements are terminated prematurely, our business, results of operations and financial condition could be adversely affected.

***19. We are subject to restrictive covenants under our concession agreements that could limit our flexibility in managing our business or projects.***

The concession agreements that we have entered into with the concessioning authorities for our projects contain one or more restrictive covenants and obligations, such as:

- requirement for the consent of the concessioning authority to undertake certain actions including amendment, modification or replacement of project agreements, creation of encumbrance or security interest, selection or replacement of contractors;
- payment of liquidated damages to the concessioning authority in certain cases;
- minimum shareholding requirements, including transfer restrictions on the equity shares of the Project SPV holding and operating the project;
- setting up of escrow arrangements for toll proceeds;
- construction of additional and competing toll roads by the concessioning authorities or the Government or state governments without our consent;
- ability of the concessioning authority to change the scope of the project;
- periodic operations and maintenance obligations;
- indemnity to the concessioning authority for certain actions;
- termination of our concession agreement by the lenders and the concessioning authority in the event of default; and
- the step in rights of lenders and the relevant concessioning authority.

The concession agreements also contain provisions that mandate substitution clauses in the project agreements. Such substitution clauses allow the concessioning authority to step in to project agreements in place of the Project SPV in the event of suspension or termination of the concession agreements due to a breach or default by such Project SPV. The concession agreements also provide that the lenders to Project SPV may substitute the Project SPV with new concessionaires approved by the concessioning authority in the event of a default by the Project SPV under the relevant concession agreements, financing agreements or other project agreements. Additionally, pursuant to a circular dated January 29, 2014 issued by the NHAI, the NHAI or lenders may substitute the Project SPV as well as the selected bidder or the consortium members of the relevant toll road project in the event of a “financial default” by such Project SPV, which includes situations in which the NHAI or lenders have reasons to believe that the Project SPV is likely to face financial distress and is likely to default in the compliance of the terms of the relevant concession agreement. While approving such substitutions, the NHAI may also impose a penalty on the defaulting Project SPV, subject to a cap of 1.0% of the total project cost.

Further, the NHAI has the authority to terminate the concession at any point if in its sole opinion, the deferred premium along with debt due is more than potential fee flows available from the project for the balance period of the concession. The concessionaire is also required to install interoperable electronic toll collection systems at its own costs, and integrate its collection or traffic administration systems with that of the NHAI. Additionally, we may be restricted, in our ability to, among other things, increase toll rates, sell our interests to third parties, undertake expansions and contract with certain third parties. These restrictions may restrict our flexibility in managing our business or projects and could in turn adversely affect our business and prospects.

***20. Our inability to collect receivables from concessioning authorities on time or at all may adversely affect our business, results of operations, financial condition and cash flows.***

There may be delays associated with the collection of receivables from concessioning authorities and other third parties, including Central or state government owned, controlled or funded entities and related parties. We cannot assure you that we will be able to collect our receivables in time or at all which may have an adverse effect on our business, results of operations, financial condition and cash flows.

***21. We are subject to restrictive covenants under our financing agreements that could limit our flexibility in managing our business or to use cash or other assets.***

Various of the financing agreements that we have entered into with certain banks and financial institutions for our borrowings contain certain restrictive covenants, including, but not limited to, requirements that we obtain consent from the lenders prior to:

- Effecting any change in the nature or scope of the project or any change in the financing plan;
- Effecting any change in capital structure (including shareholding pattern);
- Raising any equity or preference share capital;
- Acquiring all or part of the assets of any other person or any class of shares or debentures or partnership interest or similar interest;
- Making any capital expenditure other than permitted investments;
- Making any restricted payments (including payment of dividend, redemption of any shares of any class, prepayment in relation to any indebtedness, payment of interest on unsecured loans, investment in any entity) except as permitted under the financing agreements;
- Creation of any security interest in any of the secured property;
- Incurrence of any other indebtedness other than permitted indebtedness;
- Entering into any partnership, profit-sharing or loyalty agreement;
- Removal of any person exercising substantial powers of management over the affairs of our Company or our Subsidiaries;
- Amending the constitutional documents of our Company or our Subsidiaries;
- Undertaking of any new project or making of any investment or taking any assets on lease;
- Providing guarantees, indemnities or similar assurances in respect of indebtedness of any other person, (other than in the ordinary course of business).

In addition, these restrictive covenants may also affect some of the rights of our shareholders and our ability to pay dividends if we are in breach of our obligations under the applicable financing agreement. Further, in case of any shortfall in project receivables, the relevant Project SPV may need to make good the shortfall from its own sources and/or arrange for the loan to be repaid through revenue shortfall loans from the relevant concession authority. Such financing agreements also require us to maintain certain financial ratios. In the event of any breach of any covenant contained in these financing agreements, we may be required to immediately repay our borrowings either in whole or in part, together with any related costs.

Furthermore, financing agreements also contain cross default provisions which could automatically trigger defaults under other financing agreements. Certain lenders are also entitled to accelerate the repayment of the loans at any time based on the lenders' assessment of the cash flows, subject to any approval required from the concessioning authority.

Further, any downgrading of the credit rating of our Project SPVs by a credit rating agency or any adverse comment from the statutory auditors of such Project SPV may qualify as an event of default under the relevant financing agreements of our Project SPV. Certain financing agreements also provide the banks and financial institutions with the right to convert amounts due into equity in the event of default, with the approval of the relevant concessioning authority. Certain of these banks and financial institutions also have a right to appoint nominee directors under these financing agreements in the event of default. Pursuant to the provisions of certain loan facilities availed of by us, the lenders are entitled to recall the loan at any time on demand or call notice, requiring the borrower to repay (either in full or in part) the amount outstanding on any particular day. Any or all of the above restrictive covenants may restrict our ability to conduct business and any breach thereof may adversely affect our results of operations and financial condition.

***22. Our financing agreements entail interest at variable rates and any increases in interest rates may adversely affect our results of operations, financial condition and cash flows.***

We are susceptible to changes in interest rates and the risks arising therefrom. Our financing agreements entail interest at variable rates with a provision for the periodic reset of interest rates. Currently, a majority of our borrowings are at floating rates of interest. Further, under our financing agreements, the lenders are entitled to change the applicable rate of interest depending upon the policies of the Reserve Bank of India and in the event of an adverse change in our Company's credit risk rating. Further, in recent years, the Government has taken measures to control inflation, which have included tightening monetary policy by raising interest rates. While we have entered into certain interest rate hedging transactions to limit our exposure to interest rate increases in the past, any increase in interest rates may have an adverse effect on our results of operations, financial condition and cash flows.

***23. Infrastructure development projects have substantial capital requirements and we may not be able to raise the required capital for such projects.***

Infrastructure projects are typically capital intensive and require high levels of debt financing. We intend to pursue a strategy of continued investment in infrastructure development projects. Our available financial resources for implementing these projects, based on our internal studies and estimates, may be inadequate and in implementing these project we may face cost overruns due to circumstances beyond our control. The actual amount and timing of future capital requirements may differ from our estimates. If we decide to meet these capital requirements through debt financing, our interest obligations will increase and we may be subject to additional restrictive covenants that may affect our ability to undertake future infrastructure projects.

Although we believe that in the past we have been able to arrange for debt financing for our infrastructure development projects on acceptable terms at the relevant Project SPV level, our ability to continue to arrange for financing on commercially acceptable terms is dependent on numerous factors, including general economic and capital market conditions, availability of credit from banks and financial institutions, investor confidence, the success of our current infrastructure development projects and other factors outside our control. If prevailing conditions in the global and Indian credit and financial markets adversely affect availability of credit leading to an increase in the cost of financing, we may have difficulty accessing the financial markets, which could make it more difficult or expensive to obtain funding. In addition, lenders may require us to invest increased amounts of equity in a project in connection with both additional financing arrangements and the extension of existing financing arrangements.

If we decide to raise additional funds through the issuance of equity or equity-linked instruments, the equity interests of our existing shareholders will be diluted, and may also adversely affect the market price of our Equity Shares. Our ability to raise funds, either through equity or debt, is limited by certain restrictions imposed under Indian law. We cannot assure you that we will be able to raise adequate capital in a timely manner and on acceptable terms or at all. Our failure to obtain adequate financing may result in a delay, scaling back, or abandonment of existing or future projects which in turn may adversely affect our business, results of operations, financial condition and cash flows.

***24. We have high working capital requirements. If we experience insufficient cash flows to meet required payments on our debt and working capital requirements, our business and results of operations could be adversely affected.***

Our business requires a significant amount of working capital for activities including the performance of engineering, construction and other works on projects before we receive payment from our clients. We may need to incur additional

indebtedness in the future to satisfy our working capital needs.

Our working capital requirements may increase if, under certain contracts, payment terms include reduced advance payments or payment schedules that specify payment towards the end of a project or that are less favorable to us. In addition, our working capital requirements may increase if we are required to advance funds to develop projects under fixed price contracts or become involved in lengthy recovery proceedings to recover these amounts from our clients. All of these factors may result in increases in the amount of our receivables and short-term borrowings. Continued increases in working capital requirements may have an adverse effect on our financial condition and results of operations.

It is customary in our business to provide letters of credit, bank guarantees or performance bonds in favor of clients to secure obligations under contracts. If we are unable to provide sufficient collateral to secure the letters of credit, bank guarantees or performance bonds, our ability to enter into new contracts could be limited. Providing security to obtain letters of credit, bank guarantees and performance bonds increases our working capital needs and limits our ability to provide new performance bonds, guarantees, and letters of credit, and to repatriate funds or pay dividends. We may not be able to continue obtaining new letters of credit, bank guarantees, and performance bonds in sufficient amounts to match our business requirements.

***25. Our revenue from our construction and infrastructure development businesses depends upon the award of new contracts and payment terms under such contracts.***

We derive revenue from contracts awarded to us on a project-by-project basis. Generally, it is difficult to determine whether or when we will be awarded a new contract since several potential contracts involve a lengthy and complex bidding and selection process that may be affected by a number of factors, including changes in existing or assumed market conditions, financing arrangements, governmental approvals and environmental matters. Since our revenues are derived primarily from these contracts, our results of operations and cash flows can fluctuate materially from period to period depending on the timing of contract awards.

The uncertainty associated with the timing of contract awards may increase our cost of doing business over a short period or a longer term. For instance, we may decide to maintain and bear the cost of a workforce in excess of our current contract needs in anticipation of future contract awards. If an expected contract award is delayed or not received, we could incur costs in maintaining an idle workforce that may have a material adverse effect on our results of operations. Conversely, reducing our workforce could also impact our results of operations if we are unable to adequately staff projects that are awarded subsequent to a workforce reduction.

Due to the nature of our contracts, we sometimes commit resources to projects prior to receiving advances or other payments from the client in amounts sufficient to cover expenditures on projects as they are incurred by us. Delays in client payments may require us to make a working capital investment. If a client defaults in making its payments on a project on which we have devoted significant resources, or if a project in which we have invested significant resources is delayed, cancelled or does not proceed to completion, it could have a material adverse effect on our results of operations and financial condition.

We account for the expenditure incurred in respect of any additional costs, deviations and delays with respect to a project in the fiscal year in which they are incurred. Further, claims by us in relation to such additional costs, deviations or delays are only accounted for as income in the fiscal year in which we receive an acceptance or evidence of acceptance from the client or an arbitration award in our favor. Often these awards or acceptances are subsequently challenged in court or disputed. While we have in the past been successful in defending any challenges or disputes, we cannot assure you that we will be successful in the future or that any adverse judicial decisions will not have a material and adverse effect on our business, results of operations, financial condition or cash flows.

***26. The road infrastructure sector is intensely competitive and our inability to compete effectively may adversely affect our business, results of operations, financial condition and cash flows.***

We face significant competition for acquisition of projects from a large number of infrastructure and road development companies who also operate in the same regional markets as us. While technical capacity and performance and personnel, as well as reputation and experience, are important considerations in the concessioning authority's decision,

price is a major factor in most tender awards. Once prospective bidders clear the technical requirements of the tender, the contract is usually awarded to the most competitive financial bidder.

Some of our competitors may be larger than us, may have more financial resources or a more experienced management team, or may have more engineering experience in executing certain types of technically complex projects. Further, the premium placed on having experience may cause some of the new entrants to accept lower margins in order to be awarded a contract. As a result, the nature of the bidding process may cause us and our competitors to accept lower margins in order to be awarded the contract. We may also decide not to participate in some projects as accepting such lower margins may not be financially viable and this may adversely affect our competitiveness to bid for and win future contracts. We cannot assure you that we can continue to compete effectively with our competitors in the future, and failure to compete effectively may have an adverse effect on our business, results of operations, financial condition and cash flows.

***27. Our operations and revenue are, currently, primarily concentrated in Maharashtra and other western Indian states and consequently we are exposed to certain risks emanating therefrom. We may not be able to successfully manage some or all of such risks, which may have a material adverse effect on our revenues, profits and financial condition.***

Our operations and revenues are geographically concentrated in Maharashtra, with projects also in other northern, western and southern states including Gujarat, Haryana, Rajasthan, , Karnataka and Uttar Pradesh . Our business is therefore significantly dependent on the general economic condition and activity in the states in which we operate, in particular Maharashtra, and Central, State and local government policies relating to real estate and infrastructure development projects. Although investment in the infrastructure sector in the geographic areas in which we operate has been encouraged, there can be no assurance that this will continue. Should there be a regional slowdown in construction activity or economic activity in these areas or any developments that make construction and infrastructure projects economically less beneficial, the growth of our business, our financial condition and results of operations in the future could suffer. In addition, our business is dependent on construction projects in these states being undertaken or awarded by governmental authorities. If there is a slowdown in the development of construction and infrastructure projects or a decrease in the participation of the private sector in such projects, the growth of our business and results of operations in the future could be materially and adversely affected.

***28. Our ability to complete our projects in a timely manner and operate, maintain and expand our toll roads is subject to performance of our contractors.***

We engage third-party contractors and sub-contractors to perform parts of our contract or provide services or manpower. We do not have control over our contractors day to day performance. We cannot ensure that there will be no delay in performance of duties by our contractors, which may in turn cause a delay in completion of our projects. We may also be exposed to risks relating to the ability of the contractors to obtain requisite approvals for operation and maintenance activities, as well as risks relating to the quality of their services, equipment and supplies. In particular, failure to ensure the reliability and sustainability of toll collectors who are required to man the toll booths continuously may adversely affect the overall level of our net revenue. In addition, under certain of the concession agreements, the consent of the concessioning authority is required for any selection or replacement of an operation and maintenance contractor. Further, under certain of our financing agreements, consent of the lenders is required for replacement of the engineering, procurement and maintenance contractor and operation and maintenance contractor for the project.

Further, while we may sub-contract our construction work and may be indemnified by the sub-contractor for any loss or damage due to their default, we may still be liable for accidents on the projects due to defects in design and quality of construction of our projects during their construction and operation. In addition, we can make no assurance that our contractors or their sub-contractors will continue to hold or renew valid registrations under the relevant labour laws in India or be able to obtain the requisite approvals for undertaking such construction and operation. If our contractors are unable to perform as per their commitments on time or meet the quality standards required, our ability to complete projects could be impaired. Further, if a sub-contractor becomes insolvent, we may be unable to recover damages or compensation for defective work and we may incur additional expenditure as a result of correcting any defective work. Also, we may be required to renegotiate the terms of our agreements with such sub-contractors to ensure that the project is completed in a timely manner. This may have an adverse effect on our reputation, business, results of operations,

financial condition and cash flows.

***29. Our strategy to selectively expand into new geographic areas poses risks. We may not be able to successfully manage some or all of the risks of such an expansion, which may have an adverse effect on our business, results of operations and financial condition.***

We intend to consolidate our position in the roads and highways infrastructure development sector by selectively pursuing suitable opportunities in parts of India in which we currently have no or only limited operations, in order to expand our current portfolio and gradually reduce our dependence on any particular zone in the country. However, we may not gain acceptance or be able to take advantage of any expansion opportunities outside our current markets. This may place us at a competitive disadvantage and limit our growth opportunities. We face additional risks if we undertake projects in other geographic areas in which we do not possess the same level of familiarity as competitors. If we undertake projects of different size or style than those currently being developed, we may be affected by various factors, including but not limited to:

- Adjusting our construction methods to different geographic areas;
- Obtaining the necessary construction materials and labor in sufficient amounts and on acceptable terms;
- Obtaining necessary governmental and other approvals in time or at all;
- Failure to realize expected synergies and cost savings;
- Attracting potential clients in a market in which we do not have significant experience; and
- Cost of hiring new employees and absorbing increased infrastructure costs.

We may not be able to successfully manage some or all of the risks of such an expansion, which may have a material adverse effect on our business, results of operations and financial condition.

***30. We are dependent on a number of key personnel, including our senior management, and the loss of or our inability to attract or retain such persons could adversely affect our business, results of operations and financial condition.***

Our performance depends largely on the efforts and abilities of our senior management and other key personnel. We cannot assure you that we will be able to retain these employees or find adequate replacements in a timely manner, or at all. In terms of our concession agreements, we are required to employ qualified and trained employees for operating each project. We may take a long period of time to hire and train replacement personnel when skilled personnel terminate their employment. We may also be required to increase our levels of employee compensation more rapidly than in the past to remain competitive in attracting the skilled employees that our business requires. The loss of the services of such persons could have an adverse effect on our business, results of operations and financial condition. The continued operations and growth of our business is dependent upon our ability to attract and retain personnel who have the necessary and required experience and expertise. Competition for qualified personnel with relevant industry expertise in India is intense due to the scarcity of qualified individuals in the toll road business. A loss of the services of our key personnel could adversely affect our business, results of operations and financial condition.

***31. Our results of operations could be adversely affected by strikes, work stoppages or increased wage demands by employees as well as due to unavailability of a sufficient pool of contract labor.***

Our employees are currently not represented by any labor union. While we consider our current labor relations to be good, there can be no assurance that future disruptions will not be experienced due to disputes or other problems with our work force, which may adversely affect our business and results of operations.

We are also dependent on the availability of a sufficient pool of contract labor to execute our infrastructure development and construction projects. Some of our contracts provide that a significant percentage of the aggregate number of unskilled laborers employed for the relevant project must be sourced from within the district in which the work site is located. If the requisite number of contract labor is not available within such district, we may employ the rest from outside the district, with the permission of the relevant government entity. The number of contract laborers employed by us varies from time to time based on the nature and extent of work contracted to independent contractors. We enter into contracts with independent contractors to complete specified assignments. All contract laborers engaged at our



projects are assured minimum wages that are fixed by the relevant state governments. Any upward revision of wages required by such state governments to be paid to such contract laborers may adversely affect our business and results of our operations.

***32. We are exposed to significant construction risks with respect to our fixed-price EPC contracts.***

Substantially all the construction work undertaken by us in the roads and highways sector for BOT projects is currently executed by our Company or our Subsidiary MRMPL, typically on a fixed-price basis. Under the terms and conditions of such fixed-price contracts, we generally agree a fixed price for providing EPC services for the part of the project contracted to us, subject, however, to contract variations pursuant to changes in the client's project requirements and escalation clauses relating to increases in the prices of raw materials. The actual costs incurred by us in connection with the execution of a fixed-price contract may, however, vary from the assumptions underlying our bid for several reasons, including:

- unanticipated changes in engineering design of the project;
- inaccurate drawings and technical information provided by clients on which bids were based;
- unforeseen design and engineering construction conditions, site and geological conditions, resulting in delays and increased costs;
- inability by the client to obtain requisite environmental, railway and other approvals;
- delays in handing over the required right of way over the project site by the concessioning authority;
- delays associated with the delivery of equipment and materials to the project site;
- unanticipated increases in equipment costs;
- delays caused by local and seasonal weather conditions; and
- suppliers' or sub-contractors' failure to perform their obligations in a timely manner.

Under all contracts, we agree to provide certain construction activities at a rate specified in the relevant bill of quantity. The bill of quantity is an estimate of the quantity of activities involved and these quantities may be varied by the parties during the course of the project. Although the additional costs associated with actual quantities exceeding estimated quantities may not pass to us entirely, we however bear the risk associated with actual costs for construction activities exceeding the agreed upon rate, unless these contracts contain price escalation clauses. Our contracts specifically provide that no price variation is permitted in the construction cost beyond price escalation clauses.

Unanticipated costs or delays in performing part of the contract can have compounding effects by increasing costs of performing other parts of the contract. These variations and the risks generally inherent to the construction industry may result in our profits being different from those originally estimated and may result in us experiencing reduced profitability or losses on projects. Depending on the size of a project, these variations from estimated contract performance could have a significant effect on our results of operations.

***33. Our insurance coverage may not adequately protect us against all material hazards.***

Our insurance coverage primarily includes all risk insurance policies, fire insurance, personal accident coverage insurance, money insurance, workmen's compensation policies, plant and machinery insurance as well as transit insurance. Under most of our concession agreements, we are required to obtain insurance for the project undertaken by us. While we believe that the insurance coverage which we maintain would be reasonably adequate to cover the normal risks associated with the operation of our business and that we are in compliance with the requirements of the concession agreements, we cannot assure you that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, or that we have taken out sufficient insurance to cover all material losses. Further, we may not have obtained insurance cover for some of our projects that do not require us to maintain insurance.

To the extent that we suffer loss or damage for which we did not obtain or maintain insurance, and which is not covered by insurance or exceeds our insurance coverage, the loss would have to be borne by us and our results of operations, cash flows and financial performance could be adversely affected.

***34. An inability to obtain or maintain approvals or licenses required for our operations may adversely affect our***

***operations.***

We require certain statutory and regulatory approvals, licenses, registrations and permissions, and relevant applications need to be made at the appropriate stages to various government authorities. There can be no assurance that the relevant authorities will issue these approvals or licenses, or renewals thereof in a timely manner, or at all. On our projects, government delays may delay financial closure within the prescribed time limits, delay locking in an interest rate under loan agreements, or compliance with prescribed time limits for achieving the scheduled completion date specified in project documents. As a result, we may not be able to execute our business plan as planned. An inability to obtain or maintain approvals or licenses required for our operations may adversely affect our operations.

Further, government approvals, licenses, clearances and consents are often also subject to numerous conditions, some of which are onerous and may require significant expenditure. If we fail to comply, or a regulator claims that we have not complied with these conditions, we may not be able to commence or continue work or operate these projects.

***35. Compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect our business, results of operations, financial condition and cash flows.***

As an infrastructure and development company, we are required to comply with various laws and regulations relating to the environment, health and safety. Our project operations are subject to local environmental laws and regulations including the Environment (Protection) Act, 1986, Air (Prevention and Control of Pollution) Act, 1981 and Water (Prevention and Control of Pollution) Act, 1974. We may incur substantial costs in complying with environmental laws and regulations. We cannot assure you that compliance with such laws and regulations will not result in delays in completion of construction work or a material increase in our costs, or otherwise have an adverse effect on our business, results of operations, financial condition and cash flows.

The scope and extent of any new environmental, health and safety regulations, including their effect on our operations and cash flows, cannot be predicted with certainty. The costs and management time required to comply with these requirements could be significant. The measures we implement in order to comply with these new laws and regulations may not be deemed sufficient by government authorities and our compliance costs may significantly exceed our estimates. If we fail to meet environmental, health and safety requirements, we may also be subject to administrative, civil and criminal proceedings by government authorities, as well as civil proceedings by environmental groups and other individuals, which could result in substantial fines and penalties against us as well as orders that could limit or halt our operations. We cannot assure you that we will not become involved in future litigation or other proceedings or be held responsible in any such future litigation or proceedings relating to safety, health and environmental matters in the future. Clean-up and remediation costs, as well as damages, payment of fines or other penalties, other liabilities and related litigation, could adversely affect our business, prospects, financial condition and results of operations.

***36. We are and will continue to be controlled by our Promoters and there may be potential conflicts of interest between our Company and our Promoters.***

As on March 31, 2020, our Promoter and Promoter Group hold 20,27,47,605 equity shares in aggregate, representing 57.69% of the Company's equity share capital and will continue to exercise significant control over us. Further, our Promoters are required to hold at least 51% of the equity share capital of our Company during the term of certain loan facilities availed by our Company. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders, such as actions which delay, defer or cause a change of our control or a change in our capital structure, merger, consolidation, takeover or other business combination involving us, or which discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of us. We cannot assure you that our Promoters will act in our interest while exercising their rights in such entities. Further, we cannot assure you that there will not be a conflict in interest between our Company and our Subsidiaries on the one hand and our Promoters on the other, or any other companies in which our Promoters invest in the future.

***37. We have filed claims before the NHAI, other concessioning authorities and government entities in relation to***

***certain disputes arising out of our projects, which are still pending.***

We have filed claims before the NHAI, other concessioning authorities and government entities in relation to certain of our projects, which are currently pending and we cannot assure you that the outcome of the proceedings will be in our favour and will not have an adverse effect on our business, results of operations and financial condition.

***38. Our business is subject to seasonal and other fluctuations that may affect our cash flows and business operations.***

Our business and operations are affected by seasonal factors, which may require the evacuation of personnel, suspension or curtailment of operations, resulting in damage to construction sites or delays in the delivery of materials. In particular, the monsoon season in the second quarter of each financial year may restrict our ability to carry on activities related to our “under construction” projects and fully utilize our resources. This may result in delays to our contract schedules and reduce our productivity. During periods of curtailed activity due to adverse weather conditions, we may continue to incur operating expenses but our project related activities may be delayed or reduced. Such delays or reductions in activities may have an adverse effect on our business, results of operations and financial condition.

***39. We have entered into and may in the future enter into related party transactions. There can be no assurance that we could not have achieved more favourable terms if such transactions had been entered into with third parties.***

We have in the course of our business entered into, and will continue to enter into, transactions with related parties. While we believe that all of our related party transactions are on arm’s length terms and in compliance with applicable law, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. Further, the transactions we have entered into, and any future transactions with our related parties have involved or could potentially involve conflicts of interest which may be detrimental to the Company. We cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our business, results of operations and financial condition, including because of potential conflicts of interest or otherwise.

***40. The cost of implementing new technologies for collection of tolls and monitoring our projects could be significant and could adversely affect our results of operations, cash flows and financial condition.***

Our future success will depend in part on our ability to respond to technological advances and emerging standards and practices on a cost effective and timely basis. In addition, rapid and frequent technology and market demand changes can often render existing technologies and equipment obsolete, requiring substantial new capital expenditures or write-down of assets. Our failure to successfully adopt such technologies in a cost effective and a timely manner could increase our costs. Additionally, government authorities may require adherence with certain technologies in the execution of projects and we cannot assure that we would be able to implement the same in a timely manner, or at all.

***41. We have a limited operating history in the real estate and airport development business, which may make it difficult for you to assess our past performance and future prospects.***

We own certain parcels of land situated in Mouje Taje and Mouje Pimploli in Pune and are also developing a greenfield airport project at Sindhudurg, Maharashtra. Our business has historically been concentrated in the roads and highways infrastructure development sectors and we cannot assure you that we will be able to execute or operate these projects in a timely or cost effective manner, or at all. Our limited operating history may adversely affect our ability to implement our growth strategies, and may make it difficult for you to evaluate our past performance and future prospects. Prospective investors should accordingly consider our future prospects in these businesses in light of the risks and the challenges encountered by a company with a limited operating history. We cannot assure you that we will be able to successfully meet the challenges, uncertainties, costs and difficulties encountered by us or that we will attain our objectives successfully. Our limited operating history in the real estate and airport development business makes it difficult to predict our future prospects and financial performance.

#### **Risks relating to our Wind Energy Business**

***42. We are relatively new to the wind power business and are entirely dependent on one customer. If our wind turbine***

***generators do not operate as planned, we may incur increased costs and our revenues may be adversely affected.***

We have limited experience in the wind power industry and cannot assure you that we will be successful in our wind power business. We could encounter risks in our wind power business because of our lack of knowledge regarding the operation of the wind turbine generators and cannot assure you that we will adequately be able to foresee the risks that relate to our wind power business.

Currently our wind energy business is entirely dependent on one sole customer, Jodhpur Vidyut Vitran Nigam Limited (“JVNL”), which is a state government owned and controlled entity. We entered into a power purchase agreement on September 15, 2008 with JVNL and Suzlon Energy Limited for the sale of electricity for a period of 20 years to JVNL. Pursuant to the terms of the power purchase agreement, the power tariffs are set by the Rajasthan Electricity Regulatory Commission, and as such the rates may not be reflective of the efficiencies of our business. Any failure on the part of JVNL to fulfill its obligations under the power purchase agreement with us or any inability to enforce the terms of such power purchase agreement against JVNL, or any adverse changes to tariff regulations, would have an adverse effect on our income, business prospects and results of operations. Although the power purchase agreement may be extended by mutual consent, there can be no assurance that such extension will take place. We cannot assure you that once the existing power purchase agreement expires, or is terminated for whatsoever reason, we will be able to establish new off-take arrangements for our wind power generation facilities on terms acceptable to us, or at all, which could adversely affect our business and results of operations.

Further, we are required under the power purchase agreement to guarantee certain minimum performance standards. The operation of power plants involves many operational risks, including the breakdown or failure of generation equipment or other equipment or processes, labor disputes, and operating performance below expected levels. The viability of wind power projects is primarily dependent on the wind patterns at project sites conforming to the patterns that had previously been used to determine the suitability of these sites for wind power projects. Any changes in wind patterns at the site of our wind power project could adversely affect electricity generation and our wind power business.

***43. The decrease in or elimination of Government initiatives and incentives relating to renewable energy sources and in particular to wind energy, may have a material adverse effect on the demand for wind power.***

In recent years, the Government has enacted regulations and has established policies that support the expansion of renewable energy sources, such as wind power. Such support has been a significant contributing factor in the growth of the wind power industry. Support for investments in wind power is provided through fiscal incentive schemes or public grants to the owners of wind power systems, for example through preferential tariffs on power generated by wind turbine generators or tax incentives promoting investments in wind power. There can be no assurance that any such government support will continue at the same level or at all. If direct and indirect government support for wind power is terminated or reduced, this would make producing electricity from wind power less competitive, and demand for our wind power could decrease.

## **External Risks**

### **Risks related to India**

***44. Changing laws, rules and regulations, including changes in legislation or the rules relating to tax regimes, legal uncertainties and the political situation in India may materially and adversely affect our business, financial condition and results of operations.***

Our business and financial performance could be adversely affected by any change in laws or interpretations of existing, or the promulgation of new laws, rules and regulations applicable to us and our business. We cannot assure you that the Government or state governments will not implement new regulations and policies which will require us to obtain additional approvals and licenses from government and other regulatory bodies or impose onerous requirements and conditions on our operations. We cannot predict the terms of any new policy, and we cannot assure you that such policy will not be onerous.

Tax laws and regulations are subject to differing interpretations by tax authorities. Differing interpretations of tax and

other fiscal laws and regulations may exist within governmental ministries, including tax administrations and appellate authorities, thus creating uncertainty and potential unexpected results. The degree of uncertainty in tax laws and regulations, combined with significant penalties for default and a risk of aggressive action, including by retrospective legislation, by the governmental or tax authorities, may result in tax risks in the jurisdictions in which we operate being significantly higher than expected. These events may result in a material, adverse effect on our business, financial condition, results of operations and prospects. Tax authorities in India may also introduce additional or new regulations applicable to our business which could adversely affect our business and profitability.

The Government of India has implemented two major reforms in Indian tax laws, namely the goods and services tax and provisions relating to General Anti-Avoidance Rules. Given the recent implementation of these laws, there can be no assurances as to the manner in which this tax regime will be implemented, which could create uncertainty.

The right to own property in India is subject to restrictions that may be imposed by the Government of India. In particular, the Government of India under the provisions of the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (“**Land Acquisition Act**”) has the right to compulsorily acquire any land if such acquisition is for a “public purpose,” after providing compensation to the owner. However, the compensation paid pursuant to such acquisition may not be adequate to compensate the owner for the loss of such property. The likelihood of such acquisitions may increase as central and state governments seek to acquire land for the development of infrastructure projects such as roads, railways, airports and townships. While the NHAI or the relevant concessioning authority is responsible for the acquisition of the land underlying the toll-road infrastructure projects, any delays or disputes relating to such acquisition could lead to delays and disruptions in the execution of our projects, which would have a material adverse effect on our business, financial condition and results of operations.

The Competition Act, 2002, as amended (the “**Competition Act**”), regulates practices having an appreciable adverse effect on competition in the relevant market in India. The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect on competition in India. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an appreciable adverse effect on competition in India. In the event that that any of the assets proposed to be acquired by us in the future cross the prescribed thresholds, we cannot assure you that we will receive the necessary approvals from the CCI to consummate such transactions. Any prohibition or substantial penalties levied under the Competition Act could materially and adversely affect our financial condition and results of operations. Any adverse impact on our financial condition or operations due to the Competition Act may have a material adverse impact on our business, financial condition, results of operations and prospects.

***45. Significant fluctuations in the price or shortages in supply of crude oil and products derived therefrom, including petrol and diesel fuel, could adversely affect the volume of traffic at the projects operated by us and the Indian economy in general, including the infrastructure sector, which could have an adverse effect on our business and results of operations.***

India imports a significant majority of its requirements of crude oil. Crude oil prices are volatile and are subject to a number of factors, including the level of global production and political factors, such as war and other conflicts, particularly in the Middle East, where a substantial proportion of the world’s oil reserves are located. For instance, crude oil prices have been particularly volatile so far in 2020 due to political disagreements between Saudi Arabia and Russia and the impact of COVID-19 on demand. Any significant increase in the price of or shortages in the supply of crude oil could adversely affect the volume of traffic at the projects operated by us and adversely affect the Indian economy in general, including the infrastructure sector, which could have an adverse effect on our business and results of operations.

***46. Our business is dependent on economic growth in India.***

Our performance is dependent on the health of the overall Indian economy. There have been periods of slowdown in the economic growth of India, including currently due to COVID-19. India’s economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates, and annual rainfall which affects agricultural production. In the past, economic slowdowns have harmed industries including the road infrastructure sector. The current and any future slowdown in the Indian economy could harm our business, results of operations and financial condition.

***47. If the rate of Indian price inflation increases, our results of operations and financial condition may be adversely affected.***

An increase in inflation in India could cause a rise in the cost of transportation, wages, raw materials or any other expenses. If this trend continues, we may be unable to reduce our costs or pass our increased costs on to our customers and our results of operations and financial condition may be adversely affected.

***48. Our performance is linked to the stability of policies and the political situation in India.***

The Government and state governments have traditionally exercised, and continue to exercise, a significant influence over many aspects of the economy. Our business, and the market price and liquidity of the Debentures, may be affected by interest rates, changes in government policy, taxation, social and civil unrest and other political, economic or other developments in or affecting India.

Since 1991, successive Governments have pursued policies of economic liberalisation and financial sector reforms. However, the recent COVID-19 pandemic has impacted of domestic and global markets, economies and institutions, and may lead to countries (including India) adopting a protectionist approach. Any significant change in the government's policies in the future could affect business and economic conditions in India and could also adversely affect our business, financial condition and results of operations.

Any political instability in India may adversely affect the Indian securities markets in general, which could also adversely affect the trading price of the Debentures. Any political instability could delay the reform of the Indian economy and could have an adverse effect on the market for the Debentures. The rate of economic liberalisation could change, and specific laws and policies affecting companies in the road infrastructure sector, foreign investment, currency exchange rates and other matters affecting investment in our securities could change as well. A significant change in India's economic liberalisation and deregulation policies could disrupt business and economic conditions in India and thereby affect our business.

***49. Financial instability in Indian financial markets could adversely affect our results of operations and financial condition.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries, including India. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. The COVID-19 pandemic may cause a prolonged global economic crisis or recession. Financial disruptions may occur again and could harm our results of operations and financial condition.

***50. Our ability to raise foreign capital may be constrained by Indian law.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currencies. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financings on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that any required regulatory approvals for borrowing in foreign currencies will be granted to us without onerous conditions, or at all. Limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

***51. Any downgrading of India's debt rating by a domestic or international rating agency could adversely affect our ability to obtain financing and, in turn, our business and financial performance.***

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit

ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the value of the Debentures.

***52. The occurrence of natural or man-made disasters could adversely affect our results of operations and financial condition.***

The occurrence of natural disasters, including cyclones, storms, floods, earthquakes, tornadoes, fires, explosions, pandemic disease and man-made disasters, including acts of terrorism and military actions, could adversely affect our results of operations or financial condition, including in the following respects:

- A natural or man-made disaster, could result in damage to our assets or losses in our projects, or the failure of our counterparties to perform, or cause significant volatility in global financial markets.
- Pandemic disease, caused by a virus such as COVID-19, H5N1, the “avian flu” virus, the Ebola virus, or H1N1, the “swine flu” virus, could have a severe adverse effect on our business.
- Political tension, civil unrest, riots, acts of violence, situations of war or terrorist activities may result in disruption of services and may potentially lead to an economic recession and/or impact investor confidence.

**Risks relating to the Issue**

***53. Taxation in relation to Debentures.***

Potential purchasers and sellers of the Debentures should be aware that they may be required to pay stamp duties or other documentary charges/taxes in accordance with the laws and practices of India. Payment and/ or delivery of any amount due in respect of the Debentures will be conditional upon the payment of all applicable taxes, duties and/or expenses.

Potential Investors, who are in any doubt as to their tax position should consult their own independent tax advisers. In addition, potential Investors should be aware that tax regulations and their application by the relevant taxation authorities change from time to time. Accordingly, it is not possible to predict the precise tax treatment which will apply at any given time.

***54. The Debentures may be illiquid.***

It is not possible to predict if and to what extent a secondary market may develop in the Debentures or at what price the Debentures will trade in the secondary market or whether such market will be liquid or illiquid. If so specified in this Information Memorandum, application has been made to list or quote or admit to trading the Debentures on the stock exchange or quotation system(s) specified. If the Debentures are so listed or quoted or admitted to trading, no assurance is given that any such listing or quotation or admission to trading will lead to greater liquidity than if they were not so listed or quoted or admitted to trading. The listing of the Debentures is subject to receipt of the final listing and trading approval from the Stock Exchange.

The Issuer may, but is not obliged to, at any time purchase the Debentures at any price in the open market or by tender or private agreement. Any Debentures so purchased may be resold or surrendered for cancellation. The more limited the secondary market is, the more difficult it may be for holders of the Debentures to realize value for the Debentures prior to redemption of the Debentures.

***55. Downgrade in credit rating***

India Ratings and Research Private Limited (Ind-Ra) has assigned a credit rating of “Ind A+” to the proposed issuance of NCDs aggregating to Rs. 1500 crores in one or more tranches (including pursuant to the Issue). The credit rating has been issued based on certain assumptions. Also see the credit rating rationale enclosed as **Annexure 2**. The Issuer cannot guarantee that these rating will not be downgraded. Such a downgrade in the credit rating would increase borrowing costs and constrain our access to capital and lending markets and, as a result, could adversely affect our

business, financial condition and results of operations. In addition, downgrades of such credit rating could increase the possibility of additional terms and conditions being added to any new or replacement financing arrangements.

***56. Future legal and regulatory changes.***

Future government policies and changes in laws and regulations in India and comments, statements or policy changes by any regulator, including but not limited to SEBI or RBI, may adversely affect the Debentures. The timing and content of any new law or regulation is not within the Issuer's control and such new law, regulation, comment, statement or policy change could have an adverse effect on market for and the price of the Debentures. Further, regulatory authorities may require clarifications on this Information Memorandum, which may cause a delay in the issuance of Debentures or may result in alteration of the terms of the Debentures.

***57. Debentures may not be a suitable investment for all investors.***

Each prospective investor in the Debentures must determine the suitability of that investment in light of its own circumstances. In particular, each potential investor should:

- have sufficient knowledge and experience to make a meaningful evaluation of the relevant Debentures, the merits and risks of investing in the relevant Debentures and the information contained or incorporated by reference in this Information Memorandum or any applicable supplement;
- have access to, and knowledge of, appropriate analytical tools to evaluate, in the context of its particular financial situation, an investment in the relevant Debentures and the impact such investment will have on its overall investment portfolio;
- have sufficient financial resources and liquidity to bear all of the risks of an investment in the relevant Debentures, including where principal or interest is payable in one or more currencies, or where the currency for principal or interest payments is different from the potential investor's currency;
- understand thoroughly the terms of the relevant Debentures and be familiar with the behavior of any relevant indices and financial markets; and
- be able to evaluate (either alone or with the help of a financial adviser) possible scenarios for economic, interest rate and other factors that may affect its investment and its ability to bear the applicable risks.



## **REGULATORY DISCLOSURES**

### **1) ISSUER INFORMATION**

#### **(a) About the Issuer**

<b>Name</b>	IRB Infrastructure Developers Limited
<b>CIN</b>	L65910MH1998PLC115967
<b>Registered office</b>	11th Floor/1101 Hiranandani Knowledge Park, Technology Street, Hill Side Avenue, Powai, Mumbai – 400 076
<b>Corporate Office</b>	3 <sup>rd</sup> Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (East), Mumbai – 400 072
<b>Company Secretary and Compliance Officer</b>	Mr. Mehul Patel Company Secretary & Compliance Officer IRB Infrastructure Developers Limited 11th Floor/1101 Hiranandani Knowledge Park, Technology Street, Hill Side Avenue, Powai, Mumbai –400 076 Tel: + 91 22 6733 6400; Fax: + 91 22 6733 6440 E-mail: <a href="mailto:grievances@irb.co.in">grievances@irb.co.in</a>
<b>Chief Financial Officer</b>	Mr. Anil Yadav Group Chief Financial Officer IRB Infrastructure Developers Limited 11th Floor/1101 Hiranandani Knowledge Park, Technology Street, Hill Side Avenue, Powai, Mumbai –400 076 Tel: + 91 22 6733 6400;
<b>Debenture Trustee</b>	IDBI Trusteeship Services Limited Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400 001 Tel No.: +91 22 4080 7000 Fax No.: + 91 22 6631 1776 Email: <a href="mailto:itsl@idbitrustee.com">itsl@idbitrustee.com</a> Contact Person: Naresh Sachwani
<b>Registrar and Transfer Agent</b>	<b>KFIN Technologies Pvt. Ltd.</b> (formerly known as Karvy Fintech Pvt Ltd) Selenium Tower- B, Plot No 31 & 32 Gachibowli, Financial District Nanakramguda, Serilingampally, Hyderabad, Telangana - 500032. Hyderabad – 500 032 <b>Tel:</b> +91 40 6716 2222 <b>Fax:</b> +91 40 2343 1551
<b>Credit Rating Agency for the Debentures</b>	India Ratings and Research Private Limited Wockhardt Tower, Level 4, West Wing, Bandra Kurla Complex, Bandra (E), Mumbai 400051 Tel: +91 22 4000 1700 Fax: +91 22 4000 1701
<b>Auditors of the Issuer</b>	<ul style="list-style-type: none"><li>• <u>M/S. Gokhale &amp; Sathe, Chartered Accountants:</u> 308/309, Udyog Munder No 1, 7-C Bhagoji Keer Marg, Mahim, Mumbai -400016</li><li>• <u>B S R &amp; Co. LLP, Chartered Accountants:</u> Lodha Excelus, 5th Floor, Apollo Mills Compound, N.M. Joshi Marg,</li></ul>

	Mahalakshami, Mumbai-400011.
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**(b) Brief summary of Business/Activities of the Issuer and its line of Business**

**i. Overview:**

We are one of the largest infrastructure development and construction companies in India in terms of net worth in the roads and highways sector according to the NHAI's annual prequalification for public private partnerships in national highway projects report for 2016. Our Build Operate and Transfer ("**BOT**") infrastructure development business involves the construction, development, operation, and maintenance of road projects. We currently have 13 road BOT projects, of which 8 are "operational" and 5 are "under construction", and 1 HAM Project which is "under construction".

All of our road BOT projects are implemented and held through special purpose vehicles ("**Project SPVs**"). We are involved in the design, development, construction, operation and maintenance of national and state highways and roads in the states of Maharashtra, Uttar Pradesh, Gujarat, Rajasthan, Haryana and Karnataka.

Our construction business complements our BOT infrastructure development business and involves engineering, procurement, and construction ("**EPC**") work for construction projects on a contract basis, including in the roads and highways sector. In addition, we are currently developing a greenfield airport project in Sindhudurg, Maharashtra. We also have a presence in the wind power business, through our Subsidiary, MRMPL.

We believe that our large fleet of sophisticated construction equipment and our employee resources, along with our engineering skills and capabilities, enable us to implement modern infrastructure and construction methodologies effectively and efficiently.

We generate revenues primarily from toll collection from our road BOT projects and our EPC activities. Our total revenue was Rs. 7047.2 crores and Rs. 6902.6 crores for the financial year 2020 and 2019, respectively. Profit after tax was Rs. 720.9 crores for the financial year 2020 and our profit after tax was Rs. 850.0 crores for the financial year 2019.

Our key projects include the Yashwantrao Chavan Mumbai–Pune Expressway and the NH 4 project and the Ahmedabad Vadodara NH 8 and NE-1. Substantially all the construction work undertaken by us on BOT projects in the roads and highways sector is currently executed by our Subsidiary, MRMPL.

**Milestones achieved by the Issuer since incorporation are mentioned below:**

Year	Event
1995	First venture in BOT (Thane –Bhiwandi Bypass Phase 1 – 25 Kms)
2004	First Project with Upfront payment of Rs. 918 crores, upto that time, paid to MSRDC for Mumbai Pune Expressway and NH 4 in year 2004
2008	Successful launch of IRB Infrastructure Developers Limited IPO raising Rs. 945 crores with an issue price of Rs 185
2009	First ever Airport Project in IRB’s portfolio Greenfield Airport Project in Sindhudurg, Maharashtra
2014	Acquired M.V.R. Infrastructure and Tollways Pvt Ltd
2015	Successfully raised Rs. 440 crores by way of an QIP
2016	Awarded 3 projects for Six Laning of Kishangarh Udaipur Ahmedabad section of NH 8/ 79/ 79A
2017	Launched India’s first ever listed Infrastructure Investment Trust “IRB InvIT Fund” raising ~Rs. 5000 crores
2018	Significant order wins of ~Rs. 9000 crores - 1 BOT and foray into HAM with 3 Projects
2019	Definitive Agreements signed with GIC affiliates for investment of ~Rs. 4,400 crores in 9 BOT Assets
2020	Secured Mumbai Pune Expressway TOT Project

**ii. Corporate Structure**

IRB Infrastructure Developers Limited had the following subsidiaries, joint ventures and associates as on March 31, 2020:

Sl. No.	Name of the Company	Ownership (%)
<b>A.</b>	<b>Subsidiaries (Direct)</b>	
	IRB Ahmedabad Vadodara Super Express Tollway Pvt Ltd	100%
	Thane Ghodbunder Toll Road Pvt Ltd	100%
	ATR Infrastructure Pvt Ltd	100%
	VK1 Expressway Pvt Ltd	100%
	IRB MP Expressway Pvt Ltd (Formerly known as NKT Road and Toll Pvt Ltd)	100%
	Modern Road Makers Pvt Ltd	100%
	IRB Sindhudurg Airport Pvt Ltd	100%
	Aryan Infrastructure Investments Pvt Ltd	100%
	IRB Infrastructure Pvt Ltd	100%

Sl. No.	Name of the Company	Ownership (%)
	Mhaiskar Infrastructure Private Limited	100%
	IRB Kolhapur Integrated Road Development Company Pvt Ltd	100%
	Aryan Hospitality Pvt Ltd	100%
	IRB Goa Tollway Pvt Ltd	100%
	Ideal Road Builders Pvt Ltd	100%
	Aryan Toll Road Pvt Ltd	100%
	IRB PP Project Pvt. Ltd.	100%
	IRB PS Highway Pvt. Ltd.	100%
	MRM Mining Pvt Ltd	100%*
<b>B.</b>	<b>Associate/ Joint Venture</b>	
	IRB Infrastructure Trust**	51%
	Solapur Yedeshi Tollway Ltd	51%
	Yedeshi Aurangabad Tollway Ltd	51%
	Kaithal Tollway Ltd	51%
	IRB Hapur Moradabad Tollway Ltd	51%
	Kishangarh Gulabpura Tollway Ltd	51%
	CG Tollway Ltd	51%
	Udaipur Tollway Ltd	51%
	AE Tollway Ltd	51%
	IRB Westcoast Tollway Ltd	51%
	MMK Toll Road Pvt Ltd	51%

*\*Indirect Subsidiary*

*\*\*IRB Infrastructure Trust is an irrevocable trust set up under the Indian Trusts Act, 1882 and registered with the SEBI as an infrastructure investment trust.*

### **Management Structure**

We have a well-defined operating structure to ensure that the Company is on track to achieve its vision and strategic objectives. Our executive management rests with Mr. Virendra D. Mhaiskar, Chairman and Managing Director. We have a strong, diverse, highly qualified and richly experienced leadership team with a track record of excellence and passion for performance.

Brief particulars of the Directors and senior management of the Company are set forth below.

**Mr. Virendra D. Mhaiskar**  
**Chairman & Managing Director**

Mr. Virendra D. Mhaiskar has a Diploma in Civil Engineering from Shriram Polytechnic, Navi Mumbai. He has hands-on experience of more than 28 years in the construction and infrastructure industry. He spearheads new businesses and executes road construction and BOT projects. He provides overall vision and strategy to the Company.

**Mrs. Deepali V. Mhaiskar**  
**Whole-time Director**

Mrs. Deepali V. Mhaiskar joined the Company in July 1998. She has a Bachelor's degree in Arts (Special) from Gujarat University and has ~21 years of experience in administration and management.

**Mr. Sudhir Rao Hoshing**  
**Joint Managing Director**

Mr. Sudhir Rao Hoshing is a Civil Engineer and a Management graduate with ~33 years in highway and airport construction. Prior to joining IRB, he was CEO of Roads Business in Reliance Infrastructure. He has held key positions with major infrastructure companies, including Punj Lloyd, GMR and Oriental Structural Engineers. He serves on the Executive Board of the International Road Federation (IRF, Indian chapter), the Federation of Indian Chambers of Commerce and Industry (FICCI), the Confederation of Indian Industry (CII) and the National Highways Builders Association (NHBF).

**Mr. Mukeshlal Gupta**  
**Joint Managing Director**

Mr. Mukeshlal Gupta, a Civil Engineer, has over 40 years of experience in the engineering and construction industry. He specialises in designing and executing civil structures and worked for reputed engineering, consulting and design firms. In 2008, he joined Modern Road Makers Private Limited (EPC Arm) as Director – Technical. He has been closely associated with technical monitoring and guiding all projects undertaken by the Company. He is also a life member of the IRC and the Institution of Engineers (India).

**Mr. Chandrashekhar S. Kaptan**  
**Director**

Mr. Chandrashekhar S. Kaptan, BA, LLB, has been a practicing lawyer at the Nagpur Bench of the Bombay High Court since 1975 representing government, semi-government and private institutions primarily in constitutional and civil matters. He was the Senior Standing Counsel for the Union of India during 2001-03 at the Nagpur Bench of the Bombay High Court. He is currently acting as a Special Counsel and a Panel Counsel for the State of Maharashtra.

**Mr. Sunil Talati**  
**Director**

Mr. Sunil Talati, is MCom, LLB, FCA, has more than 33 years of experience in accounts, audit and tax laws. He regularly contributes articles related to tax laws in various financial dailies. He was Vice

President and President of the Institute of Chartered Accountants of India for FY 2006-07 and FY 2007-08, respectively.

**Mr. Sandeep J. Shah**  
**Director**

Mr. Sandeep J. Shah is a member of the Institute of Chartered Accountants of India since August 1983. He joined J. M. Shah & Co. as a partner in 1984. He was a proprietor of J. M. Shah & Co. from 1985 till 2011. From 2011, he is a partner in Shah & Baxi Associates. He is a practising chartered accountant for 36 years. He specialises in company audit and direct tax.

**Mrs. Heena Raja**  
**Director**

Mrs. Heena Raja, is an associate member of the Institute of Chartered Accountants of India. She was associated with Haribhakti and Co. and Fab India Pvt. Ltd. She has wide experience in audit, finance and taxation, as well as possesses good commercial acumen. In 2008, she commenced her own practice as a proprietor of Heena Hiral Raja & Co. (Firm Regn No. 129215W) in direct, indirect tax, auditing and other allied areas. In the year 2019, she has merged her proprietorship firm with other two firms and formed partnership firm in the name of M/s HDO & Associates.

**Mr. Ajay P. Deshmukh**  
*Chief Executive Officer – Infrastructure*

Mr. Deshmukh is responsible for planning, execution, maintenance and toll operations of the Company's construction projects. A Civil Engineer, he has more than 25 years of industry experience.

**Mr. Anil D. Yadav**  
*Group Chief Finance Officer*

Mr. Yadav oversees the Company's accounts, taxation and finance functions. A qualified Chartered Accountant, he has more than 15 years of experience in this field and holds a degree in Law.

**Mr. Mehul N. Patel**  
Company Secretary and Compliance Officer

Mr. Patel is a Company Secretary and is responsible for the corporate, secretarial and statutory compliance functions of the Company. He holds a degree in Law. He has more than 18 years of experience in this field.

**iii. Remuneration of directors (during the current year and last three financial years):**  
(INR in Crores)

Name of Director	FY2020	FY 2019	FY 2018
Virendra D. Mhaikar	16.53	7.5	18.5
Deepali V. Mhaikar	8.19	5.5	16.7
Sudhir Rao Hoshing	3.98	4.4	4.5
Mukeshlal Gupta	-	-	-
Chandrashekar S. Kaptan	0.07	0.062	0.062

Sunil H. Talati	0.04	0.028	0.028
Sandeep J. Shah	0.05	0.042	0.049
Sunil Tandon	0.01	0.014	0.025
Heena Raja	0.02	-	-
Bajrang Lal Gupta	-	-	-
Govind Desai	-	-	-

**iv. Key Operational and Financial Parameters for the last three audited years**

The Company has adopted Indian Accounting Standard (referred to as 'Ind AS') with effect from April 1, 2016; and accordingly, the financial results set out below have been prepared in accordance with the recognition and measurement principles laid down as per Ind AS 34 "Interim Financial Reporting" as prescribed under section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India. Audited consolidated and standalone financial statements of the Company as at and for the financial year ended March 31, 2020 are not available as at the date of this Information Memorandum.

The numbers for the financial years ended March 31, 2020, March 31, 2019 and March 31, 2018 are extracted from the audited financial statements of the Company for such periods.

- **Consolidated balance sheet highlights as at March 31, 2020, March 31, 2019 and March 31, 2018 (as per IND AS)**

(in Rs. in crores)

Particulars	As at March 31, 2020	As at March 31, 2019	As at March 31, 2018
Net worth	6,682.88	6,315.15	5,692.52
Total debt of which			
- Non current maturities of long term borrowings	6,458.07	14,407.61	11,831.26
- Short term borrowings	2,065.99	1,311.54	1,164.50
- Current maturities of long term borrowings	659.70	873.99	829.85
Net fixed assets (Tangible)	201.29	207.73	245.08
Non-current assets	35,370.56	37,613.04	37,886.62
Cash and cash equivalents	2,270.71	1,560.30	1,267.84
Current investments	12.80	32.30	183.80
Total Current assets	4,517.60	2,883.04	2,516.59
Total Non-current liabilities	20,396.13	28,026.92	27,492.02
Total Current liabilities	12,809.15	6,154.01	7,218.68
Current ratio	0.35	0.47	0.35
Gross debt/equity ratio	1.13	2.44	2.26



- **Consolidated profit and loss statement highlights for the financial years ended March 31, 2020, March 31, 2019 and March 31, 2018 (as per IND AS)**

*(in Rs. in crores)*

<b>Particulars</b>	<b>Year ended March 31, 2020</b>	<b>Year ended March 31, 2019</b>	<b>Year ended March 31, 2018</b>
Net sales (net of excise) (including other income)	7,047.18	6,902.62	5,862.77
EBITDA (excluding finance income and before exceptional items)	3,166.36	3,132.90	2,848.03
EBIT (including other income and before exceptional items)	2,698.05	2,593.38	2,303.99
Interest	1,564.36	1,120.06	966.67
Tax expense/(credit)	454.37	623.36	544.35
Profit After Tax	736.71	849.96	919.66
Profit/(loss) for the period (after minority interests and share of profit/(loss) of associates)	736.71	849.96	919.66
Dividend amount (including DDT)	-	105.92	338.40
Interest Coverage Ratio	2.30	2.89	3.18
Debt Service Coverage Ratio	1.81	1.94	1.80

- **Standalone balance sheet highlights as at March 31, 2020, March 31, 2019 and March 31, 2018 (as per IND AS)**

*(Rs in crores)*

<b>Particulars</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
Net worth	2,565.90	2,632.72	2,509.37
Total debt of which			
– Non current maturities of long term borrowings	1,473.02	918.25	957.01
- Short term borrowings	6,026.62	2,929.44	3,794.90
- Current maturities of long term borrowings	542.60	758.69	657.71
Net fixed assets (Tangible)	-	-	-
Non-current assets	8,931.33	6,418.48	5,804.32
Cash and cash equivalents (incl other balances with banks)	1,255.79	934.52	885.45

Current investments	12.80	12.49	9.72
Current assets	3,888.19	3,363.83	4,577.61
Non-current liabilities	1,475.54	920.84	959.91
Current liabilities	8,778.08	6,228.75	6,912.66
Gross debt/equity ratio*	1.08	0.90	0.89

\* excluding loans from group companies

Note - The financial information provided in the above tables are as per Ind AS.

- **Standalone profit and loss statement highlights for the financial years ended March 31, 2020, March 31, 2019 and March 31, 2018 (as per IND AS)**

(in Rs. crores)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2018
Net sales (net of excise) (including other income)	4,162.29	3,623.48	3,325.42
EBITDA (excluding finance income and before exceptional items)	689.25	688.11	741.20
EBIT (including other income and before exceptional items)	689.25	688.11	741.20
Interest	319.42	227.98	225.34
Tax expense/(credit)	88.98	131.35	71.76
PAT	280.85	328.77	444.10
Dividend amount (including DDT)	-	87.86	281.16
Interest coverage ratio	2.15	3.02	3.29
Debt service coverage ratio	1.87	2.44	2.97

- **Gross Debt/Equity Ratio of the Company (Standalone):-**

Before the issue of Debentures*	1.08
After the issue of Debentures*	1.16

\* Based on the March 31, 2020 standalone financial statements (excluding loans from group companies) and taking base issue size of Rs.200 crores

**v. Project cost and means of financing of new projects**

Not Applicable

**(c) Brief history of the Issuer**

**ii. Details of Share Capital as on March 31, 2020**

**Authorised:**

61,50,00,000 Equity Shares of ₹10 each  
(March 31, 2019: 61,50,00,000 Equity Shares of ₹10 each)

**As at March  
31, 2020  
(₹ in crores)  
615.00**

**Issued, Subscribed and Paid up:**

35,14,50,000 Equity Shares of ₹10 each fully paid up 351.45  
*(March 31, 2019: 35,14,50,000 Equity Shares of ₹10 each)*

**iii. Changes in capital structure as on March 31, 2020 (for last five years)**

There has been no change in the authorized share capital of the Company in last five years.

**iv. Equity share capital history of the Company as on March 31, 2020 (for last five years)**

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Consideration (Cash, other than cash, etc.)	Nature of Allotment	No. of Equity Shares (Cumulative)	Equity Share Capital (Rs.) (Cumulative)	Equity Share Premium (Cumulative)
March 26, 2015	1,90,85,890	10	230.54	Cash	Qualified Institutional Placement	35,14,50,000	351,45,00,000	1406,00,90,000

**(d) Details of shareholding of the Company****i. Shareholding pattern of the Company as on March 31, 2020**

Sr. No	Particulars	Total no. of equity shares	No. of shares in Demat form	Total shareholding as % of total no. of equity shares
<b>FULLY PAID</b>				
I	Promoter and Promoter Group*	20,27,47,605	20,27,47,605	57.69
	Public Shareholding	14,87,02,395	14,87,02,297	42.31
	<b>Total</b>	<b>35,14,50,000</b>	<b>35,14,49,902</b>	<b>100.00</b>

*\*With the objective of facilitating the investment by certain foreign investors (GIC Affiliates) in the IRB Infrastructure Trust (a SEBI-registered InvIT Sponsored by IRB Infrastructure Developers Limited) through the subscription of units, a non-disposal undertaking has been provided by Mr. Virendra D. Mhaikar acting for and behalf of Mhaikar Ventures Private Limited for 35,145,000 of shares for a certain period of time in favour of GIC Affiliates. Please note that a non-disposal undertaking may be considered as an encumbrance.*

**ii. List of top 10 holders of equity shares of the Company as on March 31, 2020**

S. No.	Name of the shareholders	Total no. of equity shares	No. of shares held in demat form	Total shareholding as % of total no. of Equity Shares
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1.	MHAISKAR VENTURES PRIVATE LIMITED	199415015	199415015	56.74
2.	LIFE INSURANCE CORPORATION OF INDIA	13383263	13383263	3.81
3.	SBI LONG TERM EQUITY FUND	12170037	12170037	3.46
4.	GOVERNMENT OF SINGAPORE	11770527	11770527	3.35
5.	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C	11030436	11030436	3.14
6.	HDFC TRUSTEE COMPANY LIMITED - HDFC INFRASTRUCTURE	4285995	4285995	1.22
7.	MONETARY AUTHORITY OF SINGAPORE	3644111	3644111	1.04
8.	NORDEA 1 SICAV - STABLE EMERGING MARKETS EQUITY FUND	3195966	3195966	0.91
9.	STATE STREET EMERGING MARKETS SMALL CAP ACTIVE NON -LENDING QIB COMMON TRUST FUND	3130501	3130501	0.89
10.	GOVERNMENT PENSION FUND GLOBAL	2561226	2561226	0.73

#### **Acquisitions, amalgamations, reorganization and reconstruction:**

There has been no acquisition, amalgamation, reorganization or reconstruction in relation to the Company in the last one year.

#### **Details regarding the Directors of the Company**

##### **i. Details of the current Directors of the Company**

<b>Name, Designation and DIN</b>	<b>Age</b>	<b>Address</b>	<b>Director of the Company since</b>	<b>Details of other directorship</b>	<b>Occupation</b>
Mr. Virendra Dattatraya Mhaiskar Chairman & Managing Director	48 years	IRB Complex, Chandivali Farm, Chandivali,	27/07/1998	1. Mhaiskar Ventures Private Limited 2. MMK Toll Road Private Limited	Business

DIN: 00183554		Andheri (East), Sakinaka, Mumbai 400072		3. VDM Ventures Private Limited 4. Ideal Road Builders Private Limited	
Mr. Mukeshlal Gupta Joint Managing Director DIN: 02121698	64 years	3 F-93, Kalpataru Aura, L B S Marg, Opp R City Mall, Ghatkopar West, Mumbai 400086	01/02/2012	1. Modern Road Makers Private Ltd 2. IRB Goa Tollway Private Limited 3. IRB Ahmedabad Vadodara Super Express Tollway Private Limited	Business
Mr. Sudhir Rao Hoshing Joint Managing Director DIN: 02460530	55 years	604,Challenger Tower 2 Thakur Village Kandivli (East) Mumbai 400101	29/05/2015	1. IRB PS Highway Private Limited 2. IRB Sindhudurg Airport Private Limited 3. VK1 Expressway Private Limited 4. IRB PP Project Private Limited 5. PHD Chamber Of Commerce And Industry 6. IRB Charitable Foundation	Service
Mrs. Deepali Virendra Mhaikar Wholtime Director DIN: 00309884	46 Years	Lake Homes Chandivali, Arymaa Bungalow Irb Complex, Opp. Gulati Mandir, Sakinaka S.O., Mumbai 400072	27/07/1998	1. Deux Farming Films Private Limited 2. Mhaikar Ventures Private Limited 3. Ideal Road Builders Private Limited 4. VDM Ventures Private Limited	Service
Mr. Sunil Talati Himatlal Director (Independent) DIN: 00621947	68 years	4, Rushil Bungalows, Judges Bungalows Road Bodakdev Ahmedabad 380054	13/12/2010	1. TCPL Packaging Limited	Chartered Accountant
Mr. Chandrashekhar Shankarrao Kaptan Director (Independent) DIN: 01643564	67 years	Kaptanwada, Zenda Chowk, Mahal, Nagpur, Mahal, Nagpur 440032	03/08/2007	1. CG Tollway Limited 2. Kaithal Tollway Limited 3. Udaipur Tollway Limited 4. Kishangarh Gulabpura Tollway Limited 5. AE Tollway Limited 6. Yedeshi Aurangabad Tollway Limited	Lawyer

				7. IRB Westcoast Tollway Limited 8. Solapur Yedeshi Tollway Limited	
Mr. Sandeep Jasvantlal Shah Additional Director (Independent) DIN: 00917728	60 years	E-12, Dinathwadi, Opp. City Light Cinema, Mahim, L.J.Road, Mumbai 400016	05/02/2015	1. Sangdeep Pharmachem Private Limited 2. Aryan Toll Road Private Limited 3. ATR Infrastructure Private Limited 4. Mhaiskar Infrastructure Private Limited 5. Modern Road Makers Private Limited 6. Thane Ghodbunder Toll Road Private Limited 7. Samay Insurance Brokers Private Limited	Practicing Chartered Accountant
Mrs. Heena Hiral Raja Director (Independent) DIN: 07139357	40 years	E-604, Veena Sargam CHS, Opp Balaji Hotel, Mahavir Nagar, Kandivali (West) Mumbai 400067	30/03/2019	1. M.V.R. Infrastructure and Tollways Limited 2. IRB Surat Dahisar Tollway Limited 3. IRB Talegaon Amravati Tollway Limited 4. IRB Jaipur Deoli Tollway Limited 5. IRB Tumkur Chitradurga Tollway Limited 6. VK1 Expressway Private Limited 7. IRB Westcoast Tollway Limited 8. Solapur Yedeshi Tollway Limited 9. IDAA Infrastructure Limited	Practicing Chartered Accountant

None of the Directors of the Company appears in RBI defaulter list and/or ECGC default list.

*ii. Details of the change in Directors since last three years*

Name, Designation and DIN	Date of Appointment / Resignation	Director of the Company since (in case of resignation)	Remarks
Mr. Sandeep Jasvantlal Shah Additional Director (Independent)	05/02/2015	-	Reappointed as Independent Director for 2 <sup>nd</sup> term w.e.f. 05/02/2020

DIN: 00917728			
Mr. Chandrashekhar Kaptan Director (Independent) DIN:01643564	03/08/2007	-	Reappointed as Independent Director for 2 <sup>nd</sup> term w.e.f. 01/04/2019
Mr. Sunil Talati Director (Independent) DIN: 00621947	13/12/2010	-	Reappointed as Independent Director for 2 <sup>nd</sup> term w.e.f. 01/04/2019
Mrs. Heena Raja Director (Independent) DIN: 07139357	30/03/2019	-	Appointed as Independent Director for 1 <sup>st</sup> term w.e.f. 30/03/2019
Mr. Sunil Tandon Director DIN: 00874257	29/05/2015	28/05/2019	Resigned as Independent Director pursuant to completion of 2 <sup>nd</sup> term.
Mr. Sudhir Rao Hoshing Joint Managing Director DIN: 02460530	23/09/2015	-	Re-appointed as Joint Managing Director w.e.f. 29/05/2018
Mr. Mukeshlal Gupta Joint Managing Director DIN: 02121698	01/02/2012	-	Appointed as Joint Managing Director w.e.f. 30/05/2017
Mr. Virendra D. Mhaikar Chairman & Managing Director DIN: 00183554	27/07/1998	-	Re-appointed as a Managing Director w.e.f. 07/09/2017

**(e) Details regarding the auditors of the Company**

**i. Details of the statutory auditors of the Company**

Name	Address	Auditor since
M/S. Gokhale & Sathe	308/309, Udyog Mundir No 1, 7-C Bhagoji Keer Marg, Mahim, Mumbai - 400016	13/08/2015
B S R & Co. LLP	Lodha Excelus, 5 <sup>th</sup> Floor, Apollo Mills Compound, N.M. Joshi Marg, Mahalakshmi, Mumbai-400011.	24/07/2017

**ii. Details of change in Auditors since last three years:-**

Name	Address	Date of appointment / resignation	Auditor of the Company since (in case of resignation)	Remarks
M/s. S. R. Batliboi & Co. LLP	14 <sup>th</sup> Floor, Ruby Tower, Senapati Bapat Marg, Dadar, Mumbai, Maharashtra 400028	17/03/2007	Not Applicable	Completion of Tenure

**(f) Details of borrowings of the Company:-**

**i. Details of Secured Loan Facilities as at March 31, 2020**

*(in Rs. crores)*

<b>Lender's Name</b>	<b>Type of Facility</b>	<b>Amount Sanctioned/ Disbursed</b>	<b>Principal Amount Outstanding</b>	<b>Repayment Date/ Schedule</b>	<b>Security</b>
Bank of Baroda	Rupee Term Loan	530	518	FY 2022-23	<ul style="list-style-type: none"> <li>• Charge on the EPC Receivables for EPC Contract of IRB's Hapur Moradabad Project</li> <li>• Charge on the Escrow Account through which aforesaid EPC Receivables routed</li> <li>• Subservient Charge on the Current Assets with a Security Cover of 1.25x</li> </ul>
Andhra Bank	Rupee Term Loan	300	189	FY 2021-22	<ul style="list-style-type: none"> <li>• Charge on the EPC Receivables from EPC Contract for IRB's Vadodara Kim HAM project</li> <li>• Charge on the Escrow Account through which aforesaid EPC Receivables routed</li> <li>• Subservient Charge on the Current Assets with a Security Cover of 125%</li> <li>• Pledge to the extent of 18% shares held in MRMPL</li> </ul>
Andhra Bank	Rupee Term Loan	275	275	FY 2028-29	<ul style="list-style-type: none"> <li>• Charge on the O&amp;M Receivables from O&amp;M Contracts for 3 projects of IRB InvIT Fund</li> <li>• Charge on the Escrow Account through which aforesaid O&amp;M Receivables routed</li> <li>• Subservient Charge on the Current Assets with a Security Cover of 125%</li> </ul>
HDFC Limited	Rupee Term Loan	500	455	FY 2028-29	<ul style="list-style-type: none"> <li>• All cash flows, beneficial interest on Units held by IRB in IRB InvIT Fund (IRB holds 15% in IRB InvIT Fund)</li> <li>• Pledge to extent of 15% shares held in MRMPL</li> </ul>
IFCI Limited	Rupee Term Loan	200	140	FY 2021-22	<ul style="list-style-type: none"> <li>• Charge on the EPC Receivables from EPC Contract of IRB's</li> </ul>



Lender's Name	Type of Facility	Amount Sanctioned/ Disbursed	Principal Amount Outstanding	Repayment Date/ Schedule	Security
					Gulabpura and Chittorgarh project <ul style="list-style-type: none"> <li>• Charge on the Escrow Account through which aforesaid EPC Receivables routed</li> <li>• Subservient Charge on the Current Assets with a Security Cover of 110%</li> <li>• Pledge to the extent of 26% shares held in MRMPL</li> <li>• Interest Service Reserve Account for one quarter</li> </ul>
Union Bank of India	Rupee Term Loan	300	49.40	FY 2020-21	<ul style="list-style-type: none"> <li>• Pledge to the extent of 5% shares held in MRMPL</li> <li>• Subservient Charge on Current Assets with a security cover of 125%</li> </ul>
PTC India Financial Services Limited	Rupee Term Loan	300	270	FY 2022-23	<ul style="list-style-type: none"> <li>• Charge on EPC Receivables from Kishangarh Gulabpura Project</li> <li>• Charge on the Escrow Account through which aforesaid EPC Receivables routed</li> <li>• Subservient Charge on the Current Assets with a Security Cover of 125%</li> <li>• Pledge to the extent of 25.98% shares held in MRMPL</li> </ul>
Yes Bank and Aditya Birla Finance Limited	Rupee Term Loan	120	22	FY 2021-22	<ul style="list-style-type: none"> <li>• All Cash Flows arising from Aryan Toll Road Pvt Ltd and ATR Infrastructure Pvt Ltd</li> <li>• Charge on the Escrow Account through which aforesaid cash flow routed</li> <li>• Pledge over 30% shares of Aryan Toll Road Pvt Ltd and 30% shares of ATR Infrastructure Pvt Ltd</li> </ul>
Canara Bank	Rupee Term Loan	300	119.94	FY 2021-22	<ul style="list-style-type: none"> <li>• Charge on the EPC Receivables from EPC Contract for IRB's Udaipur - Rajasthan Project</li> <li>• Charge on the Escrow Account through which aforesaid EPC Receivables routed</li> </ul>

Lender's Name	Type of Facility	Amount Sanctioned/ Disbursed	Principal Amount Outstanding	Repayment Date/ Schedule	Security
					<ul style="list-style-type: none"> <li>• Unencumbered Charge on the Current Assets with a Security Cover of 125%</li> <li>• Pledge to the extent of 10% shares held in MRMPL</li> </ul>
Consortium led by Canara Bank	Bank Guarantee	1200	-	NA	<ul style="list-style-type: none"> <li>• Mortgage of IRB Complex</li> <li>• Hypothecation of stock/ receivables arising out of BGs issued</li> </ul>
Union Bank of India	Overdraft facility	600.00	585.64	NA	<ul style="list-style-type: none"> <li>• Charge on Fixed Deposit</li> </ul>
Canara Bank	Overdraft Facility	185.00	162.51	NA	<ul style="list-style-type: none"> <li>• Charge on Fixed Deposit</li> </ul>

**ii. Details of Unsecured Loan Facilities (as per IND AS):**

The Company does not have any Unsecured Loan with External Parties. For Unsecured Loan among related parties, please refer to **Annexure 6** and the Related Party section in the Annual Report.

**iii. Details of Non-Convertible Debentures as on March 31, 2020**

There are no outstanding debentures as on March 31, 2020

**iv. List of top 10 debenture holders as on March 31, 2020**

There are no outstanding debentures as on March 31, 2020

**v. The amount of corporate guarantee issued by the Issuer along with name of the counterparty on behalf of whom it has been issued as on March 31, 2020**

(in Rs. crores)

Sr No.	Name of the Counterparty	Amount
1	Solapur Yedeshi Tollway Ltd	510
2	Yedeshi Aurangabad Tollway Ltd	1356
3	Kaithal Tollway Ltd	550
4	IRB Hapur Moradabad Tollway Ltd	1541
5	Kishangarh Gulabpura Tollway Ltd	1020
6	CG Tollway Ltd	1400
7	Udaipur Tollway Ltd	1461
8	AE Tollway Ltd	700
9	IRB Westcoast Tollway Ltd	1006
10	IRB Ahmedabad Vadodara Super Express Tollway Pvt Ltd	3300
11	Modern Road Makers Private Limited	1245
12	VK1 Expressway Private Limited	205
13	IRB Kolhapur Integrated Road Development Company Pvt Ltd	42
	<b>Total</b>	<b>14,336</b>

**vi. Details of Commercial Papers outstanding as March 31, 2020**

Not Applicable

**vii. Details of Rest of the borrowing (if any including hybrid debt like FCCB, Optionally Convertible Debentures / Preference Shares) as on March 31, 2020**

Not Applicable

**viii. Details of all default/s and/or delay in payment of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantees issued by the Company, in the past 5 years**

The Company has never defaulted in payment of interest and principal of any kind of term loans, debt securities and other financial indebtedness including corporate guarantees issued by the Company, in the past five years.

**ix. Details of any outstanding borrowings taken/ debt securities issued where taken / issued (i) for consideration other than cash, whether in whole or part, (ii) at a premium or discount, or (iii) in pursuance of an option**

Not Applicable

**(g) Details of Promoters of the Company**

**i. Details of Promoter and Promoter Group Holding in the Company as on March 31, 2020**

Sr. No.	Name of the shareholders	Total no. of equity shares	No. of shares held in demat form	Total shareholding as % of total no of equity shares	No. of shares pledged or otherwise encumbered	% of shares pledged with respect to shares owned
<b>Promoter and Promoter Group</b>						
1.	Virendra D Mhaiskar	7,58,992	7,58,992	0.22%	-	-
2.	Virendra D Mhaiskar HUF	1,000	1,000	0.00%	-	-
3.	Deepali Virendra Mhaiskar	16,14,400	16,14,400	0.46%	-	-
4.	Sudha Dattaray Mhaiskar	95,908	95,908	0.03%	-	-
5.	Dattaray Pandurang Mhaiskar	5,00,000	5,00,000	0.14%	5,00,000	100%
6.	Ideal Toll and Infrastructure Pvt Ltd	2,290	2,290	0.00%	-	-
7.	Mhaiskar Ventures Pvt Ltd	19,94,15,015	19,94,15,015	56.74%	3,51,45,000*	17.6%*
8.	DSM Projects Pvt Ltd	1,80,000	1,80,000	0.05%	-	-
9.	SDM Ventures Pvt Ltd	1,80,000	1,80,000	0.05%	-	-
	<b>Total</b>	<b>20,27,47,605</b>	<b>20,27,47,605</b>	<b>57.69%</b>	<b>3,56,45,000</b>	<b>17.58%</b>

*\*With the objective of facilitating the investment by certain foreign investors (GIC Affiliates) in the IRB Infrastructure Trust (a SEBI-registered InvIT Sponsored by IRB Infrastructure Developers Limited) through the subscription of units, a non-disposal undertaking has been provided by Mr. Virendra D. Mhaiskar acting for and behalf of Mhaiskar Ventures Private Limited for 35,145,000 of shares for a certain period of time in favour of GIC Affiliates. Please note that a non-disposal undertaking may be considered as an encumbrance and hence aforesaid shares are reflecting under "No. of Shares pledged or otherwise encumbered" column.*

**(i) Abridged version of latest Audited Consolidated and Standalone Financial Information (P&L statement, Balance Sheet and Cash Flow Statement) for the last three years and auditors qualifications, if any.**

Not Applicable

**(j) Abridged version of latest Audited / Limited Review Half Yearly Consolidated and Standalone Financial Information (P&L statement and Balance Sheet) and auditors qualifications, if any ( As per Ind-AS).**

Not Applicable

i. **Audited Consolidated Balance Sheet as at March 31, 2020, March 31, 2019 and March 31, 2018 (as per Ind AS) –**

The Group has adopted Indian Accounting Standard (referred to as ‘Ind AS’) with effect from April 01, 2016 and accordingly these financial results along with the comparatives have been prepared in accordance with the recognition and measurement principles laid down as per Ind AS 34 “Interim Financial Reporting” as prescribed under section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and the other accounting principles generally accepted in India.

(Rs in Crore)			
Particulars	March 31, 2020	March 31, 2019	March 31, 2018
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, Plant and Equipment	165.23	171.67	180.01
Capital work-in-progress	36.06	36.06	65.07
Goodwill on consolidation	7.80	7.80	7.80
Other Intangible assets	27,497.47	32,763.69	30,883.04
Intangible assets under development	366.97	3,760.55	5,583.39
Financial assets			
i) Investments	4,133.05	613.06	761.66
ii) Loans	7.74	0.01	16.64
iii) Other financial assets	3,093.66	72.80	24.17
Deferred tax assets (net)	59.68	167.35	334.81
Other non-current assets	2.89	20.05	30.03
	<b>35,370.56</b>	<b>37,613.04</b>	<b>37,886.62</b>
<b>Current assets</b>			
Inventories	331.36	442.49	487.26
Financial assets			
i) Investments	12.80	32.30	183.80
ii) Trade receivables	440.76	113.52	132.62
iii) Cash and cash equivalents	442.87	277.73	206.30
iv) Bank balance other than (iii) above	1,827.83	1,282.57	1,061.54
v) Loans	15.82	63.53	42.78
vi) Other financial assets	1,019.51	205.45	143.10
Current tax assets (net)	40.31	35.38	40.80
Other current assets	386.34	430.07	218.40
	<b>4,517.60</b>	<b>2,883.04</b>	<b>2,516.59</b>
<b>TOTAL ASSETS</b>	<b>39,888.16</b>	<b>40,496.08</b>	<b>40,403.21</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Equity share capital	351.45	351.45	351.45
Other equity	6,331.43	5,963.70	5,341.07
	<b>6,682.88</b>	<b>6,315.15</b>	<b>5,692.52</b>

<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
i) Borrowings	6,458.07	14,407.61	11,831.26
ii) Other financial liabilities	13,895.97	13,439.20	15,581.06
Provisions	39.39	45.68	65.40
Deferred tax liabilities (net)	2.70	32.29	14.30
Other non-current liabilities	-	102.15	-
	<b>20,396.13</b>	<b>28,026.92</b>	<b>27,492.02</b>
<b>Current liabilities</b>			
Financial liabilities			
i) Borrowings	2,065.99	1,311.54	1,164.50
ii) Trade payables			
a) total outstanding dues of micro enterprises and small enterprises	113.83	45.80	-
b) total outstanding dues of creditors other than micro enterprises	630.20	660.30	405.83
iii) Other financial liabilities	8,989.28	3,556.38	5,115.26
Other current liabilities	924.85	438.08	507.12
Provisions	12.36	41.04	9.29
Current tax liabilities (net)	72.64	100.88	16.68
	<b>12,809.15</b>	<b>6,154.01</b>	<b>7,218.68</b>
<b>Total liabilities</b>	<b>33,205.28</b>	<b>34,180.93</b>	<b>34,710.69</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>39,888.16</b>	<b>40,496.08</b>	<b>40,403.21</b>

ii. **Audited Consolidated Statement of Profit and Loss for the years ended March 31, 2020, March 31, 2019 and March 31, 2018 (as per Ind AS)**

(Rs in Cr)

Particulars	March 31, 2020	March 31, 2019	March 31, 2018
<b>Income</b>			
Revenue from operations	6,852.22	6,707.02	5,694.10
Other income	194.96	195.60	168.67
<b>TOTAL INCOME</b>	<b>7,047.18</b>	<b>6,902.62</b>	<b>5,862.77</b>
<b>Expenses</b>			
Cost of material consumed	436.77	323.11	73.01
Road work and site expenses	2,815.62	2,796.89	2,323.55
Employee benefits expense	287.35	286.17	291.46
Finance costs	1,564.36	1,120.06	966.67
Depreciation and amortisation expenses	468.31	539.51	544.05
Other expenses	341.07	363.56	326.71
<b>TOTAL EXPENSES</b>	<b>5,913.49</b>	<b>5,429.29</b>	<b>4,525.45</b>
<b>Profit before exceptional items and tax</b>	<b>1,133.69</b>	<b>1,473.32</b>	<b>1,337.32</b>
Exceptional item	57.39	-	126.69
<b>Profit before tax</b>	<b>1,191.07</b>	<b>1,473.32</b>	<b>1,464.01</b>
<b>Tax expenses</b>			
Current tax	431.93	619.26	571.19
(including earlier years Rs. 9.98 millions (March 31, 2018: Rs. Nil))			
MAT Credit Utilisation / (Entitlement)	-15.74	-	-
Deferred tax	38.18	4.10	(26.84)
<b>TOTAL TAX EXPENSES</b>	<b>454.37</b>	<b>623.36</b>	<b>544.35</b>
<b>Profit after tax</b>	<b>736.71</b>	<b>849.96</b>	<b>919.66</b>
Share of profit from associate	-15.84		
<b>Profit/(loss) after tax</b>	<b>720.86</b>	<b>849.96</b>	<b>919.66</b>
<b>Other comprehensive income</b>			
<b>Item that will not to be reclassified to profit or loss:</b>			
a) Re-measurement gains/ (losses) on defined benefit plans (net of taxes)	1.96	(3.77)	(0.27)
b) Mark to market gain/(loss) on fair value measurement of investments	(346.16)	(117.64)	(158.55)
<b>Other comprehensive income/(loss) for the year (net of taxes)</b>	<b>(344.20)</b>	<b>(121.41)</b>	<b>(158.82)</b>
<b>Total comprehensive income for the year</b>	<b>376.66</b>	<b>728.55</b>	<b>760.83</b>

iii. **Audited Consolidated Cash Flow statement for years ended March 31, 2020, March 31, 2019 and March 31, 2018 (as per Ind AS)**

(Rs in Crores)

Particulars		March 31, 2020	March 31, 2019	March 31, 2018
<b>Cash flow from operating activities</b>				
<b>Profit before tax</b>		<b>1,175.23</b>	<b>1,473.32</b>	<b>1,464.01</b>
<b>Adjustments to reconcile profit before tax net cash flows:</b>		-	-	-
Depreciation and amortisation		468.31	539.51	544.05
Resurfacing expenses		(31.14)	6.49	56.51
Net loss/ (gain) on sale of property, plant and equipment		(1.03)	(0.64)	4.12
Fair value gain on mutual funds		(0.23)	(0.89)	(2.58)
Share of loss from associates		15.84		
Net (gain) on sale of current Investment		(6.52)	(11.04)	(15.70)
Finance costs		1,564.36	1,120.06	966.67
Interest income		(181.19)	(169.20)	(116.66)
Other non operative income		(5.90)	(10.40)	(8.41)
Profit on sale of investment in subsidiaries (exceptional item)		(57.39)	-	(126.69)
Dividend income on current investments		(0.08)	(3.44)	(25.32)
<b>Operating profit before working capital changes</b>		<b>2,940.27</b>	<b>2,943.79</b>	<b>2,739.99</b>
Movement in working capital:				
Increase in trade payables		344.12	300.26	63.44
Increase/ (decrease) in provisions		0.92	1.77	(51.70)
Increase in other financial liabilities		400.35	11.68	413.09
(Decrease)/ increase in other liabilities		1,317.34	33.11	2.11
Decrease / (increase) in trade receivables		(327.27)	19.10	(69.85)
Decrease / (increase) in inventories		111.08	44.77	(134.55)
(Increase) / decrease in loans		39.51	(4.12)	(338.16)
(Increase) / decrease in other financial assets		(350.20)	(90.43)	41.08
(Increase) / decrease in other assets		(296.30)	(201.68)	(31.64)
<b>Cash (used for) / generated from operations</b>		<b>4,179.83</b>	<b>3,058.24</b>	<b>2,633.82</b>
Taxes paid (net)		(383.70)	(348.30)	(501.49)
<b>Net cash flows generated from / (used in) operating activities</b>	<b>(A)</b>	<b>3,796.13</b>	<b>2,709.94</b>	<b>2,132.33</b>
<b>Cash flows from investing activities</b>		-		
Purchase of property, plant and equipment including CWIP, intangible assets including intangible assets under development and capital advances		(5,205.23)	(4,218.89)	(3,966.01)
Proceeds from sale of property, plant and equipment		3.99	1.67	(4.12)
Proceeds/ redemption from sale of non-current investments*		23.71	30.96	1,380.72
Purchase of non-current investments (net)		-	-	(12.97)
Consideration received on transfer of subsidiary		757.44		
Proceeds from sale/ (purchase) of current investments (net)		(3.10)	163.43	(69.29)
Investments in bank deposits (having original maturity of more than three months) (net)		(687.71)	(232.89)	(100.58)
Interest received		205.51	170.90	125.45
Dividend received		0.08	3.44	25.32
<b>Net cash flows generated from investing activities</b>	<b>(B)</b>	<b>(4,905.31)</b>	<b>(4,081.38)</b>	<b>(2,621.47)</b>
<b>Cash flow from financing activities</b>				
Proceeds from non-current borrowings		2,914.19	3,397.52	1,319.50
Repayment of non-current borrowings		(967.84)	(945.53)	(796.48)



Proceeds/ (Repayment) of current borrowings (net)		646.99	147.04	1,120.10
Payment of lease liabilities		(4.73)		
Finance cost paid		(1,282.72)	(1,055.54)	(894.58)
Dividend paid on equity shares		-	(87.86)	(281.16)
Tax on equity dividend paid		(5.02)	(18.06)	(57.24)
<b>Net cash flows (used in) / generated from financing activities</b>	<b>(C)</b>	<b>1,300.88</b>	<b>1,437.57</b>	<b>410.16</b>
<b>Net increase/ (decrease) in cash and cash equivalents (A+B+C)</b>		<b>191.70</b>	<b>66.12</b>	<b>(78.99)</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>272.43</b>	<b>206.30</b>	<b>285.29</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>437.42</b>	<b>272.43</b>	<b>206.30</b>
<b>Components of cash and cash equivalents</b>				
Balances with scheduled banks:				
- Trust, retention and other escrow accounts		9.62	20.86	6.03
- Others		74.47	217.67	108.32
- In deposit accounts with original maturity less than 3 months		343.56	15.86	73.78
Cash on hand		15.23	23.34	18.17
Less : Book overdraft		(5.45)	(5.31)	-
Add: Assets held for sale		-	-	-
<b>Total Cash and cash equivalents</b>		<b>437.42</b>	<b>272.43</b>	<b>206.30</b>

**iv. Audited Standalone Balance Sheet as at March 31, 2020, March 31, 2019 and March 31, 2018 (as per Ind-AS)**

<i>(Rs in Crore)</i>			
<b>Particulars</b>	<b>March 31, 2020</b>	<b>March 31, 2019</b>	<b>March 31, 2018</b>
<b>ASSETS</b>			
<b>Non-current assets</b>			
Financial assets			
Investments	6,437.22	6,405.40	5,794.26
Loans	-	0.01	2.16
Other financial assets	2,490.67	9.53	4.16
Deferred tax assets (net)	0.87	0.97	1.16
Other non-current assets	2.57	2.57	2.57
	<b>8,931.33</b>	<b>6,418.48</b>	<b>5,804.32</b>
<b>Current assets</b>			
Financial assets			
Investments	12.80	12.49	9.72
Trade receivables	238.52	451.56	708.40
Cash and cash equivalents	345.70	9.18	9.01
Bank balance other than (iii) above	910.09	925.33	876.44
Loans	444.36	1,369.69	1,973.18
Other financial assets	759.91	48.67	90.34
Current tax assets (net)	13.76	16.07	15.26
Other current assets	1,163.04	530.84	895.27

	<b>3,888.19</b>	<b>3,363.83</b>	<b>4,577.61</b>
<b>TOTAL ASSETS</b>	<b>12,819.52</b>	<b>9,782.31</b>	<b>10,381.93</b>
		-	-
<b>EQUITY AND LIABILITIES</b>		-	-
<b>Equity</b>		-	-
Equity share capital	351.45	351.45	351.45
Subordinate debt	-	-	-
Share application money received	-	-	-
Other equity	2,214.45	2,281.27	2,157.92
	<b>2,565.90</b>	<b>2,632.72</b>	<b>2,509.37</b>
<b>Liabilities</b>		-	-
<b>Non-current liabilities</b>		-	-
Financial liabilities		-	-
Borrowings	1,473.02	918.25	957.01
Trade payables	-	-	-
Other financial liabilities	-	-	0.40
Provisions	2.52	2.59	2.49
Deferred tax liabilities (net)	-	-	-
Other non-current liabilities	-	-	-
	<b>1,475.54</b>	<b>920.84</b>	<b>959.91</b>
<b>Current liabilities</b>		-	-
Financial liabilities		-	-
Borrowings	6,026.62	2,929.44	3,794.90
Trade payables	-	-	-
a) total outstanding dues of micro enterprises and small enterprises	-	-	-
b) total outstanding dues of creditors other than micro enterprises	629.69	665.26	569.42
Other financial liabilities	1,433.12	1,646.51	1,020.73
Other current liabilities	687.22	926.50	1,526.54
Provisions	1.43	1.24	1.07
Current tax liabilities (net)	-	59.80	-
	<b>8,778.08</b>	<b>6,228.75</b>	<b>6,912.66</b>
<b>Total liabilities</b>	<b>10,253.62</b>	<b>7,149.59</b>	<b>7,872.56</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>12,819.52</b>	<b>9,782.31</b>	<b>10,381.93</b>

v. **Audited Standalone Profit and Loss for the years ended March 31, 2020, March 31, 2019 and March 31, 2018 (as per Ind AS)**

(Rs in Crore)

Particulars	Year ended March 31, 2020	Year ended March 31, 2019	Year ended March 31, 2018
<b>Income</b>			
Revenue from operations	3,991.69	3,384.78	2,898.94
Other income	170.60	238.71	426.48
<b>TOTAL INCOME</b>	<b>4,162.29</b>	<b>3,623.48</b>	<b>3,325.42</b>
<b>Expenses</b>		-	-
Cost of material consumed	98.21	-	-
Contract and site expenses	3,227.07	2,812.86	2,434.97
Employee benefits expense	60.86	53.48	87.89
Finance costs	319.42	227.98	225.34
Other expenses	86.91	69.04	61.35
<b>TOTAL EXPENSES</b>	<b>3,792.46</b>	<b>3,163.36</b>	<b>2,809.56</b>
<b>Profit before exceptional item and tax</b>	<b>369.83</b>	<b>460.12</b>	<b>515.86</b>
Exceptional item	1.65	-	-
<b>Profit before tax</b>	<b>368.19</b>		
<b>Tax expenses</b>		-	-
Current tax	88.75	131.21	72.25
(including earlier years)	-	-	-
Deferred tax	0.23	0.14	(0.49)
<b>TOTAL TAX EXPENSES</b>	<b>88.98</b>	<b>131.35</b>	<b>71.76</b>
<b>Profit for the year</b>	<b>279.20</b>	<b>328.77</b>	<b>444.10</b>
<b>Other comprehensive income</b>		-	-
<b>Item that will not to be reclassified to profit or loss:</b>		-	-
a) Re-measurement gains/ (losses) on defined benefit plans (net of taxes)	0.14	0.09	(0.39)
Ind-As opening reserve		-	-
b) Mark to market gain/(loss) on fair value measurement of investments	(346.16)	(117.64)	(158.55)
<b>Other comprehensive income/(loss) for the year (net of taxes)</b>	<b>(346.02)</b>	<b>(117.55)</b>	<b>(158.94)</b>
<b>Total comprehensive income for the year</b>	<b>(66.82)</b>	<b>211.22</b>	<b>285.17</b>
<b>Earnings per equity share (of Rs. 10 each)</b>			
Basic	7.94	9.35	12.64
Diluted	7.94	9.35	12.64

vi. **Audited Standalone Cash Flow statement for years ended March 31, 2020, March 31, 2019 and March 31, 2018**

(Rs in Crore)

Particulars		March 31, 2020	March 31, 2019	March 31, 2018
<b>Cash flow from operating activities</b>				
<b>Profit before tax</b>		<b>368.19</b>	<b>460.12</b>	<b>515.86</b>
<b>Adjustments to reconcile profit before tax net cash flows:</b>				
Net gain on sale of investments		-1.89	0.00	-5.82
Gain on current investments at fair value through profit or loss		-0.18	-0.69	-0.41
Exceptional item		1.65		
Finance costs		319.42	227.98	225.34
Interest income		-144.06	-141.70	-112.25
Dividend income from long term investment in subsidiaries		-24.39	-87.87	-281.16
Dividend income on current investments and other long term investments		-0.07	-3.43	-25.28
<b>Operating profit before working capital changes</b>		<b>518.65</b>	<b>454.42</b>	<b>316.28</b>
<b>Working capital adjustments</b>				
(Increase) in loans		-2.27	-2.27	-0.26
Decrease /(Increase) in trade receivables		213.04	256.84	-699.03
Decrease /(Increase) in other financial assets		-96.59	45.52	-15.71
Decrease/(Increase) in other assets		-632.20	364.43	-848.60
Decrease /(Increase) in trade payables		-35.57	95.84	-401.34
Increase/(Decrease) in other financial liabilities		-4.75	521.80	-28.22
Increase in provisions		0.13	0.40	0.79
(Decrease)/Increase in other liabilities		-239.28	-600.04	25.34
<b>Cash (used for) / generated from operations</b>		<b>-278.84</b>	<b>1,136.95</b>	<b>-1,650.74</b>
Taxes paid (net)		-146.24	-72.22	-76.48
<b>Net cash flows generated from / (used in) operating activities</b>	<b>(A)</b>	<b>-425.08</b>	<b>1,064.73</b>	<b>-1,727.22</b>
<b>Cash flows from investing activities</b>				
Purchase of non-current investments / Investment in subsidiaries		-1,296.68	-759.37	-628.55
Consideration from sale of subsidiaries*		757.44	0.00	1,031.97
Proceeds/redemption from non-current investments		28.74	30.59	18.74
Purchase of mutual funds		-2.07	255.43	-1,951.65
Proceeds from sale/maturity of mutual funds		2.42	-257.52	1,991.66
Investment in bank deposits (having original maturity of more than three months)		-315.94	-113.89	-51.32
Proceeds from maturity of bank deposits (having original maturity of more than three months)		340.61	59.85	137.25
Loan given to subsidiary companies		-2,650.60	-1,198.34	-3,421.35
Loans repaid by subsidiary companies		595.24	1,806.24	2,911.85
Interest received		153.98	137.86	113.83

Dividend received from subsidiary companies		24.39	87.87	281.16
Dividend received on current investments		0.07	3.43	25.28
<b>Net cash flows generated from investing activities</b>	<b>(B)</b>	<b>-2,362.39</b>	<b>52.16</b>	<b>458.87</b>
<b>Cash flow from financing activities</b>				
Proceeds from non-current borrowings		1,105.00	800.00	500.00
Repayment of non-current borrowings		-755.99	-737.65	-1,047.30
Proceeds from issue of non-convertible debentures		1,400.00		
Repayment of Non-convertible debentures		-1,400.00		
Proceeds from current borrowings		55.66	163.01	301.12
Repayment of current borrowings		0.00	-90.00	-50.00
Loan taken from subsidiary companies		6,577.28	1,395.21	2,710.37
Loan repayment to subsidiary companies		-3,535.76	-2,333.68	-645.19
Finance cost paid		-322.19	-225.74	-225.99
Dividend paid on equity shares, including taxes thereon		0.00	-87.86	-281.16
<b>Net cash flows (used in) / generated from financing activities</b>	<b>(C)</b>	<b>3,124.00</b>	<b>-1,116.71</b>	<b>1,261.86</b>
<b>Net increase/ (decrease) in cash and cash equivalents (A+B+C)</b>		<b>336.52</b>	<b>0.17</b>	<b>-6.48</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>9.18</b>	<b>9.01</b>	<b>15.49</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>345.70</b>	<b>9.18</b>	<b>9.01</b>
<b>Components of cash and cash equivalents</b>				
Balances with scheduled banks:				
- In current accounts		20.87	8.35	8.81
- In deposit with banks (maturity less than 3 months)		324.00	-	-
Cash on hand		0.83	0.83	0.20
<b>Total Cash and cash equivalents</b>		<b>345.70</b>	<b>9.18</b>	<b>9.01</b>

*(k) Any material event/ development or change having implications on the financials/credit quality (e.g. any material legal or regulatory proceedings against the Issuer/promoters, tax litigations resulting in material liabilities, corporate restructuring event etc.) at the time of issue which may affect the issue or the investor's decision to invest / continue to invest in the debt securities.*

Except as stated in this Disclosure Document, there is no material event/ development or change at the time of Issue which may affect the Issue or the investors' decision to invest / continue to invest in the Debentures.

*(l) The names of the debenture trustee(s) shall be mentioned with statement to the effect that debenture trustee(s) has given his consent to the Issuer for his appointment under regulation 4 (4) and in all the subsequent periodical communications sent to the holders of debt securities.*

IDBI Trusteeship Services Limited has been appointed as Debenture Trustee for the proposed Issue. The Debenture Trustee has given their consent to the Issuer for its appointment and a

copy of the consent letter is enclosed as **Annexure 1** to this Disclosure Document. The Company has entered into a Trusteeship Agreement dated June 23, 2020 with the Debenture Trustee and shall enter into a Debenture Trust Deed with the Debenture Trustee, as required under applicable laws, *inter-alia*, specifying the powers, authorities and obligations of the Company and the Debenture Trustee in respect of the Debentures within the timelines specified under applicable law.

The Debenture holders shall, by signing the Application Form and without any further act or deed, be deemed to have irrevocably given their consent to and authorised the Debenture Trustee or any of their Agents or authorised officials to do, *inter alia*, all such acts, deeds and things necessary in respect of or relating to the security to be created for securing the Debentures being offered in terms of this Disclosure Document. All rights and remedies under the Debenture Trust Deed and Trusteeship Agreement and/or other documents shall rest in and be exercised by the Debenture Trustee without having it referred to the Debenture holders. Any payment made by the Company to the Debenture Trustee on behalf of the Debenture holder(s) shall discharge the Company pro tanto to the Debenture holder(s). No Debenture holder shall be entitled to proceed directly against the Company unless the Debenture Trustee, having become so bound to proceed, fails to do so.

The Debenture Trustee will protect the interest of the Debenture holders in the event of default by the Company in regard to timely payment of interest and Redemption Amount.

***(m) Credit Rating of Debentures***

India Ratings and Research Private Limited (Ind-Ra) has assigned 'Ind A+' for the issue of Debentures. Instruments with this rating are considered to have adequate degree of safety regarding timely servicing of financial obligations. Such instruments carry low credit risk.

The rating is not a recommendation to buy, sell or hold Debentures and investors should take their own decision. The rating may be subject to suspension, revision or withdrawal at any time by the assigning Credit Rating Agency. The Credit Rating Agency has a right to revise, suspend or withdraw the rating at any time on the basis of factors such as new information or unavailability of information or other circumstances which the Credit Rating Agency believes may have an impact on its rating.

The credit rating letter and rating rationale are enclosed as **Annexure 2**.

***(n) Guarantee or comfort for the Debentures***

The Debentures are not backed by any guarantee or letter of comfort or any other document / letter with similar intent by any party.

Please note that the Company has executed a negative lien letter dated June 23 , 2020 in favor of the Debenture Trustee in relation to the proposed security for the Debentures. For details of the security, please refer to "*Issue Details*".

***(o) Consent from Debenture Trustee***

Copy of consent letter from the Debenture Trustee IDBI Trusteeship Services Limited is attached as **Annexure 1**.

***(p) Listing of Debentures***

The Debentures are proposed to be listed on the Wholesale Debt Market (WDM) segment of BSE Limited. The Company has obtained In-principle approval dated June 24, 2020 from BSE Limited (enclosed as **Annexure 4**).

***(q) Other Details***

**i. DRR creation- relevant regulations and applicability**

Since the Company's Equity Shares are listed on the stock exchanges, in accordance with Section 71 of the Companies Act and applicable rules, the Company would not be crediting/transferring any amount to the DRR in respect of the proposed Debenture Issue.

**ii. Issue/ instrument specific regulations – relevant details**

- 1) Companies Act, 2013 and the rules and regulations framed thereunder (as amended from time to time).
- 2) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (as amended from time to time).
- 3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as

amended from time to time).

### ***Governing Law and Provisions***

The Debentures offered are subject to provisions of the Companies Act, 2013, Securities Contracts (Regulation) Act, 1956, terms of this Disclosure Document, instructions contained in the Application Form and other terms and conditions as may be incorporated in the Trusteeship Agreement and / or Debenture Trust Deed. Over and above such terms and conditions, the Debentures shall also be subject to the applicable provisions of the Depositories Act, 1996 and the laws as applicable, guidelines, notifications and regulations relating to the allotment and issue of capital and listing of securities issued from time to time by Securities and Exchange Board of India (SEBI), concerned Stock Exchange or any other authorities and other documents that may be executed in respect of the Debentures.

### ***Application Process***

Please refer to the section titled Application Process for further details.

### ***Particulars of the dates of, and parties to all material contracts, agreements involving financial obligations of the Issuer***

**Material Contracts** - By very nature and volume of its business, the Company is involved in a large number of transactions involving financial obligations and therefore it may not be possible to furnish details of all material contracts and agreements involving financial obligations of the Company. However, copies of the documents referred below (not being contracts entered into in the ordinary course of the business carried on by the Company) which are or may be deemed to be material have been entered into by the Company may be inspected at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on any working day until the Issue Closing Date.

- Letter appointing KFin Technologies Private Limited as Registrar and Transfer Agent (“**Registrar**”).
- Letter appointing IDBI Trusteeship Services Limited, as trustee for the benefit of the Debenture holders (“**Debenture Trustee**”).
- Trusteeship Agreement.
- Memorandum and Articles of Association of the Company.
- Resolution of the Board of Directors dated April 26, 2020 authorising availing debt funding and Resolution of Management Administration & Share Transfer Committee dated June 23, 2020 authoring issue of Debentures offered under terms of this Disclosure Document.
- Consent letter from IDBI Trusteeship Services Limited for acting as Debenture Trustee for and on behalf of the Debenture holders.
- Consent letter from KFin Technologies Private Limited for acting as Registrars to the Issue.
- Letter from BSE Limited conveying its in-principle approval for listing of Debentures.
- Letter from India Ratings and Research Private Limited (India Ratings) for the issue of Debentures conveying the credit rating for the Debentures of the Company.
- Tripartite Agreement between the Company, National Securities Depository Limited (“**NSDL**”) and the Registrar.
- Tripartite Agreement between the Company, Central Depository Services (India) Limited (“**CDSL**”) and the Registrar.
- Annual Reports of the Company for last three years.
- Auditor’s Report in respect of the financial statements of the Company for last three years.



### ***Issue Size and Nature of Instrument***

The Company proposes to issue 9.55% p.a Coupon, Secured, Redeemable, Rated, Listed, Non-Convertible Debentures with a Face Value of Rs.10,00,000 each aggregating to Rs. 200 crores with a green shoe option for an additional amount of up to Rs. 175 crores (“**Issue Size**”), by way of a Private Placement. For Details of the issue, please refer “**Issue Details**” in this Disclosure Document.

### ***Details of utilisation of Issue proceeds***

Proceeds of proposed Issue (including oversubscription pursuant to the green shoe option, if any) shall be utilised for General and Corporate business purposes. The proceeds will, however, not be used for investments in equity/capital market, speculative activity, acquisition of land, real estate purpose, acquisitions and on-lending.

### ***Face Value, Issue Price, Effective Yield for Investor***

Each Debenture has a face value of Rs.10,00,000 and will be issued at par i.e. for Rs.10,00,000. Since there is no premium or discount on either issue price or on redemption value of the Debenture, the effective yield for the investors held to maturity is same as the coupon rate on the Debentures (“**Coupon Rate**”).

### ***Minimum Subscription***

As the current issue of Debentures is being made on private placement basis, the requirement of minimum subscription shall not be applicable and therefore the Company shall not be liable to refund the issue subscription(s)/ proceed(s) in the event of the total issue collection falling short of Issue Size or certain percentage of Issue Size.

### ***Deemed Date of Allotment***

All the benefits under the Debentures, including but not limited to the payment of Coupon, will accrue to the Investor from the deemed date of allotment. The deemed date of allotment for the Issue is June 29, 2020.

### ***Date of Allotment***

The Date of Allotment shall be within five days from the Deemed Date of Allotment. The Company shall allot the Debentures and issue and credit the Debentures in the beneficiary account of the investor(s) with NSDL / CDSL / Depository Participant (“**Beneficiary Account**”).

### ***Depository Arrangements***

The Company has appointed KFin Technologies Private Limited, as the Registrar for the Issue. The Company has made necessary depository arrangements with NSDL and CDSL for the Issue and holding of Debentures in the dematerialised form by investors.

### ***Listing***

The Debentures are proposed to be listed on the Wholesale Debt Market (WDM) segment of BSE Limited. The Company shall comply with the requirements of the Listing Regulations, to the extent applicable to it, on a continuous basis.

## **Coupon Rate**

The Coupon Rate on the Debentures is 9.55% per annum payable monthly.

## **Security**

- First charge by way of pledge on 2,50,00,000 units of IRB Infrastructure Trust held by the Issuer which gives security cover of 1.25x.
- First charge by way of Hypothecation of O&M receivables from IRB MP Expressway Pvt Ltd (IRB's Mumbai Pune project).
- First charge by way of lien on escrow account of the Issuer to be opened with PNB, wherein all the O&M receivables from IRB MP Expressway Pvt Ltd (IRB's Mumbai Pune project) for 5 years shall be deposited for regular payment of coupon and redemption of the proposed NCDs

Non-maintenance of security cover will attract penal interest of 2% over the coupon rate for the period of non-compliance.

Time period of 90 days from date of closure of the Issue for creation of security and 60 days from the date of allotment for execution of debenture trust deed. Until the security is created, the Issuer will execute a negative lien letter over the proposed security in favor of the Debenture Trustee.

## **Security Creation**

Unit Pledge Agreement, Escrow Agreement and Deed of Hypothecation shall be executed on or about the date of execution of Debenture Trust Deed. Security would be created within 90 days from the date of closure of the issue. Until the security is created, the Issuer has executed a negative lien letter dated June 23, 2020 over the proposed security in favor of the Debenture Trustee.

The necessary documents for the creation of the charge, where applicable, including the debenture trust deed would be executed within the time frame prescribed under applicable law and the same would be uploaded on the website of the Stock Exchange, where the debt securities have been listed, within five working days of execution of the same.

## **Permission from the prior creditors for creation of pari passu charge**

Not Applicable

## ***Interest on Application Money***

Interest on Application Money at the Coupon Rate will be paid to the applicants. Such interest shall be paid from the date of receipt of money by the Company up to the date immediately preceding the Deemed Date of Allotment and shall be sent /paid along with the letter(s) of allotment/ intimation of allotment. Payment of interest will be made by way of Cheque/ DD / RTGS / NEFT / Electronic mode in the name of the respective applicant. No Interest on Application Money shall be paid to the applicants whose applications are rejected. In the case of applicants whose applications are accepted in part, no interest shall be paid on the portion of the application money refunded to them.

## ***Debentures in Dematerialized Form***

The Company is issuing the Debentures only in dematerialized form and hence no Debentures are being issued in physical form in terms of the Disclosure Document. The Company has entered in to Depository Arrangements with NSDL and CDSL for dematerialization of the Securities.

Applicants have to mention their Depository Participant's name, DP-ID and Beneficiary Account Number/Client ID in the appropriate place in the Application Form. Debentures of successful allottee(s) having Depository Account shall be credited to their Depository Account.

Coupon, Redemption Amount or other benefits with respect to the Debentures would be paid to those Debenture holders whose names appear on the list given by the Depository to the Issuer at the close of the Record Date.

### ***Undertaking- Common Form of Transfer***

The Debentures shall be transferred subject to and in accordance with the rules and procedures as prescribed by the NSDL / CDSL / Depository Participant of the transferor / transferee and any other applicable laws and rules notified in respect thereof.

The normal procedure followed for transfer of securities held in the dematerialized form shall be followed for transfer of the Debentures, issued in terms of the Disclosure Document and held in electronic form. The seller should give delivery instructions containing details of the buyer's depository account to his Depository Participant.

The transferee(s) should ensure that the transfer formalities are completed prior to the Record Date. In the absence of the same, interest will be paid / redemption will be made to the person, whose name appears in the records of the Depository. In such cases, claims, if any, by the transferee(s) would need to be settled with the transferor(s) and not with the Company.

The Company is issuing the Debentures only in the dematerialized form and hence there is no physical holding of the Debentures being issued in terms of the Disclosure Document. The Company undertakes that it shall use a common form / procedure for transfer of the Debentures issued under the terms of the Disclosure Document, if at a later stage there is some holding in the physical form due to the Depository giving re-materialization option to any investor.

### ***Joint-Holders***

Where two or more persons are holders of any Debenture(s), they shall be deemed to hold the same as joint tenants with benefits of survivorship in the same manner and to the same extent and be subject to the same restrictions and limitations as in the case of the existing equity shares of the Company, subject to other provisions contained in the Articles of Association of the Company.

### ***Mode of Transfer***

The Debentures shall be transferable and transmittable in the same manner and to the same extent and be subject to the same restrictions and limitations as in the case of the existing equity shares of the Company. The provisions relating to transfer and transmission, nomination and other related matters in respect of equity shares of the Company, contained in the Articles of Association of the Company, shall apply mutatis mutandis to the transfer and transmission of the Debentures and nomination in this respect.

### ***Succession***

In the event of demise of the sole holder of the Debentures, the Company will recognize the executor or administrator of the deceased Debenture holder, or the holder of succession certificate or other legal representative as having title to the Debentures. The Company shall not be bound to recognize such executor, administrator or holder of the succession certificate, unless such executor or administrator obtains probate or letter of administration or such holder is the holder of succession certificate or other legal representation, as the case may be, from a Court in India having jurisdiction over the matter. The Directors of the Company may, in their absolute discretion, where they think fit, dispense with production of probate or letter of administration or succession certificate or other legal representation, in order to recognize such holder as being entitled to the Debentures standing in the name of the deceased Debenture holder on production of sufficient documentary proof and / or indemnity.

### ***Record Date***

The record date for each interest payment/principal repayment or any other event shall be 15 days prior to the date of each of the Coupon Payment Date and/or the Redemption Date, as the case may be ("**Record Date**").

In case the Record Date falls on non-Business Day, the Business Day prior to the said non-Business Day will be considered as the Record Date.

Coupon and/or Redemption Amount shall be paid to the person whose name appears as sole / first in the register of Debenture holders at the close of the Record Date. In the event of the Company not receiving any notice of transfer at least 15 days before the respective due date of payment of interest and at least 15 days prior to the Redemption Date, as the case may be, the transferees of the Debentures shall not have any claim against the Company in respect of interest and/or Redemption Amount so paid to the registered Debenture holders.

In case of those Debentures for which the beneficial owner is not identified by the Depository at the close of the Record Date, the Company would keep in abeyance the payment of interest or other benefits, till such time that the beneficial owner is identified by the Depository and conveyed to the Company, whereupon the interest or benefits will be paid to the beneficiaries, as identified, within a period of 30 days from the date of such notification by the Depository.

### ***List of Debenture Holders / Beneficiaries***

The Company shall request the Depository to provide a list of Debenture holders at the close of the Record Date. This shall be the list, which shall be considered for payment of Coupon or Redemption Amount, as the case may be.

### ***Interest on Debentures***

The Debentures shall carry interest at Coupon Rate. The interest shall be payable at Coupon Payment Date monthly through the Tenor of the Debentures.

Interest on Debentures will be paid to the Debenture holders as per the beneficiary list provided by the Depository at the close of the Record Date.

Payment will be made by way of Cheque / DD / RTGS / NEFT / Electronic mode and any other prevailing mode of payment from time to time in the name of Debenture Holder(s) whose names appear on the list given by the Depository to the Company at the close of the Record Date. Cheque / DD will be dispatched to the Debenture holder(s) by Courier / Registered Post / Hand Delivery, in accordance with the existing rules / laws at the sole risk of the Debenture holder(s) to the sole holder(s) / first named holder(s) at the address registered with the Company.

The Coupon in all cases shall be payable on the amount of outstanding Debentures on an Actual/Actual basis, i.e., Actual number of days elapsed divided by the actual number of days in the year and rounded off to the nearest Rupee.

If any of the Coupon Payment Date is not a Business Day, interest will be payable on the next succeeding Business Day. Such payment on the next Business Day would not constitute non-payment on due date and no additional interest or compensation will be paid for such day(s).

#### ***Deduction of Tax at Source (TDS)***

Tax as applicable under the Income Tax Act, 1961, or any other statutory modification or re-enactment thereof will be deducted at source on payment of interest or any other sums payable in respect of the Debentures. For seeking TDS exemption/lower rate of TDS, relevant certificate(s)/ document(s) must be lodged at least 15 days before the Coupon Payment Date (s) with the Registrar or to such other person(s) at such other address (es) as the Company may specify from time to time through suitable communication.

Tax exemption certificate/ declaration of non-deduction of tax at source on Interest on Application Money, should be submitted along with the Application Form. Where any deduction of Income Tax is made at source, the Company shall send to the Debenture holder(s) a Certificate of Tax Deduction at Source.

Regarding deduction of tax at source and the requisite declaration forms to be submitted, prospective investors are advised to consult their own tax consultant(s).

With effect from June 1, 2008 under section 193 of the Income-tax Act, 1961, no tax is deductible at source from the amount of interest payable on any security issued by a Company in dematerialized form and listed on a recognized stock exchange in India in accordance with the Securities Contract (Regulation) Act, 1956 and the rules made thereunder, held by a person resident in India. Since the Debentures shall be issued in dematerialized mode and are proposed to be listed on BSE, no tax will be deductible at source on the payment or credit of interest on the Debentures held by any person resident in India.

### ***Payment on Redemption***

The Debentures shall be redeemed at par on specified dates (“**Redemption Dates**”), as mentioned in Annexure 3: Illustrative Cash Flows.

The Debentures will not carry any obligation, for interest or otherwise, after the Redemption Date. The Debentures held in the dematerialised form shall be taken as discharged on payment of the Redemption Amount by the Company on Redemption Date to the registered Debenture holders whose name appear in the list given by the Depository to the Company at the close of the Record Date. Such payment will be a legal discharge of the liability of the Company towards the Debenture holders.

Payment of Redemption Amount will be made by way of Cheque / DD / RTGS / NEFT / Electronic mode and any other prevailing mode of payment in the name of Debenture Holder(s) whose name appears on the list given by the Depository to the Company at the close of the Record Date. Cheque / DD will be dispatched to the Debenture holder(s) by Courier / Registered Post / Hand Delivery, in accordance with the existing rules / laws at the sole risk of the Debenture holder(s) to the sole holder(s) / first named holder(s) at the address registered with the Company.

If any Coupon Payment Date falls on a day that is not a Business Day, the Coupon payment shall be made on the immediately succeeding Business Day. If the redemption date / exercise date / Maturity Date of the Debentures falls on a day that is not a Business Day, the Redemption Amount (excluding Coupon) shall be paid on the immediately preceding Business Day.

### ***Future Borrowings***

The Company shall be entitled to borrow/ raise loans or avail of financial assistance in whatever form and also issue Debentures / Notes / other securities in any manner and to change its capital structure, including issue of shares of any class or redemption or reduction of any class of paid up capital, on such terms and conditions as the Company may think appropriate, without the consent or intimation to, the Debenture holders/Debenture Trustee in this connection.

### ***Purchase/ Sale of Debentures***

The Company may, at any time and from time to time, purchase Debentures at discount, at par or at premium in the open market or otherwise in accordance with the applicable laws. Such Debentures, at the option of the Company, may be cancelled, held or resold at such price and on such terms and conditions as the Company may deem fit and as permitted by law.

### ***Tax Benefits to the Debenture Holders***

The holder(s) of the Debentures are advised to consider in their own case, the tax implications in respect of subscription to the Debentures after consulting their own tax advisor/ counsel.

### ***Consents***

The consents in writing of Registrar to the Issue and the Debenture Trustee to act in their respective capacities have been obtained.

### ***Sharing of Information***

The Company may, at its option, use on its own, as well as exchange, share or part with any financial or other information about the Debenture holders available with the Company, with its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Company nor its subsidiaries and affiliates or their agents shall be liable for use of the aforesaid information.

### **Debenture Holder not a Shareholder**

The Debenture Holders will not be entitled to any of the rights and privileges available to the Shareholders of the Company.

### ***Modification of Rights***

The rights, privileges, terms and conditions attached to the Debentures may be varied, modified or abrogated by the Company, with the consent, in writing, of those Debenture holders who hold at least three fourth of the nominal value of the Debentures then outstanding or with the sanction accorded pursuant to a resolution passed at a meeting of the Debenture holders as may be prescribed in the Trusteeship Agreement / Debenture Trust Deed, provided that nothing in such consent or resolution shall be operative against the Company where such consent or resolution modifies or varies the terms and conditions of the Debentures, if the same are not acceptable to the Company.

### ***Notice(s)***

All notices to the Debenture holder(s) required to be given by the Company or the Debenture Trustee from time to time, shall be deemed to have been given if sent by registered post / by courier / fax/ email to the sole / first allottee or the sole / first Debenture holder of the Debentures, as the case may be.

All notice(s) to be given by the Debenture holder(s) shall be sent by registered post or by hand delivery to the Company or to such persons at such address as may be notified by the Company from time to time through suitable communication.

### ***Disputes and Governing Law***

The Debentures are governed by and shall be construed in accordance with the existing laws of India. Any dispute arising thereof will be subject to the exclusive jurisdiction of the courts at Mumbai and New Delhi in India.

### ***Disclosures pertaining to wilful default***

The Company, its Promoter and its Directors have not been categorised as willful defaulters by any bank, financial institution or consortium in accordance with the guidelines issued by the RBI.

## **FORM NO PAS-4**

### **PRIVATE PLACEMENT OFFER LETTER**

[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

#### **1. GENERAL INFORMATION**

a. Name, address, website and other contact details of the company indicating both registered office and corporate office:- Please refer to *“Issuer Information – About the Issuer”*

b. Date of incorporation of the Company: July 27, 1998

c. Business carried on by the company and its subsidiaries with the details of branches or units, if any: Please refer to *Issuer Information – Brief summary of Business/Activities of the Issuer and its line of Business”*

d. Brief particulars of the management of the Company: - Please refer to *“About the Issuer – Management Structure”*

e. Names, addresses, DIN and occupations of the Directors: - Please refer to *“About the Issuer – Details regarding the Directors of the Company*

f. Management’s perception of risk factors: - Please refer to *“Risk Factors”*.

g. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of –

i) statutory dues; ii) debentures and interest thereon; iii) deposits and interest thereon; iv) loan from any bank or financial institution and interest thereon.

The Company has not defaulted in repayment of any of the above dues.

i. Any Default in Annual filing of the company under the Companies Act, 2013 or the rules made thereunder – The Company has not defaulted in annual filing of the company under the Companies Act, 2013

#### **2. PARTICULARS OF THE OFFER**

a. Date of passing of board resolution: April 26, 2020; MAS Committee resolution dated June 23, 2020.

b. Date of passing of resolution in the Annual General Meeting, authorizing the offer of securities: Not applicable; Special Resolution for the issue of NCDs on private placement basis was passed at the Annual General Meeting held on September 28, 2019.

c. Kinds of securities offered (i.e. whether share or debenture) and class of security: Secured, Redeemable, Listed, Rated, Non-Convertible Debentures

d. Price at which the security is being offered including the premium, if any, along with justification of the price: Please refer to *“Issue Details”*

e. Name and address of the valuer who performed valuation of the security offered: N.A.

f. Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer – Not applicable as NCDs are being issued pursuant to this Information Memorandum

g. Relevant date with reference to which the price has been arrived at [Relevant Date means a date atleast thirty days prior to the date on which the general meeting of the company is scheduled to be held] – NA

h. The change in control, if any, in the company that would occur consequent to the private placement – Nil



i. The number of persons to whom allotment on preferential basis/private placement/ rights issue has already been made during the year, in terms of number of securities as well as price –

- 1 (one) allotment of 2,000 (Two Thousand) non-convertible debentures of the face value of Rs. 10,00,000/- (Rupees Ten Lakh Only) each, aggregating to Rs. 200,00,00,000/- (Rupees Two Hundred Crores Only) made on a private placement basis by the Company on 21<sup>st</sup> May, 2020
- 1 (one) allotment of 3,000 (Three Thousand) non-convertible debentures of the face value of Rs. 10,00,000/- (Rupees Ten Lakh Only) each, aggregating to Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only) made on a private placement basis by the Company on 15<sup>th</sup> June, 2020
- 1 (one) allotment of 75,000 (Seventy-Five Thousand) non-convertible debentures of the face value of Rs. 1,00,000/- (Rupees One Lakh Only) each, aggregating to Rs. 750,00,00,000/- (Rupees Seven Hundred and Fifty Crores Only) made on a private placement basis by the Company on June 16, 2020

j. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer – N.A.

k. Amount which the company intends to raise by way of securities: - Rs. aggregating to Rs. 200 crores with a green shoe option for an additional amount of up to Rs. 175 crores

l. Terms of raising of securities: Duration, if applicable, Rate of dividend or rate of interest, mode of payment and repayment: Please refer to “*Issue Details*”

m. Proposed time schedule for which the offer letter is valid: Please refer to “*Issue Details*”

n. Purposes and objects of the offer: Please refer to “*Details of utilisation of Issue proceeds*”

o. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects: NIL

p. Principle terms of assets charged as security, if applicable: Please refer to “*Issue Details*”

### **3. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.**

i. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons.  
NIL

ii. Details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed: NIL

iii. Remuneration of directors (during the current year and last three financial years); Please refer to “*Issuer Information – Remuneration of directors (during the current year and last three financial years)*”

iv Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including with regard to loans made or, guarantees given or securities provided – Please refer to **Annexure 6**

v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark

F.Y	Remark /Qualifications as per Auditors Report
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2018-19	Nil
2017-18	Nil
2016-17	Nil
2015-16	Nil
2014-15	Nil

vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all of its subsidiaries, and if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries

NIL

vii. Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company - NIL

viii. The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations – There are no significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the Company and its future operations.

#### 4. FINANCIAL POSITION OF THE COMPANY

(a) The capital structure of the company in the following manner in a tabular form-

(i) (a) the authorised, issued, subscribed and paid up capital (number of securities, description and aggregate nominal value): Please refer to “*Issuer Information – Details of Share Capital as on March 31, 2020*”

(b) Size of the present offer: - Rs. 200 crores with a green shoe option for an additional amount of up to Rs. 175 crores

(c) Paid up capital:

(I) after the offer; Since the Company is issuing NCDs, there will be no change in paid up share capital after the offer is completed.

(II) after conversion of convertible instruments (if applicable) – Not Applicable  
(INR in Crores)

<b>Paid-up Capital before the Issue</b>	351.45
<b>Paid-up Capital after the Issue</b>	351.45

(D) share premium account (before and after the offer) (INR in Crores)

<b>Share Premium Account before the Issue</b>	1406
<b>Share Premium Account after the Issue</b>	1406

(ii) the details of the existing share capital of the issuer company in a tabular form, indicating therein with regard to each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration. Provided that the issuer company shall also disclose the number and price at which each of the allotments were made in the last one year preceding the date of the offer letter separately indicating the allotments made for considerations other than cash and the details of the consideration in each case:

Date of allotment	Number of Equity Shares	Face Value per Equity Share (Rs.)	Issue Price per Equity Share (Rs.)	Nature of consideration (cash, bonus, other than cash)
August 24, 1998	10	100	100	Cash
August 24, 1998	10	100	100	Cash
August 23, 2000	10,000	100	100	Cash
August 23, 2000	10,000	100	100	Cash
August 23, 2000	4,980	100	100	Cash
July 17, 2004	3,001,270	100	100	Cash
July 17, 2004	3,968,750	100	100	Cash
July 17, 2004	130,000	100	100	Cash
July 17, 2004	75,000	100	100	Cash
December 16, 2004	793,730	100	100	Cash
December 16, 2004	41,250	100	100	Cash
March 24, 2005	1,795,000	100	100	Cash
March 24, 2005	1,600,000	100	100	Cash
November 30, 2005	875,000	100	100	Cash
November 30, 2005	245,000	100	100	Cash
January 10, 2006	500,000	100	100	Cash
January 18, 2006	40,000	100	100	Cash
February 23, 2006	240,000	100	100	Cash
June 22, 2006	710,000	100	100	Cash
August 31, 2006	500,000	100	100	Cash
August 31, 2006	20,000	100	100	Cash
August 31, 2006	10,166,500	100	100	Cash
November 17, 2006	100	100	100	Cash
November 17, 2006	100*	100	100	Cash
November 17, 2006	100*	100	100	Cash
November 17, 2006	100*	100	100	Cash
November 17, 2006	100	100	100	Cash
November 17, 2006	100	100	100	Cash
August 9, 2007	247,268,000	10 *		
September 10, 2007	11,346,148	10	77.55	Cash
September 10, 2007	11,346,148	10	77.55	Cash
September 10, 2007	11,346,148	10	77.55	Cash
February 15, 2008	50,906,076	10	185.00	Cash
February 18, 2008	151,590	10	185.00	Cash
March 26, 2015	19,085,890	10	230.54	Cash
<b>Total</b>	<b>351,450,000</b>			

\*The Board has by its resolution dated September 7, 2007 recorded that the allotments to ATR Infrastructure Private Limited, Aryan Toll Road Private Limited and Modern Road Makers Private Limited are void under Section 42 of the Companies Act. The Company has informed the RoC of the cancellation of the equity shares pursuant to a letter dated September 25, 2007 and filed a revised return of allotment in Form 2 on September 27, 2007.

\*\* Pursuant to a resolution of the Shareholders of the Company at an EGM held on August 9, 2007, each equity share of face value Rs. 100 was sub-divided into 10 equity shares of `10 each.

(b) Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter:

As provided for in Audited Financial Results for period ended March 31, 2017, March 31, 2018 and March 31, 2019 and March 31, 2020

(c) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)

As provided for in Audited Financial Results for period ended March 31, 2018, March 31, 2019 and March 31, 2020 and on a standalone basis below. Also see “*Issuer Information – Key Operational and Financial Parameters for the last three audited years*”

(Amount in INR)

Date of dividend declared	Dividend per share	No. of shares	Dividend declared
July 25, 2018	2.50	35,14,50,000	87,86,25,000
February 7, 2018	2.50	35,14,50,000	87,86,25,000
July 24, 2017	2.50	35,14,50,000	87,86,25,000
May 30, 2017	3.00	35,14,50,000	1,05,43,50,000
January 25, 2017	2.00	35,14,50,000	70,29,00,000

(Amt in Crores)

Particulars	FY 2019-20	FY 2018-19	FY 2017-18
Cash profits	279.20	328.77	444.10
Finance costs	319.42	227.98	225.34
Interest coverage ratio	2.15	3.02	3.29

(d) A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter - See “*Issuer Information – Key Operational and Financial Parameters for the last three audited years*”

(e) Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter: - - See “*Issuer Information – Key Operational and Financial Parameters for the last three audited years*”

(f) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company. – No changes in accounting policy during the last three years

## ***APPLICATION PROCESS***

### **Issue Procedure**

Only Eligible Investors as given hereunder may apply for the Debentures by completing the Application Form in the prescribed format in BLOCK LETTERS in English as per the instructions contained therein. No application can be made for a fraction of a Debenture. Application Forms should be duly completed in all respects and applications not completed in the said manner are liable to be rejected. The name of the applicant's bank, type of account and account number must be duly completed by the applicant. This is required for the applicant's own safety and these details will be printed on the refund orders and interest/ redemption warrants.

### ***Application Procedure***

Potential investors will be invited to subscribe by way of the format of the Application Form prescribed in this Information Memorandum during the period between the Issue Opening Date and the Issue Closing Date (both dates inclusive). The Company reserves the right to close the Issue at the earlier date on the Issue being fully subscribed.

### **Fictitious Application:**

Attention of applicants is specially drawn to the provisions of Section 38 of the Companies Act, 2013:

*Any person who: (a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or (b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or (c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name. shall be liable for action under Section 447 of the Companies Act, 2013 which includes punishment with imprisonment for a term which shall not be less than six months but which may extend to ten years and shall also be liable to fine which shall not be less than the amount involved in the fraud, but which may extend to three times the amount involved in the fraud. Provided where the fraud in question involves public interest, the term of imprisonment shall not be less than three years.*

### ***How to Bid?***

All eligible investors will have to register themselves under BSE BOND – EBP platform offered by BSE Ltd for participating in electronic book building mechanism. Investors should refer the operating guidelines for issuance of debt securities on private placement basis through an electronic book mechanism as available on website of BSE.

### ***Right to accept or reject bids***

The Company reserves its full, unqualified and absolute right to accept or reject any bid(s), in part or in full, without assigning any reason thereof and to make provisional/ final allocations at its absolute discretion.

### ***Provisional/ Final Allocation***

Post completion of bidding process, Issuer will upload the provisional allocation on the BSE BOND-EBP Platform. Post receipt of investor details, Issuer will upload the final allocation file on the BSE BOND- EBP Platform.

### ***How to apply?***

All Application Forms, duly completed must be delivered before the Issue Closing Date to the Company. Applications for the Debentures must be in the prescribed form (enclosed) and completed in BLOCK CAPITAL LETTERS in English and as per the instructions contained therein.

### ***Eligible Investors***

Eligible Investors, when specifically approached, are eligible to apply for this private placement of Debentures subject to fulfilling their respective investment norms/ rules and compliance with laws applicable to them by submitting all the relevant documents along with the application form.

All such Investors / transferees are required to comply with the relevant regulations/guidelines applicable to them for investing in this issue of / purchasing the Debentures and with respect to any subsequent transfer of the Debentures and shall be bound by the terms and conditions of the Debentures as set out in this Information Memorandum.

Applications not to be made by person(s) or entity(es) resident outside India (including non-resident Indians, Overseas Corporate bodies, etc.). However, Foreign Portfolio Investors will be eligible to apply for this private placement of Debentures subject to fulfilling their respective investment norms/ rules and compliance with laws applicable to them by submitting all the relevant documents along with the application form.

All investors are required to comply with the relevant regulations/guidelines applicable to them for investing in this Issue.

### ***Documents to be provided by Investors / applicants***

Investors need to submit the following documents, along with the Application Form, as applicable

- Memorandum and Articles of Association
- Board Resolution / letter authorizing the investment
- Certified true copy of the Power of Attorney
- Form 15AA for investors seeking exemption from Tax Deduction at Source (TDS) – both on Interest on Application Money as well as monthly interest payments
- Specimen signature of the authorised signatories, duly certified by an appropriate authority

- PAN to be submitted

### ***Applications under Power of Attorney***

In case of applications made under a Power of Attorney or by a Limited Company or a Body Corporate etc., the relevant Power of Attorney or the relevant resolution or authority to make the application, as the case may be, together with the certified true copy thereof along with the certified copy of the Memorandum and Articles of Association and/or Bye-Laws as the case may be must be attached to the Application Form or lodged for scrutiny separately with the photocopy of the Application Form, quoting the serial number of the Application Form at the Company's branch where the application has been submitted failing which the applications are liable to be rejected.

### ***PAN/GIR Number***

All Applicants should mention their Permanent Account Number or the GIR Number allotted under Income Tax Act, 1961 and the Income Tax Circle / Ward / District. In case where neither the PAN nor the GIR Number has been allotted, the fact of such a non-allotment should be mentioned in the Application Form in the space provided.

### ***Signatures***

Signatures should be made in English or in any of the Indian Languages. Thumb impressions must be attested by an authorised official of a Bank or by a Magistrate/Notary Public under his/her official seal.

### ***Details of subscription / Mode of payment***

The payment is required be made through RTGS to the Designated Bank Account of Indian Clearing Corporation Limited (ICCL).

The Designated Bank Account of ICCL is as under:

#### ***HDFC Bank***

**Beneficiary Name: INDIAN CLEARING CORPORATION LTD**

**Account Number: ICCLEB**

**IFSC Code : HDFC0000060**

**Mode: NEFT/RTGS**

Manner of Bidding	Open Bid Book
Type of Bidding	Fixed Rate Bidding
Mode of Allotment	Uniform
Mode of Settlement	Indian Clearing Corporation Limited (ICCL)
Pay in or Settlement	T+1

Further, the subscription money will be transferred to the Company by way of electronic transfer of funds through the RTGS / NEFT mechanism for credit in the account of “**IRB Infrastructure Developers Limited**”, which is a designated account for the Issue in accordance with Section 42(6) of the Companies Act.

***Right to Accept or Reject Applications***

The Company reserves its full, unqualified and absolute right to accept or reject any application, in part or in full, without assigning any reason thereof. The applicants will be intimated about such rejection along with the refund warrant. The Application Forms that are not complete in all respects are liable to be rejected and such applicant would not be paid any Interest on Application Money. Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

- a. Bank account details not given;
- b. Details for issue of debentures in electronic/ dematerialised form not given;
- c. PAN not mentioned in appropriate place; and
- d. In case of applications under Power of Attorney by limited companies, corporate bodies, etc. relevant documents not submitted.

In the event of number of Debentures applied for are not allotted in full, the excess application money of such applicant will be refunded, as may be permitted.



### **ISSUE DETAILS**

<b>Security Name</b>	9.55% p.a. Secured, Redeemable, Listed, Rated, Non-Convertible Debentures (9.55% IRB 29 <sup>th</sup> June 2025)
<b>Issuer</b>	IRB Infrastructure Developers Ltd
<b>Type of Instrument</b>	Secured, Redeemable, Listed, Rated, Non-Convertible Debentures
<b>Nature of Instrument</b>	Secured
<b>Seniority</b>	Senior Secured Debt
<b>Mode of Issue</b>	Private placement under the electronic book mechanism of BSE
<b>Eligible Investors</b>	As specified under the paragraph titled “ <i>Eligible Investors</i> ” in the Information Memorandum.
<b>Listing</b> (including name of Stock Exchange(s) where it will be listed and timeline for listing)	<p>Debentures are to be listed on the WDM of the BSE within a maximum period of 15 (Fifteen) calendar days from the Deemed Date of Allotment.</p> <p>In case of delay in listing of the debt securities beyond 20 calendar days from the Deemed Date of Allotment, the Issuer will pay penal interest of at least 1% p.a. over the Coupon Rate from the expiry of 30 (Thirty) days from the Deemed Date of Allotment till the listing of such Debentures.</p>
<b>Rating of the Instrument</b>	India Ratings and Research Private Limited (Ind-Ra) has assigned ‘Ind A+’ for the Issue of Debentures
<b>Issue Size</b>	Rs. 200 crores
<b>Option to retain oversubscription (Amount)</b>	With a green shoe option for an additional amount of up to Rs. 175 crores
<b>Objects of the Issue and details of the utilisation of the Proceeds</b>	<ul style="list-style-type: none"> <li>- The Company has recently been awarded Mumbai-Pune expressway and old Mumbai-Pune Highway project on TOT basis. The total concession fee for the project is Rs. 8,262 Crores, out of which concession fee of Rs. 6,500 Crores has to be paid upfront to MSRDC. The total upfront capex required for the project is Rs. 6,902 Crores (including tax collected at source). Sponsor contribution required to be infused is ~Rs. 1,400 Crores into the project. The Company has consolidated cash balance of ~Rs. 1,500 crores as on March 2020.</li> <li>- The Company also has general corporate purpose requirement of ~Rs. 700 Crores primarily towards replacement/ refinance the existing short/medium term loans availed from banks.</li> <li>- The Company is currently executing an outstanding orderbook of ~Rs. 7,000 crores in respect of various projects spread across the country. To ensure the timely completion of construction works in these projects, the Company has to infuse funds towards meeting any short term cashflow mismatches in the SPVs.</li> <li>- The Company is carrying out O&amp;M for a total of 15 BOT projects at present and will likely add 4 more projects to this list within FY21. Over Rs 600 crores is lined up as committed O&amp;M expense for FY21 itself.</li> </ul> <p>Hence, to augment the cash in the Company’s balance sheet, the Company intends to raise proposed NCDs towards general corporate purposes so as to meet the abovementioned expenses in a timely manner.</p>
<b>Coupon Rate</b>	9.55% p.a. payable monthly

<b>Step Up/ Step Down Coupon Rate</b>	Not Applicable
<b>Coupon Payment Frequency</b>	Monthly
<b>Coupon Payment Date(s)</b>	Please see “ <i>Annexure 3: Illustrative Cash Flow</i> ”
<b>Coupon Type</b>	Fixed
<b>Coupon Reset Process</b> (including rates, spread, effective date, interest rate cap and floor etc.)	Not Applicable
<b>Day Count Basis</b>	Interest payable on the Debentures will be calculated on the basis of actual number of days elapsed in a year of 365 or 366 Days as the case may be i.e. Actual/ Actual.
<b>Interest on Application Money</b>	To be paid to investors at Coupon Rate from the date of realization of subscription money up to one day prior to the Deemed Date of Allotment.
	Such interest is payable within seven business days from the Deemed Date of Allotment.
<b>Default Interest Rate</b>	In case of default in payment of interest and/or Redemption Amount on relevant due dates (being the Coupon Payment Date or the Redemption Date), additional interest at 2 % per annum over the Coupon Rate will be payable by the Issuer for the period of default on the unpaid Coupon or Redemption Amount.
<b>Delay Penalty</b>	In the case of a delay in the execution of Debenture Trust Deed beyond 60 days from the date of Allotment, the Issuer shall refund the subscription with the agreed rate of interest or shall pay penalty interest of 2% (Two Percent) per annum over the and above the applicable Coupon Rate until such time the conditions have been complied with at the option of the Debenture holders.
<b>Tenor</b>	Five years
<b>Redemption Date</b>	Redemption on specified dates as mentioned in ‘ <i>Annexure 3: Illustrative Cash Flow</i> ’
<b>Redemption Amount</b>	Rs. 10,00,000 (Indian Rupees Ten Lakhs only) per Debenture (“ <b>Redemption Amount</b> ”)
<b>Redemption Premium / Discount</b>	Not Applicable
<b>Issue Price</b>	Rs. 10,00,000 (Indian Rupees Ten Lakhs only) per Debenture
<b>Discount at which security is issued and the effective yield as a result of such discount</b>	Not Applicable
<b>Put Option Date</b>	Not Applicable
<b>Put Option Price</b>	Not Applicable
<b>Call Option Date</b>	Not Applicable
<b>Call Option Price</b>	Not Applicable
<b>Put Notification Time</b>	Not Applicable
<b>Call Notification Time</b>	Not Applicable
<b>Face Value</b>	Rs. 10,00,000 (Indian Rupees Ten Lakhs only) per Debenture

<b>Minimum Application and in multiples of Debentures thereafter</b>	Not applicable
<b>Issue Timing</b>	Issue Opening Date: June 26 , 2020 Issue Closing Date: June 26, 2020 Pay in: T+1 settlement Deemed Date of Allotment: June 29 , 2020
<b>Issuance mode of the Debentures</b>	Demat only
<b>Trading Mode of the Debentures</b>	Demat only
<b>Settlement Mode of the Debentures</b>	Bank Transfer / RTGS / NEFT or any other mode of payment permissible under law
<b>Depository</b>	NSDL and CDSL
<b>Business Day Convention</b>	If any Coupon Payment Date falls on a day that is not a Business Day, the Coupon payment shall be made on the immediately succeeding Business Day. If the redemption date / exercise date / Maturity Date of the Debentures falls on a day that is not a Business Day, the Redemption Amount (excluding Coupon) shall be paid on the immediately preceding Business Day.
<b>Record Date</b>	The Record Date for the Debentures shall be 15 days prior to the date of each of the Coupon Payment Date and/or the Redemption Date, as the case may be.
<b>Security</b>	<ul style="list-style-type: none"> <li>• First charge by way of pledge on 2,50,00,000 units of IRB Infrastructure Trust held by the Issuer which gives security cover of 1.25x.</li> <li>• First charge by way of Hypothecation of O&amp;M receivables from IRB MP Expressway Pvt Ltd (IRB's Mumbai Pune project).</li> <li>• First charge by way of lien on escrow account of the Issuer to be opened with PNB, wherein all the O&amp;M receivables from IRB MP Expressway Pvt Ltd (IRB's Mumbai Pune project) for 5 years shall be deposited for regular payment of coupon and redemption of the proposed NCDs</li> </ul> <p>Non-maintenance of security cover will attract penal interest of 2% over the coupon rate for the period of non-compliance.</p> <p>Time period of 90 days from date of closure of the Issue for creation of security and 60 days from the date of allotment for execution of debenture trust deed. Until the security is created, the Issuer will execute a negative lien letter over the proposed security in favor of the Debenture Trustee.</p>
<b>Security Creation</b>	Unit Pledge Agreement, Escrow Agreement and Deed of Hypothecation shall be executed on or about the date of the execution of Debenture Trust Deed. Security would be created within 90 days from the date of closure of the issue. Pending creation of security, the issuer will execute a negative lien letter in favor of the Debenture Trustee for the proposed pledge of units.
<b>Future Borrowings</b>	The Company shall be entitled to borrow/ raise loans or avail of financial assistance in whatever form and also issue Debentures / Notes / other securities in any manner and to change its capital structure, including issue of shares of any class or redemption or reduction of any class of paid up capital, on such terms and conditions as the Company may think appropriate, without the consent or intimation to, the Debenture holders/Debenture Trustee in this connection.

<b>Transaction Documents</b>	The Issue will be governed by documentation as agreed for the transaction including Information Memorandum, Debenture Trust Deed, Trusteeship Agreement, security creation documents, credit rating letters, in-principle listing approval, debenture trustee consent letter, and corporate authorizations.
<b>Conditions Precedent to Disbursement</b>	Not Applicable
<b>Conditions Subsequent to Disbursement</b>	<ol style="list-style-type: none"> <li>1. The Company will provide the due diligence certificate for the utilization of funds.</li> <li>2. Execution of the Debenture Trust Deed</li> <li>3. Execution of security documents within 3 (three) months from the Issue Closing Date.</li> <li>4. Completion of listing of Debentures on the stock exchange</li> </ol>
<b>Event of Defaults</b>	As per the Debenture Trust Deed
<b>Provisions related to Cross Default</b>	<p>Any Cross Default has occurred and not cured within the period of 30 (thirty) days. "Cross Default" shall mean default:</p> <ol style="list-style-type: none"> <li>(i) by the Borrower to any Lender; and/or</li> <li>(ii) by the Borrower's associate/sister concern/ subsidiary to the Lender; and/or</li> <li>(iii) by the Borrower's associate/ sister concern/ subsidiary to the any other banks/ financial institutions or NBFC's;</li> </ol> <p>cross default shall be deemed to have occurred only in case default to particular lender(s) is not cured within 30 (thirty) days.</p>
<b>Debenture Trustee</b>	IDBI Trusteeship Services Limited
<b>Role and Responsibilities of Debenture Trustee</b>	To oversee and monitor the overall transaction for and on behalf of the Debenture Holders .
<b>Governing Law and Jurisdiction</b>	The Debentures and documentation will be governed by and construed in accordance with the laws of India and the parties submit to the exclusive jurisdiction in Mumbai and New Delhi.
<b>Manner of Bidding</b>	Open Bid Book
<b>Type of Bidding</b>	Fixed Rate Bidding
<b>Mode of Allotment</b>	Uniform
<b>Mode of Settlement</b>	Indian Clearing Corporation Limited (ICCL)
<b>Pay in or Settlement</b>	T+1

## DECLARATION

A DECLARATION BY THE DIRECTORS THAT –

- (a) the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;
- (b) the compliance with the Companies Act, 2013 and the rules made thereunder do not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government;
- (c) the monies received under the offer shall be used only for the purposes and objects indicated in the private placement offer cum application letter;

I am authorised by the Board of Directors of the company vide resolution dated April 26, 2020 and the resolution dated June 23, 2020 of the Management Administration and Share Transfer Committee of the Board to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made there under in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association. It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For and on behalf of **IRB Infrastructure Developers Limited**



**Authorised Signatories**

Date: June 24, 2020

Place: Mumbai

Attachments:-

- Copy of Board resolution
- Copy of shareholders resolution

**Corporate Office :**

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.

Tel: 91 - 22 - 6640 4220 / 4880 4200 • Fax: 91 - 22 - 6675 1024 • e-mail: info@irb.co.in • www.irb.co.in

CIN : L65910MH1998PLC115967



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED IN THE MEETING OF THE BOARD OF DIRECTORS OF IRB INFRASTRUCTURE DEVELOPERS LIMITED HELD ON APRIL 26, 2020**

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**APPROVAL OF DEBT FUNDING**

**“RESOLVED THAT** pursuant to provisions of Section 42, 62, 71, 179(3) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed thereunder, each as amended and pursuant to the approval of shareholders by way of special resolution accorded at the Annual General Meeting dated September 26, 2019 for the borrowing limits of the Company up to Rs. 9,500 crore or such other amount as may be approved by the shareholders from time to time, over and above the aggregate of the Company’s paid-up share capital, free reserves and securities premium under Section 180 (1)(c) of the Companies Act, 2013, and subject to Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, and other applicable SEBI regulations, each as amended, and subject to the enabling provisions of the Memorandum of Association and the Articles of Association of the Company and subject to such other approvals, permissions and sanctions, if any, of the appropriate authorities, institutions or bodies, as may be necessary, applicable provisions of the Foreign Exchange Management Act, 1999 and other applicable law, the consent of the board of directors of the Company (the **“Board”**) be and is hereby accorded, to raise debt through such modes as may be permitted under applicable law, including to create, offer, issue and allot non-convertible debentures or other debt securities which create or acknowledges indebtedness, whether secured or unsecured, rated or unrated, unlisted or listed on any stock exchange in India / any international stock exchange outside India, for an aggregate amount of up to Rs. 2500,00,00,000 (Rupees Two Thousand Five Hundred Crores only), including by way of public issue or by way of one or more private placement, and/or on a preferential allotment basis, in one or more tranches/series to all eligible investors, including residents and/or non-residents and/or financial institutions/Banks/NBFCs and/or incorporated bodies and/or mutual funds and/or individuals and/or trustees and/or stabilizing agent or otherwise, Foreign Portfolio Investors, Indian companies and/or other permitted eligible entities (the **“Investors”**) on such terms as mutually agreed between the Company and Investors and as required under applicable law.”

**RESOLVED FURTHER THAT,** in connection with aforesaid debt funding, the Management Administration and Share Transfer Committee (the **“MAS Committee”**) be and is hereby authorized to:

- (i) seek any approval, consent or waiver from any third parties, as and if required to be obtained in connection with the issue and allotment of any debt securities or raising of debt through other permissible modes, as applicable;
- (ii) decide negotiate and finalize the terms of the debt/debt securities, including the nature of the instrument, mode and size of the issue, price, coupon, face value, tenor, issue opening date, issue closing date and all other related matters, as applicable;



- (iii) finalise and approve the required information memorandum, disclosure document, the draft letter of offer, the letter of offer, as the case may be and all other documents, agreements, deeds, acts and things in connection with issue and to authorise any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and behalf of the Company together with the authority to amend, vary or modify the same as such authorised persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorised person, be required from time to time, and to arrange for the submission of the required documents, as the case may be, and any amendments and supplements thereto, with any applicable stock exchanges, government and regulatory authorities, institutions or bodies, as may be required.
- (iv) appoint the Debenture Trustee, Arranger or Primary Dealer or Merchant Banker and such other intermediaries in respect of the security, issue and listing, if any, as may be applicable;
- (v) create the debenture redemption reserve in accordance with the provisions of the Companies Act, 2013 and the rules thereunder, as may be applicable;
- (vi) authorize the opening of a separate bank account of the Company for the purpose of receiving subscription amount or utilisation of existing account for this purpose;
- (vii) negotiate, finalize, execute and deliver all such engagement letters and agreements, inter alia, the Debenture Trust Deed, Debenture Trustee Appointment Agreement, Share Pledge Agreement, security documents and other ancillary or incidental documents and arrangements as well as amendments, supplements, notices or corrigenda thereto in connection with debt securities, to appoint consultants, advisors, trustee, escrow agents, registrar and transfer agent, accountants, valuer, legal counsel, depositories, stock exchanges, custodians, credit rating agencies and other intermediaries and all such persons or agencies as may be involved in or concerned with the issue, offer and allotment of the debt securities, to pay any duties & fees to the Govt. Authorities and to remunerate all such agencies or reimburse expenses incurred in relation to the issue, offer and allotment of the debt securities
- (viii) create security over the assets of the Company to secure the debt (including debt securities);
- (ix) negotiate, modify, finalize, sign, issue and dispatch the documents, including without limitation placement document or offer document or information memorandum or the private placement offer cum application letter in form PAS-4 together with the application form and to record the private placement in Form PAS-5 within the time prescribed under the Act, as the case may be, in connection with any debt funding, and any other ancillary documents, in connection with the said issue of the debt securities as may be applicable;
- (x) seeking the listing of debt securities on the stock exchanges, submitting the listing application to such stock exchanges and taking all actions that may be necessary in connection with obtaining such listing, availing Electronic Book Platform facility on the Stock Exchanges and registration thereon;
- (xi) do all necessary filings and intimations to statutory and regulatory authorities, including the stock exchanges, the registrar of companies, the depositories and the SEBI or any other agencies;
- (xii) allot the debt securities in one or more tranches to the eligible investors or applicants to the debt securities on receipt of subscription amount in one or multiple tranches;
- (xiii) file the return of allotment with the Registrar of Companies under relevant provisions of the Companies Act, 2013 for each tranche of allotment of debt securities;

- (xiv) make necessary applications with the National Securities Depository Ltd (“NSDL”) and/or the Central Depository Services India Ltd (“CDSL”) as may be required, for admission of the debt securities and to sign and submit the application and other related documents to obtain the ISIN for the allotments in one or more tranches;
- (xv) issue the letter of allotment of debt securities to the Investors and to file the corporate action application and other supporting document with the NSDL and/or the CDSL as may be required to give credit to the respective demat accounts of aforesaid Investors on each tranche of allotment of debt securities;
- (xvi) to do all such acts and things and to execute all such documents as may be necessary in case of redemption of debt securities in one or more tranches and repayment of debt, as applicable; and
- (xvii) to do all such acts and things and to execute all such documents as may be necessary for giving effect to the above resolution.”

**RESOLVED FURTHER THAT** a certified copy of this resolution signed by any of the Directors or the Company Secretary be provided to anyone concerned or interested in the matter.”

*Certified True Copy*

**For IRB Infrastructure Developers Limited**



**Mehul Patel**

**Company Secretary**

**Membership No. - A14302**



**Corporate Office :**

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.

Tel: 91 - 22 - 6640 4220 / 4880 4200 • Fax: 91 - 22 - 6675 1024 • e-mail: info@irb.co.in • www.irb.co.in

CIN : L65910MH1998PLC115967



**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE MANAGEMENT ADMINISTRATION AND SHARE TRANSFER COMMITTEE ("COMMITTEE") OF IRB INFRASTRUCTURE DEVELOPERS LIMITED (THE 'COMPANY') HELD ON JUNE 23, 2020**

**"RESOLVED THAT,** pursuant to the approval of the Board of Directors in its meeting held on April 26, 2020, the consent of the Committee be and is hereby accorded to invite subscription for the Issue on, *inter alia*, the following terms and conditions:

- Security Name:** Secured, Redeemable, Listed, Rated, Non-Convertible Debentures
- Issue Size:** Rs. 200,00,00,000 (Indian Rupees Two Hundred Crore only) with Green shoe option for an additional amount of up to Rs. 175 crores
- Interest Rate:** 9.55% per annum payable monthly
- Security:**
- First charge by way of pledge on 2,50,00,000 units of IRB Infrastructure Trust held by the Company which gives security cover of 1.25x.
  - First charge by way of Hypothecation of O&M receivables from IRB MP Expressway Pvt Ltd (IRB's Mumbai Pune project).
  - First charge by way of lien on escrow account of the Company to be opened with Punjab National Bank (PNB), wherein all the O&M receivables from IRB MP Expressway Pvt Ltd (IRB's Mumbai Pune project) for 5 years shall be deposited for regular payment of coupon and redemption of the proposed NCDs
- Tenure:** 5 years (repayable in structured quarterly installments)

**Eligible Investor:**

Sr. No.	Name and address of Prospective Investors
1.	<b>Punjab National Bank</b> Address: 6 <sup>th</sup> Floor, C-9, G Block, Bandra Kurla Complex, Mumbai - 400051

**"RESOLVED FURTHER THAT,** approval of the Committee be and is hereby granted for the:

- Finalization and execution of the Debenture Trust Deed, the Debenture Trustee Appointment Agreement/Trusteeship Agreement, the Unit Pledge Agreement, Escrow Agreement, Deed of Hypothecation, engagement letters and other ancillary agreements/documents (collectively the "Transaction Documents");
- (a) The creation of pledge over 2,50,00,000 units of IRB Infrastructure Trust held by the Company which gives security cover of 1.25x; (b) First charge by way of Hypothecation of O&M receivables from IRB MP Expressway Pvt Ltd (IRB's Mumbai Pune project); (c) First charge by way of lien on escrow account of the Company to be opened with PNB, wherein all the O&M receivables from IRB MP Expressway Pvt Ltd (IRB's Mumbai Pune project) for 5 years shall be deposited for regular payment of coupon and redemption of the proposed NCDs; and



- iii) That, Mr. Virendra D. Mhaiskar, Chairman and Managing Director, or Mrs. Deepali V. Mhaiskar, Whole-time Director, or Mr. Sudhir Rao Hoshing, Joint Managing Director, or Dhnanjay K. Joshi, Authorised Signatory, or Mr. Anil D. Yadav, Chief Financial Officer, or Mr. Mehul Patel, Company Secretary and Compliance Officer, or Mr. Shailesh Joshi, Authorised Signatory, or Mr. Rushabh Gandhi, Authorized Signatory, or Mr. Mohit Raizada, Authorised Signatory or Mr. Sunil Gupta, Authorised Signatory or Mr. J. K. Chauhan, Authorised Signatory or Mr. R. K. Menon, Authorised Signatory, (collectively known as “**Authorized Signatories**”), be and are hereby severally authorized on behalf of the Company to negotiate, accept, finalize, agree, and settle with such changes, increase, decrease, alteration, revision and modification in the terms and conditions of aforesaid Transaction Documents, as may be mutually agreed, and are further severally authorized to sign, execute, amend and deliver the Transaction Documents with the aforesaid Investors, the Debenture Trustee and with other relevant parties and to file necessary return with the Registrar in respect of creation of security/ charge (as applicable) and do all other acts, deeds and things, as may be necessary or required for this purpose.”

“**RESOLVED FURTHER THAT** approval of the Committee be and is hereby granted for:

- i) the Information Memorandum which includes disclosures prescribed in Form PAS-4 under the Companies Act, 2013 i.e. Private Placement Offer along with application form and the record of the Private Placement in Form PAS-5 and Schedule I of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended, as placed before the Committee and initialed by the Chairman for the purpose of identification, and the aforesaid Authorized Signatories of the Company be and are hereby authorized severally to:
  - a. for filing with BSE Limited where NCDs of the Company proposed to be listed.
  - b. issue/dispatch/deliver the Private Placement Offer/ Information Memorandum to the Identified Investors as specified below, within the time prescribed under applicable law, through the Electronic Book Platform, if applicable.
  - c. authenticate the entries made in the record of Private Placement in Form PAS-5 and to finalize, settle and execute such documents/ deeds/ writings/ papers/ agreements and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable in this regard, including making the requisite filings with the Registrar of Companies in relation to the proposed Issue and creation of security and make necessary entries in the statutory registers.
- ii) identification of the prospective investors, details of whom are specified in the table below, to whom the NCDs shall be offered on Private Placement Basis (the “**Identified Investors**”):

Sr. No.	Name and address of Prospective Investors
1.	<b>Punjab National Bank</b> Address: 6 <sup>th</sup> Floor , C-9, G Block, Bandra Kurla Complex, Mumbai - 400051

**“RESOLVED FURTHER THAT** approval of the Committee be and is hereby granted for:

- i) appointment of IDBI Trusteeship Services Limited as the Debenture Trustee in relation to the security and the proposed issue of NCDs on private placement basis to the above mentioned Identified Investors and hereby take on record the consent received by IDBI Trusteeship Services Limited conveying their willingness to act as a Debenture Trustee in respect of security created for the NCDs, and to hold the security upon trust for the benefit of the Investors, subject to the terms and conditions of the Debenture Trust Deed;
- ii) Appointment of ‘KFin Technologies Private Limited’ (earlier known as “Karvy Fintech Private Limited”) as Registrar and Transfer Agent for the proposed issue of NCDs on a private placement basis;
- iii) Creation of the Debenture Redemption Reserve, if required under applicable law;
- iv) Availing EBM facility on the Stock Exchanges and registration thereon, execute, file and deliver all necessary documents, instruments and do all acts necessary in relation to issuance of the Debentures Issue, including for the obtainment of the in-principle, listing approvals and final listing approvals in respect of the Debentures, and the listing of the Debentures on BSE Limited and payment of relevant fees, as applicable;
- v) Making an application with the National Securities Depository Ltd (NSDL) and/or Central Depository Services (India) Limited (CDSL) for admission of aforesaid NCDs in electronic mode and any of the Authorised Signatories of the Company be and are severally authorized to sign and submit the application and other related documents to obtain the ISIN from NSDL and/or CDSL for such issuance of NCDs in one or more tranches and also to make necessary application(s) for the electronic credit of the NCDs upon allotment”

**“RESOLVED FURTHER THAT,** the separate bank account of the Company opened with Union Bank of India, Powai branch bearing Account No. 546401010050670 shall be utilized for the purpose of receiving debenture subscription amount.”

**“RESOLVED FURTHER THAT** aforesaid Authorized Signatories of the Company be and are hereby authorized severally to do all such acts, deeds and things as may be necessary or expedient for giving effect to the above resolutions including but not limited to filing of necessary intimations with the statutory and regulatory authorities, including the stock exchanges, the registrar of companies, the



depositories and the SEBI and that acertified copy of this resolution signed by any of the Directors of the Company or the Company Secretary and Compliance Officer, be provided to anyone concerned or interested in the matter.”

**Certified True Copy**

**For IRB INFRASTRUCTURE DEVELOPERS LIMITED**



**Mehul Patel**

**Company Secretary**

Membership No. A14302

Address: Flat No.701, Winona Hiranandani Estate,

Opp. Blooming Dell, Thane West

Thane – 400607

**Corporate Office :**

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.

Tel: 91 - 22 - 6640 4220 / 4880 4200 ■ Fax: 91 - 22 - 6675 1024 ■ e-mail: info@irb.co.in ■ www.irb.co.in

CIN : L65910MH1998PLC115967



**CERTIFIED TRUE COPY OF THE SPECIAL RESOLUTION PASSED BY THE MEMBERS OF IRB INFRASTRUCTURE DEVELOPERS LIMITED AT THE ANNUAL GENERAL MEETING HELD ON SEPTEMBER 26, 2019**

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“RESOLVED THAT in supersession to the earlier resolutions passed by the members of the Company regarding the borrowing powers of the Company and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors (which expression shall be deemed to include any Committee(s) thereof and hereinafter referred to as the “Board”) to borrow from time to time any sum or sums of monies together with monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) that may exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium, provided that the total amount so borrowed by the Board shall not be in excess of 9,500 Crores (Rupees Nine Thousand Five Hundred Crores only) over and above the aggregate of the paid up share capital, its free reserves and securities premium of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

Your Company has been bidding for HAM, BOT and TOT Projects and will continue to do so in the future. As the business requirements of the Company is growing and accordingly to meet the requirements of additional funds, the Board found it appropriate to empower the Company by increasing the borrowing powers of the Company.

Section 180(1)(c) of the Companies Act, 2013 requires the consent of the members of a Company by way of Special Resolution at a General Meeting to enable the Board of Directors to borrow moneys, where the money to be borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business), will exceed the aggregate of the paid-up capital of the Company, its free reserves and securities premium. Since the current borrowing powers of the Board of Directors may not be sufficient to facilitate the Board to borrow for the purpose of the business of the Company, the approval of the members is

being sought by a Special Resolution for an enabling authority in favour of the Board to increase its borrowing power to 9,500 Crores in addition to the aggregate of the paid up share capital, its free reserves and securities premium of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise in the said Special Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 9 of the Notice for approval by the Members.

**Certified True Copy**

**For IRB Infrastructure Developers Limited**



**Mehul Patel**

**Company Secretary**

**Membership No. - A14302**

***ANNEXURE – 1 - CONSENT FROM IDBI TRUSTEESHIP SERVICES LIMITED  
TO ACT AS THE DEBENTURE TRUSTEE***

*(The remainder of this page has been left intentionally blank)*



**IDBI Trusteeship Services Ltd**

CIN : U65991MH2001GOI131154  
16164/ITSL/OPR/CI/20-21/DEB/237  
Date: June 23, 2020



IRB Infrastructure Developers Limited (the Company)  
IRB Complex,  
Chandivli Farm,  
Chandivli Village,  
Andheri (East),  
Mumbai - 400 072.

Kind Attn: Mr. Shailesh Joshi

Dear Sir,

Subject: Consent to act as Debenture Trustee for Rated, Secured, listed, Redeemable, Non-Convertible Debentures (NCDs) aggregating to Rs. 200 crores with a green shoe option for an additional amount of up to Rs. 175 crores (Rupees One Hundred and Seventy Five Crores Only) on private placement basis.

This is with reference to the email dated June 23, 2020 regarding appointment of IDBI Trusteeship Services Limited as Debenture Trustee for the proposed Non-Convertible Debentures (NCDs) transaction aggregating to Rs. 200 crores with a green shoe option for an additional amount of up to Rs. 175 crores (Rupees One Hundred and Seventy Five Crores Only) on private placement basis. In this connection, we confirm our acceptance to act as a Debenture Trustee for the same, subject to the Company agreeing the conditions as set out in Annexure - A.

We are also agreeable for inclusion of our name as trustees in the Company's offer document/disclosure document/listing application / any other document to be filed with SEBI / ROC / the stock exchange(s) or any other authority as required.

IRB Infrastructure Developers Limited shall enter into Debenture Trustee Agreement for the said issue of the NCDs/Bonds.

Assure you of our best services at all times.

Yours faithfully,  
For IDBI Trusteeship Services Limited

U. A. Sachwani

(Authorized Signatory)



we accept the above terms  
for IRB Infrastructure Developers Limited  
**For IRB Infrastructure Developers Limited**

D. K. Joshi

(Authorized Signatory)  
**Authorized Signatory**

NOTE: As per GST guidelines, ITSL would be required to pay the applicable GST on the amounts / charges payable to us as indicated above. Please note that the Company would be liable to pay all such charges even in the event of cancellation of the aforesaid transaction. Therefore, no refund of any statutory dues already paid would be made.

Regd. Office : Asian Building, Ground Floor, 17, R. Kamani Marg, Ballard Estate, Mumbai - 400 001.  
Tel. : 022-4080 7000 • Fax : 022-6631 1776 • Email : itsl@idbitrustee.com • response@idbitrustee.com  
Website : www.idbitrustee.com



## ***ANNEXURE 2 – CREDIT RATING***

*(The remainder of this page has been intentionally left blank)*

Mr. Virendra Mhaikar  
Chairman & Managing Director  
IRB Infrastructure Developers Limited  
Chandivali Farm, Chandivali Village,  
Andheri (East), Mumbai – 400 072

June 18, 2020

*Dear Sir/Madam,*

**Re: Rating Letter for NCDs Ratings of IRB Infrastructure Developers Ltd**

India Ratings and Research (Ind-Ra) has assigned IRB Infrastructure Developers Ltd's (IRB) non-convertible debentures (NCDs) a final rating of 'IND A+'. The Outlook is Stable. The detailed rating actions are as follows:

Instrument Type	Date of Issuance	ISIN	Coupon Rate (%)	Maturity Date	Size of Issue (million)	Rating/Outlook	Rating Action
NCDs*	-	-	-	-	INR10,000	Provisional IND A+/Stable	Affirmed
NCDs	21 May 2020	INE821I07029	9.55	May 2023	INR2,000	IND A+/Stable	Affirmed
NCDs#	15 June 2020	INE821I07045	9.55	June 2025	INR3,000	IND A+/Stable	Assigned

\*The final rating will be assigned following the final issuance and the receipt of the final documentation, conforming to the information already received by Ind-Ra.

#The assignment of the final rating follows the receipt of the final documents conforming to the information already received by Ind-Ra.

In issuing and maintaining its ratings, India Ratings relies on factual information it receives from issuers and underwriters and from other sources India Ratings believes to be credible. India Ratings conducts a reasonable investigation of the factual information relied upon by it in accordance with its ratings methodology, and obtains reasonable verification of that information from independent sources, to the extent such sources are available for a given security.

The manner of India Ratings' factual investigation and the scope of the third-party verification it obtains will vary depending on the nature of the rated security and its issuer, the requirements and practices in India where the rated security is offered and sold, the availability and nature of relevant public information, access to the management of the issuer and its advisers, the availability of pre-existing third-party verifications such as audit reports, agreed-upon procedures letters, appraisals, actuarial reports, engineering reports, legal opinions and other reports provided by third parties, the availability of independent and competent third-party verification sources with respect to the particular security or in the particular jurisdiction of the issuer, and a variety of other factors.

Users of India Ratings' ratings should understand that neither an enhanced factual investigation nor any third-party verification can ensure that all of the information India Ratings relies on in connection with a rating will be accurate and complete. Ultimately, the issuer and its advisers are responsible for the accuracy of the information they provide to India Ratings and to the market in offering documents and other reports. In issuing its ratings India Ratings must rely on the work of experts, including independent auditors with respect to financial statements and attorneys with respect to legal and tax matters. Further, ratings are inherently forward-looking and embody assumptions and predictions about future events that by their nature cannot be verified as facts. As a result, despite any verification of current facts, ratings can be affected by future events or

conditions that were not anticipated at the time a rating was issued or affirmed.

India Ratings seeks to continuously improve its ratings criteria and methodologies, and periodically updates the descriptions on its website of its criteria and methodologies for securities of a given type. The criteria and methodology used to determine a rating action are those in effect at the time the rating action is taken, which for public ratings is the date of the related rating action commentary. Each rating action commentary provides information about the criteria and methodology used to arrive at the stated rating, which may differ from the general criteria and methodology for the applicable security type posted on the website at a given time. For this reason, you should always consult the applicable rating action commentary for the most accurate information on the basis of any given public rating.

Ratings are based on established criteria and methodologies that India Ratings is continuously evaluating and updating. Therefore, ratings are the collective work product of India Ratings and no individual, or group of individuals, is solely responsible for a rating. All India Ratings reports have shared authorship. Individuals identified in an India Ratings report were involved in, but are not solely responsible for, the opinions stated therein. The individuals are named for contact purposes only.

Ratings are not a recommendation or suggestion, directly or indirectly, to you or any other person, to buy, sell, make or hold any investment, loan or security or to undertake any investment strategy with respect to any investment, loan or security or any issuer. Ratings do not comment on the adequacy of market price, the suitability of any investment, loan or security for a particular investor (including without limitation, any accounting and/or regulatory treatment), or the tax-exempt nature or taxability of payments made in respect of any investment, loan or security. India Ratings is not your advisor, nor is India Ratings providing to you or any other party any financial advice, or any legal, auditing, accounting, appraisal, valuation or actuarial services. A rating should not be viewed as a replacement for such advice or services. Investors may find India Ratings ratings to be important information, and India Ratings notes that you are responsible for communicating the contents of this letter, and any changes with respect to the rating, to investors.

It will be important that you promptly provide us with all information that may be material to the ratings so that our ratings continue to be appropriate. Ratings may be raised, lowered, withdrawn, or placed on Rating Watch due to changes in, additions to, accuracy of or the inadequacy of information or for any other reason India Ratings deems sufficient.

Nothing in this letter is intended to or should be construed as creating a fiduciary relationship between India Ratings and you or between India Ratings and any user of the ratings.

In this letter, "India Ratings" means India Ratings & Research Pvt. Ltd. and any successor in interest.

We are pleased to have had the opportunity to be of service to you. If we can be of further assistance, please contact the undersigned at +91 22 4000 1700.

Sincerely,

India Ratings



**Rakesh Valecha**  
**Senior Director**

**ANNEXURE 3: ILLUSTRATIVE CASH FLOWS**

Interest Payment Date	Repayment Date	Principal per Debenture	No. of days in coupon payment	Interest per Debenture	Principal Repayment per Debenture
29-06-2020		10,00,000			
29-07-2020		10,00,000	31	8,111	-
29-08-2020		10,00,000	31	8,111	-
29-09-2020		10,00,000	31	8,111	-
29-10-2020		10,00,000	30	7,849	-
29-11-2020		10,00,000	31	8,111	-
29-12-2020		10,00,000	30	7,849	-
29-01-2021		10,00,000	31	8,111	-
28-02-2021		10,00,000	30	7,849	-
29-03-2021		10,00,000	29	7,588	-
29-04-2021		10,00,000	31	8,111	-
29-05-2021		10,00,000	30	7,849	-
29-06-2021		10,00,000	31	8,111	-
29-07-2021		10,00,000	30	7,849	-
29-08-2021		10,00,000	31	8,111	-
29-09-2021		10,00,000	31	8,111	-
29-10-2021		10,00,000	30	7,849	-
29-11-2021		10,00,000	31	8,111	-
29-12-2021		10,00,000	30	7,849	-
29-01-2022		10,00,000	31	8,111	-
28-02-2022		10,00,000	30	7,849	-
29-03-2022		10,00,000	29	7,588	-
29-04-2022		10,00,000	31	8,111	-
29-05-2022		10,00,000	30	7,849	-
29-06-2022	29-06-2022	9,67,500	31	8,111	32,500
29-07-2022		9,67,500	30	7,594	-
29-08-2022		9,67,500	31	7,847	-
29-09-2022	29-09-2022	9,35,000	31	7,847	32,500
29-10-2022		9,35,000	30	7,339	-
29-11-2022		9,35,000	31	7,584	-
29-12-2022	29-12-2022	9,02,500	30	7,339	32,500
29-01-2023		9,02,500	31	7,320	-
28-02-2023		9,02,500	30	7,084	-
29-03-2023	29-03-2023	8,70,000	29	6,848	32,500
29-04-2023		8,70,000	31	7,057	-
29-05-2023		8,70,000	30	6,829	-
29-06-2023	29-06-2023	7,82,500	31	7,057	87,500
29-07-2023		7,82,500	30	6,142	-
29-08-2023		7,82,500	31	6,347	-
29-09-2023	29-09-2023	6,95,000	31	6,347	87,500
29-10-2023		6,95,000	30	5,455	-
29-11-2023		6,95,000	31	5,637	-
29-12-2023	29-12-2023	6,07,500	30	5,455	87,500
29-01-2024		6,07,500	31	4,927	-
29-02-2024		6,07,500	31	4,927	-
29-03-2024	29-03-2024	5,20,000	29	4,610	87,500
29-04-2024		5,20,000	31	4,218	-
29-05-2024		5,20,000	30	4,082	-

29-06-2024	29-06-2024	4,17,500	31	4,218	1,02,500
29-07-2024		4,17,500	30	3,277	-
29-08-2024		4,17,500	31	3,386	-
29-09-2024	29-09-2024	3,15,000	31	3,386	1,02,500
29-10-2024		3,15,000	30	2,473	-
29-11-2024		3,15,000	31	2,555	-
29-12-2024	29-12-2024	2,12,500	30	2,473	1,02,500
29-01-2025		2,12,500	31	1,724	-
28-02-2025		2,12,500	30	1,668	-
29-03-2025	29-03-2025	1,10,000	29	1,612	1,02,500
29-04-2025		1,10,000	31	892	-
29-05-2025		1,10,000	30	863	-
28-06-2025	28-06-2025	-	30	863	1,10,000

\*List of Bank Holidays were not available, hence interest payment and repayment were not adjusted to that extent.

***ANNEXURE 4: IN-PRINCIPLE APPROVAL***

*(The remainder of this page has been left intentionally blank)*

DCS/COMP/SU/IP-PPDI/163/20-21

The Company Secretary  
**IRB Infrastructure Developers Limited**  
Off No-11th Floor/1101 Hiranandani Knowledge Park, Technology  
Street, Hill Side Avenue, Powai, Mumbai – 400 076.

Dear Sir,

**Re: Private Placement of Secured, Redeemable, Listed, Rated, Non-Convertible Debentures (“Debentures”) of the face value of Rs. 10,00,000 each, aggregating to Rs. 200 crores with a green shoe option for an additional amount of up to Rs. 175 crores (the “Issue”).**

We acknowledge receipt of your application on the online portal on June 23, 2020 seeking In-principle approval for issue of captioned security. In this regard, the Exchange is pleased to grant in-principle approval for listing subject to fulfilling the following conditions:

1. Filing of listing application.
2. Payment of fees as may be prescribed from time to time.
3. Compliance with Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 as amended 2012, and submission of Disclosures and Documents as per Regulations 21, in the format specified in Schedule I of the said Regulations and also Compliance with provisions of Companies Act 2013.
4. Receipt of Statutory & other approvals & compliance of guidelines issued by the statutory authorities including SEBI, RBI, DCA etc. as may be applicable.
5. Compliance with change in the guidelines, regulations directions of the Exchange or any statutory authorities, documentary requirements from time to time

This In-Principle Approval is valid for a period of 1 year from the date of issue of this letter. The Exchange reserves its right to withdraw its in-principle approval at any later stage if the information submitted to the Exchange is found to be incomplete/ incorrect/misleading/false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Guidelines/Regulations issued by the statutory authorities etc. Further, it is subject to payment of all applicable charges levied by the Exchange for usage of any system, software or similar such facilities provided by BSE which the Company shall avail to process the application of securities for which approval is given vide this letter.

Yours Faithfully,  
**For BSE Limited**

Sd/-  
**Rupal Khandelwal**  
Senior Manager

Sd/-  
**Raghavendra Bhat**  
Deputy Manager

## ANNEXURE – 5: APPLICATION FORM

**IRB NCD Issuance**  
(Private and Confidential (for addressee only))

IRB Infrastructure Developers Limited  
(A Public Limited Company incorporated under the Companies Act, 1956)  
Registered Office: Off No-11th Floor/1101 Hiranandani Knowledge Park, Technology  
Street, Hill Side Avenue, Powai, Mumbai – 400 076  
Corporate Office: 3<sup>rd</sup> Floor, IRB Complex, Chandivali Farm, Chandivali Village,  
Andheri (East), Mumbai – 400 072  
CIN: L65910MH1998PLC115967 Website: www.irb.co.in

### ***Application Form for Private Placement of Secured, Redeemable, Listed, Rated, Non-Convertible Debentures***

Application No.

Date: **June [●] , 2020**

Dear Sirs,

***Sub: Issue of 9.55% p.a Coupon, Secured, Redeemable, Listed, Rated, Non-Convertible Debentures (“NCD”) of the face value of Rs. 10,00,000 each, for cash aggregating to Rs. 200 crores with a green shoe option for an additional amount of up to Rs. 175 crores (the “Issue”) on a private placement basis.***

Having read and understood the contents of the Information Memorandum of private placement dated June 24, 2020 in connection with the offer of NCDs of the face value of Rs. 10,00,000 each, for cash, aggregating to Rs. 200 crores with a green shoe option for an additional amount of up to Rs. 175 crores, I/we apply for allotment of the NCDs to me/us. The amount payable on application as shown below is remitted herewith. On allotment, please place my/ our name(s) on the Register of Debenture holder(s). We bind ourselves to the terms and conditions as mentioned in the Disclosure Document and the relevant pricing supplement.

**(Please carefully read the instructions on the next page before filling up this form)**

<b>Debenture</b>	9.55% p.a Coupon, Secured, Dematerialized, Redeemable, Listed, Rated, Non-Convertible Debentures (“NCD”) of the face value of Rs. 10,00,000 each, for cash aggregating to Rs. 200 crores with a green shoe option for an additional amount of up to Rs. 175 crores
Number of debentures applied for ( <i>Rs. 10,00,000 per debenture</i> )	
Amount (Rs.) in figures	
Amount (Rs.) in words	

**Applicant’s name and address in full (in capital letters) :**



		Pin Code
Tel:	Fax:	Email:

**Status :**

☐ Companies ☐ Mutual Funds ☐ Financial  
 Institutions ☐ Insurance Companies ☐  
 Banks ☐ Others

***Details of Bank Account***

Bank Name and Branch :	
Nature of Account	Account No.
Branch RTGS code (IFSC)	

**Depository Details**

DP Name	
DP ID	Client ID

We understand that in case of allotment of debentures to us/our Beneficiary Account as mentioned above would be credited to the extent of debentures allotted.

***Tax Details***

PAN / GIR No.

Circle / Ward / District

<b>Tax Deduction Status</b>	<input type="checkbox"/> Fully Exempt	<input type="checkbox"/> Tax to be deducted at source	
		<input type="checkbox"/> Yes	<input type="checkbox"/> No

Copies of tax exemption certificate / PAN Card / Declarations attached

Name of authorized signatory	Designation	Signature

------(Tear here)-----

IRB Infrastructure Developers Limited  
(A Public Limited Company incorporated under the Companies Act, 1956)  
Registered Office: Off No-11th Floor/1101 Hiranandani Knowledge Park, Technology  
Street, Hill Side Avenue, Powai, Mumbai – 400 076  
Corporate Office: 3<sup>rd</sup> Floor, IRB Complex, Chandivali Farm, Chandivali Village,  
Andheri (East), Mumbai – 400 072  
CIN: L65910MH1998PLC115967 Website: www.irb.co.in

**ACKNOWLEDGEMENT SLIP**

Application No. : \_\_\_\_\_ Date: \_\_\_\_\_

Received from \_\_\_\_\_ Rs. \_\_\_\_\_/- by  
Cheque / Demand Draft No. \_\_\_\_\_ drawn on \_\_\_\_\_ towards application for \_  
Debentures.

(Cheques / Demand Drafts are subject to realization)

**INSTRUCTIONS**

1. Application Form must be completed in full in **BLOCK LETTERS IN ENGLISH**. A blank space must be left between two or more parts of the name. Signatures should be made in English or in any of the Indian languages. Signature in a language other than English must be attested by an authorized official of a Bank or by a magistrate  
  
/ notary public under his / her official seal.
2. The full amount of Debenture has to be paid along with the application form.
3. Application form duly completed in all respects and must be **submitted to the Registered Office** of the Company at Off No-11th Floor/1101 Hiranandani Knowledge Park, Technology Street, Hill Side Avenue, Powai, Mumbai – 400 076 on or before the closing date of the issue. The payment must be made through RTGS to the Designated Bank Account of Indian Clearing Corporation Limited's ("ICCL").

The Designated Bank Account of ICCL is as under:

HDFC Bank

Beneficiary Name: INDIAN CLEARING CORPORATION LTD

Account Number: **ICCLEB**

IFSC Code: HDFC0000060

Mode: NEFT/RTGS

4. Applications made by categories of investors other than individuals must be accompanied by certified copies of Memorandum and Articles of Association, Board Resolution / Power of Attorney for investment, authority to authorized signatories in case of limited companies or corporate bodies, Certificate of registration, Electricity/ Telephone Bill.
5. Please mention your Permanent Account Number or the GIR number allotted under Income Tax Act, 1961 and the Income Tax Circle/Ward/District. In case where neither the PAN nor GIR number has been allotted, the fact of non-allotment should be mentioned in the application form in space provided.
6. Receipt of application will be acknowledged in the “**Acknowledgement Slip**” appearing below the Application Form. No separate receipt will be issued.
7. The application would be accepted as per the terms of the issue outlined in the Disclosure Document.

***ANNEXURE – 6: RELATED PARTY TRANSACTIONS***

*(The remainder of this page has been left intentionally blank)*

## Anenxure 6 - Related Party Transactions

[illegible]

[illegible]

Sr. No.	Particulars	Subsidiaries			Joint-venture / Associates		Key Management Personnel			Relatives of Key Management Personnel			Enterprises Owned or significantly influenced by key management personnel or their relatives		
		March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2020	March 31, 2019	March 31, 2018
	IRB Kolhapur Integrated Road Development Company Private Limited	49.23	374.15	420.05	-	-	-	-	-	-	-	-	-	-	-
	Aryan Hospitality Private Limited	155.27	2.18	3.21	-	-	-	-	-	-	-	-	-	-	-
	IRB Sindhudurg Airport Private Limited	117.15	888.23	995.23	-	-	-	-	-	-	-	-	-	-	-
	IRB Goa Tollway Private Limited	0.80	0.08	12.63	-	-	-	-	-	-	-	-	-	-	-
	IRB PS Highway Private Limited	1.83	169.79	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	517.35	1,348.32	3,986.43	-	-	-	-	-	-	-	-	-	-	-
	MRM Mining Private Limited	-	-	28.10	-	-	-	-	-	-	-	-	-	-	-
	Solapur Yedeshi Tollway Limited	759.74	388.00	923.73	-	-	-	-	-	-	-	-	-	-	-
	Kaithal Tollway Limited	1,145.11	958.26	1,156.67	-	-	-	-	-	-	-	-	-	-	-
	AE Tollway Limited	5,900.88	470.10	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Infrastructure Private Limited	10.53	48.27	123.52	-	-	-	-	-	-	-	-	-	-	-
	Aryan Toll Road Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRB PP Project Private Limited	18.18	89.70	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Jaipur Deoli Tollway Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Pathankot Amritsar Toll Road Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Talegaon Amravati Tollway Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Tumkur Chitradurga Tollway Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	IDAA Infrastructure Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	MVR Infrastructure & Tollways Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Udaipur Tollway Limited	4,605.46	649.24	5,376.21	-	-	-	-	-	-	-	-	-	-	-
	CG Tollway Limited	-	-	6,106.50	-	-	-	-	-	-	-	-	-	-	-
	Kishangarh Gulabpura Tollway Limited	-	0.09	4,089.51	-	-	-	-	-	-	-	-	-	-	-
	VK1 Expressway Private Limited	154.13	178.86	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Hapur Moradabad Tollway Limited	70.62	169.98	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>26,505.96</b>	<b>11,983.37</b>	<b>29,143.71</b>	-	-	-	-	-	-	-	-	-	-	-
<b>20</b>	<b>Current loans (payable on demand and interest bearing) given</b>														
	Modern Road Makers Private Limited	-	-	5,069.80	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	-	-	<b>5,069.80</b>	-	-	-	-	-	-	-	-	-	-	-
<b>21</b>	<b>Deemed investment received during the year</b>														
	IRB Jaipur Deoli Tollway Limited	-	-	2,924.85	-	-	-	-	-	-	-	-	-	-	-
	IRB Talegaon Amravati Tollway Limited	-	-	1,093.35	-	-	-	-	-	-	-	-	-	-	-
	IRB Tumkur Chitradurga Tollway Limited	-	-	1,446.93	-	-	-	-	-	-	-	-	-	-	-
	IRB Pathankot Amritsar Toll Road Limited	-	-	2,665.42	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	-	-	<b>8,130.55</b>	-	-	-	-	-	-	-	-	-	-	-
<b>22</b>	<b>Non-current loans (interest free) repayment received</b>														
	ATR Infrastructure Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
		-	-	-	-	-	-	-	-	-	-	-	-	-	-
<b>23</b>	<b>Current loans (payable on demand and interest free) repayment received</b>														
	IRB Westcoast Tollway Limited	-	2,506.45	323.14	-	-	-	-	-	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Limited	-	1,476.58	2,173.96	-	-	-	-	-	-	-	-	-	-	-
	IRB Jaipur Deoli Tollway Limited	-	-	197.33	-	-	-	-	-	-	-	-	-	-	-
	Ideal Road Builders Private Limited	2,037.40	47.50	72.50	-	-	-	-	-	-	-	-	-	-	-
	Aryan Hospitality Private Limited	0.18	-	-	-	-	-	-	-	-	-	-	-	-	-
	Aryan Toll Road Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Thane Ghodbunder Toll Road Private Limited	-	16.20	192.22	-	-	-	-	-	-	-	-	-	-	-
	NKT Road & Toll Private Limited	-	-	1.05	-	-	-	-	-	-	-	-	-	-	-
	IRB Kolhapur Integrated Road Development Company Private Limited	49.23	2,302.02	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Sindhudurg Airport Private Limited	3,000.20	11.48	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Pathankot Amritsar Toll Road Limited	-	-	732.37	-	-	-	-	-	-	-	-	-	-	-
	IRB Talegaon Amravati Tollway Limited	-	-	683.25	-	-	-	-	-	-	-	-	-	-	-
	IRB Goa Tollway Private Limited	19.56	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Tumkur Chitradurga Tollway Limited	-	-	672.20	-	-	-	-	-	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	-	4,184.59	620.34	-	-	-	-	-	-	-	-	-	-	-
	MRM Mining Private Limited	-	-	36.05	-	-	-	-	-	-	-	-	-	-	-
	Solapur Yedeshi Tollway Limited	264.06	641.29	29.60	-	-	-	-	-	-	-	-	-	-	-
	Kaithal Tollway Limited	0.32	1,257.61	983.62	-	-	-	-	-	-	-	-	-	-	-
	AE Tollway Limited	-	470.10	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Infrastructure Private Limited	17.15	128.42	65.75	-	-	-	-	-	-	-	-	-	-	-
	IRB PP Project Private Limited	0.76	-	-	-	-	-	-	-	-	-	-	-	-	-

Sr. No.	Particulars	Subsidiaries			Joint-venture / Associates		Key Management Personnel			Relatives of Key Management Personnel			Enterprises Owned or significantly influenced by key management personnel or their relatives		
		March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2020	March 31, 2019	March 31, 2018
	IDAA Infrastructure Limited	-	-	-	-	-	-			-			-		
	IRB Jaipur Deoli Tollway Limited	-	-	-	-	-	-			-			-		
	IRB Pathankot Amritsar Toll Road Limited	-	-	-	-	-	-			-			-		
	IRB Talegaon Amravati Tollway Limited	-	-	-	-	-	-			-			-		
	IRB Tumkur Chitradurga Tollway Limited	-	-	-	-	-	-			-			-		
	MVR Infrastructure & Tollways Limited	-	-	-	-	-	-			-			-		
	Udaipur Tollway Limited	287.75	3,362.26	2,529.07	-	-	-	-	-	-	-	-	-	-	-
	CG Tollway Limited	-	203.04	5,904.83	-	-	-	-	-	-	-	-	-	-	-
	Kishangarh Gulabpura Tollway Limited	-	1,352.61	2,737.00	-	-	-	-	-	-	-	-	-	-	-
	VK1 Expressway Private Limited	64.71	102.21	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Hapur Moradabad Tollway Limited	211.09	0.05	-	-	-	-	-	-	-	-	-	-	-	-
	Mhaikar Ventures Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	0.05
	<b>Total</b>	<b>5,952.41</b>	<b>18,062.41</b>	<b>17,954.28</b>	-	-	-	-	-	-	-	-	-	-	<b>0.05</b>
<b>24</b>	<b>Current loans (payable on demand and interest bearing) repayment received</b>												-	-	-
	Modern Road Makers Private Limited	-	-	11,164.14	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>	<b>11,164.14</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>25</b>	<b>Current loans (payable on demand and interest free) taken</b>														
	Modern Road Makers Private Limited	52,344.46	5,669.62	17,645.42	-	-	-	-	-	-	-	-	-	-	-
	Mhaikar Infrastructure Private Limited	9,648.47	7,541.48	6,343.41	-	-	-	-	-	-	-	-	-	-	-
	Aryan Toll Road Private Limited	19.67	177.90	1,213.00	-	-	-	-	-	-	-	-	-	-	-
	ATR Infrastructure Private Limited	275.96	270.26	1,205.21	-	-	-	-	-	-	-	-	-	-	-
	Thane Ghodbunder Toll Road Private Limited	423.27	40.96	298.98	-	-	-	-	-	-	-	-	-	-	-
	IRB MP Expressway Private Limited	13.67	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Surat Dahisar Tollway Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	IDAA Infrastructure Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	NKT Road & Toll Private Limited	-	-	395.75	-	-	-	-	-	-	-	-	-	-	-
	IRB Kolhapur Integrated Road Development Company Private Limited	731.80	191.60	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Goa Tollway Private Limited	831.66	-	-	-	-	-	-	-	-	-	-	-	-	-
	MRM Mining Private Limited	1,401.00	60.30	1.95	-	-	-	-	-	-	-	-	-	-	-
	IRB Infrastructure Private Limited	82.83	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>65,772.79</b>	<b>13,952.12</b>	<b>27,103.72</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>26</b>	<b>Current loans (payable on demand and interest free) repayment</b>														
	Modern Road Makers Private Limited	16,199.43	18,116.98	3,818.30	-	-	-	-	-	-	-	-	-	-	-
	IRB Surat Dahisar Tollway Limited	-	-	1,953.38	-	-	-	-	-	-	-	-	-	-	-
	Mhaikar Infrastructure Private Limited	17,118.25	5,016.00	361.70	-	-	-	-	-	-	-	-	-	-	-
	Aryan Toll Road Private Limited	9.88	5.00	-	-	-	-	-	-	-	-	-	-	-	-
	ATR Infrastructure Private Limited	21.70	1.50	-	-	-	-	-	-	-	-	-	-	-	-
	Thane Ghodbunder Toll Road Private Limited	50.00	124.51	96.20	-	-	-	-	-	-	-	-	-	-	-
	IDAA Infrastructure Limited	-	-	222.32	-	-	-	-	-	-	-	-	-	-	-
	IRB MP Expressway Private Limited	212.06	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Kolhapur Integrated Road Development Company Private Limited	229.08	62.31	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Goa Tollway Private Limited	14.24	-	-	-	-	-	-	-	-	-	-	-	-	-
	MRM Mining Private Limited	1,425.34	10.53	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Infrastructure Private Limited	77.63	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>35,357.61</b>	<b>23,336.83</b>	<b>6,451.90</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>27</b>	<b>Sale/Transfer of equity shares of SPVs investment</b>												-	-	-
	IRB Infrastructure Private Trust (9 SPVs)	19,180.01	-	-	-	-	-	-	-	-	-	-	-	-	-
	<b>Total</b>	<b>19,180.01</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>28</b>	<b>Share application money given</b>														
	IRB Westcoast Tollway Limited	112.15	-	-	-	-	-	-	-	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Limited	223.24	-	293.30	-	-	-	-	-	-	-	-	-	-	-
	Solapur Yedeshi Tollway Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Kaithal Tollway Limited	538.67	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRB PS Highway Private Limited	-	0.37	-	-	-	-	-	-	-	-	-	-	-	-
	AE Tollway Limited	-	2,138.80	-	-	-	-	-	-	-	-	-	-	-	-
	Udaipur Tollway Limited	571.82	-	595.68	-	-	-	-	-	-	-	-	-	-	-
	CG Tollway Limited	610.50	-	1,424.00	-	-	-	-	-	-	-	-	-	-	-
	Kishangarh Gulabpura Tollway Limited	466.51	-	1,088.00	-	-	-	-	-	-	-	-	-	-	-
	VK1 Expressway Private Limited	-	1,225.00	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Hapur Moradabad Tollway Limited	1,894.50	0.50	-	-	-	-	-	-	-	-	-	-	-	-



Sr. No.	Particulars	Subsidiaries			Joint-venture / Associates		Key Management Personnel			Relatives of Key Management Personnel			Enterprises Owned or significantly influenced by key management personnel or their relatives		
		March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2020	March 31, 2019	March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2020	March 31, 2019	March 31, 2018	March 31, 2020	March 31, 2019	March 31, 2018
	Total	4,417.39	3,364.67	3,400.98	-	-	-	-	-	-	-	-	-	-	-
29	Equity share allotment														
	IRB Westcoast Tollway Limited	112.15	-	-	-	-	-	-	-	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Limited	223.24	-	293.30	-	-	-	-	-	-	-	-	-	-	-
	Solapur Yedeshi Tollway Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Kaithal Tollway Limited	538.67	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRB PS Highway Private Limited	-	0.37	-	-	-	-	-	-	-	-	-	-	-	-
	AE Tollway Limited	-	2,138.80	-	-	-	-	-	-	-	-	-	-	-	-
	Udaipur Tollway Limited	571.82	-	595.68	-	-	-	-	-	-	-	-	-	-	-
	CG Tollway Limited	610.50	-	1,424.00	-	-	-	-	-	-	-	-	-	-	-
	Kishanganrh Gulabpura Tollway Limited	466.51	-	1,088.00	-	-	-	-	-	-	-	-	-	-	-
	VK1 Expressway Private Limited	-	1,225.00	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Hapur Moradabad Tollway Limited	1,894.50	0.50	-	-	-	-	-	-	-	-	-	-	-	-
	Total	4,417.39	3,364.67	3,400.98											
30	Acquisition of equity shares														
	Ideal Road Builders Private Limited	70.00	-	-	-	-	-	-	-	-	-	-	-	-	-
	Modern Road Makers Private Limited	2,011.32	-	-	-	-	-	-	-	-	-	-	-	-	-
		2,081.32	-	-	-	-	-	-	-	-	-	-	-	-	-
31	Expenses incurred on behalf of (reimbursement)														
	Yedeshi Aurangabad Tollway Limited	1.81	11.52	-	0.01	-	-	-	-	-	-	-	-	-	-
	Kaithal Tollway Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Ideal Road Builders Private Limited	-	0.93	0.87	-	-	-	-	-	-	-	-	-	-	-
	Mhaiskar Infrastructure Private Limited	0.30	9.86	-	-	-	-	-	-	-	-	-	-	-	-
	Thane Ghodbunder Toll Road Private Limited	0.80	2.30	1.06	-	-	-	-	-	-	-	-	-	-	-
	IRB MP Expressway Private Limited	39.04	-	-	-	-	-	-	-	-	-	-	-	-	-
	Aryan Infrastructure Investments Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Surat Dahisar Tollway Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Kolhapur Integrated Road Development Company Private Limited	-	-	2.85	-	-	-	-	-	-	-	-	-	-	-
	IRB Sindhudurg Airport Private Limited	-	0.69	12.25	-	-	-	-	-	-	-	-	-	-	-
	IRB Goa Tollway Private Limited	-	-	20.40	-	-	-	-	-	-	-	-	-	-	-
	IRB PS Highway Private Limited	1.78	77.96	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	-	14.59	-	-	-	-	-	-	-	-	-	-	-	-
	Solapur Yedeshi Tollway Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	AE Tollway Limited	2.25	48.39	3.95	-	-	-	-	-	-	-	-	-	-	-
	Aryan Toll Road Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	ATR Infrastructure Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	IDAA Infrastructure Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Infrastructure Private Limited	-	-	0.02	-	-	-	-	-	-	-	-	-	-	-
	IRB PP Project Private Limited	-	38.14	-	-	-	-	-	-	-	-	-	-	-	-
	Udaipur Tollway Limited	-	12.84	112.86	-	-	-	-	-	-	-	-	-	-	-
	CG Tollway Limited	-	25.38	108.01	-	-	-	-	-	-	-	-	-	-	-
	Kishanganrh Gulabpura Tollway Limited	-	11.75	43.87	-	-	-	-	-	-	-	-	-	-	-
	VK1 Expressway Private Limited	3.13	86.96	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Hapur Moradabad Tollway Limited	-	26.52	-	-	-	-	-	-	-	-	-	-	-	-
	Total	49.11	367.83	306.14	0.01	-	-	-	-	-	-	-	-	-	-
32	Guarantee (Bank) margin received														
	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Ideal Road Builders Private Limited	-	0.03	-	-	-	-	-	-	-	-	-	-	-	-
	Mhaiskar Infrastructure Private Limited	-	7.53	-	-	-	-	-	-	-	-	-	-	-	-
	Thane Ghodbunder Toll Road Private Limited	-	0.71	-	-	-	-	-	-	-	-	-	-	-	-
	IRB Goa Tollway Private Limited	-	-	16.70	-	-	-	-	-	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	Solapur Yedeshi Tollway Limited	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	AE Tollway Limited	-	23.00	-	-	-	-	-	-	-	-	-	-	-	-
	Udaipur Tollway Limited	-	-	72.56	-	-	-	-	-	-	-	-	-	-	-
	CG Tollway Limited	-	18.43	88.44	-	-	-	-	-	-	-	-	-	-	-
	Kishanganrh Gulabpura Tollway Limited	-	-	43.87	-	-	-	-	-	-	-	-	-	-	-
	VK1 Expressway Private Limited	-	60.94	-	-	-	-	-	-	-	-	-	-	-	-
	Total	-	110.64	221.57	-	-	-	-	-	-	-	-	-	-	-
33	Guarantee (Bank) margin repaid														
	Modern Road Makers Private Limited	-	2.93	2.80	-	-	-	-	-	-	-	-	-	-	-
	Yedeshi Aurangabad Tollway Limited	-	15.64	-	-	-	-	-	-	-	-	-	-	-	-

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**Corporate Office :**

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.

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CIN : L65910MH1998PLC115967



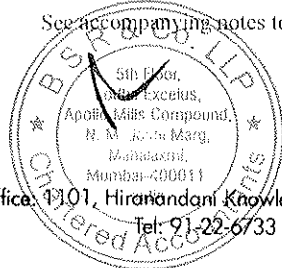
**IRB Infrastructure Developers Limited**

**Part I: Statement of Consolidated Financial Results for the quarter and year ended March 31, 2020**

(Rs. in Lakhs except earnings per share data)

Sr. No.	Particulars	Quarter ended			Year ended	
		31.03.2020 (Audited) (Refer Note 4)	31.12.2019 (Unaudited)	31.03.2019 (Audited) (Refer Note 4)	31.03.2020 (Audited)	31.03.2019 (Audited)
<b>1</b>	<b>Income</b>					
	a) Revenue from operations (refer note 2)	158,445.47	174,264.22	194,829.64	685,222.30	670,701.75
	b) Other income	5,035.01	4,753.28	5,062.20	19,495.56	19,560.09
	<b>Total Income ((a)+(b))</b>	<b>163,480.48</b>	<b>179,017.50</b>	<b>199,891.84</b>	<b>704,717.86</b>	<b>690,261.84</b>
<b>2</b>	<b>Expenses</b>					
	a) Cost of material consumed	8,493.59	14,600.84	11,522.88	43,677.20	32,310.82
	b) Road work and site expenses	70,934.33	72,972.01	92,904.31	281,562.04	279,688.52
	c) Employee benefits expense	6,751.33	6,761.57	4,154.64	28,735.10	28,617.39
	d) Finance costs	41,039.32	40,988.15	31,381.70	156,436.13	112,005.79
	e) Depreciation and amortisation expense	10,536.40	9,554.65	13,571.33	46,831.40	53,951.28
	f) Other expenses	6,775.01	8,559.58	10,236.59	34,107.27	36,355.58
	<b>Total Expenses ((2a) to (2f))</b>	<b>144,529.98</b>	<b>153,436.80</b>	<b>163,771.45</b>	<b>591,349.14</b>	<b>542,929.38</b>
<b>3</b>	<b>Profit before tax and share of profit / (loss) of joint ventures (1) - (2)</b>	<b>18,950.50</b>	<b>25,580.70</b>	<b>36,120.39</b>	<b>113,368.72</b>	<b>147,332.46</b>
<b>4</b>	<b>Exceptional Items</b>	<b>5,738.73</b>	<b>-</b>	<b>-</b>	<b>5,738.73</b>	<b>-</b>
<b>5</b>	<b>Profit before exceptional items (3) - (4)</b>	<b>24,689.23</b>	<b>25,580.70</b>	<b>36,120.39</b>	<b>119,107.45</b>	<b>147,332.46</b>
<b>6</b>	<b>Profit / (Loss) from Joint Ventures</b>	<b>(1,584.22)</b>	<b>-</b>	<b>-</b>	<b>(1,584.22)</b>	<b>-</b>
<b>7</b>	<b>Profit before tax (5) + (6)</b>	<b>23,105.01</b>	<b>25,580.70</b>	<b>36,120.39</b>	<b>117,523.23</b>	<b>147,332.46</b>
<b>8</b>	<b>Tax expenses</b>					
	Current tax	7,978.66	9,222.53	15,825.31	43,192.62	61,926.22
	Deferred tax	(306.09)	384.70	(506.71)	2,244.26	409.73
	<b>Total tax expenses</b>	<b>7,672.57</b>	<b>9,607.23</b>	<b>15,318.60</b>	<b>45,436.88</b>	<b>62,335.95</b>
<b>9</b>	<b>Profit after tax (7) - (8)</b>	<b>15,432.44</b>	<b>15,973.47</b>	<b>20,801.79</b>	<b>72,086.35</b>	<b>84,996.51</b>
<b>10</b>	<b>Other comprehensive income not to be reclassified to statement of profit and loss in subsequent period/ year:</b>					
	Mark to market (losses) on fair value measurement of investments (net of tax)	(26,281.87)	(5,812.60)	(1,659.41)	(34,616.05)	(11,764.26)
	Re-measurement of losses on defined benefit plans (net of tax)	(69.36)	(47.64)	(328.27)	(195.91)	(376.83)
	<b>Other comprehensive loss for the period / year, net of tax</b>	<b>(26,351.23)</b>	<b>(5,860.24)</b>	<b>(1,987.68)</b>	<b>(34,811.96)</b>	<b>(12,141.09)</b>
<b>11</b>	<b>Total comprehensive income for the period (9) + (10)</b>	<b>(10,918.79)</b>	<b>10,113.23</b>	<b>18,814.11</b>	<b>37,274.39</b>	<b>72,855.42</b>
	Attributable to:					
	Equity holders	(10,918.79)	10,113.23	18,814.11	37,274.39	72,855.42
	Non-controlling interest	-	-	-	-	-
<b>12</b>	<b>Paid-up equity share capital (face value - Rs. 10 per share)</b>	<b>35,145.00</b>	<b>35,145.00</b>	<b>35,145.00</b>	<b>35,145.00</b>	<b>35,145.00</b>
<b>13</b>	<b>Other equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>633,142.87</b>	<b>596,369.99</b>
<b>14</b>	<b>Earnings per share (of Rs.10 each) basic and diluted - (Rs.) (*not annualised)</b>	<b>3.16*</b>	<b>4.55*</b>	<b>5.92*</b>	<b>20.51</b>	<b>24.18</b>

See accompanying notes to the unaudited consolidated financial results



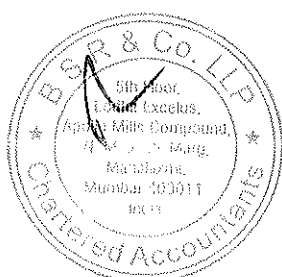
Registered Office: 1101, Hiranandani Knowledge Park, 11<sup>th</sup> Floor, Technology Street, Hill Side Avenue, Opp. Hiranandani Hospital, Powai, Mumbai - 400 076

Tel: 91-22-6733 6400 / 4053 6400 • Fax: 91-22-4053 6699 • e-mail: info@irb.co.in • www.irb.co.in

**Part II**
**Consolidated Audited Balance Sheet as at March 31, 2020**

(Rs. in lakhs)

Particulars	As at 31.03.2020 (Audited)	As at 31.03.2019 (Audited)
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	15,351.24	17,166.73
Capital work in progress	3,606.02	3,606.02
Right to use asset	1,171.98	-
Goodwill on consolidation	780.42	780.42
Other Intangible assets	2,749,747.45	3,276,368.87
Intangible assets under development	36,697.15	376,055.19
Financial assets		
i) Investments	413,305.39	61,305.65
ii) Loans	773.78	0.81
iii) Other financial assets	309,366.20	7,279.86
Deferred tax assets	5,968.00	16,735.12
Other non-current assets	288.80	2,004.79
<b>Total Non-current assets (A)</b>	<b>3,537,056.43</b>	<b>3,761,303.46</b>
<b>Current assets</b>		
Inventories	33,135.55	44,248.62
Financial assets		
i) Investments	1,280.06	3,230.06
ii) Trade receivable	44,075.80	11,352.26
iii) Cash and cash equivalent	44,287.10	27,773.07
iv) Bank balance other than (iii) above	182,783.40	128,257.11
v) Loans	1,581.80	6,352.95
vi) Other financial assets	101,951.20	20,545.09
Current tax assets (net)	4,030.80	3,537.49
Other current assets	38,633.79	43,007.40
<b>Total Current assets (B)</b>	<b>451,759.50</b>	<b>288,304.05</b>
<b>TOTAL ASSETS (A+B)</b>	<b>3,988,815.93</b>	<b>4,049,607.51</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	35,145.00	35,145.00
Other equity	633,142.87	596,369.99
<b>Total equity (A)</b>	<b>668,287.87</b>	<b>631,514.99</b>
<b>Non-current liabilities</b>		
Financial liabilities		
i) Borrowings	645,807.10	1,440,760.62
ii) Other financial liabilities	1,388,830.19	1,343,919.72
iii) Lease liabilities	767.01	-
Provisions	3,938.60	4,567.48
Deferred tax liabilities	270.10	3,229.20
Other non-current liabilities	-	10,215.00
<b>Total Non-current liabilities (B)</b>	<b>2,039,613.00</b>	<b>2,802,692.02</b>
<b>Current Liabilities</b>		
Financial Liabilities		
i) Borrowings	206,598.65	131,153.83
ii) Trade payables		
a) total outstanding dues of micro enterprises and small enterprises	11,382.60	4,579.48
b) total outstanding dues of creditors other than micro enterprises	63,020.20	66,029.84
iii) Other financial liabilities	898,430.84	355,637.93
iii) Lease liabilities	496.86	-
Other current liabilities	92,485.40	43,807.75
Provisions	1,236.00	4,104.00
Current tax liabilities (net)	7,264.51	10,087.67
<b>Total Current liabilities (C)</b>	<b>1,280,915.06</b>	<b>615,400.50</b>
<b>TOTAL EQUITY AND LIABILITIES (A+B+C)</b>	<b>3,988,815.93</b>	<b>4,049,607.51</b>

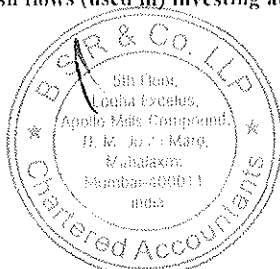



Part III

Consolidated Statement of cash flows for the year ended March 31, 2020

(Rs. in lakhs)

Particulars	March 31, 2020	March 31, 2019
<b>Cash flow from operating activities</b>		
Profit before tax	1,17,523.24	1,47,332.45
<b>Adjustment to reconcile profit before tax to net cash flows:</b>		
Depreciation and amortisation	46,831.40	53,951.28
Resurfacing expenses	(3,113.46)	649.12
Net loss/ (gain) on sale of property, plant and equipment	(103.31)	(63.97)
Fair value gain on mutual funds	(23.31)	(88.54)
Share of loss from joint ventures	1,584.22	-
Net (gain) on sale of current investment	(652.10)	(1,104.02)
Finance costs	1,56,436.13	1,12,005.70
Interest income	(18,118.98)	(16,919.64)
Other non operative income	(590.13)	(1,040.25)
Profit on sale of investment in subsidiaries (exceptional item)	(5,738.73)	-
Dividend income on current investments	(7.70)	(343.63)
<b>Operating profit before working capital changes</b>	<b>2,94,027.27</b>	<b>2,94,378.50</b>
<b>Movement in working capital:</b>		
Increase in trade payables	34,412.03	30,026.02
Increase/ (decrease) in provisions	92.35	176.79
Increase in other financial liabilities	40,034.67	1,167.51
(Decrease)/ increase in other liabilities	1,31,734.05	3,310.65
Decrease / (increase) in trade receivables	(32,726.85)	1,909.69
Decrease / (increase) in inventories	11,108.07	4,476.99
Increase in loans	3,950.92	(411.59)
(Increase) / decrease in other financial assets	(35,020.16)	(9,042.98)
Increase in other assets	(29,629.46)	(20,167.94)
<b>Cash generated from operations</b>	<b>4,17,982.89</b>	<b>3,05,823.64</b>
Taxes paid (net)	(38,370.08)	(34,829.70)
<b>Net cash flows generated from operating activities</b>	<b>A 3,79,612.81</b>	<b>2,70,993.94</b>
<b>Cash flows from investing activities</b>		
Purchase of property, plant and equipment including CWIP, intangible assets including intangible assets under development and capital advances	(5,20,522.60)	(4,21,889.03)
Proceeds from sale of property, plant and equipment	398.79	166.91
Proceeds/ redemption from sale of non-current investments	2,370.99	3,096.42
Consideration received on transfer of subsidiaries	75,744.00	-
Proceeds from sale/ (purchase) of current investments (net)	(309.69)	16,342.68
Investments in bank deposits (having original maturity of more than three months) (net)	(68,771.45)	(23,288.75)
Interest received	20,551.31	17,089.75
Dividend received	7.70	343.63
<b>Net cash flows (used in) investing activities</b>	<b>B (4,90,530.95)</b>	<b>(4,08,138.39)</b>




**Cash flows from financing activities**

Proceeds from non-current borrowings	2,91,419.21	3,39,752.15
Repayment of non-current borrowings	(96,784.04)	(94,553.01)
Proceeds/ (Repayment) of current borrowings (net)	64,699.00	14,703.93
Payment of lease liabilities	(473.21)	-
Finance cost paid	(1,28,271.69)	(1,05,554.16)
Dividend paid on equity shares	-	(8,786.25)
Tax on equity dividend paid	(501.52)	(1,806.09)
<b>Net cash flows generated from financing activities</b>	<b>C 1,30,087.75</b>	<b>1,43,756.57</b>

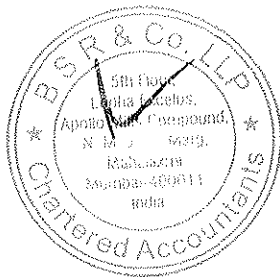
**Net increase / (decrease) in cash and cash equivalents (A+B+C)**

Cash and cash equivalents at the beginning of the year	27,242.53	20,630.41
Less: Cash transferred on sale of subsidiaries	(2,670.09)	-
<b>Cash and cash equivalents at the end of the year</b>	<b>43,742.05</b>	<b>27,242.53</b>

**Components of cash and cash equivalents**

Balances with scheduled banks:

- Trust, retention and other escrow accounts	961.61	2,085.91
- Others	7,447.03	21,766.98
- In deposit accounts with original maturity less than 3 months	34,356.01	1,586.09
Cash on hand	1,522.45	2,334.09
Less: Book overdraft	(545.05)	(530.54)
<b>Total cash and cash equivalents</b>	<b>43,742.05</b>	<b>27,242.53</b>



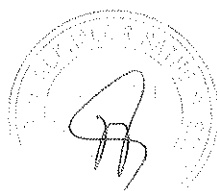
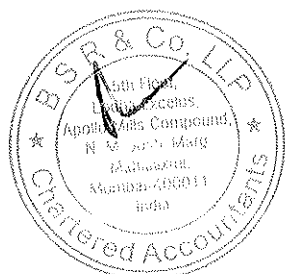

**IRB Infrastructure Developers Limited**
**Part IV: Report on Consolidated Segment Revenue, Segment Results and Capital Employed for the quarter and year ended March 31, 2020**

(Rs. in lakhs)

Particulars	Quarter ended			Year ended	
	31.03.2020 (Unaudited)	31.12.2019 (Unaudited)	31.03.2019 (Unaudited)	31.03.2020 (Audited)	31.03.2019 (Audited)
<b>1. Segment Revenue</b>					
a. BOT/TOT Projects	35,449.07	35,276.27	53,640.81	172,324.19	208,475.37
b. Construction	122,707.93	138,554.43	140,792.22	511,018.58	460,185.58
c. Unallocated corporate	288.47	433.52	396.61	1,879.53	2,040.80
<b>Total</b>	<b>158,445.47</b>	<b>174,264.22</b>	<b>194,829.64</b>	<b>685,222.30</b>	<b>670,701.75</b>
Less : Inter segment revenue	-	-	-	-	-
<b>Revenue from Operations</b>	<b>158,445.47</b>	<b>174,264.22</b>	<b>194,829.64</b>	<b>685,222.30</b>	<b>670,701.75</b>
<b>2. Segment Results</b>					
a. BOT/TOT Projects	20,837.98	22,855.18	34,555.51	106,815.77	133,042.22
b. Construction	35,776.25	39,816.56	30,072.19	148,660.68	111,108.58
c. Unallocated corporate	(54.34)	69.06	(1.87)	617.61	934.97
<b>Total</b>	<b>56,559.89</b>	<b>62,740.80</b>	<b>64,625.83</b>	<b>256,094.06</b>	<b>245,085.77</b>
Less: Interest	(40,410.55)	(40,445.78)	(30,758.42)	(153,595.45)	(110,429.01)
Other un-allocable income net of un-allocable expenditure	2,801.16	3,285.68	2,252.98	10,870.11	12,675.70
Exceptional items	5,738.73	-	-	5,738.73	-
Profit / (Loss) from Joint Ventures	(1,584.22)	-	-	(1,584.22)	-
<b>3. Profit before tax</b>	<b>23,105.01</b>	<b>25,580.70</b>	<b>36,120.39</b>	<b>117,523.23</b>	<b>147,332.46</b>
<b>Segment Assets</b>					
a. BOT/TOT Projects	2,615,346.70	3,657,105.94	3,338,257.74	2,615,346.70	3,338,257.74
b. Construction	649,674.69	514,499.58	398,006.54	649,674.69	398,006.54
c. Unallocated corporate	723,794.54	335,401.24	313,343.23	723,794.54	313,343.23
<b>Total (A)</b>	<b>3,988,815.93</b>	<b>4,507,006.76</b>	<b>4,049,607.51</b>	<b>3,988,815.93</b>	<b>4,049,607.51</b>
<b>Segment Liabilities</b>					
a. BOT/TOT Projects	2,031,984.28	1,591,591.63	1,484,478.97	2,031,984.28	1,484,478.97
b. Construction	299,984.67	247,361.14	215,341.99	299,984.67	215,341.99
c. Unallocated corporate	988,559.11	1,988,847.37	1,718,271.56	988,559.11	1,718,271.56
<b>Total (B)</b>	<b>3,320,528.06</b>	<b>3,827,800.14</b>	<b>3,418,092.52</b>	<b>3,320,528.06</b>	<b>3,418,092.52</b>
<b>Total (A) – (B)</b>	<b>668,287.87</b>	<b>679,206.62</b>	<b>631,514.99</b>	<b>668,287.87</b>	<b>631,514.99</b>

- a) The Segment reporting of the Group and its joint ventures has been prepared in accordance with Indian Accounting Standard 108 "Operating Segment" (Ind AS 108).
- b) The business segments of the Group and its joint ventures comprise of the following:

Segment	Description of Activity
BOT/TOT Projects	Operation and maintenance of roadways
Construction	Development and maintenance of roads





**NOTES:**

**1. Consolidation and Segment Reporting:**

- a. Pursuant to Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company and its joint ventures has opted to publish only the consolidated segments.

IRB Infrastructure Developers Limited ('the Company') and its subsidiaries (together, 'the Group') have identified business segments in accordance with Indian Accounting Standard 108 "Operating Segment" notified under section 133 of the Companies Act 2013, read together with relevant rules issued thereunder. Accordingly, the Group has identified two business segments viz., Built, Operate and Transfer ('BOT')/ Toll, Operate and Transfer ('TOT') i.e. Operation and maintenance of roads and Development and maintenance of roads i.e. Construction as reportable segments.

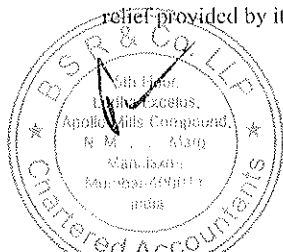
- b. Investors can view the results of the Group and its joint ventures on the company's website ([www.irb.co.in](http://www.irb.co.in)) or on the websites of BSE ([www.bseindia.com](http://www.bseindia.com)) or NSE ([www.nseindia.com](http://www.nseindia.com)).
- c. The above published consolidated financial results have been prepared in accordance with the recognition and measurement principles of Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015.
2. During the quarter, the Group has paid/accrued Rs. 1,562.79 lakhs (quarter ended 31.12.2019: Rs. 2,344.19 lakhs, quarter ended 31.03.2019: Rs. 2,232.56 lakhs, FY 2019-20: Rs. 8,595.36 lakhs) as Revenue Share to National Highways Authority of India (NHAI) out of its toll collection in accordance with the Concession Agreements entered with NHAI. Revenue from Operations in the financial results is net of the above Revenue Share to NHAI.
3. In accordance with Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the joint statutory auditors of the Company have carried out audit of the above results.
4. The figures of the quarter ended March 31, 2020 and the corresponding quarter ended in the previous year as reported in this financial results are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the relevant financial year. Also, the figures upto the third quarter had only been reviewed and not subjected to audit.
5. The Audited results for the quarter and year ended March 31, 2020 have been audited by the Audit Committee at their meeting held on June 18, 2020 and thereafter approved by the Board of Directors at their meeting held on June 18, 2020. The joint statutory auditors have expressed an unqualified audit opinion.
6. Key numbers of standalone financial results of the Company for the quarter and year ended March 31, 2020 are as under:-

Particulars	Quarter ended			Year ended	
	31.03.2020 (Audited)	31.12.2019 (Unaudited)	31.03.2019 (Audited)	31.03.2020 (Audited)	31.03.2019 (Audited)
Revenue from operations	95,354.62	107,969.78	96,935.25	399,169.16	338,477.51
Profit before Tax	7,721.39	8,943.72	13,150.85	36,818.62	46,012.28
Profit for the period/year	5,707.61	6,664.34	8,323.47	27,920.27	32,877.09

7. Effective April 1, 2019, the Group has adopted Ind AS 116 'Leases', applied to all leases contracts existing on April 1, 2019 using the modified retrospective method along with the transition option to recognise Right-To-Use asset (ROU) at an amount equal to the lease liability. Accordingly, comparatives for the year and quarter ended March 31, 2019 have not been retrospectively adjusted. The effect of this adoption is not material on the profit for the year / quarter and earnings per share. In Statement of profit and loss for the current period, the nature of expenses in respect of operating leases has changed from lease rent in previous periods to depreciation cost for the right-to-use asset and finance costs for interest accrued on lease liability.

**8. Note on Covid-19**

The Outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. Operations at all toll plazas of the various project SPVs across the country had been closed down w.e.f. March 26, 2020 till April 19, 2020 mid-night. This was done as per the directives issued by Ministry of Road Transport & Highways (MoRTH)/ National Highway Authority of India (NHAI), in accordance with the MHA guidelines about commercial and private establishment in the wake of COVID-19 pandemic. The Group commenced collection of user fee at all toll plazas on National Highways w.e.f. April 20, 2020 as per the directives issued by NHAI and by ensuring compliance with preventive measures in terms of guidelines/ instructions issued by Govt. of India to contain spread of COVID-19. Further, construction activities were also resumed gradually in the phased manner. The Group has filed a statement of claims for appropriate relief as per the terms of Concession Agreement with NHAI and has also availed the relief provided by its lenders by way of moratorium on certain principal repayments.



The Group believes the current level of operations are temporary in nature and based on the various initiatives announced by the respective Central and state governments, and therefore this may not result in any significant financial impact on the Group. The management has considered internal and external sources of information up to the date of approval of these consolidated financial results, in assessing the recoverability of investments and assets, liquidity, financial position and operations of the Group including impact on estimated construction cost to be incurred towards projects under execution and based on the management's assessment, there is no material impact on the consolidated financial results of the Group.

Considering the uncertainties involved in estimating the impact of this pandemic, the future impact of this pandemic may be different from those estimated as on the date of approval of these consolidated financial results, and this will continue to be monitored in future periods.

**9. Issue of Non-convertible debentures**

After the reporting date, the Company has issued Non-convertible debentures as under:

- 9.55% Secured, Redeemable, Listed, Rated Non-Convertible Debentures of face value of Rs. 10 lakh each, for cash at par, aggregating to Rs. 200 Crores on a private placement basis.
- 9.55% Secured, Redeemable, Listed, Rated Non-Convertible Debentures of face value of Rs. 10 lakh each, for cash at par, aggregating to Rs. 300 Crores on a private placement basis.
- 10% Secured, Unlisted, Unrated, Non-Convertible Debentures of face value of Rs. 1 lakh each, for cash at par, aggregating to Rs. 750 Crores on a private placement basis.

Since the above debentures are issued after reporting date, disclosures pursuant to Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be complied from the quarter ended June 30, 2020.

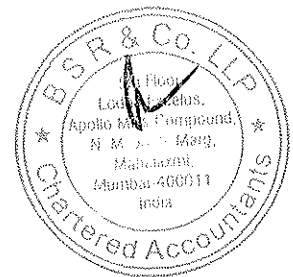
10. Pursuant to the Share Purchase Agreement(s) executed between the Company and IRB Infrastructure Trust ("Trust"), the investment in nine subsidiary companies has been transferred to the Trust with effect from February 26, 2020. Accordingly, revenue, expenses as well as profit/ (loss) after tax in these companies have been included upto February 29, 2020 in the consolidated financial results. The Company holds 51% stake in Trust and has joint control over the Trust. Pursuant to Share Purchase Agreement(s), the Company has also transferred 49% investment in MMK Toll Road Private Limited i.e. Subsidiary Company to Affiliate of GIC. The Group has recorded a gain of Rs 5,738.73 lakhs on loss of control in such erstwhile subsidiaries, which is included under exceptional items.
11. The Board of Directors at its meeting held on June 18, 2020 has proposed final dividend of Rs. 5 per equity share.
12. The Company and certain subsidiary companies have elected to exercise the option permitted under section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company and certain subsidiary companies have recognised Provision of Income Tax for the year ended March 31, 2020 and re-measured its Deferred Tax Assets on the basis the rate prescribed in the said section.

**For IRB Infrastructure Developers Limited**



**Virendra D. Mhaiskar**  
Chairman and Managing Director

Place: Mumbai  
Date: June 18, 2020



**B S R & Co. LLP**  
Chartered Accountants  
Lodha Excelus, 5<sup>th</sup> Floor,  
Apollo Mills Compound, N.M.Joshi Marg,  
Mahalakshmi, Mumbai 400 011.  
Telephone + 91 (22) 4345 5300  
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**Gokhale & Sathe**  
Chartered Accountants  
308/309, Udyog Mandir No.1,  
7-C, Bhagoji Keer Marg,  
Mahim, Mumbai 400 016.  
Telephone + 91 (22) 4348 4242  
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## **Independent Auditors' Report**

### **To Board of Directors of IRB Infrastructure Developers Limited**

#### **Report on the Audit of the Consolidated Annual Financial Results**

##### **Opinion**

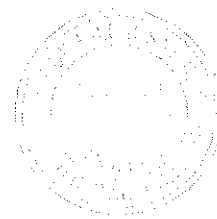
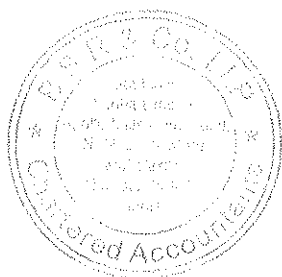
We have jointly audited the accompanying consolidated annual financial results of IRB Infrastructure Developers Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), and its joint ventures for the year ended 31 March 2020, attached herewith, being submitted by the Holding Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations").

In our joint opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate audited financial statements of certain subsidiaries and a joint venture, the aforesaid consolidated annual financial results:

- include the annual financial results of the entities (as per Annexure A);
- are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of consolidated net profit and other comprehensive loss and other financial information of the Group and its joint ventures for the year ended 31 March 2020.

##### **Basis for Opinion**

We conducted our joint audit in accordance with the Standards on Auditing ("SAs") specified under Section 143 (10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results* section of our report. We are independent of the Group and its joint ventures in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us along with the consideration of audit reports of the other auditors referred to in sub paragraph (a) of the "Other Matters" paragraph below, is sufficient and appropriate to provide a basis for our opinion on the consolidated annual financial results.



## IRB Infrastructure Developers Limited

These consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements.

The Holding Company's Management and the Board of Directors are responsible for the preparation and presentation of these consolidated annual financial results that give a true and fair view of the consolidated net profit and other comprehensive loss and other financial information of the Group and its joint ventures in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The respective Management and Board of Directors / Trustees of the companies / trust included in the Group and its joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each company / trust and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated annual financial results by the Management and the Directors of the Holding Company, as aforesaid.

In preparing the consolidated annual financial results, the Management and the respective Board of Directors / Trustees of the companies / trust included in the Group and its joint ventures are responsible for assessing the ability of each company / trust to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors / Trustees either intends to liquidate the company / trust or to cease operations, or has no realistic alternative but to do so.

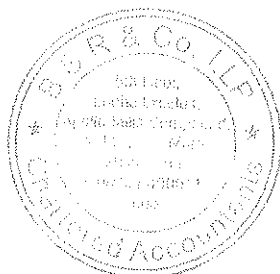
The respective Board of Directors / Trustees of the companies / trust included in the Group and its joint ventures is responsible for overseeing the financial reporting process of each company / trust.

## Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the consolidated annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated annual financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

profession



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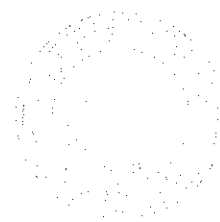
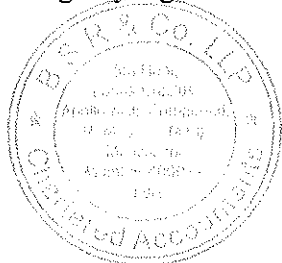
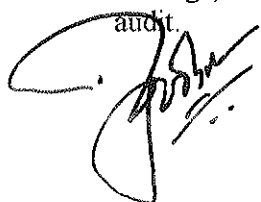
## Independent Auditors' Report (*Continued*)

### IRB Infrastructure Developers Limited

#### Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results (*Continued*)

- Identify and assess the risks of material misstatement of the consolidated annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the consolidated financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint ventures to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated annual financial results, including the disclosures, and whether the consolidated annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial results of the entities within the Group and its joint ventures to express an opinion on the consolidated annual financial results. We are responsible for the direction, supervision and performance of the audit of financial information of such entities included in the consolidated financial results of which we are the independent auditors. For the other entities included in the consolidated annual financial results, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in sub-paragraph (a) of the section titled "Other Matters" in this audit report.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated annual financial results of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our joint audit.



## Independent Auditors' Report (Continued)

### IRB Infrastructure Developers Limited

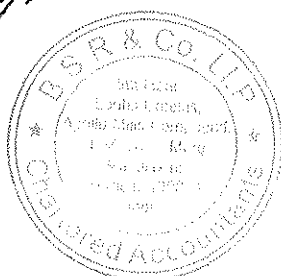
#### Auditor's Responsibilities for the Audit of the Consolidated Annual Financial Results (Continued)

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

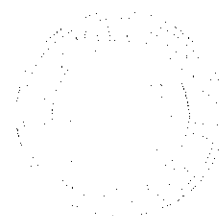
We also performed procedures in accordance with the circular No CIR/CFD/CMD1/44/2019 issued by the SEBI under Regulation 33(8) of the Listing Regulations, as amended, to the extent applicable.

#### Other Matters

- (a) The consolidated annual financial results include the audited financial results of twelve (12) subsidiaries, whose financial statements reflect Group's share of total assets (before consolidation adjustments) of Rs. 2,818,262 lakhs as at 31 March 2020, Group's share of total revenue (before consolidation adjustments) of Rs.556,211 lakhs and Group's share of total net profit after tax (before consolidation adjustments) (net) of Rs. 22,197 lakhs respectively, and Group's share of net cash inflows of Rs 186 lakhs for the year ended on that date, as considered in the consolidated annual financial results, which have been audited by their respective independent auditors. The consolidated annual financial results also include the Group's share of net profit after tax (and other comprehensive income) (before consolidation adjustments) of Rs 11 lakhs for the year ended 31 March 2020, as considered in the consolidated annual financial results, in respect of one (1) joint venture, whose financial statements have been audited by its respective independent auditor. The independent auditors' reports on financial statements of these entities have been furnished to us by the management and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of these entities, is based solely on the report of such auditors and the procedures performed by us are as stated in paragraph above.
- (b) The consolidated annual financial results include the audited financial results of five (5) subsidiaries, whose financial statements reflect Group's share of total assets (before consolidation adjustments) of Rs.9,94,015 lakhs as at 31 March 2020, Group's share of total revenue (before consolidation adjustments) of Rs 130,204 lakhs and Group share of total net profit after tax (net) (before consolidation adjustments) of Rs 2,608 lakhs, respectively, and Group's share of net cash outflows of Rs 1,751 lakhs for the year ended on that date, as considered in the consolidated annual financial results, which have been audited by Gokhale & Sathe, Chartered Accountants, one of the joint auditors of the Holding Company. The consolidated annual financial results also include the Group's share of net loss after tax (and other comprehensive income) (before consolidation adjustments) of Rs. 1595 lakhs for the year ended 31 March 2020, as considered in the consolidated annual financial results, in respect of one (1) joint venture, whose financial statements have been audited by Gokhale & Sathe, Chartered Accountants, one of the joint auditors of the Holding Company.



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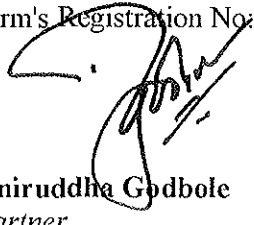
**Independent Auditors' Report (Continued)**

**IRB Infrastructure Developers Limited**

**Other Matters (Continued)**

- (c) The consolidated annual financial results include the audited financial results of one (1) subsidiary, whose financial statements reflect total assets (before consolidation adjustments) of Rs. 279,770 lakhs as at 31 March 2020, total revenue (before consolidation adjustments) of Rs 34,099 lakhs and total net loss after tax (before consolidation adjustments) of Rs 4,738 lakhs respectively, and net cash outflow of Rs 1,483 lakhs for the year ended on that date, as considered in the consolidated annual financial results, which have been audited by B S R & Co. LLP, Chartered Accountants, one of the joint auditors of the Holding Company.
- (d) The consolidated annual financial results include the unaudited financial results of one (1) subsidiary, whose financial results reflect total assets (before consolidation adjustments) of Rs. Nil as at 31 March 2020, total revenue (before consolidation adjustments) of Rs Nil and total net profit after tax (before consolidation adjustments) of Rs. Nil and net cash outflows/(inflows) of Rs Nil for the year ended on that date, as considered in the consolidated annual financial results. These unaudited financial results have been furnished to us by the Board of Directors and our opinion on the consolidated annual financial results, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is based solely on such annual financial information. In our opinion and according to the information and explanations given to us by the Board of Directors, this financial information is not material to the Group and its joint ventures.
- Our opinion on the consolidated annual financial results is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial information certified by the Board of Directors.
- (e) The consolidated annual financial results include the results for the quarter ended 31 March 2020 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

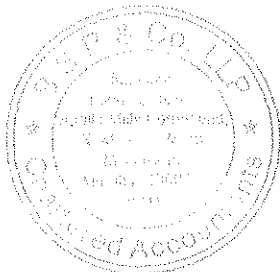
**For B S R & Co. LLP**  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022




**Aniruddha Godbole**  
Partner

Membership No: 105149  
UDIN: 20105149AAAADY 6699

Mumbai  
18 June 2020

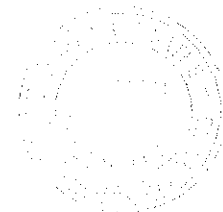


**For Gokhale & Sathe**  
Chartered Accountants  
Firm Registration No: 103264W



**Jayant Gokhale**  
Partner  
Membership No: 033767  
UDIN: 20033767AAAAAC 5770

Mumbai  
18 June 2020



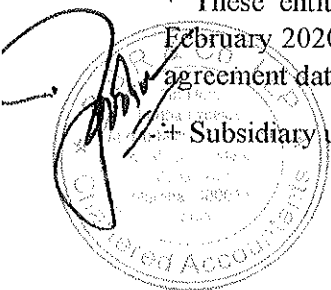
Annexure - A

List of subsidiaries/ joint ventures included in the results of the following entities

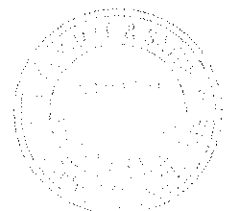
Sr No	Name of Entity	Relationship
1	IRB Ahmedabad Vadodara Super Express Tollway Private Limited	Subsidiary
2	Modern Road Makers Private Limited	Subsidiary
3	AE Tollway Limited (upto 26 February 2020)	Subsidiary
4	Yedeshi Aurangabad Tollway Limited (upto 26 February 2020) *	Subsidiary
5	IRB Westcoast Tollway Limited (upto 26 February 2020) *	Subsidiary
6	Mhaiskar Infrastructure Private Limited	Subsidiary
7	Kaithal Tollway Limited (upto 26 February 2020) *	Subsidiary
8	Solapur Yedeshi Tollway Limited (upto 26 February 2020) *	Subsidiary
9	Ideal Road Builders Private Limited (upto 26 February 2020) *	Subsidiary
10	IRB Kolhapur Integrated Road Development Company Private Limited	Subsidiary
11	IRB Goa Tollway Private Limited	Subsidiary
12	ATR Infrastructure Developers Limited	Subsidiary
13	IRB Sindhudurg Airport Private Limited	Subsidiary
14	Aryan Toll Road Private Limited	Subsidiary
15	Aryan Infrastructure Investments Private Limited	Subsidiary
16	Thane Ghodbunder Toll Road Private Limited	Subsidiary
17	NKT Road and Toll Private Limited	Subsidiary
18	Aryan Hospitality Private Limited	Subsidiary
19	IRB Infrastructure Private Limited	Subsidiary
20	CG Tollway Limited (upto 26 February 2020) *	Subsidiary
21	MMK Toll Road Private Limited +	Joint Venture
22	Udaipur Tollway Limited (upto 26 February 2020) *	Subsidiary
23	Modern Estate - Partnership Firm	Subsidiary
24	Kishangarh Gulabpura Tollway Limited (upto 26 February 2020)*	Subsidiary
25	MRM Mining Private Limited	Subsidiary
26	VK1 Expressway Private Limited	Subsidiary
27	IRB PP Project Private Limited (formerly known as Zozila Tunnel Project Private Limited)	Subsidiary
28	IRB PS Highway Private Limited (formerly known as MRM Highways Private Limited)	Subsidiary
29	IRB Hapur Moradabad Tollway Limited (upto 26 February 2020)*	Subsidiary
30	IRB Infrastructure Trust (wef from 26 February 2020)	Joint Venture

\* These entities were wholly owned subsidiaries upto 26 February 2020. With effect from 26 February 2020, these entities were transferred to IRB Infrastructure Trust, a Joint Venture, as per the agreement dated 19 February 2020.

+ Subsidiary upto 26 February 2020 and thereafter Joint Venture



*[Handwritten signature]*





**Corporate Office :**

3rd Floor, IRB Complex, Chandivali Farm, Chandivali Village, Andheri (E), Mumbai - 400 072.

Tel: 91 - 22 - 6640 4220 / 4880 4200 • Fax: 91 - 22 - 2857 3441 • e-mail: info@irb.co.in • www.irb.co.in

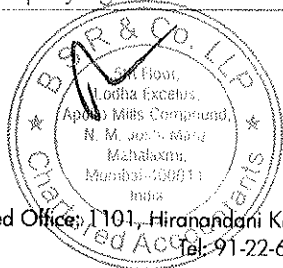
CIN : L65910MH1998PLC115967


**IRB Infrastructure Developers Limited**
**Part – I: Statement of Audited Standalone Financial Results for the Quarter and Year ended March 31, 2020**

(Rs. in Lakhs except earnings per share data)

Particulars	Quarter ended			Year ended	
	31.03.2020 (Refer note 4)	31.12.2019 (Unaudited)	31.03.2019 (Refer note 4)	31.03.2020 (Audited)	31.03.2019 (Audited)
<b>1 Income</b>					
Revenue from operations	95,354.62	107,969.78	96,935.25	399,169.16	338,477.51
Other income	3,657.39	3,584.68	3,821.18	17,060.33	23,870.60
<b>Total income</b>	<b>99,012.01</b>	<b>111,554.46</b>	<b>100,756.43</b>	<b>416,229.49</b>	<b>362,348.11</b>
<b>2 Expenses</b>					
(a) Cost of traded goods	2,958.39	6,862.73	-	9,821.12	-
(b) Contract and site expense	74,744.62	83,449.16	81,031.61	322,706.90	281,285.86
(c) Employee benefits expense	534.33	1,763.51	(1,785.32)	6,085.87	5,348.05
(d) Finance costs	10,536.39	8,294.18	6,389.18	31,941.52	22,798.39
(e) Other expenses	2,352.04	2,241.16	1,970.11	8,690.61	6,903.53
<b>Total expenses (2a to 2e)</b>	<b>91,125.77</b>	<b>102,610.74</b>	<b>87,605.58</b>	<b>379,246.02</b>	<b>316,335.83</b>
<b>3 Profit before exceptional item and tax (1) - (2)</b>	<b>7,886.24</b>	<b>8,943.72</b>	<b>13,150.85</b>	<b>36,983.47</b>	<b>46,012.28</b>
4 Exceptional item (refer note 7)	164.85	-	-	164.85	-
<b>5 Profit before tax (4)-(5)</b>	<b>7,721.39</b>	<b>8,943.72</b>	<b>13,150.85</b>	<b>36,818.62</b>	<b>46,012.28</b>
<b>6 Tax expenses</b>					
Current tax	2,008.77	2,274.63	4,777.98	8,875.40	13,120.98
Deferred tax	5.01	4.75	49.40	22.95	14.21
<b>Total Tax expenses</b>	<b>2,013.78</b>	<b>2,279.38</b>	<b>4,827.38</b>	<b>8,898.35</b>	<b>13,135.19</b>
<b>7 Profit for the period / year (5) - (6)</b>	<b>5,707.61</b>	<b>6,664.34</b>	<b>8,323.47</b>	<b>27,920.27</b>	<b>32,877.09</b>
<b>8 Other comprehensive loss not to be reclassified to profit or loss in subsequent period/year :</b>					
- Mark to market (losses) on fair value measurement of investments (net of tax)	(26,281.87)	(5,812.60)	(1,659.41)	(34,616.05)	(11,764.26)
- Re-measurement gains/ (losses) on defined benefit plans (net of tax)	2.26	4.85	29.84	13.60	9.16
<b>Other Comprehensive Income/(loss)</b>	<b>(26,279.61)</b>	<b>(5,807.75)</b>	<b>(1,629.57)</b>	<b>(34,602.45)</b>	<b>(11,755.10)</b>
<b>9 Total Comprehensive Income for the period / year (7) + (8)</b>	<b>(20,572.00)</b>	<b>856.59</b>	<b>6,693.90</b>	<b>(6,682.18)</b>	<b>21,121.99</b>
10 Paid-up equity share capital (face value - Rs. 10 per share)	35,145.00	35,145.00	35,145.00	35,145.00	35,145.00
11 Other equity				221,444.69	228,127.17
12 Earnings per share (of Rs. 10 each) Basic and diluted - (Rs.) (*not annualised)	1.62*	1.90*	2.37*	7.94	9.35

See accompanying notes to the standalone financial results.

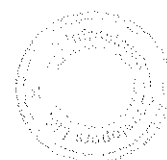
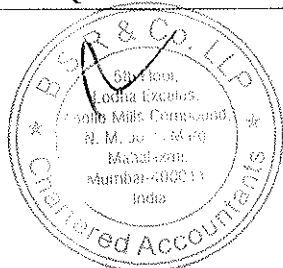

 Registered Office: 1101, Hiranandani Knowledge Park, 11<sup>th</sup> Floor, Technology Street, Hill Side Avenue, Opp. Hiranandani Hospital, Powai, Mumbai - 400 076  
 Tel: 91-22-6733 6400 / 4053 6400 • Fax: 91-22-4053 6699 • e-mail: info@irb.co.in • www.irb.co.in

**IRB Infrastructure Developers Limited**  
**Part – II: Audited Standalone Balance Sheet as at March 31, 2020**



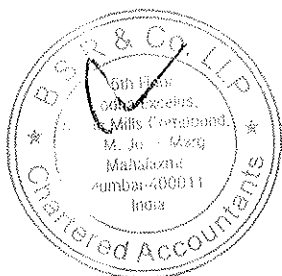
(Rs. In Lakhs)

Particulars	As at 31.03.2020 (Audited)	As at 31.03.2019 (Audited)
<b>ASSETS</b>		
<b>Non-current assets</b>		
Financial assets		
i) Investments	643,722.31	640,540.19
ii) Loans	-	0.81
iii) Other financial assets	249,067.34	953.31
Deferred tax assets (net)	86.64	96.73
Other non-current assets	257.10	257.10
<b>Total non-current assets (A)</b>	<b>893,133.39</b>	<b>641,848.14</b>
<b>Current assets</b>		
Financial assets		
i) Investments	1,280.06	1,248.74
ii) Trade receivables	23,852.12	45,155.65
iii) Cash and cash equivalents	34,570.45	918.10
iv) Bank balance other than (iii) above	91,008.99	92,533.42
v) Loans	44,435.83	136,968.94
vi) Other financial assets	75,991.39	4,866.63
Current tax assets (net)	1,376.17	1,607.37
Other current assets	116,303.66	53,083.74
<b>Total current assets (B)</b>	<b>388,818.67</b>	<b>336,382.59</b>
<b>TOTAL ASSETS (A+B)</b>	<b>1,281,952.06</b>	<b>978,230.73</b>
<b>EQUITY AND LIABILITIES</b>		
<b>Equity</b>		
Equity share capital	35,145.00	35,145.00
Other equity	221,444.69	228,127.17
<b>Total equity (A)</b>	<b>256,589.69</b>	<b>263,272.17</b>
<b>Non-current liabilities</b>		
Financial liabilities		
i) Borrowings	147,302.09	91,825.16
Provisions	251.93	258.48
<b>Total non-current liabilities (B)</b>	<b>147,554.02</b>	<b>92,083.64</b>
<b>Current liabilities</b>		
Financial liabilities		
i) Borrowings	602,662.05	292,944.26
ii) Trade payables		
a) total outstanding dues of micro enterprises and small enterprises	0.17	-
b) total outstanding dues of creditors other than micro enterprises	62,968.89	66,525.85
iii) Other financial liabilities	143,312.23	164,651.43
Provisions	143.10	123.83
Other current liabilities	68,721.91	92,649.71
Current tax liabilities (net)	-	5,979.84
<b>Total current liabilities (C)</b>	<b>877,808.35</b>	<b>622,874.92</b>
<b>Total liabilities (D=B+C)</b>	<b>1,025,362.37</b>	<b>714,958.56</b>
<b>TOTAL EQUITY AND LIABILITIES (A+D)</b>	<b>1,281,952.06</b>	<b>978,230.73</b>



**IRB Infrastructure Developers Limited**  
**Standalone Statement of Cash flows for the year ended March 31, 2020**

	(Rs. In Lakhs)	
	For the year ended 31.03.2020 (Audited)	For the year ended 31.03.2019 (Audited)
<b>Cash flow from operating activities</b>		
<b>Profit before tax</b>	<b>36,818.62</b>	<b>46,012.28</b>
<b>Adjustments :</b>		
Net gain on sale of current investments	(189.32)	-
Gain on current investments at fair value through profit or loss	(17.79)	(68.70)
Loss on transfer of control of subsidiaries	164.85	-
Finance costs	31,941.52	22,798.39
Interest income	(14,406.46)	(14,169.92)
Dividend income from long term investment in subsidiaries	(2,439.36)	(8,786.51)
Dividend income on current investments and other long term investments	(7.40)	(343.39)
<b>Operating profit before working capital changes</b>	<b>51,864.66</b>	<b>45,442.15</b>
<b>Movements in working capital:</b>		
(Increase) in loans	(227.15)	(226.56)
Decrease in trade receivables	21,303.53	25,684.22
(Increase)/Decrease in other financial assets	(9,659.07)	4,551.53
(Increase)/Decrease in other assets	(63,219.93)	36,443.25
(Decrease)/Increase in trade payables	(3,557.09)	9,584.57
(Decrease)/Increase in other financial liabilities	(475.25)	52,180.17
Increase in provisions	13.46	39.99
Decrease in other liabilities	(23,927.69)	(60,004.04)
<b>Cash (used for) / generated from operations</b>	<b>(27,884.53)</b>	<b>113,695.28</b>
Taxes paid (net)	(14,624.04)	(7,222.33)
<b>Net cash flows (used in)/ generated from operating activities (A)</b>	<b>(42,508.57)</b>	<b>106,472.95</b>
<b>Cash flows from investing activities</b>		
Purchase of non-current investments / Investment in subsidiaries	(129,667.97)	(75,937.20)
Consideration from sale of subsidiaries	75,744.00	-
Proceeds/redemption from non-current investments	2,873.86	3,059.27
Purchase of mutual funds	(207.40)	(25,751.94)
Proceeds from sale/maturity of mutual funds	242.32	25,543.39
Investment in bank deposits (having original maturity of more than three months)	(31,593.56)	(11,388.81)
Proceeds from maturity of bank deposits (having original maturity of more than three months)	34,060.62	5,985.06
Loan given to subsidiary companies	(265,059.61)	(119,833.67)
Repayments received for loans given to subsidiary companies	59,523.90	180,624.10
Interest received	15,398.17	13,785.62
Dividend received from subsidiary companies	2,439.36	8,786.51
Dividend received on other investments	7.40	343.39
<b>Net cash flows (used in)/generated from investing activities (B)</b>	<b>(236,238.91)</b>	<b>5,215.72</b>



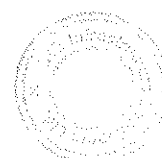
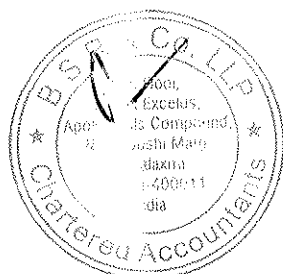
	(Rs. In Lakhs)	
	For the year ended 31.03.2020 (Audited)	For the year ended 31.03.2019 (Audited)
<b>Cash flow from financing activities</b>		
Proceeds from long-term borrowings	110,500.00	80,000.00
Repayment of long-term borrowings	(75,598.78)	(73,765.26)
Proceeds from issue of non-convertible debentures	140,000.00	-
Repayment of Non-convertible debentures	(140,000.00)	-
Proceeds from current borrowings (net)	5,565.91	7,301.17
Loan taken from subsidiary companies	657,727.99	139,521.24
Loan repayment to subsidiary companies	(353,576.20)	(233,368.30)
Finance cost paid	(32,219.09)	(22,573.96)
Dividend paid on equity shares	-	(8,786.25)
<b>Net cash flows generated from/(used in) from financing activities (C)</b>	<b>312,399.83</b>	<b>(111,671.36)</b>
<b>Net increase in cash and cash equivalents (A+B+C)</b>	<b>33,652.35</b>	<b>17.31</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>918.10</b>	<b>900.79</b>
<b>Cash and cash equivalents at the end of the year</b>	<b>34,570.45</b>	<b>918.10</b>

#### Components of Cash and Cash Equivalents

Balances with Banks		
On current accounts	2,087.20	835.22
On deposit accounts	32,400.00	-
Cash on hand	83.25	82.88
<b>Cash and cash equivalents for statement of cash flows</b>	<b>34,570.45</b>	<b>918.10</b>

#### NOTES:

- The Company is engaged in the business of road infrastructure development. The Company secures contracts by submitting bids in response to tenders, in terms of which it is required to form Special Purpose Vehicle ("SPV") companies ("subsidiary companies") to execute the awarded projects. In so conducting its business, its revenues include income from road infrastructure projects, dividends from its subsidiaries/ mutual funds and other income.
- As permitted by paragraph 4 of Indian Accounting Standard (Ind AS) 108, "Operating Segments", notified under Section 133 of the Companies Act, 2013, read together with the relevant rules issued thereunder, if a single financial report contains both consolidated financial statements and the separate financial statements of the parent, segment information need to be presented only on the basis of the consolidated financial statements. Thus, disclosure required by Regulation 33 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on segment wise revenue results and capital employed are given in consolidated financial results.
- The audited results for the year ended March 31, 2020 have been reviewed by the Audit Committee at their meeting held on June 18, 2020 and thereafter approved by the Board of Directors at their meeting held on June 18, 2020. The joint statutory auditors have expressed an unqualified audit opinion.
- The figures of the quarter ended March 31, 2020 and the corresponding quarter ended in the previous year as reported in this financial results are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures upto the end of the third quarter of the relevant financial year. Also, the figures upto the third quarter had only been reviewed and not subjected to audit.



## 5. Note on Covid-19

The Outbreak of Coronavirus (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. Operations at all toll plazas of the various Project SPVs across the country had been closed down w.e.f. 26th March, 2020 till 19th April, 2020 mid-night. This was done as per the directives issued by Ministry of Road Transport & Highways (MoRTH)/ National Highway Authority of India (NHAI), in accordance with the MHA guidelines about commercial and private establishment in the wake of COVID-19 pandemic. The construction activities of the Company were resumed gradually in the phased manner as per the directives issued by NHAI and by ensuring compliance with preventive measures in terms of guidelines/ instructions issued by Govt. of India to contain spread of Covid -19. The Company has availed the relief provided by its lender by way of moratorium on certain principal repayments.

The Company believes the current level of operations are temporary in nature and based on the various initiatives announced by the respective Central and state governments, and therefore this may not result in any significant financial impact on the Company. The management has considered internal and external sources of information up to the date of approval of these standalone financial results, in assessing the recoverability of investments and assets, liquidity, financial position and operations of the Company including impact on estimated construction cost to be incurred towards projects under execution and based on the management's assessment, there is no material impact on the standalone financial results of the Company.

Considering the uncertainties involved in estimating the impact of this pandemic, the future impact of this pandemic may be different from those estimated as on the date of approval of these standalone financial results, and this will continue to be monitored in future periods.

## 6. Issue of Non-convertible debentures

After the reporting date, the Company has issued Non-convertible debentures as under:

- 9.55% Secured, Redeemable, Listed, Rated Non-Convertible Debentures of face value of Rs. 10 lakh each, for cash at par, aggregating to Rs. 200 Crores on a private placement basis.
- 9.55% Secured, Redeemable, Listed, Rated Non-Convertible Debentures of face value of Rs. 10 lakh each, for cash at par, aggregating to Rs. 300 Crores on a private placement basis.
- 10% Secured, Unlisted, Unrated, Non-Convertible Debentures of face value of Rs. 10 lakh each, for cash at par, aggregating to Rs. 750 Crores on a private placement basis.

Since the above debentures are issued after reporting date, disclosures pursuant to Regulation 52(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be complied from the quarter ended June 30, 2020.

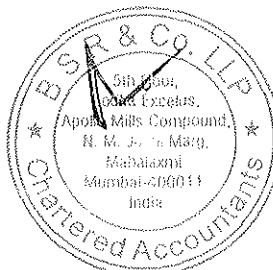
7. Pursuant to the Share Purchase Agreement(s) executed between the Company and IRB Infrastructure Trust ('Trust'), the investment in nine subsidiary companies has been transferred to the Trust with effect from February 26, 2020. The Company holds 51% stake in Trust and has a joint control over the Trust. Pursuant to the Share Purchase Agreement(s). The Company has also transferred 49% investment in MMK Toll Road Private Limited i.e. Subsidiary Company to Affiliate of GIC. The Company has recorded a loss of Rs 164.85 Lakhs on loss of control in such erstwhile subsidiaries which is included under exceptional items.
8. The Board of Directors at its meeting held on June 18, 2020 has proposed final dividend of Rs. 5 per equity share.
9. In accordance with Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Statutory Auditors of the Company have carried out annual audit of the above results.
10. The Company elected to exercise the option permitted under section 115BAA of the Income-tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. Accordingly, the Company has recognised Provision of Income Tax for the year ended March 31, 2020 and re-measured its Deferred Tax Assets basis the rate prescribed in the said section.
11. The results of the Company are available for investors at, [www.irb.co.in](http://www.irb.co.in), [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

For IRB INFRASTRUCTURE DEVELOPERS LIMITED



**Virendra D. Mhaikar**  
Chairman and Managing Director

Place: Mumbai  
Date: June 18, 2020



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## **Independent Auditors' Report**

# **To Board of Directors of IRB Infrastructure Developers Limited**

## **Report on the Audit of the Standalone Annual Financial Results**

### **Opinion**

We have jointly audited the accompanying standalone annual financial results of IRB Infrastructure Developers Limited (hereinafter referred to as the "Company") for the year ended 31 March 2020, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations').

In our joint opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone annual financial results:

- are presented in accordance with the requirements of Regulation 33 of the Listing Regulations in this regard; and
- give a true and fair view in conformity with the recognition and measurement principles laid down in the applicable Indian Accounting Standards, and other accounting principles generally accepted in India, of the net profit and other comprehensive loss and other financial information for the year ended 31 March 2020.

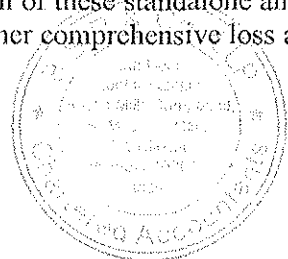
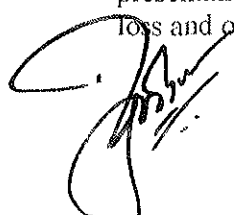
### **Basis for Opinion**

We conducted our joint audit in accordance with the Standards on Auditing ("SAs") specified under Section 143 (10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results* section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our joint audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our opinion on the Standalone annual financial results.

### **Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Results**

These standalone annual financial results have been prepared on the basis of the standalone annual financial statements.

The Company's Management and the Board of Directors are responsible for the preparation and presentation of these standalone annual financial results that give a true and fair view of the net profit loss and other comprehensive loss and other financial information in accordance with the recognition



## Independent Auditors' Report (*Continued*)

### IRB Infrastructure Developers Limited

#### Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Results (*Continued*)

and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone annual financial results, the Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

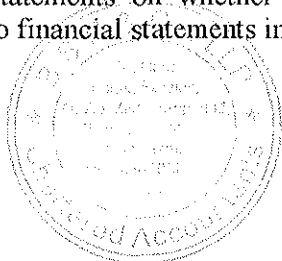
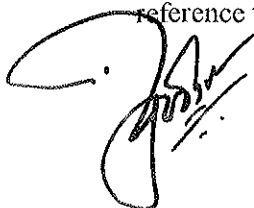
The Board of Directors is responsible for overseeing the Company's financial reporting process

#### Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone annual financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone annual financial results.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone annual financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.



## Independent Auditors' Report (Continued)

### IRB Infrastructure Developers Limited

#### Auditor's Responsibilities for the Audit of the Standalone Annual Financial Results (Continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial results made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone annual financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone annual financial results, including the disclosures, and whether the standalone annual financial results represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### Other Matters

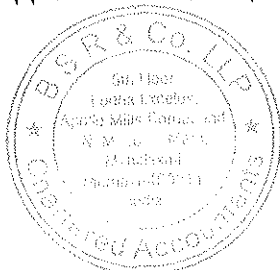
The standalone annual financial results include the results for the quarter ended 31 March 2020 being the balancing figure between the audited figures in respect of the full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were subject to limited review by us.

For B S R & Co. LLP  
Chartered Accountants  
Firm's Registration No: 101248W/W-100022

Aniruddha Godbole  
Partner

Membership No: 105149  
UDIN: 20105149AAAA DW 9899

Mumbai  
18 June 2020



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

Jayant Gokhale  
Partner  
Membership No: 033767  
UDIN: 20033767AAAA DW 4221

Mumbai  
18 June 2020

