



IL&FS ENGINEERING AND CONSTRUCTION COMPANY LIMITED

**34th
ANNUAL REPORT
2022-23**

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BOARD OF DIRECTORS

Mr. Nand Kishore *
Mr. Subrata Kumar Atindra Mitra
Dr. Jagadip Narayan Singh
Mr. Dilip Lalchand Bhatia
Mr. Manish Kumar Agarwal
Mr. Chandra Shekhar Rajan #

* Appointed w.e.f. October 3, 2022

Resigned w.e.f. October 3, 2022

Chief Executive Officer

Mr Kazim Raza Khan

Chief Financial Officer

Mr Naveen Kumar Agrawal

Company Secretary

Mr Rajib Kumar Routray

Bankers

| | |
|---------------------|----------------------|
| Bank of Baroda | Indian Bank |
| Bank of India | Indian Overseas Bank |
| Bank of Maharashtra | Punjab National Bank |
| ICICI Bank Limited | State Bank of India |
| IDBI Bank Limited | |

Auditors

M. Bhaskara Rao & Co.

Chartered Accountants
Firm Regn No.: 000459S
5-D, Fifth Floor, "KAUTILYA"
6-3-652, Raj Bhavan Quarters Colony,
Somajiguda, Hyderabad- 500082

Registrar & Share Transfer Agent :

KFin Technologies Private Limited

Selenium Building, Tower B, Plot No. 31-32
Gachibowli, Financial District
Nanakramguda, Serilingampally,
Hyderabad - 500 032
Telephone No. 040 - 6716 2222
Fax No. 040 – 2342 0814
Email ID: einward.ris@karvy.com

Registered Office :

CIN: L45201TG1988PLC008624
Door No.8-2-120/113, Block B
1st Floor, Sanali Info Park, Road No.2
Banjara Hills, Hyderabad - 500 034
Tel: +91 40 40409333, Fax: +91 40 40409444
Website: www.ilfsengg.com
Email : cs@ilfsengg.com

Corporate Office :

CIN: L45201TG1988PLC008624
Enkay Centre, Ground Floor,
Plot No-A, Vanijya Nikunj,
Udyog Vihar, Phase-V, NH-8,
Gurugram-122001 (Haryana)
Tel:0124-4988700

NOTICE

NOTICE is hereby given that the 34th Annual General Meeting (AGM) of IL&FS Engineering and Construction Company Limited will be held on Tuesday, September 26, 2023 at 3.00 PM (IST) through Video Conferencing (“VC”)/ Other Audio Visual Means (OAVM) to transact the following businesses:

1. To receive, consider and adopt:
 - (a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the report of the Board of Directors and Auditors thereon,
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

Special Business

To consider and, if thought fit, to pass the following resolution as Ordinary Resolutions

2. **RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160, 161 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force), Article 49 of Articles of Association of the Company and Regulation 19(4) and newly inserted Sub Regulation 17(1D) as per SEBI Notification dated 14th June 2023 read with Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws, Regulations, if any, Mr. Nand Kishore DIN: 08267502, nominated by Infrastructure Leasing & Financial Services Limited, the Holding Company and who was appointed by the Board of Directors as an Additional Director with effect from 3rd October, 2022 and holds office upto the date of the ensuing 34th Annual General Meeting of the Company and as recommended by the Nomination and Remuneration Committee be and is hereby appointed, as Non-Executive Non Independent Director for a period of 5 (five) years of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the Resolution, any one of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters, and things as they may in their absolute discretion deem necessary, usual, expedient and proper to give effect to this resolution”

3. To ratify and approve the remuneration payable to the Cost Auditor appointed by the Board of Directors of the Company for the financial years 2022-23 and 2023-24 by passing with or without modification(s), the following resolution as Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), a sum of ₹3,82,000/- (Rupees Three Lakh Eighty Two Thousand Only) plus applicable Tax if any for each financial year paid/payable as remuneration to M/s Narasimha Murthy & Co., Cost Accountants (Regn. No. 00042) for conducting cost audit of the Company for the financial year 2022-23 and 2023-24 respectively, as approved by the Board of Directors of the Company, be and is hereby ratified/confirmed and approved.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all acts, deeds, things and matters and give all such directions as it may in its absolute discretion deem necessary, proper or expedient to give effect to this resolution.

By Order of the Board of Directors

For **IL&FS Engineering and Construction Company Limited**

Place: Mumbai
Date: 11th August, 2023

Rajib Kumar Routray
Company Secretary

Registered Office:

IL&FS Engineering and Construction Company Limited
CIN # L45201TG1988PLC008624
Door No. 8-2-120 / 113, Block-B,
1st Floor, Sanali Info Park, Road No. 2, Banjara Hills,
Hyderabad - 500 034, India
Website: www.ilfsengg.com

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020, read with circulars dated April 8, 2020, April 13, 2020, and May 5, 2022 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
 2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
 3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to yravifcs@gmail.com with a copy marked to evoting@nsdl.co.in
 4. The Company has fixed Monday, September 18, 2023 as the 'Cut-off Date' for determining entitlement of members to e-voting at the 34th AGM of the Company.
 5. Book closure for the purpose of 34th Annual General Meeting will be from Tuesday, September 19, 2023 to Tuesday, September 26, 2023 (both days inclusive)
 6. The remote e-voting period commences on Saturday, September 23, 2023 (9:00 a.m. IST) and ends on Monday, September 25, 2023 (5:00 p.m. IST).
 7. "EVSN" of the Company is 125141, Batch No.1007882.
 8. As per Regulation 40 of SEBI LODR Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, KFin Technologies Private Limited ("KFintech") for assistance in this regard.
 9. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with KFintech in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to KFintech in case the shares are held by them in physical form.
 11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to KFintech in case the shares are held in physical form.
 12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or KFintech, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
 13. In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 11, 2023 through email at cs@ilfsengg.com. The same will be replied by the Company suitably.
 15. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 5, 2022 read with circulars dated May 12, 2020 (collectively referred to as "MCA Circulars") Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.ilfsengg.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL <https://www.evoting.nsdl.com>
 16. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
 17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 18. Instructions for e-voting and joining the AGM are as follows:

We continue to encourage all shareholders to receive electronic copies of the Annual Report and Financial Statements as part of our commitment to reduce our environmental footprint. If you have not already opted

Instructions for e-voting and joining the AGM are as follows:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on a first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.ilfsengg.com. The

Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 23.09.2023 at 9 A.M. and ends on 25.09.2023 at 5 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18.09.2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th September, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | 1 Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
| | 2 If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com . Select “ Register Online for IDeAS Portal ” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp |
| | 3 Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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| | 4 Shareholders/Members can also download NSDL Mobile App “ NSDL Speede ” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play   |
| Individual Shareholders holding securities in demat mode with CDSL | 1 Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. |
| | 2 2.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. |
| | 3 If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. |
| | 4 Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |

| | |
|--|--|
| Individual Shareholders (holding securities in demat mode) login through their depository participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |
|--|--|

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

| Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical | Your User ID is: |
|--|---|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |

| | |
|--|---|
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to yvafics@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Supratim Mitra(SupratimM@nsdl.co.in) or Swapneel Puppala(SwapneelP@nsdl.co.in) at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@ilfsengg.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@ilfsengg.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@ilfsengg.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at cs@ilfsengg.com from September 18, 2023 (9:00 a.m. IST) to September 22, 2023 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM

By Order of the Board of Directors
For **IL&FS Engineering and Construction Company Limited**

Rajib Kumar Routray
Company Secretary

Place: Mumbai
Date: 11th August, 2023

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

Item No.2: Mr. Nand Kishore(DIN:8267502), nominated by Infrastructure Leasing & Financial Services Limited, the Holding Company and on the recommendation of the Nomination and Remuneration Committee was appointed by the Board of Directors as Additional Director with effect from 3rd October, 2022 in accordance with Article 49 of the Articles of Association read with Section 161 of the Companies Act, 2013("the Act"). As per Section 161 of the Act, Mr. Nand Kishore holds office upto the ensuing AGM on 26th September, 2023. Mr. Nand Kishore has consented to the proposed appointment and declared qualified. Mr. Nand Kishore possesses the requisite knowledge, experience, and skill for the position of Director. The Board on the recommendation of Nomination and Remuneration Committee on 11.08.2023 and subject to the approval of members in the ensuing AGM, has accorded its consent, to appoint Mr. Nand Kishore as a Non-Executive Non-Independent Director for a period of 5 years in compliance with newly inserted Sub-Regulation 17(1D) of the Securities and Exchange Board of India(Listing obligations and Disclosure Requirements) Regulations, 2015. Mr. Kishore will not be entitled to any remuneration except sitting fees for attending the Board Meetings.

Except Mr. Nand Kishore, no other Director, Key Managerial Personnel of the Company, and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution. The Board of Directors recommends passing the resolution set out in Item No.2 of this Notice.

Additional Details as required under Regulation36(3) of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015.

a) Brief Resume of Mr. Nand Kishore

Mr. Nand Kishore, DIN:08267502, aged about 65 years is a 1981 batch officer of Indian Audit and Account Service. He retired as Deputy Comptroller and Auditor General (Dy. CAG) in the rank and pay of Secretary to Government of India. As Dy. CAG he looked after audit of Defence, Railways and Communications ministries of Government of India including their departments and public sector units. Mr. Kishore holds a Bachelor of Engineering (Electrical) degree from the University of Roorkee (now IIT Roorkee) and is also a Certified Internal Auditor from The Institute of Internal Auditors, Florida, USA. Mr. Kishore was appointed as Director by the Government of India/NCLT Mumbai on the newly constituted Board of the Infrastructure Leasing and Financial Services Limited (IL&FS) on October 01, 2018. Subsequently on December 21, 2020, he was appointed as Executive Director of Infrastructure Leasing & Financial Services Limited (IL&FS), and w.e.f October 03, 2022, Mr Kishore took over as Managing Director of IL&FS

b) Nature of Expertise in specific functional areas

Mr. Nand Kishore possesses vast expertise and experiences in the areas including and covering Internal Audit, Accounts, general administration of the areas/processes and businesses.

c) Disclosure of relationships between directors inter-se

Mr. Nand Kishore is not related to any Director of the Company and does not hold any shares in the Company.

Mr. Nand Kishore is a member of Nomination and Remuneration Committee of the Company.

d) Names of listed entities in which the person also holds directorship and membership of Committees of the Board

| Name of Company | Position held | Membership of Committees* |
|--------------------------------------|------------------|--|
| IL&FS Transport Networks Limited | Nominee Director | Audit Committee |
| IL&FS Investment Managers Limited | Nominee Director | Audit Committee |
| Noida Toll Bridge Company Limited | Nominee Director | Audit Committee Stakeholders Relationship Committee |
| IL&FS Infra Asset Management Limited | Director | Audit Committee |

*The Membership of Committees includes only two committees, i.e, Audit Committee and Stakeholders Relationship Committee of as per Regulation 26 of SEBI LODR Regulations, 2015.

Mr. Nand Kishore has not resigned from any listed company in the past three years.

Item No. 3: In accordance with the provisions of Section 148 of the Act and the Companies (Audit and Auditors) Rules, 2014 ("the Rules") the Company is required to appoint a cost auditor to audit the cost records of the Company, for products "Roads & Other Infrastructure Projects". On the recommendation of the Audit Committee, the Board of Directors approved the appointment of M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration No. 000042), as the Cost Auditors of the Company to conduct an audit of cost records maintained by the Company for the Financial Year 2022-23, at a remuneration of Rs.3,82,000 (Rupees Three Lakh Eighty Two Thousand only) plus applicable taxes and out of pocket expenses at actuals, if any for traveling and boarding/ lodging.

The Board of Directors at its meeting held on 11th August, 2023 approved the appointment of M/s Narasimha Murthy & Co., Cost Accountants as Cost Auditor for Financial year 2023-24 at a remuneration of Rs 3,82,000 (Rupees Three Lakh Eighty Two Thousand only).

In accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of Companies (Audit & Auditor Rules), 2014, the remuneration payable to the Cost Auditor for FY 22-23 and FY 23-24 approved by the Board of Directors is required to be ratified/confirmed by the members of the Company.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends the Ordinary Resolution set out in Item No.3 of the Notice for your approval.

By Order of the Board of Directors
For **IL&FS Engineering and Construction Company Limited**

Place: Mumbai
Date: 11th August, 2023

Rajib Kumar Routray
Company Secretary

Registered Office:

IL&FS Engineering and Construction Company Limited
CIN # L45201TG1988PLC008624
Door No. 8-2-120 / 113, Block-B,
1st Floor, Sanali Info Park, Road No. 2, Banjara Hills,
Hyderabad-500 034, India
Website: www.ilfseng.com

BOARDS' REPORT

IL&FS Engineering and Construction Company Limited (IECCL)

Your Directors take pleasure in presenting the 34th Annual Report on the business and operations of the Company together with the Audited Financial Statements for the financial year ended March 31, 2023.

(I) STANDALONE FINANCIAL RESULTS :

The Financial performance highlights of the Company are as under:

Financial Results:

(Rs. in Crore)

| Particulars | FY 2023 | FY 2022 |
|--|-----------------|-----------------|
| Revenue from Operations | 177.10 | 307.64 |
| Other Income | 38.55 | 71.04 |
| Total Income | 215.65 | 378.68 |
| Profit/(Loss) before Interest, Depreciation, Exceptional Items and Tax | (85.63) | (147.36) |
| Less Finance Cost | 23.07 | 46.00 |
| Profit/(Loss) before Depreciation, Exceptional Items and Tax | (108.70) | (193.37) |
| Less: Depreciation and Amortization Expenses | 10.18 | 13.55 |
| Loss before Exceptional Items & Tax | (118.88) | (206.92) |
| Exceptional Item (Net) | 5.12 | 179.43 |
| Loss Before Tax | (124.00) | (386.35) |
| Tax expense - Deferred tax | - | - |
| Loss After Tax | (124.00) | (386.35) |
| Other comprehensive income/(loss) for the year | (0.39) | (0.17) |
| Total Comprehensive Income for the year | (124.39) | (386.52) |
| Paid up Equity Capital | 131.12 | 131.12 |
| Earnings per share (in Rupees) | | |
| -Basic | (9.46) | (29.46) |
| -Diluted | (9.46) | (29.46) |

(II) OPERATIONAL HIGHLIGHTS :

During the year ended March 31, 2023, your Company achieved a turnover of 215.65 Crore on a stand-alone basis as against Rs.378.68 Crore in the previous year ended March 31, 2022. The net loss for the year amounted to Rs. (124 Crore) as against Rs.(386.35 Crore) in the previous corresponding year.

The turnover is attributable to revenues generated from existing projects. The Company continues defaulting on existing loans to lenders including borrowing from promoters and is in compliance with the terms of the moratorium of Hon'ble NCLT, Mumbai.

(III) DIVIDEND :

Due to accumulated losses of the Company coupled with a tough situation arising out of present state of affairs, your Directors express their inability to recommend any dividend for the year on Preference as well as on Equity Shares.

(IV) RESERVES :

No amount is recommended for transfer to Reserves of the Company for financial year ended March 31, 2023.

(V) STATE OF AFFAIRS OF THE COMPANY :

During the year under review, the Company successfully completed Ahmedabad Metro Project and three Power Projects in the State of West Bengal. The Ahmedabad Metro Project was inaugurated by Hon'ble Prime Minister in latter part of September 2022. Your Company has bagged an order for the completion of Balance Works constituting 5.6 km of Viaduct & Structural Works of five nos. of elevated Metro Stations from VIP Road Station to Dream City Station, Surat of Gujarat Metro Rail Corporation Limited from SEL-SPSCPL JV.

The Company already had orders worth Rs.425 crore (approx.) at the beginning of the year and had received orders for Rs.359.63 Crore for the execution of an EPC works for Surat Metro Rail. The detailed position on the order book and financial performance of the Company has been provided under Management Discussions & Analysis Report.

Your Company is part of the Infrastructure Leasing and Financial Services Limited ("IL&FS") group. The Board of Directors of IL&FS has been reconstituted pursuant to the orders passed by the National Company Law Tribunal, Mumbai Bench ("NCLT") in Company Petition No. 3638 of 2018 filed by the Union of India, acting through the Ministry of Corporate Affairs under Sections 241 and 242 of the Companies Act, 2013, as amended ("Companies Act") on the grounds of mismanagement of public funds by the erstwhile board of Infrastructure Leasing & Financial Services Limited (IL&FS) and the affairs of IL&FS being conducted in a manner prejudicial to the public interest. As updated in the last year's Annual Report, the resolution process of the Company, with approval of all concerned stakeholders of the Company, initiated by IL&FS is in process.

(VI) SHARE CAPITAL :

During the year under review, there was no change in the share capital of the Company

Shares held by Directors:

None of the Directors of the Company holds any Shares or convertible instruments of the Company.

(VII) DEPOSITS :

During the year under review, your Company had not accepted any deposit from the public under Chapter V of the Companies Act, 2013

(VIII) DIRECTORS:

The Non-executive Directors hold the entire composition of the Board of Directors of the Company. Out of the same, three Directors stand nominated by Infrastructure Leasing & Financial Services Limited, the Promoter Group, and two Directors are Independent Directors. The requirement of maintaining six member composition as per corporate governance criterion could not be complied with due to IL&FS crisis. The Hon'ble NCLT vide its Order dated 26th April, 2019 have taken similar stand in this regard.

During Financial Year 2022-23, Mr. C S Rajan resigned as Non-executive Director and Chairman of the Company and Mr. Nand Kishore was appointed as Director in Non-executive capacity and is the Non-executive Chairman of the Company.

The Independent Directors have fulfilled the criteria of Independence.

No relative(s) of Directors have/has been appointed to the office or place profit in the Company during the year.

As per Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of top 2000 listed Companies (wef. April 01, 2020) shall comprise of not less than six directors. The Board of Directors as on March 31, 2023, comprise the following five directors.

| S. No. | Name of the Directors | Date of Appointment |
|--------|---------------------------|---------------------|
| 1. | Mr. Nand Kishore* | October 03, 2022 |
| 2. | Mr. Subrata Kumar Mitra | January 15, 2021 |
| 3. | Dr. Jagadip Narayan Singh | January 15, 2021 |
| 4. | Mr. Dilip Lalchand Bhatia | December 24, 2018 |
| 5. | Mr. Manish Kumar Agarwal | January 15, 2021 |

As per Section 149(1) read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013, the Company is required to appoint a woman director. Hon'ble NCLT vide order dated April 26, 2019 has, inter alia, granted dispensation for complying with the said requirement by virtue of powers vested in them under Section 242(2(4) of the Companies Act, 2013. This was granted for the resolution of financial problems, issues in the public interest in all group entities of IL&FS by the newly constituted Board of Directors, nominated by Union of India.

None of the Directors of the Company are inter-se related to each other.

Necessary declaration from Dr. Jagadip Narayan Singh and Mr. Subrata Kumar Mitra, Independent Directors have been obtained under the provisions of the Companies Act, 2013.

Non-Executive Directors:

The Non-Executive Directors are paid sitting fee for attending the Board and meetings of various committees.

Except as mentioned above, no other payments were made by the Company to Non-Executive Directors and the Company does not have any pecuniary relationship or transactions with the Non-Executive Directors. The details of amount paid to the Directors of the Company towards Sitting Fee are mentioned in the Form MGT-9 annexed to this Report as well as the Corporate Governance Section of this Annual Report.

(IX) MANAGERIAL REMUNERATION POLICY :

In terms of the provisions of Section 178 of the Companies Act, 2013 read with Rules made thereunder and Regulation 19 of Listing Regulations, the Board of Directors of the Company had framed Managerial Remuneration Policy which includes the criteria for determining qualifications, positive attributes, independence of directors and other matters as specified under Section 178(3) of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of Listing Regulations. The policy is available on the website of the Company at <http://www.ilfsengg.com/html/policies.php>

(X) KEY MANAGERIAL PERSONNEL :

Mr. Rajib Kumar Routray, was appointed as Company Secretary & Compliance Officer in the capacity of Key Managerial Personnel(KMP) of the Company with effect from midnight on 29th May, 2022. Mr. Sistla Srinivas Kiran, had ceased to be the Company Secretary and KMP of the Company with effect from 29th May, 2022 and continues to be associated as a team member of the Compliance Officer.

Thus, in terms of the provisions of Section 203 of the Companies Act, 2013, Mr. Kazim Raza Khan, Chief Executive Officer, Mr. Naveen Kumar Agrawal, Chief Financial Officer and Mr. Rajib Kumar Routray, Company Secretary are the Key Managerial Personnel of the Company.

(XI) DIRECTORS RESPONSIBILITY STATEMENT :

In terms of Section 134 (5) of the Companies Act, 2013, the Board of Directors wish to state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) the directors had prepared the annual accounts on a going concern basis; however IL&FS and its group companies are currently undergoing resolution process under the aegis of the NCLAT and NCLT which may impact the going concern status of the Company;
- (e) the directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the Internal Auditors, Cost Auditors, Statutory and Secretarial Auditors and the reviews performed by management and the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during Financial Year 2022-23.

Pursuant to the provision of Section 134(5)(f) of the Companies Act, 2013 read with Secretarial Standards of ICSI, the Directors have devised proper systems to ensure compliance with the provisions of all applicable secretarial standards and that such systems are adequate and operating effectively.

(XII) DETAILS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

| (A) | CONSERVATION OF ENERGY | |
|------------|--|--|
| (i) | The steps taken or impact on conservation of energy; | The conservation of energy in all the possible areas is undertaken by the Company as an important means of achieving cost reduction. Savings in electricity, fuel and power consumption receive due attention of the management on a continuous basis. |
| (ii) | The steps taken by the Company for utilizing alternate sources of energy; | NIL |
| (iii) | The capital investment on energy conservation equipment; | NIL |
| (B) | TECHNOLOGY ABSORPTION | |
| (i) | the efforts made towards technology absorption; | Timely completion of the projects as well as meeting the budgetary requirements are the two critical areas where different techniques help to a great extent. Many innovative techniques have been developed and put to effective use in the past and the efforts to develop new techniques continue unabated. |
| (ii) | the benefits derived like product improvement, cost reduction, product development or import substitution; | NIL |
| (iii) | in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - a) the details of technology imported; b) the year of import; c) whether the technology been fully absorbed d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; | NIL NA |
| (iv) | The expenditure incurred on Research and Development | Nil |
| (C) | FOREIGN EXCHANGE | |
| | Foreign Exchange earned in terms of actual inflows during the year | Nil |
| | Foreign Exchange Outgo during the year in terms of actual outflows | Nil |

(XIII) BOARD AND ITS COMMITTEES :

(a) Board of Directors :

During the year under review, the Board of Directors of the Company met 6 (Six) times through video conference/Other Audio Visual Means on April 22, 2022, May 29, 2022, August 09, 2022, November 08, 2022, January 23, 2023 and on February 14, 2023. All other details are mentioned in the Corporate Governance Report section of this Report.

(b) Audit Committee :

The Audit Committee of the Board of Directors of the Company comprises three Members with majority members are Independent. There was no change in the composition of the Committee during the year under review. The dates of meetings of Audit Committee held during Financial Year 2022-23, attendance of Members in the Meetings and other details are mentioned in the Corporate Governance Report section of this Report.

During the year under review, all the recommendations of the Audit Committee were accepted by the Board of Directors. Further, the Committee comprises Non-Executive Director and Independent Directors, all of whom have the ability to read and understand the Financial Statements.

(c) Corporate Social Responsibility Committee :

The Board of Directors of the Company constituted Corporate Social Responsibility (CSR) Committee on March 18, 2014 and the last re-constitution was on January 15, 2021. The policy on CSR is available on the website of the Company at http://www.ilfsengg.com/html/policies/CSR_Policy.pdf.

For details relating to the composition of the CSR Committee and other details, the Members are requested to refer to the Corporate Governance Report, which forms part of this Annual Report.

As per Section 135(5) of the Companies Act, 2013 the Company is not required to spend on CSR due to losses in the preceding three financial years. The details of CSR policy and other details as per Rule 9 of Companies (Corporate Social Responsibility) Rules, 2014 are enclosed to this Report.

(d) Other Committees :

The details with respect to composition, number of Meetings and such other information pertaining to Nomination and Remuneration Committee, Stakeholders Relationship Committee and other Committees are mentioned in the Corporate Governance section of this Report.

(XIV) RISK MANAGEMENT:

The Board of Directors in its Meeting held on February 11, 2015 formulated a Risk Management Policy consisting of various elements of risk and mitigation measures.

The Board of Directors of the Company is responsible for overseeing the implementation of the Policy. In the opinion of the Board, the policy on Risk Management addresses the risks associated with the business including identification of elements of risk that may threaten the existence of the Company. The Board of Directors/Audit Committee reviews the risk assessment and mitigation procedures across the entity from time to time. The critical enterprise level risks of the Company and the mitigation measures being taken are provided in the Management Discussion and Analysis Report

(XV) SUBSIDIARIES, JOINT VENTURES, AND ASSOCIATES :

No new subsidiaries, joint ventures or associates have been added or ceased during the year under review. As per Section 129 (3) of the Companies Act, 2013 read with Regulation 34 of the SEBI LODR Regulations, the Consolidated Financial Statements of the Company forms part of Annual Report. The copies of Audited Financial Statements of the Subsidiaries except for Maytas Infra Saudi Arabia Company, a foreign Joint Venture Subsidiary are available on the website of the Company at www.ilfsengg.com and a copy of the same will be provided upon written request to the Company Secretary.

SUBSIDIARY ENTITIES:

Following are the wholly Subsidiaries of your Company:

1. Angeerasa Greenfields Private Limited
2. Ekadanta Greenfields Private Limited
3. Saptaswara Agro-farms Private Limited
4. Maytas Infra Assets Limited
5. Maytas Metro Limited
6. Maytas Vasishtha Varadhi Limited; and
7. Maytas Infra Saudi Arabia Company (Foreign Subsidiary)

INVESTING PARTY IN RESPECT OF WHICH THE REPORTING ENTERPRISE IS AN ASSOCIATE

1. SBG Projects Investments Limited

Joint Ventures (Association of Persons):

1. NCC – Maytas (JV)
2. NEC – NCC – Maytas (JV)

3. Maytas – NCC (JV)
4. NCC – Maytas (JV) (Singapore Class Township)
5. Maytas – CTR (JV)
6. NCC – Maytas – ZVS (JV)
7. ITNL - IECCL JV

The Company has the following joint ventures, which are in the nature of joint operations:

1. Maytas KBL (JV)
2. Maytas KCCPL Flow more (JV)
3. Maytas MEIL KBL (JV)
4. Maytas MEIL ABB AAG (JV)
5. MEIL Maytas ABB AAG (JV)
6. MEIL Maytas KBL (JV)
7. MEIL Maytas WIPL (JV)
8. MEIL Maytas AAG (JV)
9. MEIL – SEW – Maytas – BHEL (JV)
10. L&T KBL Maytas (JV)
11. Maytas – Rithwik (JV)
12. Maytas Sushee (JV)
13. Maytas Gayatri (JV)
14. IL&FS Engg – Kalindee (JV)
15. AMR-Maytas-KBL-WEG (JV)
16. ITDC-Maytas (JV)
17. IL&FS Engg.-GPT (JV)
18. ITNL IECCL (JV)

Further, none of the entities have been associated/disassociated as Joint Ventures of your Company during the year under review.

The performance and financial position of the Subsidiaries, Joint Venture and Associate Companies are enclosed as **Annexure 2** to this Report.

Hill County Properties Limited (HCPL) continues to be the associate of your Company.

(XVI) HOLDING COMPANY :

Your Company continues to remain the subsidiary of M/s. Infrastructure Leasing & Financial Services Ltd by virtue of control over the composition of Board of Directors of the Company in terms of the provisions of Section 2 (87) of the Companies Act, 2013.

(XVII) AUDITORS AND AUDITOR'S REPORT :

Statutory Auditors:

M. Bhaskara Rao & Co., Chartered Accountants, (Firm Registration Number 000459S) Statutory Auditor has carried out on the statutory audit of the financial statements of the Company for the financial year 2022-23. Your Board has approved the financial statements and noted the following statements under Emphasis Matter in the Auditor's Report on the Standalone and qualified opinion in Consolidated Financial Statements for the Year ended March 31, 2023:

Standalone Financial Statement

- a) Note 31 (v) regarding ongoing investigations by Serious Fraud Investigation Office of Ministry of Company Affairs (SFIO), Enforcement Directorate (ED) and other regulators/agencies against Infrastructure Leasing & Financial Services Limited ('IL&FS') and some of its subsidiaries (including the Company). The Standalone Financial Statements of the Company for the year ended on March 31, 2023 do not include adjustments, if any, that may arise on account of the ongoing investigations by the investigating and other agencies and Regulatory Authorities.
- b) Note 51 regarding non-receipt of confirmation of balances as at March 31, 2023 from some lenders, customers and vendors. In the absence of confirmations, the adjustments, if any, on account of unsettled transactions, to the carrying values of assets and liabilities cannot be ascertained.
- c) Note 52 relating to non-recognition of interest expense on borrowings availed by the Company, pursuant to the Interim Order and the Judgement passed by NCLAT specifying October 15, 2018 as the cut-off date for initiation of the resolution process, of Rs.437.41 Crores (excluding penal/other interest and charges) for the year ended March 31, 2023. The aggregate amount of interest expense not so recognized as at March 31, 2023, is Rs. 1722.21 Crores approximately.

Consolidated Financial Statements

The Statutory Auditors have formed a qualified opinion on the Consolidated Financial Statement of the Company for the year ended 31st March, 2023 with regard to the non-consolidation of overseas subsidiary.

Non-consolidation of financial statements and other financial information of an overseas subsidiary "Maytas Infra Saudi Arabia Company and the reasons for the same have been duly mentioned in the notes as per Clause 3(a)(vii) and 32(b)(i). The Auditors are unable to comment on the impact of the same on the Consolidated Financial Statements for the year, carrying values of assets/liabilities and retained earnings of the Group, had the subsidiary's Financial Statements and other financial information been consolidated.

Explanation to the Qualifications

Your Board has duly noted the qualification as the continued one, reported by the Statutory Auditors in Financial Year 2022-23.

Internal Financial Controls :

The Company has institutionalized internal control in the form of standard operating procedures with an objective of orderly and efficient conduct of its business, safeguarding the Company's assets, prevention and detection of frauds, accuracy and completeness of accounting records, and compliance with applicable statutory requirements. The Company is having Oracle e-Business Suite as Enterprise Resource Planning (ERP) System for recording transactions in an integrated way with a complete audit trail.

The Company has also engaged a firm of Chartered Accountants for Internal Audit purposes. The reports of the Internal Auditor covering various business areas, processes, and functions are reviewed by the Audit Committee in every quarter. As a practice, the Audit Committee is attended by the senior person(s) representing the Auditee for answering the queries, and clarifications of Members of the Committee.

Secretarial Audit Report

In terms of the provisions of Section 204 of the Companies Act, 2013, the Board of Directors had appointed M/s. RPR & Associates, Company Secretaries, Hyderabad to conduct the Secretarial Audit for Financial Year 2022-23. The Secretarial Audit Report for the Financial Year Ended March 31, 2023 is enclosed as **Annexure 3** to this report.

(XVIII) CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

It is the endeavor of the Company to enter its contracts/arrangements/ transactions with the related parties in the ordinary course of business and on an arm's length basis. In terms of the provisions of Section 188 of the Companies Act, 2013 read with Rules made thereunder, all transactions with Related Parties were in the ordinary course of business and on arm's length basis. All contracts/arrangements/transactions entered by the Company are pre-existing legacy contracts / were in compliance with the applicable provisions of the Companies Act, 2013 and Listing Regulations.

The Related Party Transactions(RPT) of the Company are entered into as per the Company's RPT Policy. The Policy is consistent with the latest changes brought about by SEBI. All Related Party Transactions are pre-approved by the Audit Committee irrespective of their nature and dynamics of transactions. The Related Party Transaction Policy is available on the website of the Company at www.ilfsengg.com

(XIX) EMPLOYEES STOCK OPTION SCHEME :

The Company has not issued any Employee Stock Option Scheme and thus disclosures required as per Section 62(1)(b) read with Rule 12(9) of The Companies(Share Capital and Debenture) Rules, 2014 are not given. Further, no benefits to employees have been provided as envisaged and required to be disclosed as per SEBI(Share Based Employee Benefits) Regulations, 2014. The disclosures as per Proviso to Section 67(3) read with Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 are not applicable.

(XX) MANAGEMENT DISCUSSION AND ANALYSIS :

A separate section titled "Management Discussion and Analysis" consisting of details as required under Regulation 34(3) and 53(f) read with Schedule V of the SEBI LODR Regulations form part of this Annual Report.

(XXI) CORPORATE GOVERNANCE :

A separate section titled "Report on Corporate Governance" including a certificate from the Practicing Company Secretary confirming compliance with the conditions of Corporate Governance is enclosed to the Report on Corporate Governance and forms part of this Annual Report. Further, a declaration signed by the Chief Executive Officer affirming the compliance with the Code of Conduct for the Board of Directors and Senior Management Personnel is also enclosed to the Report on Corporate Governance.

(XXII) DISCLOSURES :

(a) Extract of Annual Return :

The extract of the Annual Return as per Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014 is enclosed as **Annexure 4** to this Report

(b) Vigil Mechanism :

In terms of the provisions of Section 177 of the Companies Act, 2013 and Listing Regulations, the Company has established a Vigil Mechanism through its Whistle Blower Policy for directors and employees to report concerns about unethical behavior, actual/suspected frauds and violation of Company's Code of Conduct. Please refer to the Corporate Governance section of the Annual Report for further details.

(c) Policy on Prevention of Sexual Harassment:

In terms of the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company had formulated and implemented a policy for the Prevention of Sexual Harassment of Women at the Workplace. The Company also sensitizes employees through workshops or awareness programs against sexual harassment in the workplace.

The Company had also constituted an Internal Committee comprising employees of the Company and an Independent NGO representative. The scope of the Internal Committee encompasses all incidents/occurrences of sexual harassment which take place at the workplace and where either of the party (aggrieved / accused) is an employee of the Company. During the year under review, the Company has not received any complaints under the policy.

Further, the Company has many systems, processes, and policies to ensure professional ethics and harmonious working environment. The Company follows Zero Tolerance approach towards Corruption and unethical conduct. These are ensured through Whistle Blower Policy, Sexual Harassment Policy and Redressal Guidelines. There are no Sexual Harassment cases reported during the Financial Year: 2022-23.

(d) Particulars of Loans, Guarantees, or Investments under Section 186 :

Your Company is in the business of providing Infrastructure Facilities. Accordingly, the provisions of Section 186 pertaining to Loan or Guarantee to other corporates are exempted.

(e) Particulars of employees and related disclosures :

The disclosures relating the ratio of remuneration of each director to the median employee's remuneration and other details as per Section 197 (12) of the Companies Act, 2013 read with Rule 5(1), (2), and (3) of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 is enclosed as Annexure 5 to this Report.

Having regard to the provisions of the second proviso to Section 136(1) read with Section 197(12) of the Act and as prevalent, the Annual Report excluding the names of top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out is open for inspection at the Registered Office of your Company. Any member interested in obtaining copy of the same may write to Company Secretary.

(f) Material changes and comments, if any, affecting the financial position of the Company :

Due to the latest developments in the IL&FS Group and the Company, the existing debt is not commensurate with the size of its operations and there has been severe stress in terms of cash flows.

(g) Reporting of Fraud :

No instances of fraud have come to the notice of Board and found and/or reported by the Auditors in their Report for the Financial Year 2022-23.

(h) Investigations etc. by Regulatory/Investigating Agencies:

Subsequent to adverse developments at the group level of Infrastructure Leasing and Financial Services Limited ("IL&FS"), in the interest of repetition, it is disclosed that the information required by Investigating Authorities are being supplied and necessary cooperation is being extended as and when required by the management.

Further, as per the directions of the reconstituted Board of IL&FS, forensic audit also was initiated for select entities including this Company. The forensic auditors had submitted their final reports during May 2021 detailing certain potential anomalies in the financial statements and operations of the Company.

(i) Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status of the Company :

The National Company Law Appellate Tribunal ("NCLAT") by way of its order on October 15, 2018 ("Interim Order") in the Company Appeal (AT) 346 of 2018, after taking into consideration the nature of the case, larger public interest and economy of the nation and interest of IL&FS and its group companies (including your Company) has stayed certain coercive and precipitated actions against IL&FS and its group companies including your Company.

IL&FS and its group companies are currently undergoing a resolution process under the aegis of NCLAT and NCLT. No new significant and material orders have been passed by Regulators or Courts or Tribunals impacting the going concern status of the Company.

While IL&FS is in the process of divestment of its equity stake through the Swiss Challenge Method in a transparent manner, the nominated Board of Directors of Union of India in IL&FS and its group Companies (including your Company) have taken steps for the completion of ongoing projects and provision of necessary services during Defect Liability Period in the face of various challenges, as per the terms of contractual obligations with Company's valued Project Owners.

Details in respect of adequacy of internal financial controls :

The details of internal financial controls and their adequacy is given in Management Discussion and Analysis Report.

(j) Business Responsibility Report :

The requirement of Business Responsibility Reporting is not applicable to your Company.

(k) Performance evaluation of the Board, Committees, and Directors

The purpose and intent of Board evaluation is in essence linked to the extension or continuation of the term of the Directors appointed by the Members of the Company, based on the process of evaluation carried out by the Independent Directors and the Board. You are aware that on October 1, 2018, the Union of India ("UOI") (acting through the Ministry of Corporate Affairs), filed a petition with Hon'ble NCLT seeking immediate suspension of the Board of Directors of IL&FS and appointment of a new Board of Directors, amongst others, on the grounds of mismanagement and compromise in corporate governance norms and risk management by the erstwhile Board of IL&FS and that the affairs of the Company were being conducted in a manner prejudicial to the public interest. Pursuant to the above developments, the New Board of IL&FS also initiated reconstitution of the Board of Directors of the Group companies including your Company and nominated 3 Directors on the Board of your Company.

The New Board members appointed by the NCLT are akin to Independent Directors and not Independent Directors. Further, the requirement of appointing Independent Directors and Woman Director has been dispensed with, by the Hon'ble NCLT order dated April 26, 2019 for IL&FS and its group companies.

In view thereof, as per Section 134(3)(p) of the Companies Act, 2013 read with Rule8(4) of the Companies(Accounts) Rules and SEBI LODR Regulations, the evaluation of Non-executive Directors, forming the majority of Board of Directors of the Company has been duly carried out by Independent Directors. The evaluation of entire Board has not been carried out due to the reasons mentioned as aforesaid, though the Independent Directors have reviewed the performance of other Board Members as per Clause VII of Schedule IV to Section 149(8) of The Companies Act, 2013 read with Regulation 25(3) of SEBI LODR Regulations, 2015.

(XXIII) ACKNOWLEDGMENTS:

Your Directors place on record their gratitude to the Bankers, Media, Financial Institutions, various agencies of the State and the Central Government Authorities, Clients, Consultants, Suppliers, Sub-Contractors, Members, and Employees for their valuable support and cooperation and look forward to continued enriched relationships in the years to come.

By order of the Board of Directors
For **IL&FS Engineering and Construction Company Ltd**

Place: New Delhi
Date: 25th May 2023

Nand Kishore
Non-Executive Director
DIN:08267502

Manish Kumar Agarwal
Non-Executive Director
DIN: 02885603

CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES DURING FY 2022-23

1. A brief outline of the Company's Corporate Social Responsibility (CSR) Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs :

The CSR Policy of the Company is available on the website of the Company i.e. at <http://www.ilfsengg.com/html/policies>

2. The Composition of CSR Committee w.e.f. January 15, 2021:

- I. Dr. Jagadip Narayan Singh – Chairman
- II. Mr. Dilip Lalchand Bhatia – Member
- III. Mr. Manish Kumar Agarwal – Member

3. Average Net Profit of the Company for last three financial years preceding FY 2022-23

(Rs in Crore)

| Particulars | FY 2019-20 Audited | FY 2020-21 Audited | FY 2021-22 Audited |
|---|------------------------------|--------------------|--------------------|
| Profit/(Loss) before tax | (406.26) | (285.64) | (386.35) |
| Less: Dividend Income | 0.00 | 0.00 | 0.00 |
| Less: Any profit arising from overseas branch | 0.00 | 0.00 | 0.00 |
| Total | (406.26) | (285.64) | (386.35) |
| Average profit/(Loss) for three years | (406.26)+(285.64)+(386.35)/3 | | |
| On this basis CSR expenditure works out = Nil | NIL | NIL | NIL |

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

Since the Average Net Profit of the Company is negative, the prescribed CSR expenditure is Nil

5. Details of CSR spent during the financial year:

- a. Total Amount to be spent for the financial year - **Nil**
- b. Amount unspent, if any– **Not Applicable**

6. In case the Company has failed to spend the 2% of the average net profit in the last 3 financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board Report. **Since the Average Net Profit of the Company was negative, the Company was not required to spend any amount on CSR activities.**

7. Responsibility Statement : **The CSR Committee confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and policy of the Company.**

Member
CSR Committee

Member
CSR Committee

| FORM AOC – 1 | | | | | | | | | |
|--|---|---|--------------------------------------|---------------------------------------|--|----------------------|----------------------------------|-------------------------------------|-------|
| PART - A: SUBSIDIARIES INFORMATION | | | | | | | | | |
| Particulars | | Details | | | | | | | |
| S.No | Name of Subsidiary | Angeerasa Green-fields Private Limited | Ekadanta Greenfields Private Limited | Saptaswara Agro-Farms Private Limited | Maytas Infra Assets Limited | Maytas Metro Limited | Maytas Vasishtha Varadhi Limited | Maytas Infra Saudi Arabia (MISA) ## | |
| 1 | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | 28/02/2011 | 28/02/2011 | 28/02/2011 | 12/02/2008 | 09/09/2008 | 30/04/2008 | 11/07/2011 | |
| 2 | Date of acquiring subsidiary | | | | | | | | |
| 3 | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | April 01, 2022 to March 31, 2023 Indian Rupees (in Cr) | | | | | | | |
| 4 | Capital | 0.01 | 0.01 | 0.01 | 0.05 | 0.05 | 0.05 | 0.05 | 60.35 |
| 5 | Reserves & Surplus | (50.06) | (18.65) | (20.30) | (14.87) | (75.26) | (3.04) | (346.41) | |
| 6 | Total Assets | - | - | - | 0.02 | - | 0.00 | 8.84 | |
| 7 | Total Liabilities | 50.05 | 18.64 | 20.29 | 14.84 | 75.21 | 2.99 | 8.84 | |
| 8 | Investments | - | - | - | - | - | - | 0.00 | |
| 9 | Turnover | - | - | - | - | - | - | 0.00 | |
| 10 | Profit before taxation | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) | (9.25) | |
| 11 | Provision for taxation | - | - | - | - | - | - | - | |
| 12 | Profit after taxation | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) | (0.00) | (9.25) | |
| 13 | Proposed Dividend | - | - | - | - | - | - | - | |
| 14 | % of shareholding | 100% | 100% | 100% | 100% | 100% | 100% | 55% | |
| 15 | | | | | | | | | |
| # MISA is a foreign subsidiary and its Local currency is SAR. Exchange rate as on March 31, 2023: Rs. 21.901/SAR 1 | | | | | | | | | |
| PART - B: ASSOCIATES AND JOINT VENTURES | | | | | | | | | |
| S.No. | Name of Associates/Joint Ventures | NCC-Maytas (JV) | NEC-NCC-Maytas (JV) | Maytas-NC-C(JV) | NCC-Maytas (JV) (Singapore Class Township) | Maytas-CTR (JV) | NCC-Maytas ZVS (JV) | | |
| 1 | Latest Audited Balance Sheet Date | 23/01/2002 | 04/11/2004 | 09/07/2004 | 14/02/2003 | 01/09/2007 | 10/05/2007 | | |
| 2 | Date of acquiring Associates and Joint Ventures | | | | | | | | |
| 3 | Shares of Associate/Joint Ventures held by the Company on the year end No. | NA | NA | NA | NA | NA | NA | | |
| | Amount of Investment in Associates/Joint Venture (Carrying value) | 50.00% | 25.00% | 13.97 | 50.00% | 70.00% | 39.69% | | |
| | Extent of Holding % | Joint Venture | Joint Venture | Joint Venture | Joint Venture | Joint Venture | Joint Venture | | |
| 4 | Description of how there is significant influence | Joint Venture | Joint Venture | Joint Venture | Joint Venture | Joint Venture | Joint Venture | | |
| 5 | Reason why the associate/joint venture is not consolidated | NA | NA | NA | NA | NA | NA | | |
| 6 | Networth attributable to Shareholding as per latest audited Balance Sheet | - | 0.32 | 7.10 | 0.86 | 28.37 | 0.13 | | |
| 7 | Profit/Loss for the year | - | - | 0.07 | - | - | (0.02) | | |
| | i. Considered in Consolidation | - | - | 0.04 | - | - | (0.01) | | |
| | ii. Not Considered in Consolidation | - | - | - | - | - | - | | |

Form No. MR-3

SECRETARIAL AUDIT REPORT

For the Financial Year ended March 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members,
M/s. IL&FS Engineering and Construction Company Limited
Door No: 8-2-120/113, Block B, 1st Floor,
Sanali Info Park, Road No. 2, Banjara Hills,
Hyderabad – 500 034.

We have conducted the secretarial audit on the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. IL&FS Engineering and Construction Company Limited (hereinafter referred as the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the “Financial Year” ended March 31, 2023 (i.e. from April 1, 2023 to March 31, 2023) complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended March 31, 2023 according to the provisions of:

- A. The Companies Act, 2013 (the “Act”) and the rules made thereunder;
- B. The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;
- C. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- D. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- E. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’) to the extent applicable to the Company:
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time [Not applicable to the Company during the financial year];
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 [Not applicable to the Company during the financial year];
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 [Not applicable to the Company during the financial year];
 - (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; [Not applicable to the Company during the financial year];
 - (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2018 regarding the Companies Act and dealing with client;
 - (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2018 [Not applicable to the Company during the financial year];
 - (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 [Not applicable to the Company during the financial year];
 - (j) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015.
- F. The Memorandum and Articles of Association.

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

- (i) Audit and Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI);
- (ii) Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, except in respect of matters as specified in **Annexure-I** which forms part of this report.

We further report that, having regard to the compliance system prevailing in the Company and on examination of relevant documents and records in pursuance thereof, on test check basis, the Company has complied with the applicable laws, except in respect of matters as specified in Annexure-I which forms part of this report.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except One Woman Director as required. However, the requirement of independent directors and woman director was exempted by NCLT vide its order dated April 26, 2019.

Adequate notice is given to all Directors of the Board for the Board and Committee Meetings and the agenda & detailed notes on agenda were sent in advance as required.

All the decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be. Based on the information, documents provided and the representations made by the Company and its officers during our audit process, in our opinion, there are adequate systems and processes exist in the Company commensurate with the size and operations of the Company, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

The compliance by the Company of the applicable financial laws, labour laws, filing of periodical returns, maintenance of financial records and books of accounts have not been reviewed by us since the same have been subject to review by Statutory Auditors, Internal Auditors and other professionals.

For **RPR & ASSOCIATES**
Company Secretaries

Y Ravi Prasada Reddy
Proprietor

CS No. 5783, C P No. 5360

Peer Review Certificate No. 1425/2021

UDIN:F005783E000382731

Place: Hyderabad
Date: May 25, 2023

This Report is to be read with our letter of even date which is annexed as **Annexure-II** and forms an integral part of this report

| SI No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Observations/Remarks of the Practicing Company Secretary | Management Response |
|--------|---|--|--|---|--|
| 1 | One woman director to be appointed | Reg. 17 of SEBI LODR Regulations, 2015 | Not appointed the Woman Director | The violation is continuing and reported in the last two reports. | The management informed that exemption was received from National Company Law Tribunal (NCLT) vide its order dated April 26, 2019 with respect to appointment of required one woman and independent directors. |
| 2 | The board of directors of the top 2000 listed entities (w.e.f. April 01, 2020) shall comprise of not less than six directors | Reg. 17 of SEBI LODR Regulations, 2015 | Only five directors on the Board | The violation is continuing and reported in the last two reports. | |
| 3 | The Company has to conduct performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations | SEBI LODR Regulations, 2015 | Performance Evaluation was not conducted | Leads to violation of SEBI LODR, Regulations, 2015 | Management response was that the ILFS group has approached the MCA, NCLT for waiver of the said requirement since the Company is being run by the MCA & NCLT nominated directors |

For **RPR & ASSOCIATES**
Company Secretaries

Y Ravi Prasada Reddy
Proprietor

CS No. 5783, C P No. 5360

Peer Review Certificate No. 1425/2021

UDIN:F005783E000382731

Place: Hyderabad
Date: May 25, 2023

To

The Members,

M/s. IL&FS Engineering and Construction Company Limited

Door No: 8-2-120/113, Block B, 1st Floor,

Sanali Info Park, Road No. 2,

Banjara Hills, Hyderabad - 500 034.

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices followed by us provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the Management representations about the compliance of laws, rules and regulations and happening of events etc.,
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **RPR & ASSOCIATES**
Company Secretaries

Y Ravi Prasada Reddy
Proprietor

CS No. 5783, C P No. 5360

Peer Review Certificate No. 1425/2021

UDIN:F005783E000382731

Place: Hyderabad
Date: May 25, 2023

EXTRACT OF ANNUAL RETURN FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2023

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

I. Registration And Other Details:

| | | | |
|---|--|-------------------------------------|-------------------------------------|
| CIN | L45201TG1988PLC008624 | | |
| Registration Date | May 6, 1988 | | |
| Name of the Company | IL&FS Engineering and Construction Company Limited | | |
| Category [Pl. Tick] | Public Company <input type="checkbox"/> Private Company <input type="checkbox"/> | | |
| Sub-Category of the Company | <input type="checkbox"/> 1 Government company <input type="checkbox"/> 2 Small Company <input type="checkbox"/> 3 One Person Company <input type="checkbox"/> 4 Subsidiary of Foreign Company <input type="checkbox"/> 5 NBFC <input type="checkbox"/> 6 Guarantee Company <input type="checkbox"/> 7 Limited by Shares <input type="checkbox"/> 8 Unlimited Company <input type="checkbox"/> 9 Company having share capital <input type="checkbox"/> 10 Company not having share capital <input type="checkbox"/> 11 Company Registered under Section 8 | <input checked="" type="checkbox"/> | <input checked="" type="checkbox"/> |
| Address of the Registered office and contact details | Door No.8-2-120/113, Block-B, 1st Floor, Sanali Info Park, Road No.2, Banjara Hills, Hyderabad-500 034 040-4040 9333 cs@ilfsengg.com | | |
| Whether listed company | Yes | | |
| Name, Address and Contact details of Registrar and Transfer Agent, if any | KFin Technologies Private Limited Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032 040-6716 2222 | | |

II. Principal Business Activities Of The Company

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

| S. No. | Name and Description of main products/ services | NIC Code of the Product/ service | % to total turnover of the company |
|--------|---|---|------------------------------------|
| 1 | Civil Works and Contracts | Serial No.C-5, Division 50, Group 501 to 505 and others as applicable | 100% |

III. Particulars Of Holding, Subsidiary And Associate Companies

| S. No. | Name and Address of the Company | CIN/ GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section under Companies Act, 2013 |
|--------|--|-----------------------|--------------------------------|------------------|--|
| 1 | Angeerasa Greenfields Private Limited, Door No.8-2-120/113, 1st Floor, Block B, Sanali Info Park, Road No.2, Banjara Hills, Hyderabad - 500 034 | U01119TG2008PTC057703 | Subsidiary | 100% | 2 (87) |
| 2 | Ekadanta Greenfields Private Limited, Door No 8-2-120/113, 1st Floor, Block B, Sanali Info Park, Road No 2, Banjara Hills, Hyderabad, Telangana - 500034 | U01403TG2008PTC060184 | Subsidiary | 100% | 2 (87) |
| 3 | Saptaswara Agro-Farms Private Limited, Door No 8-2-120/113, 1st Floor, Block B, Sanali Info Park, Road No 2, Banjara Hills, Hyderabad, Telangana - 500034 | U01111TG2008PTC059106 | Subsidiary | 100% | 2 (87) |
| 4 | Maytas Infra Assets Limited Door No 8-2-120/113, 1st Floor, Block B, Sanali Info Park, Road No 2, Banjara Hills, Hyderabad, Telangana - 500033 | U45200TG2008PLC057554 | Subsidiary | 100% | 2 (87) |

| S. No. | Name and Address of the Company | CIN/ GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section under Companies Act, 2013 |
|--------|--|-----------------------|--------------------------------------|------------------|--|
| 5 | Maytas Metro Limited Door No 8-2-120/113, 1st Floor, Block B, Sanali Info Park, Road No 2, Banjara Hills, Hyderabad, Telangana-500033 | U74900TG2008PLC060919 | Subsidiary | 99.99% | 2 (87) |
| 6 | Maytas Vasishta Varadhi Limited Door No 8-2- 120/113, 1st Floor, Block B, Sanali Info Park, Road No 2, Banjara Hills, Hyderabad, Telangana-500034 | U45200TG2008PLC058925 | Subsidiary | 100% | 2 (87) |
| 7 | Maytas Infra Saudi Arabia Company*, 5th floor, Wessal Building-7575, Madinah Road, Jeddah- 21593, Post Box- 53707 | NA | Subsidiary | 55% | 2(87) |

*Subsidiary incorporated outside India

IV. Share Holding Pattern (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

| Category of Share-holders | No. of Shares held at the end of the year (As on March 31, 2022) | | | | No. of Shares held at the end of the year (As on March 31, 2023) | | | | % Change during the year |
|---------------------------|--|----------|--------------------|-------------------|--|----------|--------------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoter | | | | | | | | | |
| 1) Indian | | | | | | | | | |
| a) Individual/ HUF | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Central Govt | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corp | 5,54,00,884 | 0 | 5,54,00,884 | 42.25 | 5,54,00,884 | 0 | 5,54,00,884 | 42.25 | 0 |
| e) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any Other | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total(A)(1): | 5,54,00,884 | 0 | 5,54,00,884 | 42.25 | 5,54,00,884 | 0 | 5,54,00,884 | 42.25 | 0 |
| 2) Foreign | | | | | | | | | |
| a) NRIs Individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| b) Other-individuals | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Banks / FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total(A)(2): | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |

| Category of Share-holders | No. of Shares held at the end of the year (As on March 31, 2022) | | | | No. of Shares held at the end of the year (As on March 31, 2023) | | | | % Change during the year |
|---------------------------|--|----------|-------|-------------------|--|----------|-------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |

B. Public Share- holding

1. Institutions

| | | | | | | | | | |
|---|------------------|----------|------------------|-------------|------------------|----------|------------------|-------------|-------|
| Banks / FI | 21,60,298 | 0 | 21,60,298 | 1.65 | 21,14,486 | 0 | 21,14,486 | 1.61 | -0.04 |
| Others (specify) | 0 | 0 | 0 | 0 | 20,812 | 0 | 20,812 | 0.02 | 0.02 |
| NBFCs registered with RBI | 9680 | 0 | 9680 | 0.01 | 0 | 0 | 0 | 0 | -0.01 |
| Sub Total(B)(1) | 21,69,978 | 0 | 21,69,978 | 1.66 | 21,35,298 | 0 | 21,35,298 | 1.63 | |
| 2 FIIs(Foreign Portfolio Investors(I&II)) | 0 | 0 | 0 | 0 | 294970 | 0 | 294970 | 0.22 | 0.22 |
| | 0 | 0 | 0 | 0 | | | | | 0 |
| Sub Total(B)(2) | 0 | 0 | 0 | 0 | 2,94,970 | 0 | 2,94,970 | 0.22 | |

| Category of Share-holders | No. of Shares held at the end of the year (As on March 31, 2022) | | | | No. of Shares held at the end of the year (As on March 31, 2023) | | | | % Change during the year |
|---|--|-----------|--------------|-------------------|--|-----------|--------------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| 3. Non Institutions | | | | | | | | | |
| a) Bodies Corp. | | | | | | | | | |
| Indian | 1,14,41,220 | 0 | 1,14,41,220 | 8.73 | 1,20,35,318 | 0 | 1,20,35,318 | 9.18 | 0.41 |
| b) Individuals | | | | | | | | | |
| (i) Individual shareholders holding nominal share capital up to Rs. 2 lakh | 1,34,14,746 | 1,231 | 1,34,15,977 | 10.23 | 1,16,94,211 | 1,231 | 1,16,95,442 | 8.92 | -1.31 |
| (ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh | 77,88,389 | 28,12,000 | 1,06,00,389 | 8.08 | 74,96,336 | 14,90,000 | 89,86,336 | 6.85 | -1.23 |
| HUF | 0 | 0 | 0 | 0 | 11,97,047 | 13,22,000 | 25,19,047 | 1.92 | 1.92 |
| Clearing Members | 1,53,794 | 0 | 1,53,794 | 0.12 | 21,014 | 0 | 21,014 | 0.02 | -0.1 |
| Foreign Bodies | 3,65,38,477 | 0 | 3,65,38,477 | 27.87 | 3,65,38,477 | 0 | 3,65,38,477 | 27.87 | 0 |
| Non Resident Indians | 10,42,666 | 0 | 10,42,666 | 0.8 | 14,93,292 | 0 | 14,93,292 | 1.14 | 0.34 |
| NRIs under Noon Repatriation category | 3,56,693 | 0 | 3,56,693 | 0.27 | 0 | 0 | 0 | 0 | -0.27 |
| Trusts | 1000 | 0 | 1000 | 0 | 1000 | 0 | 1000 | 0 | 0 |
| Sub Total(B)(3) | 7,07,36,985 | 28,13,231 | 7,35,50,216 | 57.75 | 7,04,76,695 | 28,13,231 | 7,32,89,926 | 55.89 | |
| Total Public Share- holding (B)=(B) (1)+(B)(2) | 7,29,06,963 | 28,13,231 | 7,57,20,194 | 57.75 | 7,29,06,963 | 28,13,231 | 7,57,20,194 | 57.75 | 3.23 |
| Grand Total (A+B+C) | 12,83,07,847 | 28,13,231 | 13,11,21,078 | 100 | 12,83,07,847 | 28,13,231 | 13,11,21,078 | 100 | |

ii. Shareholding of Promoters

| S.No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding at the end of the year | | | |
|-------|---|---|----------------------------------|--|-------------------------------------|----------------------------------|--|---|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged / encumbered to total shares | % change in share holding during the year |
| 1 | Infrastructure Leasing and Financial Services Limited | 27,486,243 | 20.96 | 0.00 | 27,486,243 | 20.96 | 0.00 | 0.00 |
| 2 | IL&FS Financial Services Limited | 27,914,641 | 21.29 | 0.00 | 27,914,641 | 21.29 | 0.00 | 0.00 |
| | Total | 55,400,884 | 42.25 | 0.00 | 55,400,884 | 42.25 | 0.00 | 0.00 |

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

| Particulars | Shareholding at the beginning of the year | | Date of change in shareholding | Increase/ Decrease in shareholding | Reason for increase/ decrease | Cumulative Shareholding during the year | |
|------------------------------|---|----------------------------------|--------------------------------|------------------------------------|-------------------------------|---|----------------------------------|
| | No. of shares | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| At the beginning of the year | 55,400,884 | 42.25 | NA | Nil | NA | 55,400,884 | 42.25 |
| At the End of the year | 55,400,884 | 42.25 | NA | Nil | NA | 55,400,884 | 42.25 |

iv. Shareholding Pattern of top ten Shareholders (other than Directors, promoters and holders of GDRs and ADRs)

| S.No. | Name of the Share Holder | Shareholding at the beginning and at the end of the Year | | Date of Change in Shareholding | Increase/ Decrease in share holding | Reason | Cumulative Shareholding during the Year | |
|-------|--|--|----------------------------------|--------------------------------|-------------------------------------|----------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | | | | No. of shares | % of total shares of the company |
| 1 | SBG Projects Investments Limited | | | | | | | |
| | At the beginning of the year | 36,538,477 | 27.87 | - | - | - | 36,538,477 | 27.87 |
| | Date wise increase/ decrease in shareholding during the year | - | - | - | - | - | - | - |
| | At the end of the year | 36,538,477 | 27.87 | - | - | - | 36,538,477 | 27.87 |
| 2 | SNR Investments Private Limited | | | | | | | |
| | At the beginning of the year | 5,250,000 | 4.00 | - | - | - | 5,250,000 | 4.00 |
| | Datewise increase/ decrease in shareholding during the year | - | - | - | - | - | - | - |
| | At the end of the year | 5,250,000 | 4.00 | - | - | - | 5,250,000 | 4.00 |
| 3 | Veeyes Investments Private Limited | | | | | | | |
| | At the beginning of the year | 5,250,000 | 4.00 | - | - | - | 5,250,000 | 4.00 |
| | Date wise increase/ decrease in shareholding during the year | - | - | - | - | - | - | - |
| | At the end of the year | 5,250,000 | 4.00 | - | - | - | 5,250,000 | 4.00 |
| 4 | Indian Bank (formerly Allahabad Bank which was merged with Indian Bank) | | | | | | | |
| | At the beginning of the year | 1,179,042 | 0.90 | - | - | - | 1,179,042 | 0.90 |
| | Date wise increase/ decrease in shareholding during the year | - | - | - | - | - | - | - |
| | At the end of the year | 1,179,042 | 0.90 | - | - | - | 1,179,042 | 0.90 |
| 5 | Deepak Jadhav | 2,00,000 | | | 5,00,000 | | 7,00,000 | 0.53 |
| 6 | B Ramalinga Raju HUF | 0 | 0 | | NA | Transfer | 6,62,500 | 0.51 |
| 7 | Bank of Maharashtra | 5,01,680 | 0.38 | | Decrease | | 4,76,680 | 0.36 |
| 8 | Bank of India | 4,06,442 | 0.31 | NA | No Change | - | 4,06,442 | 0.31 |
| 9 | B Suryanarayana Raju HUF | 3,85,000 | 0.29 | | No Change | | 3,85,000 | 0.29 |
| 10 | Lexis Residency LLP | 3,25,000 | 0.25 | | No Change | | 3,25,000 | 0.25 |

v. Shareholding of Directors and Key Managerial Personnel (KMP): NIL

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

(Rs in Crores)

| | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|-------------------------------------|-----------------|----------|-----------------------|
| Indebtedness at the beginning of the Financial year | | | | |
| (i) Principal Amount | 1,462.66 | 1,166.75 | - | 2,629.08 |
| (ii) Accrued Interest due but not paid | 469.56 | - | - | 469.56 |
| (iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 1,931.90 | 1,166.75 | | 3,098.96 |
| Change in Indebtedness during the Financial year | | | | |
| Addition - Principal | - | - | - | 0.00 |
| Reduction - Principal | (0.29) | - | - | (0.29) |
| Addition - Interest | - | - | - | - |
| Reduction - Interest | - | - | - | - |
| Total (i+ii+iii) | (0.29) | - | - | (0.29) |
| Indebtedness at the end of Financial year | | | | |
| (i) Principal Amount | 1,462.05 | 1,166.75 | - | 2,628.79 |
| (ii) Interest due but not paid | 469.56 | - | - | 469.56 |
| (iii) Interest accrued but not due | - | - | - | - |
| Total (i+ii+iii) | 1,931.61 | 1,166.75 | - | 3,098.35 |

A. Remuneration of Directors and Key Managerial Personnel

No remuneration was paid to Managing Director/Manager in the last financial year. However, the remuneration, paid to CEO is towards performance of functions as KMP of the Company.

Sitting Fee paid to Independent Directors.

(Amount in Rupees)

| Particulars of Remuneration | Mr. Subrata Kumar Atindra Mitra | Dr J N Singh | Total |
|---|---------------------------------|---------------|-----------------|
| Fees for attending Board and Committee Meetings | 2,62,995 | 2,52,880 | 5,15,875 |
| Commission | 0 | 0 | 0 |
| Others to be specified | 0 | 0 | 0 |
| | | *Total | 5,15,875 |

Other Non-executive Directors

| Particulars of Remuneration | Mr. CS Rajan | Mr. Nand Kishore | Mr. Dilip Lalchand Bhatia | Mr. Manish Agarwal | Sub Total |
|---|--------------|------------------|---------------------------|--------------------|-----------------|
| Fees for attending Board and Committee Meetings | 50,576 | 1,31,498 | 2,47,823 | 1,51,728 | 5,81,625 |
| Commission | 0 | 0 | 0 | 0 | 0 |
| Others to be specified | 0 | 0 | 0 | 0 | 0 |
| | | | | *Total | 5,81,625 |

* includes Professional Tax

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

| S.No | Particulars of Remuneration | Key Managerial Personnel | | |
|------|---|--------------------------|-------------------------|-------------------|
| | | Chief Executive Officer | Chief Financial Officer | Company Secretary |
| 1 | Gross salary | 98,09,604 | 57,88,128 | 37,60,356 |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | | | |
| | (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | 0 | 0 | 0 |
| | (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961 | | | |
| 2 | Stock Option | 0 | 0 | 0 |
| 3 | Sweat Equity | 0 | 0 | 0 |
| 4 | Commission | 0 | 0 | 0 |
| | -As % of Profit | | | |
| | LTA | | | |
| 5 | Others:- Gratuity & Leave encashment Sitting Fee | 0 | 0 | 0 |
| | Total | 98,09,604 | 57,88,128 | *37,60,356 |

*includes remuneration for 2 months of former incumbent

vii. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

By order of the Board of Directors
For IL&FS Engineering and Construction Company Ltd

Nand Kishore
Non-Executive Director
DIN:08267502

Manish Kumar Agarwal
Non-Executive Director
DIN: 02885603

Place: New Delhi
Date: 25th May 2023

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

| S. No. | Requirements | Disclosure |
|--------|--|--|
| 1 | The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year | NA |
| 2 | The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary during the financial year | Managing Director – Nil Chief Executive Officer – 5% Chief Financial Officer – 5% *Company Secretary-NIL (*By virtue of appointment during the year) |
| 3 | The percentage increase in the median remuneration of employees in the financial year | NA |
| 4 | The number of permanent employees on the rolls of the Company | There were 221 nos. employees on the Permanent rolls of the Company as on March 31, 2023 |
| 5 | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration | NA |
| 6 | The key parameters for any variable component of remuneration availed by the directors. | NA |
| 7 | The affirmation that the remuneration is as per the remuneration policy of the Company. | Yes |

MANAGEMENT DISCUSSION AND ANALYSIS

1. Introduction:

IL&FS Engineering and Construction Company Ltd (IECCL) has more than three decades of experience in the engineering and construction business with capabilities in providing integrated Engineering, Procurement, and Construction (EPC) services. With engineering experience in several infrastructure segments and trained and qualified manpower, IECCL has been primarily executing infrastructure projects across India. IECCL has been delivering projects in the sectors of Power, Oil and Gas, Roads, Railways and Metros, Water and Irrigation, Ports, and Buildings & Structures.

Indian Infrastructure Industry:

India has emerged as the fastest-growing major economy in the world and is expected to be one of the top three economic powers in the world over the next 10-15 years, backed by its robust democracy and strong partnerships. India's high growth imperative in 2023 and beyond will significantly be driven by major strides in key sectors with infrastructure development being a critical force aiding the progress.

The infrastructure sector which includes power, bridges, dams, roads, and urban infrastructure development is a key enabler in helping India become a US\$ 26 trillion economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from the Government for initiating policies that would ensure time-bound creation of world-class infrastructure in the country. The infrastructure sector acts as a catalyst for India's economic growth as it drives the growth of the allied sectors like townships, housing, built-up infrastructure and construction development projects.

Government Initiatives

The Government of India has invested highly in the infrastructure sector, mainly highways, renewable energy, and urban transport and reasonably in other sectors to have all round sustainable growth in the economy. Some of the recent government initiatives and investments in the Infrastructure sector are:

- The government has given a massive push to the infrastructure sector by allocating Rs. 10 lakh crore (US\$ 130.57 billion) to enhance the infrastructure sector.
- The government allocated Rs. 134,015 crore (US\$ 17.24 billion) to National Highways Authority of India (NHAI).
- The government announced an outlay of Rs. 60,000 crore (US\$ 7.72 billion) for the Ministry of Road Transport and Highways.
- The government announced Rs. 76,549 crore (US\$ 9.85 billion) to the Ministry of Housing and Urban Affairs.
- The total revenue expenditure by Railways is projected to be Rs. 234,640 crore (US\$ 30.48 billion)
- 100 PM-GatiShakti Cargo Terminals for multimodal logistics facilities will be developed over next three years.
- Focus was on the PM GatiShakti - National Master Plan for multimodal connectivity to economic

zones. Everything, from roads to trains, from aviation to agriculture, as well as many ministries and departments, will be integrated under the PM GatiShakti National Master Plan.

Road Ahead:

India is currently one of the fastest-growing economies in the world and is perfectly poised to be the global epicenter for engineering and manufacturing in the future. The construction sector is the sixth-largest economic sector in India. It is the second-biggest employer (after agriculture) and the second-largest recipient of FDI after the services sector. The Government of India is taking several initiatives to push for infrastructure development like allocating ten lakh crores in union budget 2023-2023, focusing on Prime Minister Gati Shakti program (a National master plan for multi-modal connectivity to economic zones), relaxation in FDI norms across certain infrastructure sectors, and setting up of National Bank for Finance Infrastructure and Development (NaBFID).

India is increasingly seen as a rising marketplace for large-scale investments in megaprojects. All these developments are opening up great opportunities and heavy capital investments in the Indian construction industry. The construction industry is referred to as the engine of a country's socio-economic growth on account of activities related to the promotion of infrastructure investment, job-creations, consumption of intermediate products, and related services in other industries. Its growth is a key measure of a country's progress and prosperity in various sectors.

Roads Sector:

- In 2023-24, NHAI is allocated Rs 1,62,207 crore, all of which is budgetary support.
- Under Phase-I of Bharatmala Pariyojana, the Ministry has approved implementation of 34,800 km of national highways in 5 years with an outlay of Rs. 5,35,000 crore (US\$ 76.55 billion). Under this scheme, 22 greenfield projects (8,000 kms length) are being constructed; this is worth Rs. 3.26 lakh crore (US\$ 43.94 billion).
- The government also aims to construct 23 new national highways by 2025.
- The national rail plan aims to increase the share of freight traffic from the current 27% to 45% by 2030.

Power Sector:

- The announcements made during the Budget 2023-24 are progressive in nature and will help transform the power sector, bring in efficiency and provide energy access to all.
- The budget outlay of ₹ 12,071 Crores for Reform Linked Distribution Scheme will help to improve the financial viability of the power sector, lead to reduction in Aggregate Technical and Commercial Losses (AT&C) through efficiency measures and smart meters, will modernize and strengthen the power supply infrastructure.
- Further, the budget outlay of Rs 1000 Crores for Power system development fund will create necessary new transmission systems for de-congesting the Inter-

State Transmission Systems (ISTS) and Intra-State System as well as Renovation and Modernization (R&M) of already available transmission systems.

- The Government's announced investment of Rs 20,700 crores for grid integration of 13 GW renewable energy from Ladakh to strengthen the power grid.
- The announcement of infusing Rs 10 lakh crore in capital expenditure will create power demand and the capital investment of Rs 35,000 crores in energy transition will help bring the power reforms envisioned for the sector.

Railways Sector:

- Under the Union Budget 2023, Indian Railways has been allocated a highest ever capital outlay of INR 2.4 lakh crore (\$29 Bn).
- The enhanced outlay will provide funding for projects to modernise rail infrastructure (including laying of new lines, gauge conversion, electrification, signaling, etc.). This will improve station infrastructure, increase rail connectivity and investment in modern rolling stock and technology.
- The government has allocated a total of Rs 19,518 crore to all metro projects across India in the Union Budget 2023-24
- Focus on freight with an investment of ₹75,000 crore under the National Rail Plan (NRP)
- This will enable improvement of cost competitively and on-time delivery of bulk transportation of goods and services. Additionally, this will aid in completion of projects that have been held up due to various reasons.

Oil & Gas Sector:

- India is the 3rd largest energy & oil consumer in the world and 4th largest importer of liquefied natural gas (LNG).
- India has set a target to raise the share of natural gas in the energy mix to 15% by 2030 from about 6.7% now.
- A total of 88% of the nation's geographical area covering 98% of the population has been authorized for the development of City Gas Distribution network.

Natural Gas Infrastructure:

- A total of 22,335 km of the natural gas pipeline is operational and about 12,995 km of the gas pipeline is under construction as of December 2023.
- Target to increase the pipeline coverage by ~54% to 34,500 km by 2024-25 and to connect all the states with a trunk pipeline by 2027.
- As on 31.01.2023, 10.5 million domestic PNG connections and 5,118 CNG stations have been established.
- As per Minimum Work Programme, the authorized CGD entities authorized have to provide 123.3 million PNG connections and establish 17,700 CNG stations by 2030.

Real Estate Sector:

- The construction development sector of the Indian economy comprises three segments including real estate construction, infrastructure, and industrial construction.
- Real estate sector in India is expected to reach \$1 Tn in market size by 2030 and contribute 13% to the country's GDP by 2025.
- Residential, commercial, and retail are the three key asset classes, which have primarily been contributing to the sector's growth.
- 100 % FDI through automatic route is allowed in construction-development projects.

Ports Sector:

- Ministry of Shipping under the Sagar-Mala scheme is developing inland waterways network throughout the country under the PPP model to promote shipping and facilitate trade. As per the latest progress report Standing Committee on Transport, Tourism and Culture, almost 56 port connectivity projects have been completed and 69 are under implementation along with the completion of 33 port-led industrialization projects.

(Source: India Union Budget, India Brand Equity Foundation Analysis Reports, News Reports etc)

2. Performance during the year:

Business Performance:

As in the past, your company is executing various EPC and Item Rate projects with both Government and Private clients in the sectors of Power, Oil & Gas, Railways & Metros, Water & Irrigation, Buildings & Structures, and Roads situated pan India. The various projects being executed by the Company are mostly on the verge of Completion. Even though reeling under severe stress, your Company has been successful in completing various projects of national importance.

The Sector-wise Order Book of the Company is as follows:
(Rs. in Crore)

| Sector | On hand as on 31-3-2023 | On hand as on 31-3-2022 |
|-------------------|-------------------------|-------------------------|
| Roads | 347 | 342 |
| Railways & Metros | 364 | 47 |
| Buildings | 0 | 0 |
| Irrigation | 0 | 0 |
| Power | 11 | 28 |
| Oil & Gas | 7 | 7 |
| Total | 729 | 424 |

Developments at IL&FS and its adverse impact on IECCL:

The development at the IL&FS Group has had an adverse impact on IECCL. The immediate and direct impact was stopping payments to financial creditors pending the successful implementation of an acceptable Resolution Plan. Payments against liabilities to operational creditors prior to 1st October 2018 are also deferred till the resolution process is complete. IL&FS Group support to IECCL in the form of Corporate Guarantees/ Bank Guarantees are also stopped. Because of all these deferment of Payments / support, subcontractors and suppliers stopped supply of their services / materials which affected the projects progress and Projects came to stand still for three months. Evidencing no progress in the Projects and news about IL&FS group defaults, few clients terminated the Projects.

Your Company is undergoing a Resolution Process under the aegis of NCLT/NCLAT. There are doubts about the ability of the Company to continue as a "Going Concern". The future is solely dependent upon the outcome of the Resolution Process.

Discussion on Financial Performance:

The adverse developments at the IL&FS Group have had a significant direct impact on IECCL's business plans for revenue and profit growth. This has a significant impact on its present revenue and future order book. In spite of adverse situations, all out efforts have been made for making the organization a sustainable basis.

In order to contain the adverse impact, the Company has effected stringent cost rationalization measures. These measures included manpower rationalization, skill enhancements for facilitating inter-function transfers, and special efforts for early realization of long pending claims and receivables.

Overall Financial Performance:

(Rs. in Crore)

| Description | Amount | Remark |
|-------------------------|------------|---|
| Revenue | 177.10 | Reduction due to many projects getting completed and no new order book. |
| EBITDA | (85.63) | Same as above |
| PAT | (124.00) | Includes exceptional items of Rs.5.12 Cr |
| EPS | (9.46) | Same as above |
| Share Capital | 131.12 | |
| Debt | 2,668.54 | |
| Net Worth | (3,102.28) | |
| Fixed Assets | | (Gross Block – Acquisition value of Assets) |
| Inventory | 10.36 | Major change in inventory due to impairment |
| Debt Equity Ratio | - | Due to negative net worth the ratio not calculated |
| Current Ratio | 0.16 | |
| Return on Equity | - | Due to negative PAT the ratio not calculated |
| Interest Coverage Ratio | - | Interest expenses are not recognized due to the moratorium |

Highlights of the financial year 2022-23

1. Although the Company is experiencing turbulent times, the Company is making all-out efforts in responding to these challenges.

2. Operating costs have been kept under a tight leash and the cash flows were managed efficiently, thus resulting in a breakeven before provisions and extraordinary items and cash flow remaining comfortable throughout the year.
3. The Non-fund liabilities were reduced by Rs.82.49 Crore in Financial Year 2022-2023

3. Risks and Concerns:

There are adequate opportunities for infrastructure and construction business in India in the coming years as mentioned under the heading 'Indian Infrastructure Industry'. IECCL is seeing good opportunities in the sectors of Power, Oil & Gas, Metros, Roads, and Housing. However, the Company is unable to bid for any new projects due to negative net worth and other financial constraints such as Bank Guarantees. The adverse developments at IL&FS Group have significantly impinged IECCL's business plans for revenue growth. The newly constituted Board has been working on a resolution plan for IL&FS Group and this would enable IECCL to resume its bidding, win new projects, and continue its business operations as earlier. The period of business realignment is expected to take few more months, during which period the Company would have to deal with a large degree of uncertainties. However, IECCL has the ability to undergo this metamorphosis.

Risk Management:

IECCL has an integrated Enterprise Risk Management (ERM) framework in place for identification, assessment, mitigation and reporting of risks. Risk Management Committee / the Audit Committee/ the Board of Directors oversee the function by periodically reviewing the Critical Risks of the Business and its mitigation plans.

The critical enterprise level risks of the Company and the mitigation measures being taken are submitted below:

Liquidity Risk:

The debt burden is not commensurate with the size of its operations and there has been severe stress in terms of cash flows. Your Company is also in discussion with Vendors for extending credit period support in the execution of current projects.

Order Book Risk:

IECCL has not garnered any new works for the last three years, except a subcontracting work from a Contractor to Gujarat Metro Rail in connection with Surat Metro Rail Works. The Company cannot bid on new projects at present due to negative net worth and inadequate fund and non-fund support from Banks. Your Company is also in discussion with other financially sound contracting agencies to form Joint Ventures for bidding for new works.

Reputation and Brand Risk:

The overburdened debt in IL&FS group, its default in debt servicing and discussion of its corporate governance practices in public affect the impact of IL&FS group companies including IECCL. This negative reputation will affect IECCL in winning new EPC Projects, in getting new borrowings at lower interest rates, and in getting project services from vendors with credit facilities. Your Company, with its proven track record in providing qualitative delivery of EPC Projects and making timely payments as per the contract terms, will rebuild confidence in clients and vendors

Operational Risks:

In order to mitigate operational risks in Project execution, due care is exercised in the preparation of design and drawings, selection of sub-contractors, selection of suppliers, recruitment of technical and non-technical staff, utilization of resources, insurance coverage etc. The Company has documented and implemented Standard Operating Procedures for all important operations of the Company, Delegation of Authority, periodical business monitoring mechanism and risk identification and mitigation mechanism

Political Risk:

Your Company is operating in multiple States with different political environments and is consequently subject to Political risks. Appropriate and adequate mitigation strategies are in place to mitigate these risks.

Contractual Risks:

The Company is exposed to several contractual risks with clients, subcontractors, suppliers, and lenders in its day-to-day operations. In order to mitigate these risks, the Company has an exclusive Contracts and Claims Department to oversee contract documentation, major claims and arbitrations.

Subcontractors Risk and Joint Venture Risks:

The Company is associated with several subcontractors and joint ventures for the execution of their projects. Their non-performance may affect the revenue and profitability of the Company. The Company has a robust system for the selection of back-to-back subcontractors and Joint Venture Partners and monitors their performance regularly.

Material Risk:

Materials lying at completed/foreclosed/terminated projects could not be utilized as there were no new projects won by the Company. The materials lying at some projects could not be sold out as projects face hindrances from old creditors who are yet to be paid the long outstanding pre-Oct 2018 dues. Due to this, these materials are being deteriorated and are prone to theft/ pilferages. With the approval from Justice D.K. Jain (Retd.), the company successfully completed the sale of materials at certain projects in batch-1; and has also now undertaken the sale of the balance of materials as batch-2.

4. Internal Control System and their Adequacy:

The Company's internal financial control framework, established in accordance with its nature of operations, is commensurate with the size and operations of the business and is in line with requirements of the Companies Act 2013. M/s. TR Chadha & Co., LLP, an external independent audit firm carries out the internal audit of the Company and reports its findings to the Audit Committee on a quarterly basis as per the Audit Plan approved. Internal Audit provides assurance on functioning and quality of internal controls along with adequacy and effectiveness through periodic reporting. Internal Risk & Control function also evaluates organizational risk along with controls required for mitigating those risks. Apart from the above, the Company has institutionalized internal controls in the form of Delegation of Authority (DoA) and standard operating procedures (SOP) with an objective of orderly and efficient conduct of its business, safeguarding the Company's assets, prevention and detection of frauds, accuracy and

completeness of accounting records and compliance with applicable statutory requirements. The Company is having Oracle e-Business Suite as Enterprise Resource Planning (ERP) System for recording transactions in an integrated way with complete audit trail.

5. Human Resources & Industrial Relations:

For IECCL Management, the Health and Safety of its employees is of the most importance. During the pandemic, the Management took decisions in line with Central and State Government Guidelines and provided the best possible hygienic working environment to all its employees. Periodically HR Department reviews its policies and makes changes matching with best practices of the Industry for having a competitive edge. It circulates renewed policies to all its Employees through email and training.

IECCL continues to maintain harmonious relations with all its employees across all its Project Sites and Offices in India and as on March 31, 2023, the Company had 221 Employees on rolls.

Cautionary Statement:

Statements in this Annual Report, describing the Company's outlook, projections, estimates, expectations, or predictions may be "Forward-Looking Statements" within the meaning of applicable laws or regulations. Actual results could differ materially from those expressed or implied. Several other factors could make a significant difference Company's operations which include economic conditions affecting demand and supply, Government Regulations, taxation, natural calamities, and so on, over which the Company does not have any control.

REPORT ON CORPORATE GOVERNANCE

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE :

Our Corporate Governance is essentially a reflection of our value system, encompassing our culture, policies and relationships with our stakeholders, Integrity and transparency are key to our corporate governance practices and performance, and ensure that we always gain and retain the trust of our stakeholders.

2. BOARD OF DIRECTORS:

The present Board does not have the requisite composition of Executive and Non-Executive Directors including Woman Director during the Financial Year 2022-23 as required under Regulation 17 of SEBI(LODR) Regulations. Hon'ble National Company Law Appellate Tribunal(NCLAT) vide its order dated 26th April, 2019, while appreciating the difficulty in finding out the Independent Directors and Woman Director considering the precarious and critical financial conditions of IL&FS group Companies have granted exemption from appointment of Independent and Woman Director as required under the provisions of Companies Act, 2013 and the Rules made thereunder.

The Ministry of Corporate Affairs (MCA) through the Hon'ble National Company Law Tribunal (NCLT) had nominated persons of eminence on the Board of Infrastructure Leasing and Financial Services Limited (IL&FS) with powers to the Board for reconstitution of Boards of its group Companies including your Company. Accordingly, your Board was reconstituted and as of the date of this report the following Directors have been nominated by IL&FS.

| S. No. | Name of the Director | Date of Appointment |
|--------|--------------------------|---------------------|
| 1. | Mr Chandra Shekhar Rajan | October 25, 2018* |
| 2. | Mr Dilip Lalchand Bhatia | December 24, 2018 |
| 3. | Mr Manish Kumar Agarwal | January 15, 2021 |
| 4. | Mr. Nand Kishore | October 3, 2022. |

* resigned w.e.f: 3rd Oct-2022.

All the present Directors on the Board are professionals, having expertise in their respective functional areas. None of the Directors on the Board is a member of more than ten committees or Chairperson of more than five Committees across all the companies in which they hold directorships. As required under Regulation 26 of SEBI (Listing Obligations of Disclosure Requirements) Regulations, 2015 (Listing Regulations), necessary disclosures regarding Committee positions have been received from all the Directors.

Board Meetings:

During Financial Year 2022-23, the Board of Directors met 6 (Six) times on April 22, 2022, May 29, 2022, August 9, 2022, November 8, 2022, January 23, 2023, February 14, 2023. All these meetings were held in audio visual mode as per the provisions of Companies Act, 2013 read with Rules made thereunder.

Attendance, Directorships, Memberships/ Chairmanships of Committees:

The names and categories of the Directors on the Board, their attendance at the Board Meetings held during Financial Year 2022-23 along with the number of directorships and committee memberships held by them in other Companies as on March 31, 2023 are given below:

| Name of the Director | Category of Directorship | Board Meetings held during the period of Directorships | | Number of Directorships in other Public Companies ¹ | Number of Committee positions held in other public Companies ² | | Whether present at the previous AGM |
|---------------------------|--------------------------|--|----------|--|---|--------|-------------------------------------|
| | | Held | Attended | | Chairman | Member | |
| Mr Chandra Sekhar Rajan* | Non-Executive Director | 3 | 3 | 9 | 1 | 1 | Yes |
| Mr. Subrata Kumar Mitra | Independent Director | 6 | 5 | 9 | 4 | 2 | Yes |
| Mr Dilip Lalchand Bhatia | Non-Executive Director | 6 | 6 | 8 | NIL | 4 | Yes |
| Mr Manish Kumar Agarwal | Nominee Director | 6 | 6 | 3 | 1 | 2 | Yes |
| Dr. Jagadip Narayan Singh | Independent Director | 6 | 6 | 8 | NIL | 1 | No |
| Mr. Nand Kishore # | Non-Executive Director | 3 | 3 | 9 | NIL | 5 | NA |

* resigned with effect from October 3, 2022.

Appointed with effect from October 3, 2022.

- Directorships in Companies means Companies registered under the Companies Act, 2013 and excludes section 8 Companies and Companies registered outside India
- The position of Chairman/Membership of Audit Committees and Stakeholder Relationship Committees of the listed Companies(including IECCCL) are taken into account.
 - Dr. Jagadip Narayan Singh holds position of Independent Director in IL&FS Transport Networks Limited, a listed Company
 - Manish Kumar Agarwal holds position of Nominee Director with Noida Toll Bridge Company Limited
 - Mr. Dilip Lalchand Bhatia holds the position of Nominee Director in Noida Tollbridge Company Limited, a listed Company.
 - Mr. Subrata Kumar Mitra holds the position of Independent Directors in the following listed companies
 - IL&FS Transportation Networks Limited
 - Onward Technologies Limited
 - AGS Transact Transact Technologies Limited

- Mr. Nand Kishore holds position of Nominee Directors in the following Listed Companies
 - IL&FS Transportation Networks Limited
 - IL&FS Investment Managers Limited
 - Noida Toll Bridge Company Limited(Non-executive Chairperson)
 - IL&FS Infra Asset Management Limited(Debt Listed)

No Directors of the Company are related to any other Director of the Company. None of the Directors hold any shares or convertible instruments of the Company

The details of the familiarization programme imparted to the Directors is available on the website of the Company at the link: <http://www.ilfsengg.com/Document/FamiliarizationProgramme.pdf>

Directors' Compensation and Disclosures:

The Non-Executive Directors were paid sitting fees(other than Professional Tax) as mentioned in the table below:

| S.No | Name of the Director | Sitting Fees paid during FY 2022-23 (amount in Rs.) |
|------|---------------------------|---|
| 1 | Mr Chandra Sekhar Rajan* | 50,000/- |
| 2 | Mr Dilip Lalchand Bhatia | 245000/- |
| 3 | Mr Manish Kumar Agarwal | 150000/- |
| 4 | Dr. Jagadip Narayan Singh | 250000/- |
| 5 | Mr. Subrata Kumar Mitra | 260000/- |
| 6. | Mr. Nandkishore # | 130000/- |

* resigned with effect from October 3, 2022.

appointed with effect from October 3, 2022.

No other payments have been made other than the sitting fee to the aforesaid Directors

COMMITTEES OF THE BOARD OF DIRECTORS:

a) AUDIT COMMITTEE:

The Audit Committee has been duly reconstituted w.e.f. January 15, 2021 in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 18 read with Part C of Schedule II of SEBI LODR Regulations.

During the year under review, 4 meetings were held though video conferencing mode as per the provisions of Companies Act, 2013 on the following dates: (i) May 29, 2022, (ii) August 9, 2022, (iii) November 8, 2022, (iv). February 14, 2023. The composition of the Audit Committee, category of Members and attendance at the meetings held during the year are given below:

| S. No. | Name of the Member | Designation | Category of Director | No. of Meetings held during the period of membership | |
|--------|---------------------------|-------------|----------------------|--|----------|
| | | | | Held | Attended |
| 1 | Mr Subrata Kumar Mitra | Chairman | Independent | 4 | 4 |
| 2 | Mr. Dilip Lalchand Bhatia | Member | Non-Executive | 4 | 4 |
| 3 | Dr. Jagadip Narayan Singh | Member | Independent | 4 | 4 |

Apart from the terms of references read with areas as provided under Section 177 and other applicable provisions, if any of the Companies Act,2013, the Audit Committee, inter alia, regularly reviews management discussion and analysis of financial condition

and results of operations, statement of significant related party transactions, management letters/ letters of internal control weaknesses issued by the statutory auditors, internal audit reports relating to internal control weaknesses, appointment, removal and terms of remuneration of the Internal Auditors, etc

b) NOMINATION AND REMUNERATION COMMITTEE

Composition and Attendance:

The Board has duly reconstituted the Nomination and Remuneration Committee (NRC) w.e.f. January 15, 2021 in compliance with the provisions of Section 178 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 19 of the SEBI LODR Regulations.

Two meetings of the Committee were held during Financial Year 2022-23 on May 29, 2022 & November 8, 2022. The composition of the Committee, category of Members and attendance at the meetings held during the year are given below:

| S. No. | Name of the Members | Category of Director | Category of Director | No. of Meetings held during the period of membership | |
|--------|---------------------------|----------------------|----------------------|--|----------|
| | | | | Held | Attended |
| 1 | Dr. Jagadip Narayan Singh | Chairman | Independent | 2 | 2 |
| 2 | Mr. Chandra Sekhar Rajan* | Member | Non Exec. Director | 1 | 1 |
| 3 | Mr. Subrata Kumar Mitra | Member | Independent | 2 | 2 |
| 4 | Mr. Nand Kishore # | Member | Non-Exec. Director | 1 | 1 |

* resigned with effect from October 3, 2022.

appointed with effect from October 3, 2022

The terms of reference, powers, quorum and other matters in relation to the Nomination and Remuneration Committee are as per the Regulation 19 read with Part D of Schedule II of Listing Regulations, Section 178 of the Companies Act, 2013 and in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014, as amended.

REMUNERATION OF DIRECTORS:

(i) Managerial Remuneration Policy:

In terms of the provisions of Section 178 of the Companies Act, 2013 read with Rules made thereunder and Regulation 19 of Listing Regulations, the Board of Directors of the Company had framed Managerial Remuneration Policy which includes the criteria for determining qualifications, positive attributes, independence of directors and other matters as specified under Section 178(3) of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of Listing Regulations. The policy is available on the website of the Company at Home > Investor Relations > Corporate Governance> Policies.

Disclosure on Remuneration of Managing Director:

- Details of remuneration of Managing Director - NIL
- Details of fixed component and performance linked incentives, along with the performance criteria - NIL
- Service contracts, notice period, severance fees - NIL
- Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable: NIL

C) STAKEHOLDER RELATIONSHIP COMMITTEE

Composition and Attendance:

The Stakeholders' Relationship Committee (SRC) was duly re-constituted w.e.f. January 15, 2021 in accordance with the provisions of Section 178 of the Companies Act, 2013 and Rules framed thereunder and Regulation 20 of the SEBI LODR Regulations

Para to be added as follows:

The role of the Committee is to resolve the grievances of the security holders including those related to transfer of shares, non-receipt of annual report and non-receipt of declared dividends. The meeting of the Committee was held on March 22, 2023.

The Composition of the Committee and the category of its Members and are given below :

| S.No | Name of the Members | Designation | Category |
|------|---------------------------|-------------|---------------|
| 1 | Mr. Manish Kumar Agarwal | Chairperson | Non-Executive |
| 2 | Mr Subrata Kumar Mitra | Member | Independent |
| 3 | Mr. Dilip Lalchand Bhatia | Member | Non-Executive |

Compliance Officer:

Mr. Rajib Kumar Routray, Company Secretary is the Compliance Officer of the Company, w.e.f midnight on 29th May-2022.

There are no grievances of security holders outstanding as on 31st March, 2023

Terms of Reference

The Company's terms of reference of SRC are in consonance with requirements of Section 178 read with SEBI LODR Regulations, 2015

e) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE :

The Corporate Social Responsibility (CSR) Committee was constituted in compliance with the provisions of Section 135 of the Companies Act, 2013 and Rules framed thereunder, to oversee and advise on the activities to be carried out under the CSR Policy adopted by the Company.

The Composition of the Committee and the category of its Members are given below:

| S.No | Name of the Members | Designation | Category |
|------|---------------------------|-------------|----------------|
| 1 | Dr. Jagadip Narayan Singh | Chairman | Independent |
| 2 | Mr. Manish Kumar Agarwal | Member | Non-Executive |
| 3 | Mr. Dilip Lalchand Bhatia | Member | Non- Executive |

f) INDEPENDENT DIRECTORS' MEETING

A meeting of Independent Directors was held on March 22, 2023 to assess the quality, quantity and timelines of flow of information between the Company management and the Board.

3. GENERAL BODY MEETINGS

a) Annual General Meetings (AGMs):

i) Venue, date and time of the Annual General Meetings held during the preceding 3 Financial Years are as follows:

a Financial Year : 2021-22

Video conference/OAVM, 29/09/2022, 11 am

All the resolution passed thereat were Ordinary.

b. Financial Year : 2020-21

Date, Time and Venue: September 30, 2021 at 1:30 p.m.

There was a lone Special Resolution relating to appointment of Independent Director(who was to cross 75 years of age during tenure) was passed.

a. Financial Year: 2019-20

December 30, 2019 at 11.30 a.m.

KLN Prasad Auditorium, 3rd Floor, The Federation of Telangana Chambers of Commerce and Industry (Formerly Known as FTAPCCI), Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad- 500 004
No Special Resolution was passed.

MEANS OF COMMUNICATION:

- Quarterly/Half Yearly/Yearly Financial Results were duly published in Newspapers for the Financial Year 2022-23.
- The Company's website www.ilfsengg.com contains a separate section dedicated to 'Investor Relations' wherein the disclosures to members under Regulations 46 and 62 of SEBI LODR Regulations are available. The Annual Reports of the Company are also available on the website in a user-friendly and downloadable form.
- Annual Report containing, inter alia, Standalone Financial Statements, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information are circulated to members and others entitled thereto.
- The Company has been maintaining functional website as per Regulations 46 and 62 of SEBI LODR Regulations
- The Company has designated the cs@ilfsengg.com as the designated email id exclusively for investor services

4. MANAGEMENT DISCUSSION AND ANALYSIS (MDA) :

MDA forms part of the Directors' Report and is presented in the Annual Report under a separate heading.

5. GENERAL INFORMATION TO SHAREHOLDERS:

- Date, time and Venue of the 34th Annual General Meeting for the Financial year 2022-23 :

Date: September 26, 2023 at 03.00 PM

Venue: through Hybrid/Video Conference (VC)/ Other Audio Visual Means (OAVM) –The venue will be deemed to be registered office of the Company through VC mode.

- Book Closure Date:

The Register of Members and Share Transfer Books of the Company will be closed from 19 September, 2023 to 26 September, 2023 for the purpose of 34th Annual General Meeting.

- Financial Calendar:

Financial year of the Company shall be from April 1, 2023 to March 31, 2024. The tentative calendar for consideration of financial results for the Financial Year 2023-24 is given below:

| Particulars | Tentative |
|---|--------------------------------|
| Results for the Quarter ending June 30, 2023 | On or before August 14, 2023 |
| Results for the Quarter ending September 30, 2023 | On or before November 14, 2023 |
| Results for the Quarter ending December 31, 2023 | On or before February 14, 2024 |
| Results for the Quarter ending March 31, 2024 | On or before May 30, 2024 |

(d) Listing on Stock Exchange

The Company's Equity Shares are listed on the following Stock Exchanges with effect from October 25, 2007.

The Company has paid the listing fees payable to the BSE and NSE for the Financial Year 2023-24. The Company has also paid Annual Custodial Fees for the year 2023-24 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)

| Name and Address of Stock Exchanges | Scrip Code |
|---|------------|
| The National Stock Exchange of India Limited (NSE) 5th Floor, "Exchange Plaza", Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 | IL&FSENGG |
| BSE Limited (BSE) Department of Corporate Services, P.J.Towers, Dalal Street, Mumbai – 400 001 | 532907 |

(e) Share Transfer Procedure:

The Company has not received any shares for transfer in physical form in the financial year 2022-23. As per the system and practices, share transfers which are received in physical form are processed and the share certificates are returned to the respective shareholders within the statutory time limit, subject to the documents being valid and complete in all respects. The Company obtains half yearly certificates from a Company Secretary in practice on compliance regarding share transfer formalities and submits a copy thereof to the Stock Exchanges in terms of Regulation 40 of the Listing Regulations

(f) Prevention of Insider Trading:

In accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company has approved Code of Conduct for Prevention of Insider Trading and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The Code of Conduct for Prevention of Insider Trading has replaced the Company's earlier Code on Insider Trading as framed under the SEBI (Prohibition of Insider Trading) Regulations, 1992.

The Company has taken measures to create awareness about the code among its employees and has implemented a system of reporting details of trading in the securities of the Company, if any by the Designated Persons to the Audit Committee at the periodic levels. The Company has also maintained Structural Digital Database system to record the disclosures/transactions as required in compliance with SEBI PIT Regulations.

g) Distribution of shareholding as on March 31, 2023:

| Category (Amount) | No. of Shareholders | % of total shareholders | Total Shares | % to Equity |
|-------------------|---------------------|-------------------------|------------------|---------------|
| 1-5000 | 31309 | 98.00 | 8363090 | 6.38 |
| 5001-10000 | 309 | 0.97 | 2311574 | 1.76 |
| 10001-20000 | 162 | 0.51 | 2276607 | 1.74 |
| 20001-30000 | 52 | 0.16 | 1295142 | 0.99 |
| 30001-40000 | 23 | 0.07 | 797776 | 0.61 |
| 40001-50000 | 17 | 0.05 | 787144 | 0.60 |
| 50001-100000 | 39 | 0.12 | 2673813 | 2.04 |
| 100001 and above | 37 | 0.12 | 112615932 | 85.89 |
| TOTAL | 31948 | 100.00 | 131121078 | 100.00 |

(h) Dematerialization of shares and liquidity:

The Company's shares are available for dematerialization in both the Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). 97.85% of equity shares have been dematerialized as on March 31, 2023. All the Preference Shares of the Company are dematerialized. The summary of shareholdings in category wise is as under:

Summary of Shareholding as on March 31, 2023

| Category | No. of Holders | Total Shares | % of Equity |
|---------------------------------------|----------------|--------------------|----------------|
| EQUITY SHARES OF RS. 10/- EACH | | | |
| ISIN: INE369I01014 | | | |
| PHYSICAL | 16 | 2,813,231 | 2.15% |
| N S D L | 18511 | 118160448 | 90.11% |
| C D S L | 13874 | 10147399 | 7.74% |
| Total | 32401 | 131,121,078 | 100.00% |
| 6% OCCRPS# OF RS. 100/- EACH | | | |
| ISIN: INE369I03028 | | | |
| PHYSICAL | 0 | 0 | 0.00% |
| N S D L | 1 | 3,750,000 | 100.00% |
| C D S L | 0 | 0 | 0 |
| Total | 1 | 3,750,000 | 100.00% |

| Category | No. of Holders | Total Shares | % of Equity |
|--|----------------|----------------|----------------|
| 6% CRPS [^] OF RS. 100/- EACH ISIN: INE369I04034 | | | |
| PHYSICAL | 0 | 0 | 0.00% |
| N S D L | 1 | 225,000 | 100.00% |
| C D S L | 0 | 0 | 0 |
| Total | 1 | 225,000 | 100.00% |

OCCRPS : Optionally Convertible Cumulative Redeemable Preference Shares

[^] CRPS: Cumulative Redeemable Preference Shares

(i) Reconciliation of Share Capital Audit:

As stipulated by SEBI, a Practicing Company Secretary carries out the reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and paid up capital. This audit is carried out in every quarter and the report thereon is submitted to the stock exchanges and is placed before the Board of Directors. The audit, inter alia confirms that the total listed and paid up equity capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL and CDSL and total no. of shares in physical form

(j) Investor Safeguards :

Investors may note the following to avoid risks while dealing in securities:

(i) Electronic Clearing Services (ECS) mandate

- (i) ECS helps in quick remittances of dividend without possible loss / delivery in postal transit. Members may register their ECS details with their respective DPs

Register Nominations

To enable successors to get the shares transmitted in their favour without hassle, the members may register their nominations directly with their respective DPs

(ii) Confidentiality of Security Details

Do not hand over signed blank transfer deed / delivery instruction slips to any unknown person

Dealing of Securities with Registered Intermediaries

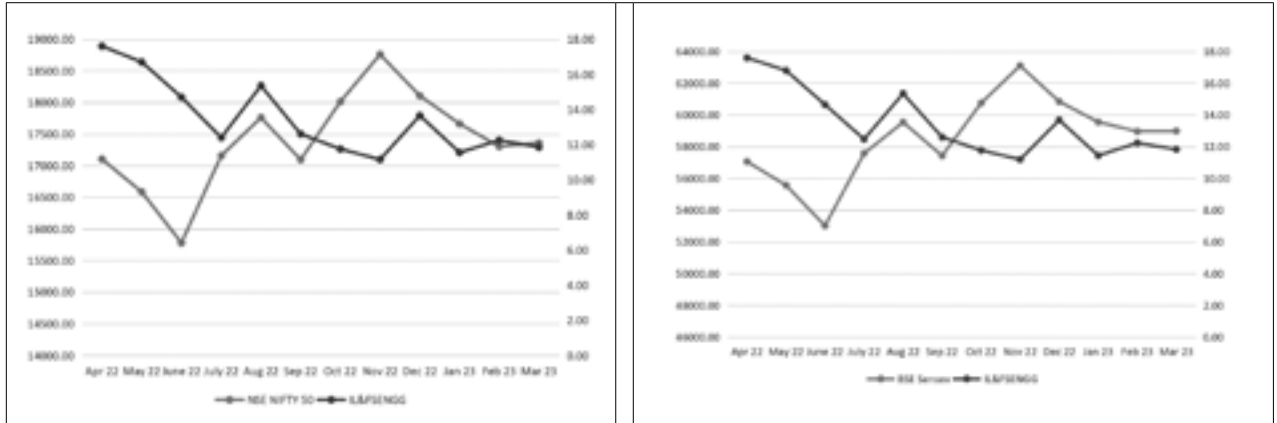
Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note/ confirmation memo from the broker/ sub-broker, within 24 hours of execution of trade and it should be ensured that the contract note / confirmation memo contains order no., trade time, quantity, price and brokerage

(k) Equity Shareholding Pattern as on March 31, 2023:

| S.No. | Category of the Shareholder | No. of Holders | No of Shares Held | % Holding |
|-------|--|----------------|--------------------|---------------|
| 1 | Promoter - Infrastructure Leasing and Financial Services Limited | 1 | 27,486,243 | 20.96 |
| 2 | Promoter Group - IL&FS Financial Services Limited | 1 | 27,914,641 | 21.29 |
| 3 | Banks | 5 | 2,114,486 | 1.61 |
| 4 | Bodies Corporates | 167 | 12,035,318 | 9.18 |
| 5 | Clearing Members | 5 | 21,014 | 0.02 |
| 6 | Foreign Corporate Bodies - SBG Projects Investments Ltd. | 1 | 36,538,477 | 27.87 |
| 7 | Non Resident Indians | 313 | 1493292 | 1.14 |
| 8 | Resident Individuals | 30322 | 20,681,778 | 15.77 |
| 9 | Trusts | 1 | 1,000 | 0.00 |
| 10 | Financial Institutions | 1 | 20,812 | 0.02 |
| 11 | Foreign Portfolio Investors Category I | 1 | 163,618 | 0.12 |
| 12 | Foreign Portfolio Investors Category II | 1 | 131,352 | 0.10 |
| 13 | HUF | 1129 | 2,519,047 | 1.92 |
| | Total | 31,948 | 131,121,078 | 100.00 |

(I) Market Price Data:

| Month | BSE | | | NSE | | |
|--------|-------|-------|----------------------|-------|-------|--------------------------------|
| | High | Low | No. of shares traded | High | Low | No. of shares traded(in lakhs) |
| Apr-22 | 20.40 | 10.55 | 13.95 | 20.80 | 10.70 | 14.06 |
| May-22 | 18.30 | 14.10 | 2.94 | 17.60 | 14.10 | 5.30 |
| Jun-22 | 16.36 | 11.05 | 2.68 | 16.50 | 10.40 | 3.57 |
| Jul-22 | 12.99 | 10.20 | 1.59 | 12.75 | 11.10 | 2.47 |
| Aug-22 | 14.39 | 10.13 | 3.87 | 13.95 | 10.25 | 5.05 |
| Sep-22 | 20.07 | 12.34 | 10.24 | 20.00 | 12.70 | 13.15 |
| Oct-22 | 17.25 | 13.25 | 3.16 | 17.20 | 13.35 | 4.35 |
| Nov-22 | 16.00 | 12.80 | 3.64 | 15.75 | 13.05 | 5.47 |
| Dec-22 | 16.25 | 13.50 | 3.47 | 16.25 | 13.65 | 6.09 |
| Jan-23 | 15.60 | 13.20 | 1.32 | 15.60 | 13.20 | 3.61 |
| Feb-23 | 15.25 | 10.26 | 2.22 | 15.40 | 10.20 | 5.10 |
| Mar-23 | 13.72 | 11.56 | 2.40 | 13.90 | 11.65 | 8.17 |

II. Performance of the share price of the Company in comparison to the BSE Sensex

(m) The Company has not issued any GDRs or ADRs or Warrants or Convertible Instruments in the Current Financial year

(n) Compliance Certificate from Practicing Company Secretary:

A Certificate from Practicing Company Secretary, confirming compliance with the conditions of Corporate Governance is annexed with the report

(o) Registrar & Transfer Agents (RTA) :

KFin Technologies Private Limited, Selenium Building, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032, Telephone No. 040 - 6716 2222, Fax No. 040 – 2342 0814

Email ID: einward.ris@karvy.com

(p) Investor Correspondence.**Registered Office Address**

D.No. 8-2-120/113, Block-B, 1st Floor, Sanali Info Park, Road No.2, Banjara Hills, Hyderabad - 500 033
Tel. +91 40 40409333, Fax No. +91 40 40409444

Corporate Office Address

Ground Floor, Enkay Centre, Plot No.A, Vanijya Nikunj, Udyog Vihar, Phase-5, NH-8, Gurgaon 122016, Tel: 0124-4988700
Web site: www.ilfsengg.com

Company Secretary & Compliance Officer

Mr. Rajib Kumar Routray, Enkay Tower, A-Block, Udyog Vihar, Phase V | Gurgaon-122016 | 0091-124-4988700
E-mail id: cs@ilfsengg.com

6. DISCLOSURES:

- (a) During the year under review, certain transactions have been entered into with related parties that are pre-existing contracts with prior approval from Audit Committee. The details thereof have been given under the Notes on Accounts. None of these transactions are having potential conflict with the interests of the Company at large. The policy on dealing with related party transactions is available on the Company's website at Home > Investors > Disclosures Under Regulation 46 of SEBI (LODR) Regulations 2015
- (b) During the last three years, there has not been any occasion of non-compliance related to capital market by the Company except few instances of delay in declaring financial results, primarily, inter alia, due to situation arising out of crisis in IL&FS.
- (c) The Company has established well documented Risk Management Framework. Under this framework, risks are identified across all business processes of the Company on a continuing basis
- (d) The company applies equity method of accounting (as per the IND AS 28) to the investments which involves reflecting the Company's share of results of the Associate companies operations
- (e) The requisite details of Subsidiary Companies are disclosed in the Directors' Report
- (f) **Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the Audit Committee:**

The Company has an established mechanism for employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy. This mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit committee in exceptional cases. The existence of the mechanism is appropriately communicated within the organization

It is further affirmed that the policy is available to Employees and Directors of the Company and personnel access to the Whistle Blower Investigating Committee (WBIC) has not been denied and that protection is provided to whistle blower from adverse personnel action. The Policy have been uploaded in the "Investor Relations" section of our Website here: <http://www.ilfsengg.com/html/policies.php>

(g) Details of compliance with mandatory requirements and adoption of non-mandatory requirements:

The Company complies with all the applicable mandatory requirements and with also the following non mandatory requirements as specified in Part E of Schedule II of SEBI LODR Regulations.

The Board:

The Chairman of the Company is a Non-Executive Director and is entitled to sitting fees for attending the meeting apart from the out of pocket travelling expenses incurred for attending the meeting

Shareholder Rights:

The quarterly, Half yearly and Annual Financial Results of the Company are published in a leading daily newspapers in English and Vernacular languages and are also posted on the Company's website.

Separate posts of Chairperson and Chief Executive Officer:

The Company has separate persons to the post of Non Executive Chairperson and Chief Executive Officer

Reporting of Internal Auditor

The internal auditor of the Company submits its reports directly to the Audit Committee of the Board. The internal auditor attends the meeting of Audit Committee and presents its report.

(h) Web link where policy for determining 'material' subsidiaries is disclosed:

Policy on material subsidiary has been uploaded on the website of the Company at <http://www.ilfsengg.com> under the heading: Investors > Disclosures Under Regulation 46 of SEBI (LODR) Regulations 2015

(i) Code of Conduct:

The Board of Directors of the Company have approved a code of conduct for Board of Directors and Senior Management, which is posted on the website of the Company at http://www.ilfsengg.com/html/code_of_conduct.pdf

In respect of the financial year 2022-23, all Senior Management and Board of Directors of the Company have affirmed compliance with the Code of Conduct of Board of Directors and Senior Management.

(j) The Disclosures of the compliance with Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

| Regulation | Particulars of Regulation | Compliance Status (Yes/No/NA) |
|---------------|---|-------------------------------|
| 17 | Board of Directors | No |
| 18 | Audit Committee | Yes |
| 19 | Nomination and Remuneration Committee | Yes |
| 20 | Stakeholders Relationship Committee | Yes |
| 21 | Risk Management Committee | NA |
| 22 | Vigil Mechanism | Yes |
| 23 | Related Party Transactions | Yes |
| 24 | Corporate Governance Require- ments with respect to subsidiar- ies of listed entity | Yes |
| 25 | Obligations with respect to Independent Directors | Yes |
| 26 | Obligations with respect to Directors and Senior Management | Yes |
| 27 | Other Corporate Governance Requirements | Yes |
| 46(2)(b)to(i) | Disclosure on website | Yes |

(k) Confirmation by the Board of Directors regarding acceptance of recommendations of all Committees:

The Board of Directors confirm that during the year, they have accepted recommendations, required as per the statutes read with terms of references, of all the Committees.

(l) PCS Certificate:

A certificate has been received from M/s. RPR & Associates, Practicing Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The same is attached with this Report.

(m) Statutory Auditors Remuneration:

M Bhaskara Rao & Co., Chartered Accountants (Firm Registration No. 000459S), are Statutory Auditors of the Company appointed for a fresh tenure of 5 years at the 33rd AGM, after the expiry of initial tenure. The particulars of payment of Statutory Auditors' fees, on consolidated basis is given below:

| Name of the Auditor | Fee for Financial Year 2022-23 (Rs. In Lakhs) |
|-----------------------------|---|
| M/s. M. Bhaskara Rao & Co., | Rs. 50 Lakh (including tax audit fee) |

7. Unclaimed Suspense Account :

Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, details of unclaimed shares held by shareholders which were outstanding in the Company's Unclaimed Suspense Account as on March 31, 2023, are as follows:

| Particulars | Number of Shareholders | Number of outstanding Shares |
|--|------------------------|------------------------------|
| Aggregate number of shareholders and the outstanding shares in the suspense account lying as on April 1, 2022 | 24 | 432 |
| Number of shareholders who approached listed entity for transfer of shares from suspense account during the year | 0 | 0 |
| Number of shareholders to whom shares were transferred from sus- pense account during the year | 0 | 0 |
| Aggregate number of shareholders and the outstanding shares in the suspense account lying as on March 31, 2023 | 24 | 432 |

Voting rights on shares lying in the unclaimed suspense account shall remain frozen till the rightful owner of such shares claims the shares

By order of the Board of Directors
For **IL&FS Engineering and Construction Company Ltd**

Nand Kishore
Non-Executive Director
DIN:08267502

Manish Kumar Agarwal
Non-Executive Director
DIN: 02885603

Place: New Delhi
Date: 25th May 2023

COMPLIANCE CERTIFICATE BY CEO & CFO

The Chief Executive Officer and Chief Financial Officer Certification:

We, Mr. Kazim Raza Khan, Chief Executive Officer and Mr. Naveen Kumar Agrawal, Chief Financial officer of IL&FS Engineering and Construction Company Limited, to the best of our knowledge and belief, certify that:

- (a) We have reviewed the financial statements and the cash flow statement for the year under review and certify that:
 - i. These statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading.
 - ii. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) To the best of our knowledge and belief, no transactions entered into by the company during the year are fraudulent, illegal or violative of the company's code of conduct.
- (c) We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness and disclosed to the auditors and audit committee, the deficiencies in the design and operation of such internal controls and the steps taken to rectify these deficiencies.
- (d) We have indicated to the auditors and the audit committee that
 - i. There are no significant changes in internal control over financial reporting during the year
 - ii. There are no significant changes in accounting policies during the year and the same have been disclosed in the notes to the financial statements.
 - iii. There are no frauds of which we are aware, that involves management or other employees who have a significant role in the company's internal controls system.

Place : New Delhi
Date : 25th May, 2023

Kazim Raza Khan
Chief Executive Officer

Naveen Kumar Agrawal
Chief Financial Officer

CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members of

M/s. IL&FS Engineering and Construction Company Limited

Door No: 8-2-120/113, Block B,
1st Floor, Sanali Info Park,
Road No. 2, Banjara Hills,
Hyderabad – 500 034.

We have examined the compliance conditions of Corporate Governance by **M/s. IL&FS Engineering and Construction Company Limited** for the financial year ended March 31, 2023, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR) Regulations, 2015”] and the Uniform Listing Agreement entered between the Company & Stock Exchanges.

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

In our opinion and to the best of our knowledge and according to the explanations given to us, we certify that the Company has complied with the conditions of applicable Corporate Governance as stipulated in the above mentioned SEBI (LODR) Regulations, 2015 and the Uniform Listing Agreement except in respect of matters specified in our secretarial audit report dated 25-05-2023 for the financial year ended March 31, 2023.

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

For **RPR & ASSOCIATES**
Company Secretaries

Y. Ravi Prasada Reddy
Proprietor

FCS No.5783, CP No.5360
UDIN: F005783E000382742

Place : Hyderabad
Date : 25th May 2023

CERTIFICATE OF NON DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) read with Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members,

M/s. IL&FS Engineering and Construction Company Limited

Door No: 8-2-120/113, Block B,
1st Floor, Sanali Info Park,
Road No. 2, Banjara Hills,
Hyderabad – 500 034.

We have examined and verified the books, papers, minute books, forms and returns filed and other records maintained by **M/s. IL&FS Engineering and Construction Company Limited** (hereinafter referred to as the “Company”) having its registered office at Door No: 8-2-120/113, Block B, 1st Floor, Sanali Info Park, Road No. 2, Banjara Hills, Hyderabad – 500 034 and the information provided by the Company and its directors and also based on the information available at the websites of Ministry of Corporate Affairs (i.e. www.mca.gov.in) and Securities and Exchange Board of India (i.e. www.sebi.gov.in), we hereby certify that as on the date of this certificate, none of the directors on the board of the Company have been debarred or disqualified from being appointed or continuing as directors of Company by Securities and Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority.

For **RPR & ASSOCIATES**
Company Secretaries

Y. Ravi Prasada Reddy
Proprietor

FCS No.5783, CP No.5360
UDIN: F005783E000382742

Place : Hyderabad
Date : 25th May 2023

ANNUAL SECRETARIAL COMPLIANCE REPORT

M/s. IL&FS Engineering and Construction Company Limited for the financial year ended 31st March, 2023

[Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 08th February, 2019 and amendments thereof)

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by IL&FS Engineering and Construction Company Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Door No# 8-2-120/113, B Block, First Floor, Sanali Info Park, Rd. No 2, Banjara Hills, Hyderabad - 500034, Telangana, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We, M/s. RPR and Associates, Company Secretaries, Hyderabad, have examined:

- (a) all the documents and records made available to us and explanation provided by M/s. IL&FS Engineering and Construction Company Limited ("the listed entity");
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity; and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification/report, for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018:- Not applicable during the review period
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - No Buyback of securities during the review period.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - Not applicable during the review period.
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; - Not applicable during the review period.
- (h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; - Not applicable during the review period
- (i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments from time to time;
- (j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2018 regarding the Companies Act and dealing with client;

and circulars/ guidelines issued thereunder, and the additional affirmations as required by the circulars issued by the stock exchanges on 16th March 2023 and subsequent amendments thereon;

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

| S.No. | Particulars | Compliance status (Yes/No/NA) | Observations / Remarks by PCS |
|-------|--|----------------------------------|----------------------------------|
| 1 | Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable. | Yes | - |

| S.No. | Particulars | Compliance status (Yes/No/NA) | Observations / Remarks by PCS |
|-------|--|-------------------------------|--|
| 2 | Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/guidelines issued by SEBI | Yes | - |
| 3 | Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/ section of the website | Yes | - |
| 4 | Disqualification of Director: <ul style="list-style-type: none"> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity. | Yes | - |
| 5 | Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none"> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries | Yes | - |
| 6 | Preservation of Documents: <ul style="list-style-type: none"> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015. | Yes | - |
| 7 | Performance Evaluation: <ul style="list-style-type: none"> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations. | No | Performance Evaluation was not carried and the Management response was that the ILFS group has approached the MCA, NCLT for waiver of the said requirement since the Company is being run by the MCA & NCLT nominated directors. |
| 8 | Related Party Transactions: <ul style="list-style-type: none"> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained. | Yes | - |
| 9 | Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder. | Yes | - |
| 10 | Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015. | Yes | - |
| 11 | Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except in respect of matters specified in Annexure A & B. | Yes | Refer Annexures A and B of this Report |
| 12 | Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc. | Yes | - |

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019: Not applicable during the review period.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For **RPR & ASSOCIATES**
Company Secretaries

Y. Ravi Prasada Reddy
Proprietor
FCS No.5783, CP No.5360
UDIN: F005783E000382742

Place : Hyderabad
Date : 25th May 2023

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| S.No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause) | Regulation/ Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount (Rs) | Observations/ Remarks of the Practicing Company Secretary |
|-------|--|--|----------------------------------|-----------------|--|---|------------------|---|
| | | | | | Advisory/Clarification/Fine/Show Cause Notice/ Warning, etc. | | | |
| 1 | One woman director to be appointed | Reg. 17 of SEBI LODR Regulations, 2015 | Not appointed the Woman Director | None | Nil | No woman director on the Board | Nil | The violation is continuing and reported in the last two reports. |
| 2 | The board of directors of the top 2000 listed entities (w.e.f. April 01, 2020) shall comprise of not less than six directors | Reg. 17 of SEBI LODR Regulations, 2015 | Only five directors on the Board | None | Nil | The Board comprises of only five directors. | Nil | The violation is continuing and reported in the last two reports. |

The listed entity has taken the following actions to comply with the observations made in previous reports:

| S. No. | Compliance Requirement (Regulations/circulars/guidelines including specific clause) | Regulation/Circular No. | Deviations | Action Taken by | Type of Action | Details of Violation | Fine Amount (Rs) | Observations/Remarks of the Practicing Company Secretary | Management Response | Remarks |
|--------|--|--|---|-----------------|---|---|---------------------------|--|-------------------------|---------|
| | | | | | Advisory/Clarification/Fine/Show Cause Notice/Warning, etc. | | | | | |
| 1 | Submission of Financial Results | Reg. 33 of SEBI LODR Regulations, 2015 | Delay in submission of unaudited/audited financial results for the quarter & year ended March 31, 2021, quarter ended June, 2021, quarter ended September 2021. | BSE & NSE | Fine | Delay in submission of unaudited/audited financial results for the quarter & year ended March 31, 2021, quarter ended June, 2021, quarter ended September 2021. | 1,71,000 by each exchange | The Company has filed applications with BSE and NSE for waiver of fines. Both the exchanges granted the waiver of fines. | Not applicable | Nil |
| 2 | One woman director to be appointed | Reg. 17 of SEBI LODR Regulations, 2015 | Not appointed the Woman Director | BSE & NSE | Clarification | No woman director on the Board | Nil | The management informed that exemption was received from National Company Law Tribunal (NCLT) vide its order dated April 26, 2019 | NCLT order is in force. | Nil |
| 3 | The board of directors of the top 2000 listed entities (w.e.f. April 01, 2020) shall comprise of not less than six directors | Reg. 17 of SEBI LODR Regulations, 2015 | Only five directors on the Board | BSE & NSE | Clarification | The Board is consisting of five directors as against six directors | Nil | The management informed that exemption was received from National Company Law Tribunal (NCLT) vide its order dated April 26, 2019 with respect to appointment of required independent directors. | NCLT order is in force. | Nil |

For **RPR & ASSOCIATES**
Company Secretaries

Y. Ravi Prasada Reddy
Proprietor

FCS No.5783, CP No.5360
UDIN: F005783E000382742

Place : Hyderabad
Date : 25th May 2023

Independent Auditor's Report

To the Members of **IL&FS Engineering and Construction Company Limited**

Report on the Audit of the Standalone Financial Statements

Opinion:

1. We have audited the accompanying Standalone Financial Statements of IL&FS Engineering and Construction Company Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, its loss and other comprehensive loss, its changes in equity and its cash flows for the year then ended.
3. We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Statements" 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 ("ICAI") together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to going Concern:

4. Attention is invited to Note 30 regarding continued losses, erosion of net-worth as at the year end, and significant reduction in the Company's income from operations and other matters detailed in the said paragraph. These events and conditions indicate a material uncertainty which cast a significant doubt on the Company's ability to continue as a going concern, and therefore it may not be able to realise its assets and discharge its liabilities including potential liabilities in the normal course of business. The ability of the Company to continue as a going concern is solely dependent on the finalisation and approval of the resolution process, which is not wholly within the control of the Company.

The Management of the Company has prepared these financial statements on a going concern basis considering status of process initiated by the Board and Interim Orders of NCLAT.

Our opinion is not modified in respect of this matter.

Emphasis of Matter:

5. We draw attention to the following notes to the standalone financial statements:
 - a. Note 31 (v) regarding ongoing investigations by Serious Fraud Investigation Office of Ministry of Company Affairs (SFIO), Enforcement Directorate (ED) and other regulators / agencies against Infrastructure Leasing & Financial Services Limited ('IL&FS') and some of its subsidiaries (including the Company). The Standalone Financial Statements of the Company for the year ended on March 31, 2023 do not include adjustments, if any, that may arise on account of the ongoing investigations by the investigating and other agencies and Regulatory Authorities.
 - b. Note 51 regarding non-receipt of confirmation of balances as at March 31, 2023 from some lenders, customers and vendors. In the absence of confirmations, the adjustments, if any, on account of unsettled transactions, to the carrying values of assets and liabilities cannot be ascertained.
 - c. Note 52 relating to non-recognition of interest expense on borrowings availed by the Company, pursuant to the Interim Order and the Judgement passed by NCLAT specifying October 15, 2018 as cut-off date for initiation of resolution process, of Rs.437.41 Crores (excluding penal/other interest and charges) for the year ended March 31, 2023. Aggregate amount of interest expense not so recognized as at March 31, 2023 is Rs. 1722.21 Crores approximately.

The adjustments, if any, arising out of the above matters to the carrying value of assets or to the amounts disclosed in Standalone Financial Statements, are not determinable at this juncture for the reasons stated in respective notes.

Our opinion is not modified in respect of the aforementioned matters.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Opinion' and 'Material Uncertainty Related to Going Concern' section, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

Description of Key Audit Matters:

| Key audit matter | How the matter was addressed in our audit |
|---|--|
| Estimated Cost to complete the Project: | |
| Refer note 3 (a) to the Standalone Financial Statements | |
| The Company recognises revenue under percentage of completion method as specified under Indian Accounting Standard (IND AS)-115 – Revenue from contract with customers. Recognition of revenue requires estimation of total contract cost which comprises of the actual cost incurred till date and estimated cost further to be incurred to complete the projects. Estimation of the cost to complete involves exercise of significant judgement by management including assessment of technical data and hence identified as Key Audit Matter. | <p>Our audit approach was a combination of test of compliance of company's internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> • Tested the design, implementation and operating effectiveness of the controls surrounding determination and approval of estimated cost. • Verified the contracts with customers on test check basis and the actual cost incurred and terms and condition related to the variation of the cost. • Obtained and relied on the internal assessments supporting the accuracy of the estimate of the total cost of the project for selected contracts on test check basis. |
| Trade receivables and Contract Assets | |
| Refer note 7 and 12 to the Standalone Financial Statements | |
| Trade receivables, retention money and contract assets (project work in progress) amounting to Rs.124.85 Crores, Rs.305.35 Crores and Rs.486.83 Crores respectively, represents approximately 51% of the total assets of the Company as at March 31, 2023. In assessing the recoverability of the aforesaid balances, management's judgement involves consideration of aging status, Company's right to recover from clients or related receivables/advances, evaluation of litigations and the likelihood of collection based on the terms of the contract. Management estimation is required in the measurement of work completed during the period for recognition of unbilled revenue. We considered this as key audit matter due to the materiality of the amounts and significant estimates and judgements as stated above. | <p>Our audit procedures amongst others included the following:</p> <ul style="list-style-type: none"> • We understood and tested on a sample basis the design and operating effectiveness of management control over the recognition of the trade receivables, retention money and contract assets. • We performed test of details and tested relevant contracts, for the provisions made by the management towards doubtful and credit loss. • We tested the aging of trade receivables at year end. • We performed test of details and tested relevant contracts and documents with specific focus on measurement of work completed during the period for material unbilled revenue balances included in contract asset. • We performed additional procedures, in respect of material over-due trade receivables and long outstanding contract assets, i.e. tested historical payment records. • We assessed the allowance for impairment made by management. |
| Provisions and Contingent Liabilities: | |
| Refer note 3 (p) to the Standalone Financial Statements | |
| The Company is involved in various taxes and other disputes for which final outcomes cannot be predicted and which could potentially result in significant liabilities. The assessment of the risks associated with the litigations is based on complex assumptions, which require the use of judgements and such judgements relates, primarily, to the assessment of the uncertainties connected to the prediction of the outcome of the proceedings and to the adequacy of the disclosures in the financial statements. Because of the judgement required, the materiality of such litigations and the complexity of the assessment process, the area is a key matter for our audit. | <p>Our audit approach was combination of test of compliance of company's internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> • Assessing the appropriateness of the design and implementation of the Company's controls over the assessment of litigations and completeness of disclosures. • Examining the supporting documentation for the positions taken by the management, correspondence from in-house legal counsel and/or legal team and reviewing the minutes of Board and subcommittee, to confirm the operating effectiveness of these controls. • Review of assumptions used in the evaluation of potential risk and tax risks performed by the legal and tax department of the Company considering the legal precedence and other rulings in similar cases. • Consideration of recent judgements passed by the appropriate authorities in order to challenge the basis used for the accounting treatment and resulting disclosures. |

Information Other than the Standalone Financial Statements and Auditor's Report Thereon:

The Company's management and Board of Directors are responsible for the preparation of other information. The other information comprises the information included in the Director's Report, Management Discussion and Analysis and Corporate Governance Report but does not include the Standalone Financial Statements and our Auditor's Reports there on.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we perform, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements:

The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance (including other comprehensive loss), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management and 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Standalone Financial Statements:

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements 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 Financial Statements.

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 Financial Statements, 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 on whether the Company has adequate internal financial controls with reference to Standalone 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 made by management.
- Conclude on the appropriateness of management's 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 Company's ability to continue as a going concern. 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 financial statements 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 Financial Statements, including the disclosures, and whether the Standalone Financial Statements 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements:

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with relevant rules made thereunder;
 - e. The matter relating to going concern described under Material Uncertainty Related to Going Concern paragraph above, and the matters stated under (a), (b) and (c) under Emphasis of Matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
 - f. On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164(2) of the Act;
 - g. With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B";
 - h. With respect to the matter to be included in the Auditors' Report under section 197 (16), according to the information and explanations given to us, the Company has not paid any remuneration to its directors during the current year except sitting fees paid to the non- executive / independent directors, which is in accordance with the applicable provisions of the Companies Act, 2013;
 - i. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements (Refer Note – 31 to the Standalone Financial Statements);
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended March 31, 2023.
 - iv.
 - (a) the Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) the Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. The Company has not declared or paid any dividend during the year.
- vi. With respect to maintenance of books of account using accounting software which has a feature of recording audit trail (edit log) facility, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable since Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable with effect from 1st April 2023

For **M Bhaskara Rao and Co**
Chartered Accountants
Firm Registration No. 000459S

M V Ramana Murthy
Partner
Membership No 206439
UDIN: 23206439BGSWVL1428

Place: New Delhi
Date: May 25, 2023

“Annexure A” to the Independent Auditor’s Report on the Standalone Financial Statements

(Referred to in paragraph (1) under “Report on Other Legal and Regulatory Requirements” of our Report of even date to the members of IL&FS Engineering and Construction Company Limited on the Standalone Financial Statements for the year ended March 31, 2023)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- (i)
 - (a)
 - (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) The property, plant and equipment have been physically verified during the year by the Management in accordance with a programme of verification, which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals having regard to the size of the Company and the nature of their assets. No material discrepancies were noticed on such verification.
 - (c) The title deeds of immovable properties included under the head Property, Plant and Equipment in the financial statements have been lodged with the lenders for working capital facility as security, we have not been provided with confirmation by the lenders in respect of holding of these title deeds as at the year end.
 - (d) The Company has not revalued its Property, Plant and Equipment or intangible assets during the year and accordingly, paragraph 3(i)(d) of the Order is not applicable.
 - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2023 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- (ii)
 - (a) The management has conducted physical verification of inventories at reasonable intervals during the year. Discrepancies noticed on physical verification of inventories were not material and have been properly dealt with in the books of account.
 - (b) The lenders have recalled the limits sanctioned in excess of Rs.5 Crores in earlier years and treated the accounts as non-performing assets. As informed to us, the Company is not submitting the quarterly statements to the working capital lenders on a regular basis. Accordingly, paragraph 3(ii)(b) of the Order is not applicable, at present. Refer Note 53 (ix) of Notes to financial statements.
- (iii) According to the information and explanations given to us, the Company has not made any investments, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties during the year and accordingly paragraph 3(iii) of the Order is not applicable, at present.
- (iv) According to the information and explanations furnished to us and in our opinion, the Company has complied with the provisions of Section 185 and Section 186 of the Companies Act, 2013, in respect of grant of loans, investments made and providing guarantees and securities, as applicable.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits to which the directions issued by the Reserve Bank of India and provisions of Section 73 to Section 76 or any other relevant provision of the Act and the Rules made there under, where applicable. Further no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal and accordingly paragraph 3(v) of the Order is not applicable, at present.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under section 148(1) of the Companies Act, 2013, related to the construction services and are of the opinion that prima facie, the specified accounts and records have been made and maintained. We have not, however, made a detailed examination of the same.
- (vii) With respect to statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees’ state insurance, income tax, sales tax, service tax, customs duty, excise duty, value added tax, cess and any other material statutory dues applicable to it with the appropriate authorities during the year;

There were no arrears in respect of undisputed amounts payable in respect of goods and services tax, provident fund, employees’ state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues as at March 31, 2023 for a period of more than six months from the date the same became payable, except for:

| Name of the Statute | Nature of dues | Amount (Rs in Crore) | Period to which the amount relates* | Due Date |
|----------------------|------------------------|-------------------------|-------------------------------------|---------------|
| Income Tax Act, 1961 | Tax Deducted at Source | 20.03 | Prior to 15.10.2018 | Various dates |
| GST Act | GST | 18.71 | Prior to 15.10.2018 | Various dates |
| GST Act | GST | 109.09 | Prior to 15.10.2018 | Various dates |

*the non-payment is pursuant to Order of NCLAT, refer note 30 to the financial statements

- (b) According to the records of the Company, the amounts disputed by the Company and not deposited in respect of Income tax, Sales tax, Service tax, Duty of custom, Duty of excise, Value added tax and Cess, are as follows:

| Name of the Statute | Nature of dues | Amount demand (Rs in Crore) | Period to which the amount relates | Forum where dispute is pending |
|---|---------------------------|--------------------------------|------------------------------------|---|
| Haryana VAT | VAT (Ex parte) | 34.32 | 2012-18 | Asst commissioner, Haryana GST |
| Maharashtra VAT Act, 2002 | VAT | 38.21 | 2014-15 to 2017-18 | Sales Tax Appeals Kolhapur, Maharashtra |
| U P VAT Act, 2008 | VAT Assessment (Exparte) | 105.36 | 2014-15 to 2017-18 | Deputy Commissioner, Commercial Taxes, (GST), Lucknow |
| Telangana VAT | VAT (including penalty) | 9.64# | 2013-14 to 2017-18 | Asst Commissioner (Audit), Punjagutta |
| Karnataka VAT Act 2003 | VAT | 0.11 | 2017-18 | Asst Commissioner (Audit), Bengaluru |
| Gujarat VAT Act 2003 | VAT | 8.06 | 2016-17 and 2017-18 | Asst Comm State Tax, Gandhinagar |
| Assam VAT Act 2003 | VAT | 0.07 | 2015-16 | Asst Commissioner State Tax |
| Goods and Service Tax Act 2017 (Bihar) | Goods and Service Tax Act | 10.19 | 2019-20 | Asst Commissioner |
| Goods and Service Tax Act 2017 (Kerala) | Goods and Service Tax Act | 22.12# | 2018-19 to 2021-22 | Joint Commissioner Appeals |
| West Bengal VAT Act | VAT | 16.19 | 2016-17 to 2017-18 | Asst Commissioner State Tax |
| Income Tax Act, 1961 | Income Tax | 39.49* | Assessment Year 2007-08 to 2011-12 | Commissioner of Income Tax (Appeals), Hyderabad |

* includes amount paid under protest Rs.38.59 Crores

includes amount paid under protest Rs.1.72 Crores

- (viii) There were no transactions that were not recorded in books which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix) (a) The Company has defaulted in the repayment of loans, other borrowings and payment of interest to its lenders as at March 31, 2023. The Company has not taken any loan from the Government and not issued any debentures during the year.

Details of default in repayment of borrowings and interest recognised there on March 31, 2023 are given below:

Term Loans: Banks

| Name of lender | Amount not paid on due date* (Rs.in Crores) | Principal or interest | No. of Days delay or unpaid |
|----------------------|---|------------------------|-----------------------------|
| ICICI Bank | 46.30 | Principal and interest | 1371 – 1642 days |
| State Bank of India | 17.19 | Principal and interest | 1371 – 1461 days |
| Bank of Maharashtra | 7.70 | Principal and interest | 1371 – 1642 days |
| IDBI Bank | 6.61 | Principal and interest | 1461 – 1642 days |
| Bank of India | 1.61 | Principal and interest | 1461 – 1550 days |
| Punjab National Bank | 5.52 | Principal and interest | 1461 – 1642 days |
| Bank of Baroda | 5.17 | Principal and interest | 1371 – 1642 days |
| Indian Overseas Bank | 3.62 | Principal and interest | 1461 – 1550 days |
| Indian Bank | 14.34 | Principal and interest | 1096 – 1642 days |

*Amount outstanding as on March 31, 2023

Working Capital Loans: Cash Credit from Banks

| Name of lender | Amount not paid on due date* (Rs.in Crores) | Whether Principal or interest | No. of days delay or unpaid |
|----------------------|---|-------------------------------|---|
| Indian Bank | 63.44 | Principal and interest | 1627 days from 16th Oct 2018 to 31st Mar 23 |
| Bank of India | 19.29 | Principal and interest | |
| Bank of Maharashtra | 23.09 | Principal and interest | |
| ICICI | 69.62 | Principal and interest | |
| IDBI | 20.22 | Principal and interest | |
| Indian Overseas Bank | 33.37 | Principal and interest | |
| Punjab National Bank | 54.10 | Principal and interest | |
| State Bank of India | 183.27 | Principal and interest | |
| Bank of Baroda | 36.80 | Principal and interest | |

*Amount outstanding as on March 31, 2023

Borrowings from Financial Institutions (Promoter Group entities)

| Nature of borrowing including debt securities | Name of lender | Amount not paid on due date* | Whether Principal or interest | No. of days delay or unpaid |
|---|---|------------------------------|-------------------------------|-----------------------------|
| Secured/ unsecured borrowings – Term loans | Infrastructure Leasing & Financial Services Ltd | 1655.07 | Principal | 927 to 1644 days |
| Secured/ unsecured borrowings – Term loans | IL&FS Financial Services Limited | 128.40 | Principal | 1108 to 1655 days |
| Secured/ unsecured borrowings – Term loans | IL&FS Transportation Networks Limited | 78.00 | Principal | 1092 to 1514 days |
| Secured/ unsecured borrowings – Term loans | Tierra Enviro Limited | 39.40 | Principal | 1767 to 1824 days |
| Secured/ unsecured borrowings – Term loans | IL&FS Cluster Development Initiative Limited | 15.00 | Principal | 1461 days |
| Secured/ unsecured borrowings – Term loans | Sabarmati Capital One Limited | 11.60 | Principal | 1672 to 1676 days |
| Secured/ unsecured borrowings – Term loans | IL&FS Airports Ltd | 37.60 | Principal | 1189 to 1376 days |
| Secured/ unsecured borrowings – Term loans | Rohtas Bio Energy Limited | 62.00 | Principal | 1283 days |
| Secured/ unsecured borrowings – Term loans | RIDCOR Infra Projects Limited | 20.00 | Principal | 1096 days |

*Amount outstanding as on March 31, 2023

The above details of interest defaults to Banks and Financial Institutions is exclusive of unrecognised interest of Rs.1722.21 Crores and default in redemption of Optionally convertible cumulative redeemable preference shares Rs. 39.75 Crores, refer Note 50 and No 52 to Standalone Financial Statements.

- The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- The Company has not taken any term loan during the year. Accordingly, paragraph 3 (ix) (c) of the Order is not applicable, at present.
- On an overall examination of the financial statements of the Company, funds raised on short term basis have not been used for long-term purposes by the Company.
- On an overall examination of the financial statements of the Company, the Company has not, during the year, taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries or joint ventures.
- The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies and hence reporting on clause 3(ix)(f) of the Order is not applicable.

- (x)
- (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, paragraph 3(x)(a) of the Order is not applicable.
 - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible), and accordingly, paragraph 3(x)(b) of the Order is not applicable.
- (xi)
- (a) During the course of our examination of the books and other records of the Company carried out in accordance with the generally accepted auditing practices in India, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year, nor have we been informed of such case by the management under report.
 - (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
 - (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- (xii) The Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv)
- (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and nature of its business.
 - (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- (xv) In our opinion during the year the Company has not entered into non-cash transactions with directors or persons connected with them and hence provisions of Section 192 of the Act, are not applicable.
- (xvi)
- (a) Based on the information and explanations furnished to us, in our opinion, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act 1934.
 - (b) In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities.
 - (c) In our opinion, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
 - (d) We have been informed that the Company has one Core Investment Company as part of the Group.
- (xvii) The Company has incurred Rs.114 Crores cash losses during the financial year covered by our audit and Rs.373 Crores immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year, accordingly paragraph 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, and significant reduction in the Company's income from operations in the absence of new business orders and the other matters stated in the Note 30 to financial statements, in our opinion, there exists a material uncertainty which cast a significant doubt on the Company's ability to continue as a going concern, and therefore it may not be able to realise its assets and discharge its liabilities including potential liabilities in the normal course of business. The ability of the Company to continue as a going concern is solely dependent on the finalisation and approval of the resolution plan, which is not wholly within the control of the Company.
- (xx) In our opinion, provisions of Section 135 of the Act is not applicable to the Company at present. Accordingly, paragraph 3(xx) (a) and (b) of the Order is not applicable

For **M Bhaskara Rao and Co**
Chartered Accountants
Firm Registration No. 000459S

M V Ramana Murthy
Partner
Membership No 206439
UDIN: 23206439BGSWVL1428

Place: New Delhi
Date: May 25, 2023

IL&FS Engineering and Construction Company Limited

“Annexure B” to the Independent Auditor’s Report on the standalone financial statements

(Referred to in paragraph 2 (h) under “Report on Other Legal and Regulatory Requirements” section of our Report of even date to the members of IL&FS Engineering and Construction Company Limited)

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

We have audited the internal financial controls with reference to Standalone Financial Statements of **IL&FS Engineering and Construction Company Limited** (‘the Company’) as of March 31, 2023 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date, (‘Financial Statements’)

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls with reference to Financial Statements based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the ‘Guidance Note’) and the Standards on Auditing, issued by ICAI and Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to Standalone Financial Statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the

Company’s internal financial controls with reference to Standalone Financial Statements.

Meaning of Internal Financial Controls with reference to Standalone Financial Statements

A company’s internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements

for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to Standalone Financial Statements includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of Management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has maintained, in all material respects, adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as of March 31, 2023, based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M Bhaskara Rao and Co
Chartered Accountants
Firm Registration No. 000459S

M V Ramana Murthy
Partner

Place: New Delhi
Date: May 25, 2023

Membership No 206439
UDIN: 23206439BGSWVL1428

Standalone Balance Sheet as at March 31, 2023

(All amounts in Rs. Crore except for shares data or as otherwise stated)

| | Notes | As at March 31, 2023 | As at March 31, 2022 |
|---|-------|-------------------------|-------------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 4 | 39.12 | 48.95 |
| Right-of-use-assets | 44 | 2.91 | - |
| Intangible assets | 5 | - | - |
| Financial assets | | | |
| Investments | 6 | 47.47 | 43.14 |
| Trade receivables | 7 | 50.03 | 25.23 |
| Loans | 8 | 10.05 | 19.31 |
| Other financial assets | 9 | 226.70 | 231.08 |
| Current tax assets, net | 13 | 20.31 | 25.26 |
| Other non-current assets | 12 | 718.85 | 641.83 |
| | | 1,115.44 | 1,034.79 |
| Current assets | | | |
| Inventories | 11 | 10.36 | 21.74 |
| Financial assets | | | |
| Trade receivables | 7 | 74.83 | 75.81 |
| Cash and cash equivalents | 10 | 147.32 | 103.95 |
| Bank balances other than cash and cash equivalents | 10 | 183.59 | 227.77 |
| Other financial assets | 9 | 17.54 | 13.95 |
| Current tax assets, net | 13 | 41.38 | 43.14 |
| Other current assets | 12 | 233.63 | 392.91 |
| | | 708.65 | 879.27 |
| Total assets | | 1,824.09 | 1,914.07 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 14 | 131.12 | 131.12 |
| Other equity | 15 | (3,233.40) | (3,109.01) |
| Total equity | | (3,102.28) | (2,977.89) |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| Lease liability | 44 | 2.56 | - |
| Long-term borrowings | 16 | - | - |
| Trade payables | 18 | - | - |
| Total outstanding dues of Micro Enterprises and Small Enterprises | | - | - |
| Total outstanding dues of Creditors otherthan Micro Enterprises and Small Enterprises | 19 | 338.04 | 217.03 |
| Other financial liabilities | 19 | 50.00 | 40.58 |
| Provisions | 20 | 41.66 | 18.34 |
| | | 432.25 | 275.96 |
| Current liabilities | | | |
| Financial liabilities | | | |
| Lease liability | 44 | 0.35 | - |
| Short-term borrowings | 17 | 2,668.54 | 2,668.83 |
| Trade payables | 18 | - | - |
| Total outstanding dues of Micro Enterprises and Small Enterprises | | 6.22 | 6.04 |
| Total outstanding dues of Creditors otherthan Micro Enterprises and Small Enterprises | 19 | 625.00 | 734.45 |
| Other financial liabilities | 19 | 958.90 | 976.15 |
| Provisions | 20 | 36.39 | 47.21 |
| Other current liabilities | 21 | 198.71 | 183.31 |
| | | 4,494.12 | 4,616.01 |
| Total equity and liabilities | | 1,824.09 | 1,914.07 |

Summary of significant accounting policies

3

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date

for **M Bhaskara Rao & Co.**
Firm registration number: 000459S
Chartered Accountants

For and on behalf of the board of directors of
IL&FS Engineering and Construction Company Limited

M.V. Ramana Murthy
Partner
Membership No: 206439

Manish Kumar Agarwal
Director
DIN: 02885603

Nand Kishore
Director
DIN: 08267502

Place: New Delhi
Date: May 25, 2023

Kazim Raza Khan
Chief Executive Officer

Naveen Kumar Agrawal
Chief Financial Officer

Rajib Kumar Routray
Company Secretary

Standalone Statement of profit and loss for the year ended March 31, 2023

(All amounts in Rs. Crore except for shares data or as otherwise stated)

| | Notes | For the year ended | |
|---|-------|--------------------|-----------------|
| | | March 31, 2023 | March 31, 2022 |
| Income | | | |
| Revenue from operations | 22 | 177.10 | 307.64 |
| Other income | 23 | 38.55 | 71.04 |
| Total revenue | | 215.65 | 378.68 |
| Expenses | | | |
| Cost of materials consumed | 24 | 40.48 | 100.35 |
| Subcontract expense | | 82.20 | 97.63 |
| Employee benefits expense | 25 | 36.46 | 43.63 |
| Finance costs | 26 | 23.07 | 46.00 |
| Depreciation and amortization expense | 27 | 10.18 | 13.55 |
| Other expenses | 28(a) | 36.60 | 73.22 |
| Expected credit loss and other provisions | 28(b) | 105.53 | 211.21 |
| Total expenses | | 334.53 | 585.60 |
| Loss Before Exceptional Items and Tax | | (118.88) | (206.92) |
| Exceptional Items (Net) | 54 | 5.12 | 179.43 |
| Loss before tax | | (124.00) | (386.35) |
| Tax expense | 13 | | |
| Current tax | | - | - |
| Deferred tax | | - | - |
| Total tax expense | | - | - |
| Loss for the year | | (124.00) | (386.35) |
| Other comprehensive income | | | |
| Items that will not be reclassified subsequently to statement of profit or loss | | | |
| Remeasurements of the net defined benefit liability/asset | 35 | (0.39) | (0.17) |
| Other comprehensive income, net of tax | | (0.39) | (0.17) |
| Total comprehensive income for the year | | (124.39) | (386.52) |
| Earnings per equity share [Nominal value of share Rs. 10 (March 31, 2023 : Rs. 10)] | 29 | | |
| Basic and diluted | | (9.46) | (29.46) |
| Summary of significant accounting policies | 3 | | |

The accompanying notes are an integral part of the standalone financial statements
As per our report of even date

for **M Bhaskara Rao & Co.**
Firm registration number: 000459S
Chartered Accountants

For and on behalf of the board of directors of
IL&FS Engineering and Construction Company Limited

M.V. Ramana Murthy
Partner
Membership No: 206439

Manish Kumar Agarwal
Director
DIN: 02885603

Nand Kishore
Director
DIN: 08267502

Place: New Delhi
Date: May 25, 2023

Kazim Raza Khan
Chief Executive Officer

Naveen Kumar Agrawal
Chief Financial Officer

Rajib Kumar Routray
Company Secretary

Standalone Statement of changes in equity for the years ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

A. Equity share capital

| | Notes | Number of shares | Amount |
|---|-------|------------------|--------|
| Balance as at March 31, 2021 | | 13,11,21,078 | 131.12 |
| Changes in equity share capital during year | 14 | | |
| Balance as at March 31, 2022 | | 13,11,21,078 | 131.12 |
| Changes in equity share capital during year | 14 | | |
| Balance as at March 31, 2023 | | 13,11,21,078 | 131.12 |

B. Other equity

| | Reserves and Surplus | | Items of Other Comprehensive Income (OCI) | |
|--|----------------------------|-------------------|---|-------------------|
| | Securities premium account | Retained earnings | Other items of OCI | Total |
| Balance as at March 31, 2021 | 282.28 | (3,007.90) | 3.13 | (2,722.49) |
| Loss for the year | - | (386.35) | - | (386.35) |
| Remeasurement of the net defined benefit liability / assets, net of tax effect | - | - | (0.17) | (0.17) |
| Other Adjustments | | | | - |
| Balance as at March 31, 2022 | 282.28 | (3,394.25) | 2.96 | (3,109.01) |
| Loss for the year | - | (124.00) | - | (124.00) |
| Remeasurement of the net defined benefit liability / assets, net of tax effect | - | - | (0.39) | (0.39) |
| Balance as at March 31, 2023 | 282.28 | (3,518.25) | 2.57 | (3,233.40) |

The accompanying notes are an integral part of the standalone financial statements

As per our report of even date

for **M Bhaskara Rao & Co.**
Firm registration number: 000459S
Chartered Accountants

For and on behalf of the board of directors of
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Place: New Delhi
Date: May 25, 2023

Kazim Raza Khan
Chief Executive Officer

Naveen Kumar Agrawal
Chief Financial Officer

Rajib Kumar Routray
Company Secretary

Notes to standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

1. Corporate information:

IL&FS Engineering and Construction Company Limited (IECCL or the Company) is a public company domiciled in India. The Company is primarily engaged in the business of erection / construction of roads, irrigation projects, buildings, oil & gas infrastructure, railway infrastructure, power plants, power transmission & distribution lines including rural electrification and development of ports. The equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE).

2. Basis for preparation of financial statements:

A. Statement of compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of Companies Act, 2013 (the 'Act'), the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The standalone financial statements were authorised for issue by the Company's Board of Directors at its meeting held on May 25, 2023.

Details of the Company's accounting policies are included in Note 3.

B. Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (Rs.), which is also the Company's functional currency. All amounts have been rounded-off to two decimal places to the nearest crores, unless otherwise indicated.

C. Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for the following items:

| Items | Measurement basis |
|--|---|
| Certain financial assets and liabilities | Fair value |
| Net defined benefit (asset)/ liability | Fair value of plan assets less present value of defined benefit obligations |

D. Use of estimates and judgements

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2023 is included in the following notes:

- Note 35 - measurement of defined benefit obligations: key actuarial assumptions;
- Notes 13, 20 and 31 - recognition and measurement of provisions and contingencies: key assumptions

about the likelihood and magnitude of an outflow of resources;

- Note 4 - useful life and depreciation of property, plant and equipment
- Note 5 - useful life and amortisation of intangible assets.
- Note 6 to 9 - impairment of financial assets.
- Note 3(a), 22, 34, and 12 - Revenue recognition, cost to complete, profit margin
- Note 44 - Leases - Estimating the incremental borrowing rate

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the standalone financial statements is included in the following notes:

- Note 12 and 22 – The Company uses the percentage-of-completion method (POCM) in accounting for its long term construction contracts. Use of POCM requires the Company to estimate the contract revenue and total cost to complete a contract. Changes in the factors underlying the estimation of the contract revenue and total contract cost could affect the amount of revenue recognized.
- Note 13 – Deferred tax assets are recognized for unused unabsorbed depreciation to the extent it is probable that taxable profit will be available against which the losses can be utilized. Significant management judgement is required to determine the amount of deferred tax asset that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.
- Note 44 - Determining the lease term of contracts with renewal, estimating incremental borrowing rate and termination options – Company as lessee
- Note 7, 8, 9 and 12 – Determining the amount of expected credit loss on financial assets (including trade receivables, loans and Contract assets).

E. Measurement of fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in most advantageous market for the asset or liability

The Principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of non-financial asset takes into

Notes to standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financials statement are categories within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2: Valuation techniques for which the lowest level inputs that is significant to the fair value measurement is directly or indirectly observable
- Level 3: Valuation techniques for which the lowest level inputs that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of significant assets, such as properties and significant liabilities, such as contingent consideration.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

3. Significant accounting policies

(a) Revenue Recognition

Revenue from construction contracts

Contract Revenue is recognised under 'percentage-of-completion method'. Use of the 'percentage-of-completion method' requires the Company to measure the efforts or costs expended to date to the satisfaction of a performance obligation as a proportion of the total expected efforts or costs to be expended to the satisfaction of that performance obligation over the time. Efforts or costs expended have been used to measure progress towards completion as there is a direct relationship between input and productivity. Costs incurred in the year in connection with future activity on a contract are excluded from contract costs in determining the stage of completion.

Further, the Company uses significant judgements while determining the transaction price allocated to performance obligation using the expected cost plus margin approach.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable.

Variations in contract work, claims and incentive payments are included in contract revenue only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and are capable of being reliably measured.

Revenue from design and consultancy services

Revenue from the design and consultancy services is recognized as and when services are rendered in accordance with the terms of the agreement with the customers.

Revenue from hire charges

Revenue from hire charges is accounted for in accordance with the terms of agreement with the customers.

Interest

Interest income is accrued on a time basis, by reference to the principal amount using the effective interest rate applicable.

Dividend

Dividend income is recognised when the Company's right to receive dividend is established by the reporting date.

(b) Property, plant and equipment:

- (i) Property, plant and equipment and capital work in progress are carried at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, freight, duties, taxes and any attributable cost of bringing the asset to its working condition for its intended use.
- (ii) Borrowing costs relating to acquisition of property, plant and equipment which take substantial period of time to get ready for use are included to the extent they relate to the period till such assets are ready for intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment.
- (iii) When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.
- (iv) Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.
- (v) The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.
- (vi) Assets retired from active use and held for disposal are stated at their estimated net realizable values or net book values, whichever is lower.
- (vii) Assets acquired under finance lease are depreciated on a straight-line basis over the useful life of the asset or the useful life envisaged in Schedule II to the Companies Act, 2013, whichever is lower.

Notes to standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

- (viii) Gains or losses arising from derecognition of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.
- (ix) Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.
- (x) Capital work in progress includes the cost of property, plant and equipments that are not ready for their intended use at the balance sheet date.

Depreciation on property, plant and equipment

- (i) Depreciation on property, plant and equipment other than those mentioned in S.no.(ii) below, is calculated on straight-line basis using the rates arrived at, based on useful lives estimated by the management which coincides with rates prescribed under Schedule II of the Companies Act, 2013.
- (ii) Depreciation on the following property, plant and equipment is provided on a straight-line basis, at rates that are based on useful lives as estimated by the management, which are different from the general rates prescribed under Schedule II of the Companies, Act 2013.

| Category of asset | Estimated useful life |
|--|--|
| Plant and Machinery | |
| - construction equipment consisting of shuttering / scaffolding material and equipment given on hire | 6 years |
| -shuttering/scaffolding material at project sites | 6 years |
| Temporary erections – site offices | over the expected life of the respective project |
| Leasehold improvements | over the period of lease or useful life whichever is lower |
| Site infrastructure | 6 years |
| Tools and implements | Fully in the year of purchase |

- (iii) Assets costing five thousand rupees or less are fully depreciated in the year of purchase.
- (iv) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(c) Intangible assets:

Software - Computer software license cost is expensed in the year of purchase as there is no expected future economic benefit, except for enterprise wide/project based software license cost which is amortized over the period of license or six years, whichever is lower.

Mining rights – Mining rights are amortized in the proportion of material extracted during a year that bears to total estimated extraction over the contractual period.

(d) Investments:

Investments that are readily realizable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as non-current investments

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition cost is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

Investments in subsidiaries, associates and joint ventures:

The Company has elected to recognise its investments in subsidiary and associate companies at cost in accordance with the option available in Ind AS 27, Separate Financial Statements.

(e) Inventories:

Project materials at site are valued at the lower of cost and net realisable value. Cost is determined on weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, reduced by the estimated costs of completion and costs to effect the sale.

(f) Employee benefits

Short-term employee benefits

All employee benefits falling due wholly within twelve months of rendering the services are classified as short-term employee benefits, which include benefits like salaries, wages, short-term compensated absences and performance incentives and are recognised as expenses in the period in which the employee renders the related service at the undiscounted amount of the benefits expected to be paid.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net

Notes to standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Compensated absences

Compensated absences is a long-term employee benefit, and accrued based on an actuarial valuation done as per projected unit credit method as at the balance sheet date, carried out by a qualified independent actuary. Actuarial gains and losses arising during the year are immediately recognised in the statement of profit and loss. Remeasurement of defined benefit plans in respect of post employment are charged to other comprehensive income.

(g) Income taxes:

Income tax comprises current and deferred tax. It is recognised in statement of profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

(i) Current tax:

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income tax reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

(ii) Deferred tax:

Deferred tax assets are recognised to the extent that it

is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

(h) Foreign currency transactions and translations:

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rates are recognised as income or expenses in the period in which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

(i) Leases:

Where the Company is a Lessor

Assets under operating leases are included in property, plant and equipment. Lease income is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of profit and loss.

Where the Company is a Lessee

The Company recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

Notes to standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Lease payments included in the measurement of the lease liability comprise the following

- Fixed payments, including in-substance Fixed payment
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value asset

The Company has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of 12 months. The Company recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(j) Borrowing Costs:

Borrowing costs directly attributable to the acquisition or construction of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are charged in the year they occur.

(k) Accounting for Joint Ventures:

Accounting for joint ventures undertaken by the Company has been done in accordance with the requirements of Ind AS – 28 Investments in Associates and Joint Ventures

notified under section 133 of the Companies Act, 2013, and as follows:

Joint Operations:

In respect of joint venture contracts which are executed under work sharing arrangements, the Company's share of revenues, expenses, assets and liabilities are included in the separate financial statements as revenues, expenses, assets and liabilities respectively. In case of certain construction contracts in the irrigation sector, the share of work executed by the Company has been determined on the basis of certification by lead partner.

(l) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and taxes applicable) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue that have changed the number of outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares except where the results are anti-dilutive.

(m) Impairment:

(i) Financial assets

The Company recognises loss allowances for expected credit losses on financial assets measured at amortised cost. At each reporting date, the Company assesses whether financial assets carried at amortised cost is credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being significantly past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization.

The Company measures loss allowances at an amount equal to lifetime expected credit losses (ECL), except for bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition, which are measured as 12 month expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. The Company follows 'simplified approach' for recognition of impairment loss

Notes to standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

allowance on trade receivables or contract revenue receivables. Under the simplified approach, the Company is not required to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs together with appropriate management estimates for credit loss at each reporting date, right from its initial recognition.

The Company uses a provision matrix to determine impairment loss allowance on the group of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

(ii) Non-financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated

recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

Assets (other than goodwill) for which impairment loss has been recognised in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(n) Financial instruments:

Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss ('FVTPL'), transaction costs that are directly attributable to its acquisition or issue.

Financial assets - classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair Value Through Other Comprehensive Income (FVTOCI)
- Fair Value Through Profit & Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Investment in debt instruments is measured at FVTOCI if it meets both of the following conditions and is not designated at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Notes to standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

At present the Company does not have investment in any debt securities classified as FVTOCI.

On initial recognition of an investment in Equity Instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVTOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVTOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVTOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Subsequent measurement and gains and losses for financial assets held by the Company

| | |
|------------------------------------|--|
| Financial assets at FVTPL | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the statement of profit and loss. |
| Financial assets at FVTOCI | These assets are subsequently measured at fair value. Net gains and losses, including any interest are recognised in the OCI |
| Financial assets at amortised cost | These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the statement of profit and loss. Any gain or loss on derecognition is recognised in the statement of profit and loss. |

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. Presently, all the financial liabilities are measured at amortised cost.

Derecognition

Financial assets

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Reclassification of financial assets and liabilities

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected

Notes to standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains or losses (including impairment gains or losses) or interest.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(o) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM) of the Company. The CODM is responsible for allocating resources and assessing performance of the operating segments of the Company.

(p) Provisions and contingent liabilities:

i. General

A provision is recognised when the Company has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

ii. Contingent liabilities

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

iii. Onerous contracts

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

(q) Cash and cash equivalents:

Cash and cash equivalents comprise cash at bank and in hand and short term investments with original maturity of three months or less.

(r) Cash flow statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(s) Current and non-current classification:

The Schedule III to the Act requires assets and liabilities to be classified as either current or non-current.

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is current when it satisfies any of the following criteria:

- It is expected to be realised or intended to sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realised within twelve months after the reporting year; or
- It is Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

A liability is current when it satisfies any of the following criteria:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting year; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(t) Operating cycle:

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Accordingly, the Company has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

(u) Recent accounting pronouncements

Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the standalone financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its standalone financial statement.

4. Property, plant and equipment

| | Land | Temporary erections - site offices | Plant, and machinery - construction equipment* | Office equipment | Tools and implements | Data processing equipments | Furniture and fixtures | Vehicles | Total - tangible assets |
|-------------------------------------|-------------|------------------------------------|--|------------------|----------------------|----------------------------|------------------------|-------------|-------------------------|
| Cost or deemed cost | | | | | | | | | |
| Balance as at March 31, 2021 | 4.78 | 45.89 | 170.82 | 3.52 | 2.98 | 2.48 | 2.53 | 3.29 | 236.28 |
| Additions | | | | | | | | | |
| Disposals/adjustment | - | (13.82) | (103.38) | (0.88) | (2.16) | (0.72) | (0.79) | (0.60) | (122.36) |
| Balance as at March 31, 2022 | 4.78 | 32.07 | 67.44 | 2.64 | 0.82 | 1.76 | 1.74 | 2.69 | 113.92 |
| Additions | | | | | | | | | |
| Disposals/adjustment | - | | | | | | | | |
| Balance as at March 31, 2023 | 4.78 | 32.07 | 67.44 | 2.64 | 0.82 | 1.76 | 1.74 | 2.69 | 113.92 |
| Accumulated depreciation | | | | | | | | | |
| Balance as at March 31, 2021 | - | 43.34 | 108.82 | 2.99 | 2.77 | 2.14 | 1.85 | 2.52 | 164.43 |
| Charge for the year | | 0.29 | 12.11 | 0.21 | 0.15 | 0.11 | 0.18 | 0.22 | 13.27 |
| Disposals/adjustment | | (13.82) | (93.99) | (0.88) | (2.16) | (0.72) | (0.69) | (0.47) | (112.73) |
| Balance as at March 31, 2022 | - | 29.80 | 26.94 | 2.32 | 0.76 | 1.54 | 1.33 | 2.28 | 64.97 |
| Charge for the year | - | 0.20 | 9.20 | 0.03 | 0.03 | 0.08 | 0.11 | 0.16 | 9.81 |
| Disposals/adjustment | - | | | | | | | | |
| Balance as at March 31, 2023 | - | 29.99 | 36.15 | 2.34 | 0.79 | 1.62 | 1.44 | 2.44 | 74.78 |
| Carrying amounts (net) | | | | | | | | | |
| As at March 31, 2022 | 4.78 | 2.27 | 40.50 | 0.32 | 0.06 | 0.22 | 0.41 | 0.41 | 48.95 |
| As at March 31, 2023 | 4.78 | 2.08 | 31.29 | 0.30 | 0.03 | 0.14 | 0.30 | 0.25 | 39.12 |

*Plant and machinery - construction equipment:

Plant and machinery - construction equipment includes shuttering and scaffolding material [Rs. 16.79 (March 31, 2022 : Rs. 16.79)].

Net block value of this shuttering and scaffolding material is Rs.0.29 (March 31, 2022: Rs. 2.04).

Also refer to note 16 and 17

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

5. Intangible assets

| | Mining rights | Computer software | Total intangible assets |
|-------------------------------|---------------|-------------------|-------------------------|
| As at March 31, 2021 | 6.10 | 1.19 | 7.29 |
| Additions | | | |
| Disposals | | | |
| As at March 31, 2022 | 6.10 | 1.19 | 7.29 |
| Additions | | | |
| Disposals | | | |
| As at March 31, 2023 | 6.10 | 1.19 | 7.29 |
| Accumulated amortization | | | |
| As at March 31, 2021 | 6.10 | 1.19 | 7.29 |
| Charge for the year | | | |
| Disposal during the year | | | |
| As at March 31, 2022 | 6.10 | 1.19 | 7.29 |
| Charge for the year | | | |
| Disposal during the year | | | |
| As at March 31, 2023 | 6.10 | 1.19 | 7.29 |
| Carrying amounts (net) | | | |
| As at March 31, 2022 | - | - | - |
| As at March 31, 2023 | - | - | - |

6. Non-current Investments

| | | As at March 31, 2023 | As at March 31, 2022 |
|--------------|---|----------------------------|----------------------------|
| A. | At cost less provision other than temporary impairment (Unquoted investments) | | |
| (i) | Investment in subsidiaries - equity shares (fully paid-up) | | |
| | 50,000 (March 31, 2022 : 50,000) of Rs. 10 each in Maytas Infra Assets Limited (at cost less provision Rs. 0.05 (March 31, 2022 : Rs. 0.05)) | - | - |
| | 50,000 (March 31, 2022 : 50,000) of Rs. 10 each in Maytas Vasishtha Varadhi Limited (at cost less provision Rs. 0.05 (March 31, 2022 : Rs. 0.05)) | - | - |
| | 49,995 (March 31, 2022: 49,995) of Rs. 10 each in Maytas Metro Limited (at cost less provision Rs. 0.05 (March 31, 2023 : Rs. 0.05)) | - | - |
| | 1,000 (March 31, 2022: 1,000) of Rs. 100 each in Angeerasa Greenfields Private Limited(at cost less provision Rs. 0.01 (March 31, 2022 : Rs. 0.01)) | - | - |
| | 1,000 (March 31, 2022 : 1,000) of Rs. 100 each in Saptaswara Agro - Farms Private Limited (at cost less provision Rs. 0.01 (March 31, 2022 : Rs. 0.01)) | - | - |
| | 1,000 (March 31, 2022: 1,000) of Rs. 100 each in Ekadanta Greenfields Private Limited(at cost less provision Rs. 0.01 (March 31, 2022 : Rs. 0.01)) | - | - |
| | 27,500 (March 31, 2022 : 27,500) of Saudi Riyals 1,000 each in Maytas Infra Saudi Arabia Company, Limited Liability Company (at cost less provision Rs. 33.19 (March 31, 2022: Rs. 33.19) @ | - | - |
| (ii) | Investment in fellow subsidiary - equity shares (fully paid-up) | | |
| | 7,750 (March 31, 2022: 7,750) of Rs. 100 each in Hill County Properties Limited (at cost less provision Rs. 0.08 (March 31, 2022 : Rs. 0.08)) | - | - |
| (iii) | Investment in association of persons# | | |
| | Maytas NCC JV [net of provision of Rs. 1.18 (March 31, 2023: Rs. 1.18)] | 11.83 | 11.83 |
| | NCC – Maytas (JV) Pocharam [net of provision of Rs. 0.92 (March 31, 2022: Rs. 0.92)] | - | - |
| | Maytas – CTR (JV) [net of provision of Rs.3.27 (March 31, 2023 : Rs.3.27)] | - | - |
| | NCC – Maytas – ZVS (JV) [net of provision of Rs. 0.08 (March 31, 2022: Rs. 0.08)] | 0.25 | 0.25 |
| B. | At amortised cost (Unquoted investments) | | |
| | Investment in other entities | | |
| (a) | In preference shares (fully paid-up) | | |
| | 4,550,000 (March 31, 2022: 4,550,000) Zero coupon convertible preference shares of Rs. 10 each in KVK Power and Infrastructure Private Limited (at cost less provision Rs. 4.55 (March 31, 2022: 4.55)) | - | - |
| | 2,441,850 (March 31, 2022: 2,441,850) 9% cumulative optionally convertible redeemable preference shares of Rs. 100 each in Bangalore Elevated Tollway Private Limited* | 18.86 | 16.55 |
| (b) | In debentures (fully paid-up) | | |
| | 25,370,630 (March 31, 2022: 25,370,630) 0.001% Non-convertible debentures of Rs. 10 each in Bangalore Elevated Tollway Private Limited | 16.53 | 14.51 |

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

| | | | |
|------------|--|--------------|--------------|
| C. | At fair value through profit and loss (Unquoted investments) | | |
| | Investment in other entities | | |
| (a) | In equity shares (fully paid-up) | | |
| | 4,000,000 (March 31, 2022: 4,000,000) of Rs.10 each in KVK Power and Infrastructure Private Limited (at cost less provision Rs. 4.00 (March 31, 2022: Rs. 4.00)) | - | - |
| | 2,600 (March 31, 2022: 2,600) of Rs. 10 each in Gulbarga Airport Developers Private Limited (at cost less provision) | - | - |
| | 2,600 (March 31, 2022: 2,600) of Rs. 10 each in Shimoga Airport Developers Private Limited (at cost less provision) | - | - |
| (b) | In Pass Through Certificates (refer note 46 and 54) | | |
| | 2,596,675.29 (March 31, 2022: 2,596,675.29) of Rs. 1,000 each in Maytas Investment Trust* (at cost less provision Rs. 259.67 (March 31, 2022: Rs. 259.67)) | - | - |
| | | 47.47 | 43.14 |

Aggregate amount of provision for diminution in value of investments is Rs. 307.13 (March 31, 2022: Rs. 307.13)

*Pledged in favour of Infrastructure Leasing and Financial Services Limited and IL&FS Financial Services Limited

@ Hypothecated to Infrastructure Leasing and Financial Services Limited

7. Trade receivables (Refer note 55)

| | As at March 31, 2023 | As at March 31, 2022 |
|--|----------------------|----------------------|
| Unsecured, considered good* | 124.85 | 101.04 |
| Doubtful | 261.38 | 261.05 |
| | 386.23 | 362.09 |
| Less: Allowance For Expected credit loss and for doubtful debts | (261.38) | (261.05) |
| | (261.38) | (261.05) |
| Net trade receivables | 124.85 | 101.04 |
| Non current trade receivables | 50.03 | 25.23 |
| Current trade receivables | 74.83 | 75.81 |

| As at March 31, 2023 | Less than 6 Months | 6 months-1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
|---|--------------------|-----------------|-----------|-----------|-------------------|---------------|
| Undisputed Trade Receivables – considered good | 6.84 | - | 34.47 | 32.10 | 4.93 | 78.35 |
| Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| Undisputed Trade receivable – credit impaired | - | 1.05 | 7.04 | 15.53 | 14.33 | 37.95 |
| Disputed Trade receivables - considered good | 25.39 | 1.05 | 10.13 | 9.93 | - | 46.51 |
| Disputed Trade receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| Disputed Trade receivables – credit impaired | - | - | 4.75 | 41.51 | 177.16 | 224.42 |
| Less: Provision for Expected Credit loss and for doubtful debts | - | - | - | - | - | (261.38) |
| Total | | | | | | 124.85 |
| As at March 31, 2022 | Less than 6 Months | 6 months-1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Undisputed Trade Receivables – considered good | 20.73 | 3.07 | 23.26 | 6.45 | - | 53.52 |
| Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| Undisputed Trade receivable – credit impaired | - | - | 26.70 | 7.09 | 2.43 | 36.21 |
| Disputed Trade receivables - considered good | 1.15 | 6.84 | 16.69 | 22.85 | - | 47.52 |
| Disputed Trade receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| Disputed Trade receivables – credit impaired | - | - | 14.14 | 78.52 | 132.17 | 224.83 |
| Less: Provision for Expected Credit loss and for doubtful debts | - | - | - | - | - | (261.05) |
| Total | | | | | | 101.04 |

The Company's exposure to credit and currencies risks, and loss allowances related to trade receivables are disclosed in note 47.

* Includes receivables from related parties (Refer note 37).

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

8. Loans

| | As at March 31, 2023 | | As at March 31, 2022 | |
|--|----------------------|---------|----------------------|---------|
| | Non-current | Current | Non-current | Current |
| Loans to related parties (Refer note 37) | | | | |
| Unsecured, considered good | 0.02 | - | 0.01 | - |
| Considered doubtful | 192.94 | - | 192.94 | - |
| | 192.97 | - | 192.95 | - |
| Provision for doubtful advances | (192.94) | - | (192.94) | - |
| | 0.02 | - | 0.01 | - |
| Loan to other companies | | | | |
| Secured, considered good | 10.03 | - | 19.30 | - |
| Considered doubtful | 54.50 | - | 45.23 | - |
| | 64.53 | - | 64.53 | - |
| Provision for doubtful advances | (54.50) | - | (45.23) | - |
| | 10.03 | - | 19.30 | - |
| Inter-corporate deposits* (Refer note 49) | | | | |
| Considered doubtful | 323.78 | - | 323.78 | - |
| | 323.78 | - | 323.78 | - |
| Provision for doubtful advances | (323.78) | - | (323.78) | - |
| | - | - | - | - |
| Total | 10.05 | - | 19.31 | - |

* includes Inter-corporate deposits to Angeerasa Greenfields Private Limited (a subsidiary of the Company) Rs. 50 (March 31, 2022 : Rs. 50) (Refer note 37).

9. Other financial assets

| | As at March 31, 2023 | | As at March 31, 2022 | |
|--|----------------------|--------------|----------------------|--------------|
| | Non-current | Current | Non-current | Current |
| Interest accrued on deposits and others | | | | |
| Considered good | 199.56 | 17.52 | 199.13 | 13.93 |
| Considered doubtful | 70.68 | - | 70.68 | - |
| | 270.24 | 17.52 | 269.81 | 13.93 |
| Provision for doubtful interest accrued | (70.68) | - | (70.68) | - |
| | 199.56 | 17.52 | 199.13 | 13.93 |
| Claim for performance bank guarantee | | | | |
| Considered good | 1.56 | - | 1.56 | - |
| Considered doubtful | 21.12 | - | 21.12 | - |
| | 22.68 | - | 22.68 | - |
| Provision for doubtful bank guarantee | (21.12) | - | (21.12) | - |
| | 1.56 | - | 1.56 | - |
| Other receivables | | | | |
| Considered good | 1.38 | 0.02 | 6.19 | 0.02 |
| Considered doubtful | 16.39 | - | 12.18 | - |
| | 17.77 | 0.02 | 18.37 | 0.02 |
| Provision for doubtful other receivables | (16.39) | - | (12.18) | - |
| | 1.38 | 0.02 | 6.19 | 0.02 |
| Non-current bank balances (Refer note 10) | 24.20 | - | 24.20 | - |
| Total | 226.70 | 17.54 | 231.08 | 13.95 |

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

10. Cash and bank balances

| | As at March 31, 2023 | | As at March 31, 2022 | |
|---|----------------------|---------------|----------------------|---------------|
| | Non-current | Current | Non-current | Current |
| Cash and cash equivalents | | | | |
| Cash on hand | - | 0.04 | - | 0.05 |
| Balances with banks: | | | | |
| On current accounts | - | 147.28 | - | 103.90 |
| | - | 147.32 | - | 103.95 |
| Other bank balances | | | | |
| Deposits account due to mature of more than 12 months of reporting date * | 0.00 | 183.59 | - | 227.77 |
| Margin money deposits ** | 24.20 | - | 24.20 | - |
| | 24.20 | 183.59 | 24.20 | 227.77 |
| Amount disclosed under non-current financial assets (Refer note 9) | (24.20) | - | (24.20) | - |
| Total | - | 330.91 | - | 331.72 |

* Deposits under lien

** Lodged with authorities

11. Inventories (Refer note 3(e) for mode of valuation of inventories)

| | As at March 31, 2023 | As at March 31, 2022 |
|-------------------|----------------------|----------------------|
| Project materials | 36.50 | 37.97 |
| Less : Provision | 26.13 | 16.23 |
| Total | 10.36 | 21.74 |

12. Other assets

| | As at March 31, 2023 | | As at March 31, 2022 | |
|---|----------------------|---------------|----------------------|---------------|
| | Non-current | Current | Non-current | Current |
| Deposits (others)# | | | | |
| Unsecured, considered good | 1.20 | 2.13 | 2.17 | 2.25 |
| Considered doubtful | 22.62 | - | 19.87 | - |
| | 23.82 | 2.13 | 22.05 | 2.25 |
| Provision for doubtful deposits (others) | (22.62) | - | (19.87) | - |
| | 1.20 | 2.13 | 2.17 | 2.25 |
| Advances to vendor (other than capital advances) and prepaid expense | | | | |
| Unsecured, considered good | 18.51 | 13.32 | 11.17 | 42.86 |
| Considered doubtful | 167.80 | - | 146.63 | - |
| | 186.31 | 13.32 | 157.80 | 42.86 |
| Provision for doubtful advances | (167.80) | - | (146.63) | - |
| | 18.51 | 13.32 | 11.17 | 42.86 |
| Balances with statutory/government authorities | 36.56 | 88.58 | 36.56 | 104.87 |
| Contract assets | | | | |
| Retention money (Refer note 34 and 55) | | | | |
| Considered good | 285.08 | 20.27 | 288.49 | 90.28 |
| Considered - Doubtful | 86.48 | - | 85.49 | - |
| | 371.55 | 20.27 | 373.98 | 90.28 |
| Provision for doubtful | (86.48) | - | (85.49) | - |
| | 285.08 | 20.27 | 288.49 | 90.28 |
| Project work-in-progress (Refer note 34 and 55) | | | | |
| Considered good | 377.50 | 109.33 | 303.44 | 152.65 |
| Considered - Doubtful | 585.64 | - | 575.00 | - |
| | 963.14 | 109.33 | 878.44 | 152.65 |
| Provision for doubtful | (585.64) | - | (575.00) | - |
| | 377.50 | 109.33 | 303.44 | 152.65 |
| Total | 718.85 | 233.63 | 641.83 | 392.91 |

#Security deposit (current) for the year includes Rs. 11.63 (March 31, 2022: 11.63) of short-term deposits placed with related parties, same have been fully provided during the earlier years (Refer note 37).

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

13. Income tax

(a) The following table provides the details of income tax assets and income tax liabilities as of March 31, 2023 and March 31, 2022

| | As at March 31, 2023 | As at March 31, 2022 |
|--|----------------------|----------------------|
| Income tax assets (net) - current | 41.38 | 43.14 |
| Income tax assets (net) - non-current | 20.31 | 25.26 |
| Current tax liabilities (net) | - | - |
| Net income tax asset / (liability) at the end of the year | 61.69 | 68.40 |

(b) The gross movement in the current income tax asset / (liability) for the year ended March 31, 2023 and March 31, 2022 is as follows:

| | For the year ended | |
|--|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Net income tax asset / (liability) at the beginning of the year | 68.40 | 98.92 |
| Income tax paid (net of refund) | (6.72) | (25.42) |
| Provision for TDS Receivables | - | (5.10) |
| Net income tax asset / (liability) at the end of the year | 61.69 | 68.40 |

(c) Reconciliation of effective tax rate

| | | |
|--|----------------|----------------|
| Loss before tax | (124.00) | (386.35) |
| Tax using the Company's domestic rate (March 31, 2023 : 25.63%) | (31.78) | (99.02) |
| Tax effect of: | | |
| Current year losses for which no deferred tax assets is recognised | (31.78) | (99.02) |
| | (31.78) | (99.02) |

14. Share capital

| Authorized share capital | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| 350,000,000 (March 31, 2022 : 350,000,000) equity shares of Rs. 10 each | 350.00 | 350.00 |
| 35,000,000 (March 31, 2022 : 35,000,000) preference shares of Rs. 100 each | 350.00 | 350.00 |
| Issued, subscribed and paid up | | |
| 131,121,078 (March 31, 2022 : 131,121,078) equity shares of Rs. 10 each fully paid-up | 131.12 | 131.12 |
| Total | 131.12 | 131.12 |

(a) Reconciliation of shares outstanding at the beginning and at the end of the reporting year

| | March 31, 2023 | | March 31, 2022 | |
|---------------------------------|---------------------|---------------|---------------------|---------------|
| | Number | Amount | Number | Amount |
| Equity shares | | | | |
| At the commencement of the year | 13,11,21,078 | 131.12 | 13,11,21,078 | 131.12 |
| Issued during the year | - | - | - | - |
| At the end of the year | 13,11,21,078 | 131.12 | 13,11,21,078 | 131.12 |

225,000 (March 31, 2022 : 225,000) 6% cumulative redeemable preference shares (CRPS) of Rs. 100 each fully paid-up total face value of Rs. 2.25 (March 31, 2022 : Rs. 2.25) are classified as financial liability (Refer note 16)

3,750,000 (March 31, 2022 : 3,750,000) 6% optionally convertible cumulative redeemable preference shares (OCCRPS) of Rs. 100 each fully paid-up total face value of Rs. 37.50 (March 31, 2022 : Rs. 37.50) are classified as financial liability (Refer note 16)

(b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distributions are in proportion to the number of equity shares held by the shareholders.

(c) Restrictions attached to equity shares

As per the Master Restructuring Agreement (MRA) entered into by the Company with its bankers, the promoter's shareholding would be retained at a minimum of 26% of issued equity share capital of the Company at any point of time for a maximum period of four years from the effective date i.e. September 27, 2010. Further vide letter dated September 30, 2015, Infrastructure Leasing and Financial Services Limited confirmed that the promoters will not, without the prior written consent of the Bank, dilute its equity holding in the Company below 26% of the paid up equity share capital of the Company.

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

(d) Terms of preference shares

For rights, preferences and restrictions attached to 6% Cumulative Redeemable Preference Shares (CRPS) and 6% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of Rs. 100 each, classified as financial liability, refer note 16.

Preference shares of both classes carry a preferential right as to dividend over equity shareholders. The Company declares and pays dividends in Indian Rupees. The holder of preference shares are entitled to one vote per share only on resolutions placed before the Company which directly affect their rights attached to the preference shares. In the event of liquidation of the Company during the existence of preference shares, the holders of preference shares will have priority over equity shares in the payment of dividend and repayment of capital.

(e) There were no bonus shares, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.

(f) List of shareholders holding more than 5% shares in the Company

Equity shares of Rs. 10 each, fully paid

| Name of shareholder | As at March 31, 2023 | | As at March 31, 2022 | |
|---|----------------------|--------------------|----------------------|--------------------|
| | Number of shares | Percentage holding | Number of shares | Percentage holding |
| SBG Projects Investments Limited | 3,65,38,477 | 27.87% | 3,65,38,477 | 27.87% |
| IL&FS Financial Services Limited | 2,79,14,641 | 21.29% | 2,79,14,641 | 21.29% |
| Infrastructure Leasing and Financial Services Limited | 2,74,86,243 | 20.96% | 2,74,86,243 | 20.96% |

6% Cumulative redeemable preference shares (CRPS) of Rs. 100 each, fully paid

| Name of shareholder | As at March 31, 2023 | | As at March 31, 2022 | |
|--|----------------------|--------------------|----------------------|--------------------|
| | Number of shares | Percentage holding | Number of shares | Percentage holding |
| Vistra ITCL(India) Ltd (c/o Maytas Investment Trust) | 2,25,000 | 100.00% | 2,25,000 | 100.00% |

6% Optionally convertible cumulative redeemable preference shares (OCCRPS) of Rs. 10 each, fully paid

| Name of shareholder | As at March 31, 2023 | | As at March 31, 2022 | |
|---|----------------------|--------------------|----------------------|--------------------|
| | Number of shares | Percentage holding | Number of shares | Percentage holding |
| Vistra ITCL (India) Ltd (c/o Maytas Investment Trust) | 37,50,000 | 100.00% | 37,50,000 | 100.00% |

As per the records of the Company, including its register of shareholders / members, the above shareholding represents legal ownership of the shares.

(g) Details of shares held by promoters

| | As at March 31, 2023 | | As at March 31, 2022 | | |
|---|----------------------|--------------------|----------------------|--------------------|-------------------|
| | Number of shares | Percentage holding | Number of shares | Percentage holding | Change in Holding |
| IL&FS Financial Services Limited | 2,79,14,641 | 21.29% | 2,79,14,641 | 21.29% | - |
| Infrastructure Leasing and Financial Services Limited | 2,74,86,243 | 20.96% | 2,74,86,243 | 20.96% | - |

15. Other equity

| | As at March 31, 2023 | As at March 31, 2022 |
|--|----------------------|----------------------|
| Securities premium account | | |
| Balance at the commencement of the year | 282.28 | 282.28 |
| Closing balance (A) | 282.28 | 282.28 |
| Deficit in the statement of profit and loss | | |
| Balance at the commencement of the year | (3,394.25) | (3,007.90) |
| Loss from the Statement of profit and loss | (124.00) | (386.35) |
| Net deficit in the statement of profit and loss (B) | (3,518.25) | (3,394.25) |
| Other comprehensive income | | |
| Balance at the commencement of the year | 2.96 | 3.13 |
| Remeasurement of the net defined benefit liability / assets, net of tax effect | (0.39) | (0.17) |
| Closing balance (C) | 2.57 | 2.96 |
| Total closing balance (A+B+C) | (3,233.40) | (3,109.01) |

Nature and purpose of other reserves

Securities premium represents the premium received on issue of shares. Premium received is utilised in accordance with the provisions of the Companies Act, 2013.

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

16. Long-term borrowings

| | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| | Current | Current |
| Term loans (secured) (At amortised cost) | | |
| From banks | | |
| Indian rupee term loans | 78.71 | 78.71 |
| From others (At amortised cost) | | |
| From related party (secured) (Refer note 37) | 880.32 | 880.32 |
| From related party (unsecured) (Refer note 37) | 1,015.75 | 1,015.75 |
| Vehicle loans | 0.09 | 0.09 |
| Unsecured (At amortised cost) | | |
| 6% Cumulative redeemable preference shares (Refer Note 50) | 2.25 | 2.25 |
| 6% Optionally convertible cumulative redeemable preference shares (Refer Note 50) | 37.50 | 37.50 |
| | 2,014.62 | 2,014.62 |
| Amount disclosed under short term borrowings (Refer note 17) | (2,014.62) | (2,014.62) |
| Total | - | - |

- (a) Pursuant to NCLAT Judgement dated March 12, 2020 approving the revised resolution framework and accepting October 15, 2018 as date of initiation of resolution process of IL&FS Group entities (including the Company) and crystallization of claims as of that date (the cut-off date), with no interest, additional interest, penal charges or other similar charges to accrue after the said cut-off date, the Company is currently not settling liabilities (both principal and interest) existing as on October 15 2018, being the cut-off date to its creditors (including the lenders). The details regarding terms of borrowings and securities are furnished hereunder based on agreements / documents available with the Company
- (b) Indian rupee Term loans from banks to the extent of Rs. 34.71 (March 31, 2022: Rs. 34.71) carries interest @ 11% p.a. The loan is repayable in 20 equal quarterly installments commencing from June 30, 2014. These loans are secured by pari passu first mortgage and charge on the Company's immovable properties both present and future and pari passu first charge by way of hypothecation of all the movable assets including movable equipment, machinery spares, tools, accessories, current assets both present and future except to the extent of assets exclusively hypothecated against vehicle loans/ finance leased assets from others. The company has defaulted in the repayment of principal and interest.

Further, Indian rupee term loans to an extent of Rs. 44.00 (March 31, 2022: Rs. 44.00) carry an interest rate of : 9.85 % to 10.50 % p.a. (March 31, 2022 : 9.85 % to 10.50 % p.a.). These loans are repayable in 4 years as per the schedule given below:

| Particulars | % | Due dates |
|-------------|----|--|
| FY 2016-17 | 15 | September 30, 2016, December 31 2016 and March 31, 2017 |
| FY 2017-18 | 35 | Quarterly instalments due on June 30, September 30, December 31 and March 31 every year. |
| FY 2018-19 | 40 | |
| FY 2019-20 | 10 | |

These loans are secured by pari passu first mortgage and charge on the Company's immovable properties both present and future and pari passu first charge by way of hypothecation of all the movable assets including movable equipment's, machinery spares, tools, accessories, current assets both present and future except to the extent of assets exclusively hypothecated against vehicle loans/ finance leased assets from others. These loans are additionally covered by letter of comfort/undertaking support from Infrastructure Leasing and Financial Services Limited. The Company has defaulted in payment of interest and repayment of principal installment for above term loans.

- (c) Vehicle loans from Non-Banking Financial Companies carry interest @ 13.50% to 16.48% p.a. (March 31, 2022 : 13.50% to 16.48% p.a.). These loans are repayable in equated monthly installments over the tenure of 24 months to 60 months from the date of disbursement of loan. Vehicle loans are secured by hypothecation of vehicles purchased out of the loan taken.
- (d) Secured loans from Infrastructure Leasing and Financial Services Limited, related party amounting to Rs. 721.31 (March 31, 2022: Rs. 721.31) carry interest @ 12% to 13% p.a. These loans carry an option to reset the interest rate after every 12 months from the date of first disbursement and 12 months thereafter by giving 30 days clear notice to the Company. Out of the above, loan to the extent of Rs. 334.79 (March 31, 2022 Rs. 334.79) is repayable in three annual installments of 30%, 30% and 40% after 60 months from the date of first disbursement and is secured by way of pari passu pledge of investments in preference shares of Bangalore Elevated Tollway Private Limited, sharing of charge with IL&FS Financial Services Limited on a pari passu basis on the equity shares of Gautami Power Limited and Pass Through Certificates issued by Maytas Investment Trust with IL&FS Financial Services Limited and negative lien on sub-ordinate loan given to Bangalore Elevated Tollway Private Limited. Out of the above, loan of Rs. 153.07 (March 31, 2022 : Rs. 153.07) is additionally secured by second charge on Inter-Corporate Deposits given to Hill County Properties Limited (HCPL) along with accumulated interest thereon and second charge on loans given to and equipment hire charges receivable from Terra Infra Limited along with accumulated interest thereon.

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

Loan to the extent of Rs. 266.00 (March 31, 2022 : 266.00) is repayable in three annual installments of 30%, 30% and 40% after 36 months from the date of first disbursement and secured by second charge on Inter Corporate Deposits of Rs. 343.78 provided by the Company. Of these, loan of Rs. 196.00 (March 31, 2022 : 196.00) is additionally secured by way of second charge on net receivables from a road project to the extent of Rs. 40.00.

Loan to the extent of Rs. 40.00 (March 31, 2022 : Rs. 40.00) is repayable in three annual installments of 30%, 30% and 40% after 36 months from the date of first disbursement and secured by way of hypothecation on second charge basis of the Loans and Advances (including interest accrued) provided by the Company to Cyberabad Expressway Limited & Pondicherry Tindivanam Tollway Limited and investment in Maytas Infra Saudi Arabia Company (Limited Liability Company).

Loan to the extent of Rs. 80.52 (March 31, 2022 : Rs. 80.52) is repayable in three annual installments of 30%, 30% and 40% after 36 months from the date of first disbursement and secured by way of second charge on current assets of the Company. Out of the above, loan to the extent of Rs. 38.50 (March 31, 2022 : Rs. 38.50) is additionally secured by way of second charge on fixed assets of the Company. The Company has defaulted in payment of interest and repayment of principal installment for above loans.

e) Secured loans from IL&FS Financial Services Limited, related party amounting to Rs. 128.40 (March 31, 2022 : Rs. 128.40) the terms of which are as follows:

(i) Loan to the extent of Rs. 80.40 (March 31, 2022 : Rs. 80.40) carries interest @ 13% p.a. compounded on an annual basis and also carries an option to reset the interest rate after every 12 months from the date of first disbursement and every 12 months thereafter by giving 30 days clear notice to the Company. Loan is repayable in three annual installments of 30%, 30% and 40% after 36 months from the date of first disbursement.

(ii) Loan to the extent of Rs. 48.00 (March 31, 2022 : Rs. 48.00) carries interest @ 13% p.a. linked to variation in IFIN benchmark rate of 16% p.a. and is repayable at the end of 36 months from the date of first disbursement.

Loan of Rs. 80.40 (March 31, 2022 : Rs. 80.40) is secured by way of pari passu pledge of investments in preference shares of Bangalore Elevated Tollway Private Limited, sharing of charge with Infrastructure Leasing and Financial Services Limited on a pari passu basis on the equity shares of Gautami Power Limited and Pass Through Certificates issued by Maytas Investment Trust and negative lien on sub-ordinate loan given to Bangalore Elevated Tollway Private Limited. Further, Rs. 48.00 carries same security for which charge is yet to be created (refer Note 55

(iii)). The Company has defaulted in payment of interest and repayment of principal installment for above loans.

f) Secured Loan from IL&FS Airports Limited (w.e.f June 19, 2018 assigned from Bhopal e-Governance Limited), related party of Rs. 30.60 (March 31, 2022 : Rs. 30.60) carries interest @ IFIN benchmark rate (16% p.a. currently) + 0.25% p.a. This loan is repayable at the end of 36 months from the date of first disbursement and is secured by Second Pari Passu charge by hypothecation of the present and future current assets of the borrower (including but not limited to book debts, operating cash flows, receivables, loans and advances, deposits, investments, commission and revenues of whatsoever nature and whenever arising), created from the proceeds of facility and providing a cover of 1.0 x at all times during the facility. During the earlier years, as per the Assignment and Novation Agreement dated June 19, 2018, loans from Bhopal e-Governance Limited has been unconditionally and irrevocably transferred, assigned and conveyed to IL&FS Airports Limited with all the right, title and interest together with all its security interest in the above loan facility. The Company has defaulted in payment of principal and interest.

g) Unsecured loan from Infrastructure Leasing and Financial Services Limited, related party of Rs. 933.75 (March 31, 2022 : Rs. 933.75) carries interest @ 12% p.a. which is payable quarterly in arrears. Loan is to be repaid at the end of 24 months from the date of first disbursement. The Company has defaulted in payment of interest and repayment of principal installment for above loans.

h) Unsecured loan from Rohtas Bio Energy Limited, related party of Rs. 62.00 (March 31, 2022 : Rs. 62.00) carries interest at prevailing IFIN Benchmarking rate which is currently 16% p.a. which is payable quarterly in arrears. Loan is to be repaid at the end of 24 months from the date of first disbursement. The Company has defaulted in payment of principal and interest.

i) Unsecured loan from RIDCOR Infra Projects Limited of Rs. 20.00 (March 31, 2022 : Rs. 20.00) carries interest ranging from @ 16% p.a. which is payable quarterly in arrears and the interest rate, as stated above, will be linked to IFIN Benchmark rate (IBMR) which is currently at 16% p.a., i.e., at prevailing IBMR, and would vary to the extent of variation in IBMR. Loan is to be repaid at the end of 24 months from the date of first disbursement. The Company has defaulted in payment of principal and interest.

(k) Terms of 6% cumulative redeemable preference shares

On December 06, 2010, the Company had allotted 5,749,500 6% CRPS of Rs. 100 each fully paid as per the terms of MRA entered with Bankers. CRPS carry cumulative dividend of 6% p.a. The Company had further allotted 236,280 CRPS of Rs. 100 each as fully paid bonus shares to the holders of initial CRPS in the ratio of 1:24.33 (i.e. one fully paid CRPS of Rs. 100 each for every 24.33 CRPS held) on September 29, 2011. The aforesaid CRPS were redeemed on the due date i.e., March 31, 2015.

The Company had also allotted 1,500,000 CRPS to the holders of OCCRPS on September 29, 2011 as fully paid bonus shares in the ratio of 1:16.67 i.e. (one fully paid CRPS of Rs. 100 each for every 16.67 OCCRPS held). The redemption schedule of these bonus CRPS is - 30% on September 30, 2012; 15% each on September 30, 2013 and September 30, 2015; 20% each on September 30, 2014 and September 30, 2016. The 30% bonus CRPS (450,000 CRPS of Rs. 100 each) which were due for redemption on September 30, 2012 were purchased by IL&FS Trust Company Limited (ITCL), being the Trustee of Maytas Investment Trust (MIT), on September 29, 2012. The Company had extended the redemption period of these preference shares by a period of 3 years with an early redemption right with the Company before the extended period of 3 years by giving 30 days notice period to the shareholders.

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

These shares have been redeemed on September 30, 2015. The 15% Bonus CRPS (225,000 CRPS of Rs. 100 each) which were due for redemption on September 30, 2013 were purchased by ITCL being the Trustee of MIT, on September 30, 2013. The Company has extended the redemption period of these preference shares by a period of 6 years with an early redemption right with the Company before the extended period of 6 years by giving 30 days notice period to the shareholders. The 20% Bonus CRPS (300,000 CRPS of Rs. 100 each) which were due for redemption on September 30, 2014 were redeemed by the Company on March 23, 2015, as per the terms of the issue, as amended. The 15% bonus CRPS (225,000 CRPS of Rs.100 each) which were due for redemption on September 30, 2015, have been redeemed on due date. The 20% bonus CRPS (300,000 CRPS of RS. 100 each) which were due for redemption on September 30, 2016 were redeemed by the Company on March 28, 2017, within the extended period for redemption granted by CRPS holders. The Company has defaulted in the redemption of these CRPS to the extent of 225,000 CRPS of Rs. 100 each which were due for redemption on September 30, 2019 (refer Note 50).

(I) Terms of 6% optionally convertible cumulative redeemable preference shares

On March 31, 2011, the Company had allotted 25,000,000 OCCRPS of Rs. 100 each fully paid as per the terms of MRA entered with bankers. OCCRPS carry cumulative dividend of 6%. Out of total 25,000,000 OCCRPS of Rs. 100 each, 30% i.e. 7,500,000 OCCRPS of Rs. 100 each have been converted into 12,417,218 equity shares on September 30, 2012, as per the terms of MRA. There is no further conversion option attached to these OCCRPS. The balance 17,500,000 OCCRPS of Rs. 100 each shall be redeemed at par in four tranches from September 30, 2013 to September 30, 2016. The schedule of redemption is as below:

| Date of redemption | Number of shares to be redeemed | Amount to be redeemed |
|--------------------|---------------------------------|-----------------------|
| 30-Sep-13 * | 37,50,000 | 37.50 |
| 30-Sep-14 # | 50,00,000 | 50.00 |
| 30-Sep-15 ^ | 37,50,000 | 37.50 |
| 30-Sep-16 @ | 50,00,000 | 50.00 |
| Total | 1,75,00,000 | 175.00 |

* The OCCRPS which were due for redemption on September 30, 2013 were purchased by IL&FS Trust Company Limited (ITCL), being the Trustee of Maytas Investment Trust, on September 30, 2013. The Company has extended the redemption period of these preference shares by a period of 6 years with an early redemption right with the Company before the extended period of 6 years by giving 30 days notice period to the shareholders. The Company has defaulted in the redemption of these OCCRPS to the extent of 3,750,000 OCCRPS of Rs. 100 each which were due for redemption on September 30, 2019 (refer Note 50)

The OCCRPS were redeemed on March 23, 2015, as per the terms of the issue, as amended.

^ The OCCRPS were redeemed on due date, as per the terms of the issue.

@ The OCCRPS were redeemed on March 28, 2017, within the extended period for redemption granted by OCCRPS holders.

The Company's exposure to liquidity risks related to borrowings is disclosed in Note 47.

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

Details of default in repayment of borrowings from Banks as on March 31, 2023 and March 31, 2022 are given below:

| Particulars | March 31, 2023 | | March 31, 2022 | |
|----------------------|-------------------|-----------------------------------|-------------------|-----------------------------------|
| | Amount of Default | Period of Default (No of days) | Amount of Default | Period of Default (No of days) |
| ICICI Bank | 10.25 | 1642 | 10.25 | 1277 |
| | 11.85 | 1550 | 11.85 | 1185 |
| | 11.85 | 1461 | 11.85 | 1096 |
| | 6.90 | 1371 | 6.90 | 1006 |
| State Bank of India | 6.45 | 1461 | 6.45 | 1096 |
| | 2.78 | 1371 | 2.78 | 1006 |
| Bank of Maharashtra | 1.67 | 1642 | 1.67 | 1277 |
| | 1.67 | 1550 | 1.67 | 1185 |
| | 1.67 | 1461 | 1.67 | 1096 |
| | 0.95 | 1371 | 0.95 | 1006 |
| IDBI Bank | 1.49 | 1642 | 1.49 | 1277 |
| | 1.73 | 1550 | 1.73 | 1185 |
| | 1.73 | 1461 | 1.73 | 1096 |
| Bank of India | 0.39 | 1550 | 0.39 | 1185 |
| | 0.39 | 1461 | 0.39 | 1096 |
| Punjab National Bank | 0.80 | 1642 | 0.80 | 1277 |
| | 0.80 | 1550 | 0.80 | 1185 |
| | 0.80 | 1461 | 0.80 | 1096 |
| Bank of Baroda | 0.54 | 1642 | 0.54 | 1277 |
| | 1.03 | 1550 | 1.03 | 1185 |
| | 1.03 | 1461 | 1.03 | 1096 |
| | 0.59 | 1371 | 0.59 | 1006 |
| | 0.12 | 1550 | 0.12 | 1185 |
| | 1.09 | 1461 | 1.09 | 1096 |
| Indian Bank | 2.84 | 1642 | 2.84 | 1277 |
| | 2.84 | 1550 | 2.84 | 1185 |
| | 2.84 | 1461 | 2.84 | 1096 |
| | 1.62 | 1096 | 1.62 | 731 |

Details of Interest Defaults to Banks as at March 31, 2023 and March 31, 2022 are as follows:

| Particulars | March 31, 2023 | | March 31, 2022 | |
|----------------------|-------------------|---|-------------------|---|
| | Amount of Default | Period of Default | Amount of Default | Period of Default |
| | (Rs.Crores) | (No of days) | (Rs. Crores) | (No of days) |
| ICICI Bank | 5.45 | Due date for interest is on various dates on monthly basis. | 5.45 | Due date for interest is on various dates on monthly basis. |
| State Bank of India | 7.96 | | 7.96 | |
| Bank of Maharashtra | 1.74 | | 1.74 | |
| Bank of India | 0.83 | | 0.83 | |
| IDBI Bank | 1.66 | | 1.66 | |
| Punjab National Bank | 3.12 | | 3.12 | |
| Bank of Baroda | 1.98 | | 1.98 | |
| Indian Overseas Bank | 2.41 | | 2.41 | |
| Indian Bank | 4.20 | | 4.20 | |

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

Details of default in repayment of borrowings from Financial Institutions (Promoter Group entities) as on March 31, 2023 and March 31, 2022 are given below:

| Particulars | March 31, 2023 | | March 31, 2022 | |
|---|-------------------|--------------------------------|-------------------|--------------------------------|
| | Amount of Default | Period of Default (No of days) | Amount of Default | Period of Default (No of days) |
| | (Rs. Crores) | | (Rs. Crores) | |
| | 39.70 | 1644 | 39.70 | 1279 |
| | 30.00 | 1617 | 30.00 | 1252 |
| | 84.00 | 1499 | 84.00 | 1134 |
| | 181.80 | 1357 | 181.80 | 992 |
| | 20.10 | 1351 | 20.10 | 986 |
| | 16.50 | 1351 | 16.50 | 986 |
| | 40.00 | 1375 | 40.00 | 1010 |
| | 64.10 | 1280 | 64.10 | 915 |
| | 7.00 | 1219 | 7.00 | 854 |
| Infrastructure Leasing & Financial Services Ltd | 35.00 | 1190 | 35.00 | 825 |
| | 50.00 | 1135 | 50.00 | 770 |
| | 40.00 | 1134 | 40.00 | 769 |
| | 237.90 | 1130 | 237.90 | 765 |
| | 45.00 | 1098 | 45.00 | 733 |
| | 112.00 | 1036 | 112.00 | 671 |
| | 239.80 | 996 | 239.80 | 631 |
| | 38.50 | 985 | 38.50 | 620 |
| | 40.00 | 971 | 40.00 | 606 |
| | 215.00 | 953 | 215.00 | 588 |
| | 118.67 | 927 | 118.67 | 562 |
| IL&FS Financial Services Limited | 80.40 | 1655 | 80.40 | 1290 |
| | 48.00 | 1108 | 48.00 | 743 |
| IL&FS Transportation Networks Limited | 25.00 | 1514 | 25.00 | 1149 |
| | 3.00 | 1492 | 3.00 | 1127 |
| | 5.00 | 1487 | 5.00 | 1122 |
| | 45.00 | 1092 | 45.00 | 727 |
| Tierra Enviro Limited | 4.40 | 1767 | 4.40 | 1402 |
| | 35.00 | 1824 | 35.00 | 1459 |
| IL&FS Cluster Development Initiative Limited | 15.00 | 1461 | 15.00 | 1096 |
| Sabarmati Capital One Limited | 4.60 | 1676 | 4.60 | 1311 |
| | 7.00 | 1672 | 7.00 | 1307 |
| IL&FS Airport Ltd | 30.60 | 1189 | 30.60 | 824 |
| | 7.00 | 1376 | 7.00 | 1011 |
| Rohtas Bio Energy Limited | 62.00 | 1283 | 62.00 | 918 |
| Ridcor | 20.00 | 1096 | 20.00 | 731 |

Details of Interest Defaults to Financial Institutions (Promoter Group entities) as on March 31, 2023 and March 31, 2022 are given below:

| Particulars | March 31, 2023 | | March 31, 2022 | |
|---|-------------------|---|-------------------|---|
| | Amount of Default | Period of Default | Amount of Default | Period of Default |
| | (Rs. Crores) | (No of days) | (Rs. Crores) | (No of days) |
| Infrastructure Leasing & Financial Services Ltd | 343.93 | | 343.93 | |
| IL&FS Financial Services Limited | 76.60 | | 76.60 | |
| IL&FS Transportation Networks Limited | 5.85 | | 5.85 | |
| Tierra Enviro Limited | 2.99 | Due date for interest is on various dates on monthly basis. | 2.99 | Due date for interest is on various dates on monthly basis. |
| IL&FS Cluster Development Initiative Limited | 1.17 | | 1.17 | |
| Sabarmati Capital One Limited | 0.88 | | 0.88 | |
| IL&FS Airports Ltd | 2.67 | | 2.67 | |
| Rohtas Bio Energy Limited | 4.42 | | 4.42 | |
| RIDCOR Infra Projects Limited | 1.56 | | 1.56 | |

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

17. Short-term borrowings

| | As at March 31, 2023 | As at March 31, 2022 |
|--|----------------------|----------------------|
| Current maturities of long-term borrowings (refer note 16) | 2,014.62 | 2,014.62 |
| Cash credit facilities from banks (secured) | 502.92 | 503.21 |
| Loans related party (unsecured) (Refer note 37) | 151.00 | 151.00 |
| Total | 2,668.54 | 2,668.83 |

- (a) Cash credit from banks are repayable on demand and carries interest @ 9% p.a. to 13.80% p.a. (March 31, 2022: 9% p.a. to 13.80% p.a.). These loans are secured by pari passu first mortgage and charge on the Company's immovable properties both present and future and pari passu first charge by way of hypothecation of all the movable assets including movable equipment's, machinery spares, tools, accessories, current assets both present and future, except to the extent of assets exclusively hypothecated against vehicle loans/ finance leased assets from others. Loans aggregating to Rs. 253.37 (March 31, 2022 : Rs. 253.68) have additionally been secured by personal guarantee given by the Ex-Vice Chairman of the Company, Mr. B Teja Raju.

Loans aggregating to Rs. 249.84 (March 31, 2022 : Rs. 249.84) additionally carry letter of comfort/support undertaking from Infrastructure Leasing and Financial Services Limited.

- (b) Unsecured loan from related parties Rs. 151.00 (March 31, 2022 : Rs. 151.00) carries interest ranging from @ 15.50% p.a. to 16.50% p.a. (March 31, 2022: @ 15.50% p.a. to 16.50% p.a) which is payable quarterly in arrears. Loan is to be repaid at the end of 12 months from the date of first disbursement.

Details of default in repayment of borrowings from Banks (Cash Credit Accounts) as on March 31, 2023 and March 31, 2022 are given below:

| Particulars | March 31, 2023 | | March 31, 2022 | |
|----------------------|-------------------|---|-------------------|---|
| | Amount of Default | Period of Default | Amount of Default | Period of Default |
| | (Rs. Crores) | (No of days) | (Rs. Crores) | (No of days) |
| Indian Bank | 63.44 | 1627 days from October 16th, 2018 to March 31st, 2023 | 63.44 | 1262 days from October 16th, 2018 to March 31st, 2022 |
| Bank of India | 19.29 | | 19.29 | |
| Bank of Maharashtra | 23.09 | | 23.09 | |
| ICICI | 69.62 | | 69.62 | |
| IDBI | 20.22 | | 20.22 | |
| Indian Overseas Bank | 33.37 | | 33.37 | |
| Punjab National Bank | 54.10 | | 54.10 | |
| State Bank of India | 183.27 | | 183.27 | |
| Bank of Baroda | 36.80 | | 36.80 | |

The Company's' exposure to liquidity risks related to borrowings is disclosed in Note 47.

18. Trade payables

| | As at March 31, 2023 | As at March 31, 2022 |
|--|----------------------|----------------------|
| Trade payables | | |
| Dues to micro and small enterprises | 6.22 | 6.04 |
| Dues to other than micro and small enterprises | 963.04 | 951.49 |
| Total | 969.26 | 957.53 |
| Non-current [includes retention money payable of Rs. 152.25 (March 31, 2022: Rs.166.50)] | 338.04 | 217.03 |
| Current [includes retention money payable of Rs. 95.36 (March 31, 2022: Rs. 91.62)] | 631.22 | 740.49 |

The Company's exposure to liquidity risks related to trade payables is disclosed in note 47.

Trade payables Ageing Schedule

| As at March 31, 2023 | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
|--|------------------|--------------|--------------|-------------------|---------------|
| Total outstanding dues of micro enterprises and small enterprises | - | - | - | 6.22 | 6.22 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 76.15 | 82.15 | 52.31 | 467.13 | 677.74 |
| Disputed dues of micro enterprises and small enterprises | - | - | - | - | - |
| Disputed dues of creditors other than micro enterprises and small enterprises | 4.83 | 14.10 | 19.59 | 246.79 | 285.31 |
| Total | 80.98 | 96.25 | 71.89 | 720.15 | 969.26 |

Notes to Standalone financial statements for the twelve months ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

| As at March 31, 2022 | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
|--|------------------|--------------|---------------|-------------------|---------------|
| Total outstanding dues of micro enterprises and small enterprises | - | - | - | 6.25 | 6.25 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 71.01 | 92.28 | 212.39 | 314.46 | 690.14 |
| Disputed dues of micro enterprises and small enterprises | - | - | - | - | - |
| Disputed dues of creditors other than micro enterprises and small enterprises | 3.27 | 5.07 | 30.05 | 222.75 | 261.14 |
| Total | 74.28 | 97.35 | 242.44 | 543.45 | 957.52 |

19. Other financial liabilities

| | As at March 31, 2023 | | As at March 31, 2022 | |
|--|----------------------|---------------|----------------------|---------------|
| | Non-current | Current | Non-current | Current |
| Interest accrued and due on borrowings, mobilisation advance and delayed payment of statutory dues | - | 572.04 | - | 573.90 |
| Liability component of financial instruments (refer note 50) | - | 15.79 | - | 15.79 |
| Contract liabilities - mobilization advance (refer note 34 and 55) | 50.00 | 371.07 | 40.58 | 386.46 |
| Total | 50.00 | 958.90 | 40.58 | 976.15 |

The Company's exposure to liquidity risks related to above financial liabilities is disclosed in note 47.

20. Provisions

| | As at March 31, 2023 | | As at March 31, 2022 | |
|---|----------------------|--------------|----------------------|--------------|
| | Non-current | Current | Non-current | Current |
| Provisions for employee benefits | | | | |
| Gratuity (Refer note 35) | - | - | 3.87 | - |
| Compensated absences | - | 1.99 | - | 5.45 |
| Total provisions for employee benefits (A) | - | 1.99 | 3.87 | 5.45 |
| Other provisions | | | | |
| Provision for estimated future loss on projects | 41.66 | 33.24 | 14.47 | 40.60 |
| Provision for liquidated damages | - | 1.16 | - | 1.16 |
| Total other provisions (B) | 41.66 | 34.40 | 14.47 | 41.76 |
| Total provisions (A+B) | 41.66 | 36.39 | 18.34 | 47.21 |

| Movements in other provisions | Estimated future loss on projects | Liquidated damages | Total |
|-------------------------------------|-----------------------------------|--------------------|---------------|
| Balance as at April 1, 2021 | 132.24 | 13.76 | 146.00 |
| Provisions made during the year | | | |
| Provisions utilised during the year | (77.17) | (12.60) | (89.77) |
| Balance as at March 31, 2022 | 55.07 | 1.16 | 56.23 |
| Balance as at April 1, 2022 | 55.07 | 1.16 | 56.23 |
| Provisions made during the year | 49.72 | - | 49.72 |
| Provisions utilised during the year | (29.89) | - | (29.89) |
| Balance as at March 31, 2023 | 74.90 | 1.16 | 76.06 |

A. Provision for Estimated future loss on projects

The projects in progress as at March 31, 2023 have been evaluated for future loss, if any, based on estimates relating to cost-to complete the same. Based on such evaluation, the Company has provided for estimated future losses to an extent of Rs. 74.90 (March 31, 2022: Rs. 55.07).

B. Provision for Liquidated damages

Liquidated damages are levied as per the terms of the contract for delayed execution of works or delayed achievement of agreed milestones. For all projects in progress, the management has estimated the probability of levy of liquidated damages, if any, based on completion date as per the contract, extension of time granted by the customer, etc.

21. Other liabilities

| | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| | Current | Current |
| Contract liabilities - Advance from customers (Refer note 55) | 14.46 | 14.83 |
| Contract liabilities - Advance billing from customers (Refer note 55) | 28.75 | 11.39 |
| Statutory dues (net of input tax credit on Goods and Services tax) | 149.58 | 153.04 |
| Interest payable to micro and small enterprises (Refer note 36) | 5.92 | 4.05 |
| | 198.71 | 183.31 |

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

| | For the year ended | |
|---|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| 22. Revenue from contracts with customers | | |
| Revenue from contracts | 171.34 | 233.35 |
| Revenue from equipment hiring services | - | - |
| Other operating revenue | | |
| Reversal of provision for estimated future loss on projects (net) (Refer note 20) | 5.76 | 74.29 |
| | 177.10 | 307.64 |
| 23. Other income | | |
| Interest income on | | |
| Bank deposits | 11.77 | 7.02 |
| Inter corporate deposits and others | 3.11 | 3.13 |
| Income tax refunds | 0.62 | 3.32 |
| Interest income from financial assets carried at amortised cost | 4.39 | 3.72 |
| Provision no longer required written back | 12.89 | 48.71 |
| Liabilities no longer required written back | 3.51 | 2.59 |
| Other non-operating income | 2.25 | 2.55 |
| | 38.55 | 71.04 |
| 24. Cost of materials consumed | | |
| Opening stock | 21.74 | 37.67 |
| Add: Purchases during the year | 39.00 | 84.42 |
| | 60.74 | 122.09 |
| Less: Stocks written-off | 9.90 | - |
| | 50.84 | 122.09 |
| Less: Closing stock | 10.36 | 21.74 |
| | 40.48 | 100.35 |
| 25. Employee benefits expenses | | |
| Salaries, wages and bonus | 33.84 | 40.62 |
| Contribution to provident fund and other funds (Refer note 35) | 1.36 | 1.52 |
| Gratuity (Refer note 35) | 0.06 | 0.27 |
| Compensated absences | 0.37 | 0.23 |
| Staff welfare expenses | 0.83 | 0.99 |
| | 36.46 | 43.63 |
| 26. Finance costs | | |
| Interest expense | | |
| Interest on Mob Advance/Others | 18.85 | 40.91 |
| Interest on lease liabilities (note 44) | 0.23 | |
| Interest cost from financial liabilities carried at amortised cost | - | 0.01 |
| Bank charges (including BG commission) | 3.99 | 5.09 |
| | 23.07 | 46.00 |
| 27. Depreciation and amortization expense | | |
| Depreciation expense | 9.82 | 13.26 |
| Depreciation on Right of use assets (Refer note 44) | 0.36 | 0.29 |
| | 10.18 | 13.55 |

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

| | For the year ended | |
|--|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| 28 (a). Other expenses | | |
| Rent (Refer note 44) | 4.76 | 4.77 |
| Rates and taxes | 0.72 | 3.32 |
| Office maintenance | 2.11 | 2.21 |
| Communication expenses | 0.34 | 0.36 |
| Printing and stationery | 0.15 | 0.18 |
| Legal and professional charges | 5.74 | 7.50 |
| Sitting fees | 0.11 | 0.05 |
| Travelling and conveyance | 1.70 | 1.66 |
| Business promotion | 0.26 | 0.15 |
| Auditor's remuneration (Refer note 42) | 0.50 | 0.59 |
| Loss on sale/discard/write off of fixed assets (net) | - | 2.84 |
| Site expenses | 3.47 | 12.57 |
| Hire charges | 13.58 | 31.42 |
| Freight and transportation | 0.14 | 0.46 |
| Insurance | 2.35 | 3.56 |
| Power and fuel | 0.31 | 0.45 |
| Repairs | | |
| Plant and machinery | 0.14 | 0.74 |
| Buildings | 0.01 | - |
| Others | 0.21 | 0.29 |
| Miscellaneous expenses | - | 0.10 |
| | 36.60 | 73.22 |

| | For the year ended | |
|---|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| 28 (b). Expected credit loss and other provisions | | |
| Provision for advances, trade receivables, other assets, Contract assets and impairment of fixed assets | 55.81 | 170.42 |
| Provision for future loss (net) (Refer note 20) | 49.72 | 40.79 |
| Expected credit loss for trade receivables and contract assets | - | - |
| | 105.53 | 211.21 |

29. Earnings per share

The following reflects the profit/loss and share data used in the basic and diluted EPS computation:

| Particulars | For the year ended | |
|---|---------------------|---------------------|
| | March 31, 2023 | March 31, 2022 |
| Loss after tax attributable to equity shareholders | (124.00) | (386.35) |
| Shares | | |
| Total number of shares outstanding at the commencement of the year | 13,11,21,078 | 13,11,21,078 |
| Add: Shares issued during the year | - | - |
| Total number of shares outstanding at the end of the year | 13,11,21,078 | 13,11,21,078 |
| Weighted average number of equity shares considered for calculation of basic and diluted earnings per share | 13,11,21,078 | 13,11,21,078 |
| Nominal value of equity shares | 10 | 10 |
| Basic and diluted earnings per share | (9.46) | (29.46) |

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

30. Going Concern

The Company has accumulated loss of Rs.3,518.25 as at March 31, 2023 (as at March 31, 2022: Rs. 3,394.25). The Company has incurred loss of Rs. 124.39 year ended March 31, 2023 (Loss for the year ended March 31, 2022 Rs.386.52). The Company's net worth is fully eroded and the current liabilities exceed its current assets by Rs.3,785.47 as at the reporting date. Existing projects being executed by the Company are nearing completion / or approaching their end of term, which resulted in significant reduction in the Company's operating revenue over the past three years. The Company has continued to default in payment of various loans to the lenders of the Company, including borrowings from promoter group entities.

The Reconstituted Board of Directors of IL&FS in their reports to National Company Law Tribunal (NCLT) categorized the Company under the Group Red implying that the Company is unable to meet its contractual, statutory and debt obligations. The National Company Law Appellate Tribunal (NCLAT) by way of its order on October 15, 2018 (Interim Order) in the Company Appeal (AT) 346 of 2018, after taking into consideration the nature of the case, stayed certain coercive and precipitate actions against IL&FS and its group companies including the Company. The NCLAT vide its Judgement dated March 12, 2020 accepted the resolution process and revised resolution framework, including October 15, 2018 as date of initiation of resolution process of IL&FS Group entities, (including the Company) and crystallization of claims as of that date i.e. cut-off date with no interest, additional interest, penal charges or other similar charges to accrue after the said cut-off date. Accordingly, the Company is currently not settling liabilities existing prior to October 15 2018, being the cutoff date to its Financial Creditors and the Operational Creditors.

Adverse developments in promoter group entities impacted the operations of the company and also resulted in cancellation/ termination/suspension/foreclosure of certain contracts with customers. The Reconstituted Board and the management of the Company have taken various steps to continue the operations at present level during the period as per the resolution process framework accepted by the Hon'ble NCLAT.

In line with the said framework, the Reconstituted Board is in the process of finalizing a comprehensive approach to manage the current situation including sale of existing equity share holding by IL & FS Group. In this process, the Reconstituted Board, as part of resolution process for the Company, has invited expression of interest for acquiring the equity stake in the Company. In January 2022, a bid had been received from an unincorporated Consortium which was subjected to challenge through counter bid under a Swiss Challenge method. The successful bid has been put up to the Committee of Creditors for their approval. If accepted, the bid would then be placed for approvals from Justice D.K. Jain (Retd.) and then NCLT.

The ability of the Company to continue as going concern is solely dependent on positive outcome of resolution process initiated by the Reconstituted Board which would restructure the debt and resume normal operations. Financial statements for the year have been prepared on a going concern basis considering the status of the resolution process and steps taken by the Reconstituted Board.

31. Contingent liability

(a) Contingent liabilities on account of pending litigations

| S. No. | Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--------|--|----------------------|----------------------|
| (i) | Claims against the Company not acknowledged as debts (interest, if any, not ascertainable after date of order) | 9.40 | 12.11 |
| (ii) | Direct taxes under dispute * | 39.49 | 39.49 |
| (iii) | Indirect taxes under dispute **# | 242.58 | 185.59 |

*Income tax demand mainly comprises of demand from the Income Tax authorities upon completion of their assessment upto the financial year 2017-18. The tax demands are mainly on account of classification of waiver of interest and principal amount of loan as revenue receipt which has been considered as capital receipt by the Company, disallowance of expenditure incurred towards extra works/Labour cost on projects, disallowance of expenditure on which TDS is not deducted or short deducted, etc.

**The demands raised by the Sales Tax authorities and Central Excise and Service Tax authorities are mainly towards enhancement of taxable turnover due to certain disallowances, change in classification of services provided by the Company, interpretation of the provisions of the Acts etc.

#Excludes Rs. 6.52 (March 31, 2022: Rs. 6.52) where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. All these cases are under litigation and are pending with various authorities, and the expected timing of resulting outflow of economic benefits cannot be specified.

(iv) As fully explained in Note 30 and 31(v), adverse developments within the promoter group entities have significantly impacted the Company's operations. As a result, certain contracts with customers have been cancelled, terminated, suspended, or are under discussions for foreclosure, leading to disputes and litigation. The management of the Company is actively engaged in discussions with the customers to seek settlements and reconciliations regarding these disputes. Diligent efforts are being made to achieve amicable resolutions and settlements with the involved parties. The adjustments, if any, arising from these terminated contracts is contingent upon the completion of settlements and reconciliations by the customers and cannot be determined at this stage.

(v) Investigations etc by the Regulatory / Investigative Agencies:

Consequent to adverse developments at Infrastructure Leasing and Financial Services Limited (IL&FS) and IL&FS group level, the Central Government has reconstituted Board of directors as stated in earlier years. Various regulatory authorities and investigative agencies have initiated their proceedings and are seeking information from

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

the Company as part of their investigations since 2018-19 onwards. The Company and the present management are cooperating with the respective authorities and submitting the information as sought from time to time. Further, as per the directions of the Reconstituted Board of IL&FS, forensic audit by an independent firm was initiated for select entities including the Company. The forensic auditors submitted their final report relating to the Company in May 2021 detailing certain potential anomalies in the financial statements and operations of the Company. The report has been hosted on the Company's website and also submitted to the stock exchanges, Serious Fraud Investigation Office (SFIO), etc. Based on the said report, SFIO and Enforcement Directorate sought additional information from the Company which the Company has submitted from time to time. The adjustments, if any, arising out these investigations would be known upon completion of investigation process by respective authorities / agencies and hence, are not determinable at this stage.

(b) Other contingent liabilities

| S. No. | Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--------|---|----------------------|----------------------|
| (i) | Guarantees issued by bankers and financial institution (excluding performance obligations) | 180.09 | 211.87 |
| (ii) | Guarantees issued by bankers and financial institutions on behalf of the Consolidating entities towards performance obligations | 385.39 | 427.57 |
| (iii) | Corporate guarantees (including guarantees towards performance obligations of the Company) | 644.86 | 633.48 |
| (iv) | Liquidated damages | 11.03 | 1.16 |

32. Commitments:

(a) Capital Commitments:

Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for Rs. Nil (March 31, 2022: Nil).

(b) Other Commitments:

i. The Company has made a commitment to make additional investment of Rs. 49.64 (March 31, 2022: Rs. 49.64) in Maytas Infra Saudi Arabia Company Limited Liability Company. Based on the latest available management certified financial statements of the aforesaid subsidiary as on March 31, 2018, the net worth of the subsidiary is fully eroded and the Company may have potential obligation to share further liabilities of the said subsidiary, which is not determinable at this stage.

The Group has not consolidated one subsidiary "Maytas Infra Saudi Arabia Company" in current year and previous year as the said subsidiary has ceased its operations for a period in excess of three years. As at the year end the company is not in receipt of any communication from subsidiary to infuse the funds. In view of the adverse developments ad cession of operations in overseas subsidiary, the company has made an application to Reserve Bank of India (RBI) seeking approval for write off of investment in subsidiary. Upon approval by RBI, the company would initiate closure of subsidiaries operations in Saudi Arabia.

ii. Under a sponsors' support agreement, the Company (a co-sponsor) has obligation to the lenders' of a Special Purpose Vehicle (SPV), whose 26.10% Equity is held by Maytas Investment Trust (MIT), until financial year ending 2027-28, to meet shortfall in Debt service coverage ratio of the SPV on a term loan of Rs. 279.83 (March 31, 2022: Rs. 279.83)

33. Segment reporting :

The Company's operations fall into a single business segment Construction and Infrastructure Development and in accordance with Ind AS 108 - Operating Segments, segment information with respect to geographical segment has been given in the consolidated financial statements of the Company, therefore no separate disclosure on segment information is given in these financial statements.

34. Disclosure pursuant to Ind AS 115 Revenue from Contracts with Customers

(a) Disaggregation of revenue:

The Company recognises revenue from contracts with customers which includes Government and Non-Government customers, for construction / project activities over a period of time. During the year substantial part of the Company's business has been carried out in India.

(b) Contract balances

(i) Opening and closing balances of contract balances

| | March 31, 2023 | March 31, 2022 |
|--|----------------|----------------|
| Trade receivables | 124.85 | 101.04 |
| Contract assets - Project Work in progress | 486.83 | 456.09 |
| Contract assets - Retention money | 305.35 | 378.77 |
| Provision for estimated future losses on projects and liquidated damages | 76.06 | 56.23 |
| Contract liabilities | 464.28 | 453.26 |

The credit period towards trade receivables generally ranges between 30 to 180 days. Further the customer retains certain amounts as per the contractual terms which usually fall due on the completion of defect liability period (DLP) of contract. These retentions are made to protect the customer from the Company failing to adequately complete all or some of its obligations under the contract.

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

Contract assets are initially recognised for revenue earned from transfer of goods and services but not billed to customer because the work completed has to meet technical requirements as well as various milestones as set out in the contract with customers. Upon fulfilling the said requirements and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables.

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received advance payments from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the consideration received. Contract liabilities include advances received from customers towards mobilisation of resources, purchase of materials, etc. and advance billing.

Impairment losses recognised on contract assets and trade receivables have been disclosed in note 7

(ii) Revenue recognised during the year from opening balance of contract liabilities amounts to Rs. 5.33

(c) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

There is no difference in the contract price negotiated and the revenue recognised in the statement of profit and loss for the current year. There is no significant revenue recognised in the current year from performance obligations satisfied in previous periods.

(d) Performance obligation

The transaction price allocated to the remaining performance obligations is Rs. 729.36, which will be recognised as revenue over the respective project durations. Generally the project duration of contracts with customers is be 2 to 5 years.

35. Retirement benefits

(a) Disclosures related to defined contribution plan:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident fund and Employees' State Insurance contribution (ESI), which are defined contribution plans. The contribution are charged to the Statement of profit and loss as they accrue.

(b) Disclosures related to defined benefit plan:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days last drawn salary for each completed year of service. The scheme is funded with Life Insurance Corporation of India.

The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried out at the balance sheet date.

I. Reconciliation of net defined benefit asset/ (liability)

| | For the year ended | |
|--|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| (i) Reconciliation of present value of defined benefit obligation | | |
| Opening defined benefit obligation | 3.74 | 3.08 |
| Current service cost | 0.47 | 0.49 |
| Interest cost on benefit obligation | 0.23 | 0.21 |
| Benefits paid | (0.96) | (0.20) |
| Actuarial (gain)/loss on obligation | 0.39 | 0.17 |
| Closing defined benefit obligation | 3.86 | 3.74 |
| (ii) Reconciliation of present value of plan asset: | | |
| Opening fair value of plan assets | 3.97 | 2.93 |
| Expected return on plan assets | 0.28 | 0.2 |
| Actuarial (gain)/loss on plan assets | (0.06) | - |
| Contributions by employer | 0.51 | 1.21 |
| Benefits paid | (0.73) | (0.37) |
| Closing fair value of plan assets | 3.96 | 3.97 |
| (iii) Reconciliation of net defined benefit asset/(liability): | | |
| Present value of defined benefit obligation | (3.86) | (3.74) |
| Fair value of plan assets | 3.96 | 3.97 |
| Additional Provision* | | (4.11) |
| Plan (Liability) / Plan Asset | 0.10 | (3.87) |

*Additional Provision made by the management during earlier year, reversed in current year.

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

| II. Expenses recognised in the statement of profit and loss under employee benefit expense | | |
|--|---------------|-------------|
| Current service cost | 0.47 | 0.49 |
| Interest cost on benefit obligation | 0.23 | 0.21 |
| Expected return on plan assets | (0.28) | (0.20) |
| Net benefit expense | 0.42 | 0.49 |
| III. Remeasurements recognised in statement of other comprehensive income | | |
| Net actuarial (gain)/ loss recognized in the year | 0.39 | 0.17 |
| Profit/ (Loss) recognised in statement of other comprehensive income | 0.39 | 0.17 |
| IV. Amount recognised in the balance sheet: | | |
| Defined benefit obligation | 3.86 | 3.74 |
| Fair value of plan assets | (3.96) | (3.97) |
| Additional Provision* | - | 4.11 |
| Closing liability/ (Asset) | (0.10) | 3.87 |

*Provision made by the management during earlier year, reversed in current year.

V. Experience adjustment

| | For the year ended | | | | |
|-------------------------------|--------------------|----------------|----------------|----------------|----------------|
| | March 31, 2023 | March 31, 2022 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| On plan liabilities loss | 3.86 | 3.74 | 3.08 | 3.28 | 3.61 |
| On plan assets (gain) / loss | 3.96 | 3.97 | 2.93 | 2.63 | 0.42 |
| Surplus / (deficit) | 0.10 | 0.23 | (0.14) | (0.65) | (3.19) |
| Experience gain on obligation | - | - | - | - | - |

VI. The major categories of plan assets of the fair value of the total plan assets of Gratuity are as follows:

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--------------------------|----------------------|----------------------|
| Insurance fund | | |
| (%) of total plan assets | 100% | 100% |

VII. The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|---|--|--|
| Discount rate | 7.30% | 6.96% |
| Increase in compensation cost | 5.00% | 5.00% |
| Attrition rate | 18.00% | 7.00% |
| Estimated rate of return on plan assets | 7.00% | 6.80% |
| Retirement age (in years) | 60 | 60 |
| Mortality rate during employment | Indian Assured Lives Mortality (2012-14) | Indian Assured Lives Mortality (2012-14) |

Notes :

- The discount rate is based on the prevailing market yield on Government Securities as at the balance sheet date for the estimated term of obligations.
- The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets and Company's policy for plan asset management.
- The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

VIII. A quantitative sensitivity analysis for significant assumption is as shown below:

| | (increase)/ decrease in defined benefit obligation | | |
|------------------------|--|----------------------|----------------------|
| | Sensitivity level | As at March 31, 2023 | As at March 31, 2022 |
| Discount rate | 1% increase | 3.74 | 3.38 |
| | 1% decrease | 3.99 | 3.78 |
| Salary escalation rate | 1% increase | 4.01 | 3.77 |
| | 1% decrease | 3.72 | 3.39 |

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

36. Details of dues to Micro and Small Enterprises as per Micro, Small and Medium Enterprises Development (MSMED) Act, 2006:

| Sl. No. | Particulars | As at March 31, 2023 | As at March 31, 2022 |
|---------|--|----------------------|----------------------|
| (a) | The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of the accounting year | | |
| | Principal amount due to micro and small enterprises | 6.22 | 6.04 |
| | Interest due on above | 5.92 | 4.05 |
| (b) | The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year | | - |
| (c) | The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006. | | - |
| (d) | The amount of interest accrued and remaining unpaid at the end of each accounting year | 5.92 | 4.05 |
| (e) | The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006 | - | - |

Due to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the Auditors.

37. Related party disclosures:

I. Names of related parties and relationship with the Company (as per the Ind AS 24 - "Related Party Disclosures"):

A Subsidiaries

- 1 Maytas Infra Assets Limited
- 2 Maytas Vasishta Varadhi Limited
- 3 Maytas Metro Limited
- 4 Angeerasa Greenfields Private limited
- 5 Saptaswara Agro - Farms Private Limited
- 6 Ekadanta Greenfields Private Limited
- 7 Maytas Infra Saudi Arabia Company (Limited Liability Company), Saudi Arabia

B Holding Company

- 1 Infrastructure Leasing & Financial Services Limited \$

C Joint ventures (JV)

- 1 NCC – Maytas (JV)
- 2 NEC – NCC – Maytas (JV)
- 3 Maytas – NCC (JV)
- 4 NCC – Maytas (JV) (Singapore Class Township)
- 5 Maytas – CTR (JV)
- 6 NCC – Maytas – ZVS (JV)
- 7 ITNL - IECCL JV

D Investing party in respect of which the reporting enterprise is an associate

- 1 SBG Projects Investments Limited

E One entity is an Associate or fellow subsidiaries of Infrastructure Leasing & Financial Services Limited (Holding Company) or Joint Venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member) (with whom the Company has either transactions during the year or balance outstanding at the end of the year) or Enterprises where key management personnel and their relatives exercise significant influence (where transaction has taken place)

- 1 IL&FS Transportation Networks India Limited
- 2 Rohtas Bio Energy Limited
- 3 Bhopal E-Governance Limited
- 4 Tierra Enviro Limited
- 5 IL&FS Cluster Development Initiative Limited
- 6 Sabarmati Capital One Limited

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

- 7 IL&FS Township & Urban Assets Limited
- 8 Skill Training Assessment Management Partners Limited
- 9 Elsamex Maintenance Services Limited
- 10 RIDCOR Infra Projects Limited
- 11 IL&FS Airports Limited
- 12 IL&FS Securities Services Limited
- 13 Hill County Properties Limited \$
- 14 IL&FS Financial Services Ltd \$

F Key management personnel

- 1 Mr. Manish Kumar Agrawal, Director
- 2 Mr. Dilip Lalchand Bhatia, Director
- 3 Mr. Nand Kishore, Director (w.e.f October 03, 2022)
- 4 Mr. Jagadip Narayan Singh, Director
- 5 Mr. Subrata Kumar Atindra Mitra, Director
- 6 Mr. Kazim Raza Khan, Chief Executive officer
- 7 Mr. Naveen Kumar Agrawal, Chief Financial Officer
- 8 Mr. Rajib Kumar Routray, Company Secretary (w.e.f May 29, 2022)
- 9 Mr. Srinivasa Kiran Sistla, Company Secretary (till May 29, 2022)
- 10 Mr. Chandra Shekhar Rajan, Director (till October 3, 2022)
- 11 Mr. Sushil Dudeja, Company Secretary (till January 31, 2019) ("the erstwhile")
- 12 Dr. S N Mukherjee, Chief Financial Officer (till December 31, 2018) ("the erstwhile")

\$ Changes in the status of related party is made based on the changes to group structure by the Infrastructure Leasing & Financial Services Limited Pursuant Rules 8(5) of the Companies (Accounts) Rules 2014 and as per published financial statement of Infrastructure Leasing & Financial Services Limited for the year ending March 31, 2019.

II. Transactions with related parties during the year#:

| | | For the year ended | |
|----------|---|--------------------|----------------|
| | | March 31, 2023 | March 31, 2022 |
| A | Subsidiaries | | |
| 1 | Maytas Infra Assets Limited | | |
| | Expenses incurred on behalf of the party | 0.00 | 0.00 |
| 2 | Maytas Vasishtha Varadhi Limited | | |
| | Expenses incurred on behalf of the party | 0.00 | 0.00 |
| 3 | Maytas Metro Limited | | |
| | Expenses incurred on behalf of the party | 0.00 | 0.00 |
| 4 | Angeerasa Greenfields Private Limited | | |
| | Expenses incurred on behalf of the party | 0.00 | 0.00 |
| 5 | Saptaswara Agro - Farms Private Limited | | |
| | Expenses incurred on behalf of the party | 0.00 | 0.00 |
| 6 | Ekadanta Greenfields Private Limited | | |
| | Expenses incurred on behalf of the party | 0.00 | 0.00 |
| B | Holding Company | | |
| 1 | Infrastructure Leasing & Financial Services Limited | | |
| | Rent expense | - | (0.23) |
| | Expenditure incurred on behalf of Company | (0.00) | (0.00) |
| C | (or an associate or joint venture of a member of a group of which the other entity is a member) (with whom the Company has either transactions during the year or balance outstanding at the end of the year). | | |
| 1 | IL&FS Transportation Networks Limited | | |
| | Lease rental charges (including interest on late payments) | (5.12) | - |
| | Other Income | (2.17) | - |

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

| | | For the year ended | |
|-----------|--|--------------------|----------------|
| | | March 31, 2023 | March 31, 2022 |
| D | Key management personnel | | |
| 1 | Mr. Kazim Raza Khan | | |
| | Remuneration (including perquisites) | (0.98) | (1.04) |
| 2 | Mr. Naveen Kumar Agrawal | | |
| | Remuneration | (0.58) | (0.55) |
| 3 | Mr.Sistla Srinivasa Kiran | | |
| | Remuneration | (0.02) | (0.15) |
| 4 | Mr. Dilip Bhatia | | |
| | Sitting fees | (0.02) | (0.01) |
| 5 | Mr. Chandra Shekhar Rajan | | |
| | Sitting fees | (0.01) | (0.01) |
| 6 | Mr.Manish Kumar Agrawal | | |
| | Sitting fees | (0.02) | (0.01) |
| 7 | Mr. Jagadip Narayan Singh | | |
| | Sitting fees | (0.03) | (0.01) |
| 8 | Mr. Subrata Kumar Atindra Mitra | | |
| | Sitting fees | (0.03) | (0.01) |
| 9 | Mr. Nand kishore | | |
| | Sitting fees | (0.01) | - |
| 10 | Mr. Rajib Kumar Routray | | |
| | Remuneration | (0.35) | - |

III. Balances outstanding debit / (credit) @:

| | | As at March 31, 2023 | As at March 31, 2022 |
|----------|---|----------------------|----------------------|
| A | Subsidiaries (gross) | | |
| 1 | Maytas Infra Assets Limited | 14.83 | 14.83 |
| 2 | Maytas Vasishta Varadhi Limited | 2.89 | 2.89 |
| 3 | Maytas Metro Limited | 0.10 | 0.10 |
| 4 | Angeerasa Greenfields Private Limited | 56.45 | 56.45 |
| 5 | Saptaswara Agro - Farms Private Limited | 0.29 | 0.29 |
| 6 | Ekadanta Greenfields Private Limited | 0.05 | 0.05 |
| 7 | Maytas Infra Saudi Arabia Company | 35.72 | 35.72 |

#Excluding corporate guarantee of Rs. 225.80 (March 31, 2022: Rs.208.42) given by the Company on behalf of the MISA for loan of Rs 141.39 (March 31, 2022: Rs. 130.51) taken by the subsidiary. Further, Company has a commitment to make additional investment of Rs.49.64 (March 31,2022: Rs. 49.64) in Maytas Infra Saudi Arabia Company Limited Liability Company. The movement in Corporate guarantee and MISA loan balances compared to previous year is purely on account of foreign exchange fluctuation.

| | | As at March 31, 2023 | As at March 31, 2022 |
|----------|---|----------------------|----------------------|
| B | Holding Company | | |
| 1 | Infrastructure Leasing & Financial Services Limited* | | |
| | Long-term secured loan | (721.32) | (721.32) |
| | Long-term unsecured loan | (933.75) | (933.75) |
| | Short-term deposits | 11.63 | 11.63 |
| | Interest accrued | (343.93) | (343.93) |

**Excluding bank guarantee/letter of credits of Rs. 446.45 (March 31, 2022: Rs. 446.45) given on behalf of the Company against which the Company had given corporate guarantees in the nature of counter guarantees to the extent of Rs. 424.69 (March 31, 2022: Rs. 424.69). The Company had also given corporate guarantee of Rs. 125 (March 31, 2022: Rs. 125) for availing Letter of Credit facilities from its bankers.

Infrastructure Leasing and Financial Services Limited has provided letter of comfort/support undertaking to banks for cash credit facilities from banks aggregating to Rs. 249.84 (March 31, 2022: Rs. 249.84).

| | | As at March 31, 2023 | As at March 31, 2022 |
|----------|--|----------------------|----------------------|
| C | Joint ventures | | |
| 1 | Maytas – NCC (JV) | 14.83 | 14.83 |
| 2 | NCC – Maytas (JV) | 0.03 | 0.03 |
| 3 | NCC – Maytas (JV) (Singapore Class Township) | 0.92 | 0.92 |
| 4 | Maytas – CTR- JV | 46.63 | 46.63 |
| 5 | NCC – Maytas – ZVS | 0.33 | 0.33 |

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

| D | One entity is an Associate or fellow subsidiaries of Infrastructure Leasing & Financial Services Limited (Holding Company) or Joint Venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member) (with whom the Company has either transactions during the year or balance outstanding at the end of the year). | | |
|-----------|---|----------|----------|
| 1 | IL&FS Transportation Networks Limited | | |
| | Short-term unsecured loan | (78.00) | (78.00) |
| | Trade receivables (including retention money)* | - | 12.37 |
| | Advance from customer* | - | - |
| | Other receivables* | - | 6.35 |
| | Lease rental payable* | (24.86) | (52.83) |
| | Interest accrued | (5.85) | (5.85) |
| | * Pursuant to reconciliation of balance and preliminary settlement of dues with the group entity, the payable balances and receivable balance were adjusted appropriately and disclosed on net basis. | | |
| 2 | Rohtas Bio Energy Limited | | |
| | Long-term unsecured loan | (62.00) | (62.00) |
| | Interest accrued | (4.42) | (4.42) |
| 3 | IL&FS Airports Limited | | |
| | Long-term secured loan (Including assigned from Bhopal E-Governance Limited Rs. 30.60) | (37.60) | (37.60) |
| | Interest accrued | (2.67) | (2.67) |
| 4 | Tierra Enviro Limited | | |
| | Short-term unsecured loan | (39.40) | (39.40) |
| | Interest accrued | (2.99) | (2.99) |
| 5 | IL&FS Cluster Development Initiative Limited | | |
| | Short-term unsecured loan | (15.00) | (15.00) |
| | Interest accrued | (1.17) | (1.17) |
| 6 | Sabarmati Capital One Limited | | |
| | Short-term unsecured loan | (11.60) | (11.60) |
| | Interest accrued | (0.88) | (0.88) |
| 7 | IL&FS Township & Urban Assets Limited | | |
| | Operating expenses | (0.05) | (0.05) |
| 8 | Skill Training Assessment Management Partners Limited | | |
| | Professional Services | (0.01) | (0.01) |
| 9 | Elsamex Maintenance Services Limited ^^ | | |
| | Trade payable * | - | - |
| | Mobilisation advance receivable* | - | - |
| | Other receivables (hire charges)* | - | - |
| | * Pursuant to reconciliation of balance and preliminary settlement of dues with the group entity, the payable balances and receivable balance were adjusted appropriately and disclosed on net basis. | | |
| | ^^ During the previous year, the Company engaged in transactions involving the export of certain plants and machinery to three foreign Joint Ventures of Elsamex Maintenance Services Limited. An amount of Rs.11.63 remains outstanding from these parties in relation to the aforementioned transactions. Considering the adverse financial conditions of the entities and following guidance from the Promoter Group Management, the Company made provisions for these doubtful amounts in earlier year. | | |
| 10 | IL&FS Financial Services Limited | | |
| | Long-term secured loan | (128.40) | (128.40) |
| | Interest accrued | (76.60) | (76.60) |
| | Other payable | - | - |
| 11 | Hill County Properties Limited | | |
| | Inter corporate deposits (Unsecured) | 135.83 | 135.83 |
| | Interest accrued | 11.17 | 11.17 |
| | Trade receivables (including retention money) | 0.31 | 0.31 |
| | Investment | 0.08 | 0.08 |
| 12 | RIDCOR Infra Projects Limited | | |
| | Short term unsecured loan | (20.00) | (20.00) |
| | Interest accrued | (1.56) | (1.56) |
| E | Key Management Personnel | | |
| 1 | Mr. Sushil Dudeja Remuneration | (0.14) | (0.14) |
| 2 | Dr. S N Mukherjee Professional charges | (0.14) | (0.14) |

@ Subject to confirmations and reconciliations with group companies. In view of the present ongoing investigations and uncertainties etc., including restructuring proposals envisaged, no provisioning / adjustments were made to these balances. The same will be made in the year in which the final settlements take place / restructuring proposals are approved.

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

IV. Provisions against balances outstanding:

| | | As at March 31, 2023 | As at March 31, 2022 |
|----------|---|----------------------|----------------------|
| A | Subsidiaries | | |
| 1 | Maytas Infra Assets Limited | (11.62) | (11.62) |
| 2 | Maytas Metro Limited | (0.09) | (0.09) |
| 3 | Saptaswara Agro- Farms Private Limited | 0.28 | 0.28 |
| 4 | Maytas Vasishtha Varadhi Limited | (2.89) | (2.89) |
| 5 | Ekadanta Greenfields Private Limited | (0.04) | (0.04) |
| 6 | Angeerasa Greenfields Private Limited | (6.44) | (6.44) |
| 7 | Maytas Infra Saudi Arabia Company (Limited Liability Company) | (35.72) | (35.72) |
| B | Joint Ventures | | |
| 1 | Maytas - NCC (JV) | (3.00) | (3.00) |
| 2 | Maytas - CTR JV | (48.38) | (48.38) |
| 3 | NCC – Maytas (JV) (Singapore Class Township) | (0.92) | (0.92) |
| 4 | NCC – Maytas (JV) | (0.03) | (0.03) |
| 5 | NCC – Maytas – ZVS (JV) | (0.08) | (0.08) |
| C | One entity is an Associate or fellow subsidiaries of Infrastructure Leasing & Financial Services Limited (Holding Company) or Joint Venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member) (with whom the Company has either transactions during the year or balance outstanding at the end of the year). | | |
| 1 | Hill County Properties Limited | (147.39) | (147.39) |
| V | Maximum amount outstanding during the year in respect of loans and advances in the nature of loans given to subsidiaries, joint ventures and associate in which directors are interested | | |
| A | Subsidiaries | | |
| 1 | Maytas Infra Assets Limited | 11.62 | 11.62 |
| 2 | Maytas Metro Limited | 0.09 | 0.09 |
| 3 | Saptaswara Agro- Farms Private Limited | 0.28 | 0.28 |
| 4 | Maytas Vasishtha Varadhi Limited | 2.89 | 2.89 |
| 5 | Ekadanta Greenfields Private Limited | 0.04 | 0.04 |
| 6 | Angeerasa Greenfields Private Limited | 6.44 | 6.44 |
| 7 | Maytas Infra Saudi Arabia Company (Limited Liability Company) | 35.72 | 35.72 |
| B | Joint Ventures | | |
| 1 | Maytas NCC JV - Irrigation | 14.83 | 14.83 |
| 2 | NCC Maytas JV - U1 | 0.03 | 0.03 |
| 3 | Maytas - CTR JV | 0.92 | 0.92 |
| 4 | NCC – Maytas – ZVS (JV) | 0.33 | 0.33 |
| 5 | NCC – Maytas (JV) (Singapore Class Township) | 0.92 | 0.92 |
| C | One entity is an Associate or fellow subsidiaries of Infrastructure Leasing & Financial Services Limited (Holding Company) or Joint Venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member) (with whom the Company has either transactions during the year or balance outstanding at the end of the year) | | |
| 1 | Hill County Properties Limited # | 147.39 | 147.39 |

The repayment schedule is not beyond 7 year.

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

38. Interest in joint ventures:

Company's financial interest in jointly controlled entities is as follows:

| S. No. | Name of joint venture | Share | Assets | Liabilities | Income | Expenditure | Tax | Profit/ (loss) after tax |
|--------|--|--------|--------|-------------|--------|-------------|--------|--------------------------|
| 1 | Maytas - NCC JV March 31, 2023 | 50% | 31.23 | 24.13 | 1.70 | 1.64 | 0.02 | 0.04 |
| | March 31, 2022 | 50% | 30.91 | 23.95 | 0.15 | 0.15 | (0.20) | 0.19 |
| 2 | NEC – NCC – Maytas JV March 31, 2023 | 25% | 0.49 | 0.17 | - | - | - | - |
| | March 31, 2022 | 25% | 0.49 | 0.17 | - | - | - | - |
| 3 | NCC – Maytas JV March 31, 2023 | 50% | 0.03 | 0.03 | - | - | - | - |
| | March 31, 2022 | 50% | 0.03 | 0.03 | - | - | - | - |
| 4 | NCC – Maytas JV (Singapore Class Township) March 31, 2023 | 50% | 1.01 | 0.15 | - | - | - | - |
| | March 31, 2022 | 50% | 1.01 | 0.15 | - | - | - | - |
| 5 | Maytas – CTR JV March 31, 2023 | 70% | 35.72 | 7.35 | - | - | - | - |
| | March 31, 2022 | 70% | 35.72 | 7.35 | - | - | - | - |
| 6 | NCC – Maytas – ZVS JV March 31, 2023 | 39.69% | 5.70 | 5.56 | 0.00 | 0.01 | - | (0.01) |
| | March 31, 2022 | 39.69% | 5.71 | 5.56 | 0.00 | 0.00 | (0.03) | 0.03 |

a) The above joint ventures do not have any contingent liability and capital commitment as at March 31, 2023 and March 31, 2022 except in Maytas – NCC JV amounting to Rs. 14.47 (March 31, 2022: Rs. 14.47).

39. The Company has the following joint ventures, which are in the nature of jointly controlled operations:

- Maytas KBL (JV)
- Maytas KCCPL Flow more (JV)
- Maytas MEIL KBL (JV)
- Maytas MEIL ABB AAG (JV)
- MEIL Maytas ABB AAG (JV)
- MEIL Maytas KBL (JV)
- MEIL Maytas WIPL (JV)
- MEIL Maytas AAG (JV)
- MEIL – SEW – Maytas – BHEL (JV)
- L&T KBL Maytas (JV)
- Maytas – Rithwik (JV)
- Maytas Sushee (JV)
- Maytas Gayatri (JV)
- IL&FS Engg – Kalindee (JV)
- AMR-Maytas-KBL-WEG (JV)
- ITDC-Maytas (JV)

The Company's share in assets, liabilities, income and expenditure are duly accounted for in the accounts of the Company in accordance with such division of work as per the work sharing arrangements and therefore does not require separate disclosures. The projects under these JVs were executed by the company in earlier years and there were no operations during the current year. Joint venture partners are jointly and severally liable to clients for any claims in these projects.

40. Expenditure and earnings in foreign currency

| Particulars | For the year ended | |
|---------------------------|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Travelling and conveyance | 0.00 | - |
| | 0.00 | - |

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

41. Imported and indigenous materials consumed:

| Particulars | For the year ended | | | |
|--------------|--------------------|--------------|----------------|---------------|
| | March 31, 2023 | | March 31, 2022 | |
| | % | Value | % | Value |
| Imported | 0.00% | - | 0.00% | - |
| Indigenous | 100.00% | 40.48 | 100.00% | 100.35 |
| Total | 100% | 40.48 | 100% | 100.35 |

42. Auditor's remuneration excluding taxes):

| Particulars | For the year ended | |
|-----------------|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Statutory audit | 0.30 | 0.35 |
| Limited review | 0.13 | 0.15 |
| Tax Audit | 0.08 | 0.09 |
| | 0.50 | 0.59 |

43. Hedged and un-hedged foreign currency exposure:

The Company has not hedged any of its foreign currency exposures. Particulars of un-hedged foreign currency exposure are detailed below at the exchange rate prevailing at the reporting date:

| Particulars | For the year ended | | | |
|--------------------------|----------------------------|---------------|----------------------------|---------------|
| | As at March 31, 2023 | | As at March 31, 2022 | |
| | Amount in Foreign currency | Amount in Rs. | Amount in Foreign currency | Amount in Rs. |
| Advances given | | | | |
| Trade payables | EURO 0.005 | 0.42 | EURO 0.005 | 0.42 |
| Trade payables | SGD 0.051 | 2.83 | SGD 0.051 | 2.83 |
| Security deposit payable | SGD 0.007 | 0.42 | SGD 0.007 | 0.42 |

Restatement of the unhedged foreign currency is not made in view of the NCLAT order, refer note 30

44. Leases:

The Company has entered into a lease agreement for its Head Office at Sanali Info Park(1st Floor) on 01st August 2022, for a period of three years renewable for a period of another 3 years. The Impact on account of implementation of Ind AS 116 on this lease arrangement is summarised as below. The Company also has certain leases of temporary site offices, guest houses and plant and machinery with lease terms of 12 months or less and leases of temporary site offices with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

| Particulars | Category of ROU Asset (Office premises) | |
|----------------------|---|----------------------|
| | As at March 31, 2023 | As at March 31, 2022 |
| Opening Balance | - | 0.28 |
| Additions | 3.27 | - |
| Depreciation expense | (0.36) | (0.28) |
| Balance | 2.91 | - |

The aggregate amortisation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

The following is the break-up of current and non-current lease liability

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|-------------------------------|----------------------|----------------------|
| Current lease liabilities | 0.35 | - |
| Non-current lease liabilities | 2.56 | - |
| Total | 2.91 | - |

The following is the movement in lease liability

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|-------------------------------|----------------------|----------------------|
| Balance at Beginning | - | 0.29 |
| Additions | 3.11 | - |
| Finance cost | 0.23 | - |
| Payments of lease liabilities | (0.43) | (0.29) |
| Balance | 2.91 | - |

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

| Particulars | For the year ended | |
|---|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Minimum Lease Payments | | |
| Not later than one year | 0.75 | - |
| Later than one year but not later than five years | 3.68 | - |
| Later than five years | - | - |
| | 4.43 | - |

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The effective interest rate for lease liabilities is 12%.

The table below provides details regarding the amounts recognised in profit or loss.

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| Interest and depreciation on lease liabilities | 0.59 | 0.28 |
| Expenses relating to short-term leases | 4.76 | 4.77 |
| The table below provides details regarding the amounts recognised in the statement of cash flows. | | |
| Total cash outflow for leases | (0.43) | (0.29) |

45. Capital management

Refer Note No. 30 and 31(v) which states the normal business operation of the Company as they existed under the previous years have ceased and the reconstituted board is undertaking steps for revival and restoration of operation of company. The Company has defaulted in respect of several of its loan obligations.

The capital structure of the company consist of Net Debt of Rs. 2,521.22 (March 31 2022: Rs. 2,564.88) and total equity of Rs. (3,102.28) (March 31, 2022: Rs. (2,977.89))

As the networth of the group is negative, the net debt to total equity ratio has not been disclosed.

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|---------------------------------------|----------------------|----------------------|
| Interest bearing loans and borrowings | 2,668.54 | 2,668.83 |
| Less: cash and cash equivalents | (147.32) | (103.95) |
| Adjusted net debt | 2,521.22 | 2,564.88 |

46. In the earlier years, pursuant to the Debt Restructuring Programme, the Company had settled an irrevocable trust, namely, Maytas Investment Trust (Trust). The objective of the Trust was to dispose certain underlying investments held and settle the liability towards the Pass Through Certificate (PTC), wherein the Company was also a contributory. Value of Investment in the PTC issued to the Company was Rs. 259.67. Further, the Company has receivables from the investee entities in the form of loans and advances and investments aggregating to Rs. 101.20.

Based on the valuation reports furnished by external valuers, during the earlier year, the Company has recognised an impairment of Rs. 259.67 towards diminution in the value of PTC. During the earlier year, due to certain developments that occurred in the said ultimate investee entity, the Company had recognised an impairment towards diminution in the value of loans and advances including interest.

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

47. Financial instruments- fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2023, including their levels in the fair value hierarchy.

| Particulars | Carrying Amount | | | | | Fair Value | | | |
|------------------------------------|-----------------|-------|-------|-----------------|-----------------------|--|--|---|-------|
| | Note | FVTPL | FVOCI | Amor-tised cost | Total carrying Amount | Level 1-Quoted price in active markets | Level 2-Sig-nificant observable inputs | Level 3-Signifi-cant unob-servable inputs | Total |
| Investments (Note I) | 6 | - | - | 47.47 | 47.47 | - | - | - | - |
| Loans | 8 | - | - | 10.05 | 10.05 | - | - | - | - |
| Trade receivables | 7 | - | - | 124.85 | 124.85 | - | - | - | - |
| Cash and cash equivalents | 10 | - | - | 147.32 | 147.32 | - | - | - | - |
| Other bank balances | 10 | - | - | 207.79 | 207.79 | - | - | - | - |
| Other financial assets | 9 | - | - | 220.04 | 220.04 | - | - | - | - |
| Total financial assets | | - | - | 757.53 | 757.53 | - | - | - | - |
| Borrowings | 16 and 17 | - | - | 2,668.54 | 2,668.54 | - | - | - | - |
| Trade payable | 18 | - | - | 969.26 | 969.26 | - | - | - | - |
| Other financial liabilities | 19 | - | - | 1,008.90 | 1,008.90 | - | - | - | - |
| Total financial liabilities | | - | - | 4,646.71 | 4,646.71 | - | - | - | - |

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2023, including their levels in the fair value hierarchy.

| Particulars | Carrying Amount | | | | | Fair Value | | | |
|------------------------------------|-----------------|-------|-------|-----------------|-----------------------|--|--|---|-------|
| | Note | FVTPL | FVOCI | Amor-tised cost | Total carrying Amount | Level 1-Quoted price in active markets | Level 2-Sig-nificant observable inputs | Level 3-Signifi-cant unob-servable inputs | Total |
| Investments (Note I) | 6 | - | - | 43.14 | 43.14 | - | - | - | - |
| Loans | 8 | - | - | 19.31 | 19.31 | - | - | - | - |
| Trade receivables | 7 | - | - | 101.04 | 101.04 | - | - | - | - |
| Cash and cash equivalents | 10 | - | - | 103.95 | 103.95 | - | - | - | - |
| Other bank balances | 10 | - | - | 251.97 | 251.97 | - | - | - | - |
| Other financial assets | 9 | - | - | 220.83 | 220.83 | - | - | - | - |
| Total financial assets | | - | - | 740.24 | 740.24 | - | - | - | - |
| Borrowings | 16 and 17 | - | - | 2,668.83 | 2,668.83 | - | - | - | - |
| Trade payable | 18 | - | - | 957.53 | 957.53 | - | - | - | - |
| Other financial liabilities | 19 | - | - | 1,016.73 | 1,016.73 | - | - | - | - |
| Total financial liabilities | | - | - | 4,643.09 | 4,643.09 | - | - | - | - |

Note I: Investments in associate and joint venture have been accounted at historical cost. Since these are scope out of Ind AS 109 for the purposes of measurement, the same have not been disclosed in the tables above. Investments in unquoted equity shares of entities other than associates and joint ventures have been designated as FVTPL.

B. Measurement of fair values

(i) Valuation techniques and significant unobservable inputs

The carrying amounts of financial assets and liabilities other than those valued at Level 1 and Level 2 are considered to be the same as their fair values due to the current and short term nature of such balances and no material differences in the values.

(ii) Levels 1, 2 and 3

Level 1: It includes Investment in equity shares that has a quoted price and which are actively traded on the stock exchanges. It is been valued using the closing price as at the reporting period on the stock exchanges.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

Financial risk management objective

Refer Note No. 30 and 31(v) which states the normal business operation of the company as they existed under the previous years have ceased and the reconstituted board is undertaking steps for revival and restoration of operation of company. Accordingly, the company is in process of setting up mechanism to address risk including market risk, credit risk, liquidity risk, interest rate risk

Credit risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. The company is exposed to the credit risk from company's receivables from customers, contract assets (Unbilled revenue) and loans and advances given. Due to development outline in note no. 31(v) the receivable, contract asset and loans given by the company had been substantially impaired/written off in previous years.

Liquidity risk

During the current year and previous year, the company has defaulted in its interest and principal obligations. Accordingly in terms of loan agreements, all long term liabilities on account of interest and principal is classified as current liabilities.

The table below provides details regarding the contractual maturities of non-derivative financial liabilities including estimated interest payments as at March 31, 2023:

| Particulars | Carrying amount | Upto 1 year | 1-3 years | More than 3 years | Total contracted cash flows |
|----------------------------------|-----------------|-----------------|---------------|-------------------|-----------------------------|
| Accounts payable and acceptances | 969.26 | 631.22 | 338.04 | - | 969.26 |
| Borrowings and interest thereon | 3,240.59 | 3,240.59 | - | - | 3,240.59 |
| Other financial liabilities | 436.86 | 436.86 | - | - | 436.86 |
| Total | 4,646.71 | 4,308.67 | 338.04 | - | 4,646.71 |

The below table provides details of financial assets as at March 31, 2023:

| Particulars | Carrying amount |
|------------------------|-----------------|
| Trade receivables | 124.85 |
| Loans | 10.05 |
| Other financial assets | 244.24 |
| Total | 379.15 |

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2022:

| Particulars | Carrying amount | Upto 1 year | 1-3 years | More than 3 years | Total contracted cash flows |
|----------------------------------|-----------------|-----------------|---------------|-------------------|-----------------------------|
| Accounts payable and acceptances | 957.53 | 740.50 | 217.03 | - | 957.53 |
| Borrowings and interest thereon | 3,242.74 | 3,242.74 | - | - | 3,242.74 |
| Other financial liabilities | 442.83 | 442.83 | - | - | 442.83 |
| Total | 4,643.09 | 4,426.06 | 217.03 | - | 4,643.09 |

The below table provides details of financial assets as at March 31, 2022:

| Particulars | Carrying amount |
|------------------------|-----------------|
| Trade receivables | 101.04 |
| Loans | 19.31 |
| Other financial assets | 245.03 |
| Total | 365.37 |

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Company's exposure to market risk is primarily on account of liquidity and other market changes.

• Interest rate risk

The company is exposed to interest rate risk as it borrows funds at both fixed and floating interest rates. Due to the matters discussed in Note 52, the company has not accrued interest expense post October, 2018. Accordingly, interest rate sensitivity analysis is not disclosed.

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

The Company's exposure to interest rates on financial instruments is detailed below:

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--|----------------------|----------------------|
| Financial assets | | |
| Cash and bank balances | 147.32 | 103.95 |
| Total interest rate dependent financial assets | 147.32 | 103.95 |
| Financial liabilities | | |
| Borrowings | 2,668.54 | 2,668.83 |
| Other financial liabilities | 993.11 | 1,000.94 |
| Total interest rate dependent financial liabilities | 3,661.66 | 3,669.78 |

The amounts included above for interest rate dependent financial assets are fixed interest bearing financial assets.

• Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The Company's presentation currency is the Indian Rupees. The Company's exposure to foreign currency arises in part when the Company holds financial assets and liabilities denominated in a currency different from the functional currency of the entity.

48. In respect of a road project, consequent to arbitration proceedings, the JV where Company is a partner has been awarded a favorable Order by the Arbitration Tribunal for an amount of Rs. 703.31 (Company's share 62%). The contractee has preferred an appeal against the said award in Hon'ble High Court of Delhi. The carrying values of assets and liabilities relating to the project was Rs.252.63 [net] which comprises of interest receivable, trade receivable, retention money, mobilization advance and interest payable on said advance. Considering the favorable Order as at the date of reporting, the said amount of Rs.252.63 is considered good for recovery.

49. Inter-Corporate Deposits:

Prior to April 1, 2009, the erstwhile promoters had given certain Inter Corporate Deposits (ICDs) to various companies aggregating to Rs. 343.78. Of the foregoing, documentary evidences had been established that, for an amount of Rs 323.78, the then Satyam Computer Services Limited (SCSL) was the ultimate beneficiary and for which a claim together with compensation receivable had been lodged by the Company. During the earlier years, SCSL had merged into Tech Mahindra Limited (TML) pursuant to a Scheme of Arrangement u/s.391-394 of the Companies Act, 1956. As provided in the Scheme and as per the Judgment of Hon'ble High Court of Andhra Pradesh on the said Scheme, the aforesaid amount in books of SCSL was transferred to TML. The Company, through its subsidiaries, preferred an Appeal before the Division Bench of Hon'ble High Court of Andhra Pradesh against the single judge's Order approving the merger scheme of SCSL which is pending as on date. TML, in its Audited Financial Statement for the year ended March 31, 2023 continued to disclose as "Suspense Account (Net) Rs. 1,230.40" as disclosed by SCSL earlier. Management is of the opinion that the claim made by the Company on SCSL is included in the aforesaid amount disclosed by TML in its Audited Financial Statements. The Company is confident of recovering the said ICDs together with compensation due thereon from SCSL/TML. Further, based on internal evaluation and legal opinion, documentary evidences available with the Company and in view of the observations of the Special Court in its verdict dated April 9, 2015 on the criminal case filed by the Central Bureau of Investigation, confirming that an amount of Rs. 1,425 was transferred to SCSL through the intermediary companies, out of which an amount of Rs. 1,230.40 continues to subsist with SCSL. During the earlier year, the Company had recognised an impairment of Rs. 323.78 towards diminution in the value of these ICD considering the uncertainty in recovering the ICDs in future. The Company has filed a case against the Tech-Mahindra and Ors. for recovery of ICD amounts vide Commercial Suit No. 181/2022 before the Hon'ble High Court of Bombay and the summons were served. Matter is yet to listed for response from other sides.

50. Default in redemption of preference shares and dividend thereon:

In the earlier years, the Company has issued 37,50,000, 6% optionally convertible cumulative redeemable preference shares (OCCRPS) of Rs 100 each, aggregating to Rs. 37.50 and 2,25,000, 6% cumulative redeemable preference shares (CRPS) of Rs.100 each aggregating to Rs. 2.25 were outstanding as on September 30, 2019. All these OCCRPSS were purchased by ILFS Trust Company Limited (ITCL), now Vistra ITCL India Limited, being the trustee of Maytas Investment Trust. As per various agreements/extensions, all these OCCRPSS were due for redemption as on September 30, 2019. The Company defaulted in the redemption of these OCCRPSS. Further, the Company has also defaulted in payment of dividend payable Rs 15.79.

51. Confirmation of Balances:

As at March 31, 2023, fund-based borrowings outstanding aggregates to Rs 2628.79. These include borrowings from group entities, aggregating to Rs 2047.07. The Company neither serviced principal amounts and /or interest payments, wherever applicable. Further, Borrowings to the extent of Rs.132.39 were not confirmed by respective lenders. Adjustments to principal and interest, if any, will be recognized in the year of final settlement.

The Company has not received confirmation of balances for trade receivables from customers and from parties to whom advances have been made by the Company for supply of services/goods and trade payables. Further, these balances are subject to reconciliation with respective parties. The management is confident that the settlement of these balances will be made at the carrying amounts and no provision is required at present. Adjustments for variances, if any will be made in the year of settlement.

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

52. Interest Expense:

As detailed in note no 30 and 31(v), NCLT/NCLAT vide its Judgement dated March 12, 2020 accepted the revised resolution framework process including October 15, 2018 as date of initiation of resolution process of IL&FS Group entities (including the Company) and crystallization of claims as of that date i.e. cut-off date with no interest, additional interest, penal charges or other similar charges to accrue after the said cut-off date. Pursuant to the above, the Company has not recognized interest expense, which would have otherwise been accrued and recognized in its financial results in accordance with the applicable Accounting Standards, aggregating to Rs. 437.41 approximately (excluding penal interest etc.) for the year ended March 31, 2023. Aggregate amount of interest expense not recognized as at March 31, 2023 is Rs. 1722.21 approximately (excluding penal interest etc.).

53. Other Statutory Information

- (i) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) The Company does not have any transactions with companies struck off any section 248 of Companies Act 2013 or Section 560 of Companies Act 1956.
- (iii) Apart from the pending charge creations as disclosed under note 16 (e)(ii), the Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period. The Company is in the process of filing the requisite forms with ROC for the registration of said charge.
- (iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Company have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The Company does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- (viii) The Company has not been declared as a willful defaulter by any bank or financial institution or other lender.
- (ix) As a result of the events described in Note 31(v), the Company defaulted in the payment of its dues to its lenders. Consequently, all the facilities availed by the Company have been classified as NPA and the sanctioned limits have been recalled by the Lenders. Due to these events, the necessary compliances related to availment of credit facilities are being done on case to case basis.

54. Exceptional item

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--|----------------------|----------------------|
| Covid 19 Impact - Reversal of additional provision | (24.13) | - |
| Interest reversal for GST and TDS on unpaid Pre October 2018 liabilities | - | (63.56) |
| Deferred tax assets, net written off | - | 242.99 |
| Provision made terminated projects | 19.35 | - |
| Provision for the diminution in value of inventories | 9.90 | - |
| | 5.12 | 179.43 |

55. Due to adverse developments within the IL&FS group during the financial year 2018-2019, the Company's operations have been significantly impacted since that time. Consequently, certain contracts with customers have been terminated or under discussions for an amicable foreclosure. The Company is actively engaged in regular and comprehensive review of all its assets and liabilities specially associated with the terminated and under foreclosure projects. These reviews are being conducted to assess the net exposure resulting from each terminated or under foreclosure contract. As a result, necessary provisions have been made in the books based on the net exposure in these contracts.

As of March 31, 2023, the amount receivable and payables from such terminated or under foreclosure contracts are reflected in the Company's financial statements as follows: Trade receivable (Note 7), Contract assets (Note 12) and Contract liabilities (Note 19 and 21) include amounts of Rs. 57.88, Rs. 182.19 and Rs. 291.31 respectively.

Notes to Standalone financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

56. Key Ratio

| Ratio | Nmuerator | Denominator | 31-Mar-2023 | 31-Mar-2022 | % Change | Reason for Variance |
|---------------------------------|--|---|-------------|-------------|----------|--|
| Current ratio | Current Assets | Current Liabilities | 0.16 | 0.19 | -17.22% | |
| Debt- Equity Ratio | Total Debt | Shareholder's Equity | * | * | * | |
| Debt Service Coverage ratio | Earnings for debt service=Net profit after taxes+Non-cash operating Expenses | Debt service = Interest & Lease Payments + Principal Repayments | # | # | # | |
| Return on Equity ratio | Net Profits after taxes – Preference Dividend | Average Shareholder's Equity | * | * | * | |
| Inventory Turnover ratio | Cost of goods sold | Average Inventory | 2.52 | 3.38 | -25.40% | On account of Sale of Inventory during the previous year |
| Trade Receivable Turnover Ratio | Net credit sales = Gross credit sales - sales return | Average Trade Receivable | 1.57 | 2.34 | -33.11% | On account of decrease on operation |
| Trade Payable Turnover Ratio | Net credit purchases = Gross credit purchases - purchase return | Average Trade Payables | 0.04 | 0.09 | -55.55% | On account of decrease on operation |
| Net Capital Turn-over Ratio | Net sales = Total sales - sales return | Working capital = Current assets – Current liabilities | (0.05) | (0.08) | -43.17% | On account of decrease on operation |
| Net Profit ratio | Net Profit | Net sales = Total sales - sales return | (0.70) | (1.26) | 44.25% | On account of decrease on operation |
| Return on Capital Employed | Earnings before interest and taxes | Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax Liability | * | * | * | |
| Return on Investment | Interest (Finance Income) | Investment | - | - | - | |

As explained in the note no. 52, no interest has been accrued on the debts accordingly, debt service ratio is not disclosed.

*Note - As the networth of the Company is negative, the net debt to total equity ratio, return on capital employed and return on equity have not been disclosed.

57. Figures for the previous year have been regrouped/reclassified to confirm to the figures of the current year.

58. All amounts less than Rs. 0.01 have been disclosed as Rs. 0.00.

As per our report of even date

for **M Bhaskara Rao & Co.**
Firm registration number: 000459S
Chartered Accountants

For and on behalf of the board of directors of
IL&FS Engineering and Construction Company Limited

M.V. Ramana Murthy
Partner
Membership No: 206439

Manish Kumar Agarwal
Director
DIN: 02885603

Nand Kishore
Director
DIN: 08267502

Place: New Delhi
Date: May 25, 2023

Kazim Raza Khan
Chief Executive Officer

Naveen Kumar Agrawal
Chief Financial Officer

Rajib Kumar Routray
Company Secretary

INDEPENDENT AUDITOR'S REPORT

To The Members of **IL&FS Engineering and Construction Company Limited**

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion:

1. We have audited the accompanying Consolidated Financial Statements of IL&FS Engineering and Construction Company Limited ("Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group") and joint ventures, which comprise the Consolidated balance sheet as at March 31, 2023, the Consolidated Statement of Profit and Loss, Consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the Consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").
2. In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in the 'Basis for Qualified Opinion' paragraph below, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, of consolidated loss and other consolidated comprehensive loss, consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Qualified Opinion:

3. We draw attention to note 3(a)(vii) and 32(b)(i) to the Consolidated Financial Statements regarding non-consolidation of financial statements and other financial information of an overseas subsidiary "Maytas Infra Saudi Arabia Company" for the reasons stated in said notes. We are unable to comment on impact on the Consolidated Financial Statements for the year, carrying values of assets / liabilities and retained earnings of the Group, had the subsidiary's financial statements and other financial information been consolidated.
4. We conducted our audit of Consolidated Financial Statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements 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 (ICAI), together with the ethical requirements that are relevant to our audit of the Consolidated 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 ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Material uncertainty related to going Concern:

5. Attention is invited to Note 30 regarding continued losses, erosion of net-worth as at the year end and significant reduction in the Holding Company's income from operations and other matters detailed in the said paragraph. Further, all subsidiaries have not commenced their operations for a substantial period and their respective financial statements have been prepared not as a going concern. These events and conditions indicate a material uncertainty which cast a significant doubt on the Group's ability to continue as a going concern, and therefore it may not be able to realise its assets and discharge its liabilities including potential liabilities in the normal course of business. The ability of the Holding Company to continue as a going concern is solely dependent on the finalisation and approval of the resolution process, which is not wholly within the control of the Group.

The Management of the Group has prepared these Consolidated Financial Statements on a going concern basis considering status of process initiated by the Board and Interim Orders of NCLAT.

Our opinion is not modified in respect of this matter.

Emphasis of Matter:

6. We draw attention to the following notes to the Consolidated Financial Statements:
 - a. Note 31 (v) regarding ongoing investigations by Serious Fraud Investigation Office of Ministry of Company Affairs (SFIO), Enforcement Directorate (ED) and other regulators / agencies against Infrastructure Leasing & Financial Services Limited ('IL&FS') and some of its subsidiaries (including the Company). The Consolidated Financial Statements of the Holding Company for the year ended on March 31, 2023 do not include adjustments, if any, that may arise on account of the ongoing investigations by the investigating and other agencies and Regulatory Authorities.
 - b. Note 50 regarding non-receipt of confirmation of balances as at March 31, 2023 from some lenders, customers and vendors. In the absence of confirmations, the adjustments, if any, on account of unsettled transactions, to the carrying values of assets and liabilities cannot be ascertained
 - c. Note 51 relating to non-recognition of interest expense on borrowings availed by the Company, pursuant to the Interim Order and the Judgement passed by NCLAT specifying October 15, 2018 as cut-off date for initiation of resolution process, of Rs.437.41 Crores (excluding penal/other interest and charges) for the year ended March 31, 2023. Aggregate amount of interest expense not so recognized as at March 31, 2023 is Rs. 1722.21 Crores approximately.

The adjustments, if any, arising out of the above matters to the carrying value of assets or to the amounts disclosed in Consolidated Financial Statements, are not determinable at this juncture for the reasons stated in respective notes.

Our opinion is not modified in respect of the aforementioned matters.

Key Audit Matters:

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements of the current period. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' and Material Uncertainty Related to Going Concern section, we have determined the matters described below to be the key audit matters to be communicated in our report. For each matter below, our description of how our audit addressed the matter is provided in that context.

Description of Key Audit Matter:

| Key audit matter | How the matter was addressed in our audit |
|--|--|
| Estimated Cost to complete the Project: | |
| Refer note 3 (c) to the Consolidated Financial Statements | |
| The Company recognises revenue under percentage of completion method as specified under Indian Accounting Standard (IND AS)-115 – Revenue from contract with customers. Recognition of revenue requires estimation of total contract cost which comprises of the actual cost incurred till date and estimated cost further to be incurred to complete the projects. Estimation of the cost to complete involves exercise of significant judgement by management including assessment of technical data and hence identified as Key Audit Matter. | <p>Our audit approach was a combination of test of compliance of company's internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> • Tested the design, implementation and operating effectiveness of the controls surrounding determination and approval of estimated cost. • Verified the contracts with customers on test check basis and the actual cost incurred and terms and condition related to the variation of the cost. • Obtained and relied on the internal assessments supporting the accuracy of the estimate of the total cost of the project for selected contracts on test check basis. |
| Trade receivables and Contract Assets | |
| Refer note 7 and 12 to the Consolidated Financial Statements | |
| Trade receivables, retention money and contract assets (project work in progress) amounting to Rs to Rs.124.85 Crores, Rs. 305.35 Crores and Rs.486.83 Crores respectively, represents approximately 51 % of the total assets of the Company as at March 31, 2023. In assessing the recoverability of the aforesaid balances, management's judgement involves consideration of aging status, Company's right to recover from sub-contractors or related payables, evaluation of litigations and the likelihood of collection based on the terms of the contract. Management estimation is required in the measurement of work completed during the period for recognition of unbilled revenue. We considered this as key audit matter due to the materiality of the amounts and significant estimates and judgements as stated above | <p>Our audit procedures amongst others included the following:</p> <ul style="list-style-type: none"> • We understood and tested on a sample basis the design and operating effectiveness of management control over the recognition of the trade receivables, retention money and contract assets. • We performed test of details and tested relevant contracts, for the provisions made by the management towards doubtful and credit loss. • We tested the aging of trade receivables at year end. • We performed test of details and tested relevant contracts and documents with specific focus on measurement of work completed during the period for material unbilled revenue balances included in contract asset. • We performed additional procedures, in respect of material over-due trade receivables and long outstanding contract assets, i.e. tested historical payment records. • We assessed the allowance for impairment made by management. |
| Provisions and Contingent Liabilities: | |
| Refer note 3 (p) to the Consolidated Financial Statements | |
| The Company is involved in various taxes and other disputes for which final outcomes cannot be predicted and which could potentially result in significant liabilities. The assessment of the risks associated with the litigations is based on complex assumptions, which require the use of judgements and such judgements relates, primarily, to the assessment of the uncertainties connected to the prediction of the outcome of the proceedings and to the adequacy of the disclosures in the financial statements. Because of the judgement required, the materiality of such litigations and the complexity of the assessment process, the area is a key matter for our audit | <p>Our audit approach was combination of test of compliance of company's internal controls and substantive procedures which included the following:</p> <ul style="list-style-type: none"> • Assessing the appropriateness of the design and implementation of the Company's controls over the assessment of litigations and completeness of disclosures. • Examining the supporting documentation for the positions taken by the management, correspondence from in-house legal counsel and/or legal team and reviewing the minutes of Board and subcommittee, to confirm the operating effectiveness of these controls. • Review of assumptions used in the evaluation of potential risk and tax risks performed by the legal and tax department of the Company considering the legal precedence and other rulings in similar cases. • Consideration of recent judgements passed by the appropriate authorities in order to challenge the basis used for the accounting treatment and resulting disclosures. |

Information Other than the Consolidated Financial Statements and Auditors' Report Thereon:

The Holding Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Director's Report, Management Discussion and Analysis and Corporate Governance Report but does not include the Consolidated Financial Statements and our Auditor's Reports there on.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements or our knowledge obtained during the course of the audit, or otherwise appears to be materially misstated.

If, based on the work we perform, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its joint ventures in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group and of its joint ventures are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group and of its joint ventures are responsible for assessing the ability of the Group and of its joint ventures to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its joint ventures are responsible for overseeing the financial reporting process of the Group and of its joint ventures.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements:

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements 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 Financial Statements.

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 Consolidated Financial Statements, 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 on whether the company has adequate internal financial controls with reference to Consolidated 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 made by management.
- Conclude on the appropriateness of management's 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 Company's ability to continue as a going concern. 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 Financial Statements 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 Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and its joint ventures to express an opinion on the Consolidated Financial Statements.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements 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 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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The Consolidated Financial Statements include the Group's share of net profit of Rs.0.03 Crores for year ended March 31, 2023, as considered in the Consolidated Financial Statements, in respect of two joint ventures, whose financial statements have not been audited by us. These financial statements have been consolidated based on the financial statements prepared by the management and were not subjected to audit. Our opinion on the Consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of the aforesaid joint ventures and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid joint ventures, is based solely on the said Consolidated financial statements prepared by the management.

Our opinion on the Consolidated Financial Statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters.

Report on other Legal and regulatory requirements:

1. As required by Section 143(3) of the Act, we report to the extent applicable that:
 - a. Except for the matters stated in the "Basis for qualified opinion" paragraph hereinabove, we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. Except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, proper books of account as required by law have been kept so far as it appears from our examination of those books,
 - c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of Consolidated Financial Statements
 - d. Except for the possible effect of the matters described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid Consolidated Financial Statements comply with the Indian Accounting Standards specified under section 133 of the Act, read with relevant rules made thereunder.
 - e. The matter relating to going concern described under Material Uncertainty Related to Going Concern paragraph above, and the matters stated under (a),(b) and (c) under Emphasis of Matter paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.
 - f. On the basis of the written representations received from the directors of Holding Company as on March 31 2023 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group Companies incorporated in India is disqualified as on March 31 2023 from being appointed as a director in terms of Section 164(2) of the Act.
 - g. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.
 - h. With respect to the adequacy of the internal financial controls with reference to Consolidated Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
 - i. With respect to the matter to be included in the Auditors' Report under section 197 (16), according to the information and explanations given to us, the company has not paid any remuneration to its directors during the current year except sitting fee paid to the non- executive / independent directors. The same is in accordance with the applicable provisions of the Companies Act, 2013.
 - j. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'Other matters' paragraph:
 - i. The Group has disclosed the impact of pending litigations on its financial position in its Consolidated Financial Statements (Refer Note – 31 to the Consolidated Financial Statements);
 - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Group during the year ended March 31, 2023.;

- iv.
- (a) the Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - (b) the Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and
 - (c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material mis-statement.
- v. The Group has not declared or paid any dividend during the year.
- vi. The Group has six subsidiaries wherein there are no substantial operations and there is material uncertainty related to going concern of those entities. The same has been reported under material uncertainty related to going concern para of the said entities.
- vii. With respect to maintenance of books of account using accounting software which has a feature of recording audit trail (edit log) facility, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable since Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable with effect from 1st April 2023.

For M Bhaskara Rao and Co
Chartered Accountants
Firm Registration No. 000459S

M V Ramana Murthy
Partner
Membership No 206439
UDIN: 23206439BGSWVL1428

Place: New Delhi
Date: May 25, 2023

IL&FS Engineering and Construction Company Limited “Annexure A” to the Independent Auditors’ report

(Referred to in paragraph 2 (h) under Report on Other Legal and Regulatory Requirements Section of our Report of even date to the members of **IL&FS Engineering and Construction Company Limited**.)

Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 (‘the Act’)

We have audited the internal financial controls with reference to Consolidated Financial Statements of **IL&FS Engineering and Construction Company Limited** (‘the Company’) as of March 31, 2023 in conjunction with our audit of the Consolidated Financial Statements of the Group for the year ended on that date, (‘Consolidated Financial Statements’).

Management’s Responsibility for Internal Financial Controls

The Holding Company’s management is responsible for establishing and maintaining internal financial controls with reference to Consolidated Financial Statements based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Group’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Group’s internal financial controls with reference to Consolidated Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the ‘Guidance Note’) and the Standards on Auditing, issued by ICAI and Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company’s internal financial controls system with reference to Consolidated Financial Statements.

Meaning of Internal Financial Controls with reference to Consolidated Financial Statements

A Company’s internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that:

- 1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of Management and directors of the company; and
- 3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the Consolidated Financial Statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, and according to the information and explanation given to us, the Group has maintained, in all material respects, adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to the Consolidated Financial Statements were operating effectively as of March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M Bhaskara Rao and Co
Chartered Accountants
Firm Registration No. 0004595

M V Ramana Murthy
Partner

Place: New Delhi
Date: May 25, 2023

Membership No 206439
UDIN: 23206439BGSWVL1428

Consolidated balance sheet for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

| | Notes | As at March 31, 2023 | As at March 31, 2022 |
|---|-------|-------------------------|-------------------------|
| ASSETS | | | |
| Non-current assets | | | |
| Property, plant and equipment | 4 | 39.12 | 48.95 |
| Right-of-use-assets | 42 | 2.91 | - |
| Intangible assets | 5 | - | - |
| Financial assets | | | |
| Investments | 6 | 49.56 | 45.20 |
| Trade receivables | 7 | 50.03 | 25.23 |
| Loans | 8 | 10.05 | 19.31 |
| Other financial assets | 9 | 226.70 | 231.08 |
| Current tax assets, net | 13 | 20.31 | 25.26 |
| Other non-current assets | 12 | 718.85 | 641.83 |
| | | 1,117.53 | 1,036.85 |
| Current assets | | | |
| Inventories | 11 | 10.36 | 21.74 |
| Financial assets | | | |
| Trade receivables | 7 | 74.83 | 75.81 |
| Cash and cash equivalents | 10 | 147.35 | 103.98 |
| Bank balances other than cash and cash equivalents | 10 | 183.59 | 227.77 |
| Other financial assets | 9 | 17.54 | 13.95 |
| Current tax assets, net | 13 | 41.38 | 43.14 |
| Other current assets | 12 | 233.63 | 392.91 |
| | | 708.68 | 879.30 |
| Total assets | | 1,826.21 | 1,916.16 |
| EQUITY AND LIABILITIES | | | |
| Equity | | | |
| Equity share capital | 14 | 131.12 | 131.12 |
| Other equity | 15 | (3,237.67) | (3,113.30) |
| Total equity | | (3,106.55) | (2,982.18) |
| Liabilities | | | |
| Non-current liabilities | | | |
| Financial liabilities | | | |
| Lease liability | 42 | 2.56 | - |
| Long-term borrowings | 16 | - | - |
| Trade payables | 18 | - | - |
| Total outstanding dues of Micro Enterprises and Small Enterprises | | - | - |
| Total outstanding dues of Creditors otherthan Micro Enterprises and Small Enterprises | | 338.04 | 217.03 |
| Other financial liabilities | 19 | 50.00 | 40.58 |
| Provisions | 20 | 41.66 | 18.34 |
| | | 432.25 | 275.96 |
| Current liabilities | | | |
| Financial liabilities | | | |
| Lease liability | 42 | 0.35 | - |
| Short-term borrowings | 17 | 2,668.54 | 2,668.83 |
| Trade payables | 18 | - | - |
| Total outstanding dues of Micro Enterprises and Small Enterprises | | 6.22 | 6.04 |
| Total outstanding dues of Creditors otherthan Micro Enterprises and Small Enterprises | | 631.38 | 740.83 |
| Other financial liabilities | 19 | 958.90 | 976.15 |
| Provisions | 20 | 36.39 | 47.21 |
| Other current liabilities | 21 | 198.71 | 183.31 |
| | | 4,500.49 | 4,622.37 |
| Total equity and liabilities | | 1,826.21 | 1,916.16 |

Summary of significant accounting policies 3

The accompanying notes are an integral part of the consolidated financial statements

As per our report of even date

for **M Bhaskara Rao & Co.**
Firm registration number: 000459S
Chartered Accountants

For and on behalf of the board of directors of
IL&FS Engineering and Construction Company Limited

M.V. Ramana Murthy
Partner
Membership No: 206439

Manish Kumar Agarwal
Director
DIN: 02885603

Nand Kishore
Director
DIN: 08267502

Place: New Delhi
Date: May 25, 2023

Kazim Raza Khan
Chief Executive Officer

Naveen Kumar Agrawal
Chief Financial Officer

Rajib Kumar Routray
Company Secretary

Consolidated statement of profit and loss for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

| | Notes | For the year ended | |
|---|-------|--------------------|-----------------|
| | | March 31, 2023 | March 31, 2022 |
| Income | | | |
| Revenue from operations | 22 | 177.10 | 307.64 |
| Other income | 23 | 38.55 | 71.04 |
| Total revenue | | 215.65 | 378.68 |
| Expenses | | | |
| Cost of materials consumed | 24 | 40.48 | 100.35 |
| Subcontract expense | | 82.20 | 97.63 |
| Employee benefits expense | 25 | 36.46 | 43.63 |
| Finance costs | 26 | 23.07 | 46.00 |
| Depreciation and amortization expense | 27 | 10.18 | 13.55 |
| Other expenses | 28(a) | 36.61 | 73.23 |
| Expected credit loss and other provisions | 28(b) | 105.53 | 211.21 |
| Total expenses | | 334.53 | 585.61 |
| Loss Before Exceptional Items and Tax | | (118.89) | (206.92) |
| Exceptional Items (Net) | 53 | 5.12 | 179.43 |
| Loss before tax | | (124.01) | (386.35) |
| Tax expense | 13 | | |
| Current tax | | - | - |
| Deferred tax | | - | - |
| Total tax expense | | - | - |
| Loss for the year before share of profits of joint ventures (net) and non-controlling interest | | (124.01) | (386.35) |
| Share of profit in joint ventures accounted for using the equity method | | 0.03 | 0.22 |
| Share of profit of equity accounted investees (net of income tax) | | 0.03 | 0.22 |
| Loss for the year | | (123.98) | (386.13) |
| Other comprehensive income | | | |
| Items that will not be reclassified subsequently to statement of profit or loss | | | |
| Remeasurements of the net defined benefit liability/asset | 35 | (0.39) | (0.17) |
| Other comprehensive income, net of tax | | (0.39) | (0.17) |
| Loss attributable to: | | | |
| Owners of the Company | | (123.98) | (386.13) |
| Non controlling interests | | - | - |
| Loss for the year | | (123.98) | (386.13) |
| Other comprehensive income attributable to: | | | |
| Owners of the Company | | (0.39) | (0.17) |
| Non controlling interests | | - | - |
| Other comprehensive income for the year | | (0.39) | (0.17) |
| Total comprehensive income attributable to: | | | |
| Owners of the Company | | (124.37) | (386.30) |
| Non controlling interests | | - | - |
| Total comprehensive income for the year | | (124.37) | (386.30) |
| Earnings per equity share [Nominal value of share Rs. 10 (March 31, 2022 : Rs. 10)] | 29 | | |
| Basic and diluted | | (9.46) | (29.45) |

Summary of significant accounting policies 3

The accompanying notes are an integral part of the consolidated financial statements

for **M Bhaskara Rao & Co.**
Firm registration number: 000459S
Chartered Accountants

For and on behalf of the board of directors of
IL&FS Engineering and Construction Company Limited

M.V. Ramana Murthy
Partner
Membership No: 206439

Manish Kumar Agarwal
Director
DIN: 02885603

Nand Kishore
Director
DIN: 08267502

Place: New Delhi
Date: May 25, 2023

Kazim Raza Khan
Chief Executive Officer

Naveen Kumar Agrawal
Chief Financial Officer

Rajib Kumar Routray
Company Secretary

Consolidated statement of changes in equity for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

A. Equity share capital

| | Notes | Number of shares | Amount |
|---|-------|------------------|--------|
| Balance as at March 31, 2021 | | 13,11,21,078 | 131.12 |
| Changes in equity share capital during year | 14 | | |
| Balance as at March 31, 2022 | | 13,11,21,078 | 131.12 |
| Changes in equity share capital during year | 14 | | |
| Balance as at March 31, 2023 | | 13,11,21,078 | 131.12 |

B. Other equity

| | Reserves and Surplus | | Items of Other Comprehensive Income (OCI) | | Non - controlling interest | Other Adjustments | Total |
|--|----------------------------|-------------------|---|--------------------|----------------------------|-------------------|-------------------|
| | Securities premium account | Retained earnings | Foreign currency translation reserve | Other items of OCI | | | |
| Balance as at March 31, 2021 | 282.28 | (3,262.74) | 15.28 | 3.13 | (107.79) | 342.85 | (2,727.00) |
| Loss for the year | - | (386.13) | - | - | - | - | (386.13) |
| Remeasurement of the net defined benefit liability / assets, net of tax effect | - | - | - | (0.17) | - | - | (0.17) |
| Balance as at March 31, 2022 | 282.28 | (3,648.87) | 15.28 | 2.96 | (107.79) | 342.85 | (3,113.30) |
| Loss for the year | - | (123.98) | - | - | - | - | (123.98) |
| Remeasurement of the net defined benefit liability / assets, net of tax effect | - | - | - | (0.39) | - | - | (0.39) |
| Consolidation adjustments* | - | 235.05 | - | - | 107.79 | (342.85) | - |
| Adjustment due to non consolidation* | - | - | - | - | - | - | - |
| Balance as at March 31, 2023 | 282.28 | (3,537.80) | 15.28 | 2.57 | - | - | (3,237.67) |

* Adjustment consequent to non-consolidation of overseas subsidiary of net of non-controlling interest transferred to retained earning.

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date

for **M Bhaskara Rao & Co.**
Firm registration number: 000459S
Chartered Accountants

For and on behalf of the board of directors of
IL&FS Engineering and Construction Company Limited

M.V. Ramana Murthy
Partner
Membership No: 206439

Manish Kumar Agarwal
Director
DIN: 02885603

Nand Kishore
Director
DIN: 08267502

Place: New Delhi
Date: May 25, 2023

Kazim Raza Khan
Chief Executive Officer

Naveen Kumar Agrawal
Chief Financial Officer

Rajib Kumar Routray
Company Secretary

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

1. Corporate information:

IL&FS Engineering and Construction Company Limited (“IECCL” or “the Company”) is a public company domiciled in India. The Company along with its subsidiaries (collectively termed as “the Group”) and its associate and jointly controlled entities (collectively termed as “the Consolidated entities”) is primarily engaged in the business of erection / construction of roads, irrigation projects, buildings, oil & gas infrastructure, railway infrastructure, power plants, power transmission & distribution lines including rural electrification and development of ports. The equity shares of the Company are listed on National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”).

2. Basis for preparation of Consolidated financial statements:

A. Statement of compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (‘Ind AS’) notified under Section 133 of Companies Act, 2013 (the ‘Act’), the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The consolidated financial statements were authorised for issue by the Company’s Board of Directors at its meeting held on May 25, 2023.

Details of the Company’s accounting policies are included in Note3.

B. Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (Rs.), which is also the Company’s functional currency. All amounts have been rounded-off to two decimal places to the nearest crores, unless otherwise indicated.

C. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

| Items | Measurement basis |
|--|---|
| Certain financial assets and liabilities | Fair value |
| Net defined benefit (asset)/ liability | Fair value of plan assets less present value of defined benefit obligations |

D. Use of estimates and judgements

In preparing these consolidated financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending March 31, 2023 is included in the following notes:

- Note 35 - measurement of defined benefit obligations: key actuarial assumptions;
- Notes 13, 20 and 31 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;
- Note 4 - useful life and depreciation of property, plant and equipment;
- Note 5 - useful life and amortisation of intangible assets; and
- Note 6 to 9 - impairment of financial assets.
- Note 3(c), 22, 34, and 12 - Revenue recognition, cost to complete, profit margin
- Note 42 - Leases - Estimating the incremental borrowing rate

Judgements

Information about judgments made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

- Note 12 and 22 – The Group uses the percentage-of-completion method (POCM) in accounting for its long term construction contracts. Use of POCM requires the Group to estimate the contract revenue and total cost to complete a contract. Changes in the factors underlying the estimation of the contract revenue and total contract cost could affect the amount of revenue recognized.
- Note 7, 8, 9 and 12 – Determining the amount of expected credit loss on financial assets (including trade receivables, loans and contract assets).
- Note 3(a) – Identification of whether the Group has significant control over Trust where the Trust is managed independently by a third party.
- Note 42 - Determining the lease term of contracts with renewal, estimating incremental borrowing rate and termination options – Company as lessee

E. Measurement of fair values

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability or
- In the absence of a principal market, in most advantageous market for the asset or liability

The Principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statement are categories within the fair value hierarchy described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1: Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2: Valuation techniques for which the lowest level inputs that is significant to the fair value measurement is directly or indirectly observable
- Level 3: Valuation techniques for which the lowest level inputs that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External values are involved for valuation of significant assets, such as properties and significant liabilities, such as contingent consideration.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

3. Significant accounting policies

(a) Basis of consolidation:

i. Subsidiaries

Subsidiaries are entities over which the Company has control. The Company controls an entity when it is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date that control ceases.

The acquisition method of accounting is used to account for business combinations by the Group.

The Group combines the financial statements of the parent and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between Group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset.

ii. Non - controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's net identifiable assets at the date of acquisition.

Changes in the Group's equity interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

iii. Associates

Associates are entities over which the Group has significant influence but not control or jointly control over the financial and operating policies.

Interests in associates are accounted for using the equity method. They are initially recognised at cost which includes transaction cost. Subsequent to initial recognition, the consolidated financial statements include the Group's share of profit or loss and other comprehensive income of equity accounted investees until the date on which significant influence ceases.

iv. Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit and loss, and the Group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

v. Transactions eliminated on consolidation

Intra group balances and transactions, and any unrealised income and expenses arising from intra group transactions, are eliminated. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group's interest in the Investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

vi. The financial statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the Company, i.e., year ended March 31, 2023.

vii. The consolidated financial statements for the year ended March 31, 2023 have been prepared on the basis of the financial statements of the following subsidiaries, associate and joint venture:

| Name of the consolidated entities | Country of Incorporation | % of Interest as at | |
|---|--------------------------|---------------------|----------------|
| | | March 31, 2023 | March 31, 2022 |
| Subsidiaries | | | |
| Maytas Infra Assets Limited | India | 100% | 100% |
| Maytas Metro Limited | India | 100% | 100% |
| Maytas Vashista Varadhi Limited | India | 100% | 100% |
| Angeerasa Greenfields Private limited | India | 100% | 100% |
| Saptaswara Agro-Farms Private Limited | India | 100% | 100% |
| Ekadanta Greenfields Private Limited | India | 100% | 100% |
| Maytas Infra Saudi Arabia Company (Limited liability Company) (MISA) (Note 2) | Saudi Arabia | 55% | 55% |
| Joint Ventures (AOPs) | | | |
| NCC-Maytas (JV) | India | 50% | 50% |
| NEC-NCC-Maytas(JV) | India | 25% | 25% |
| Maytas-NCC (JV) | India | 50% | 50% |
| NCC-Maytas (JV) (Singapore Class Township) | India | 50% | 50% |
| Maytas-CTR (JV) | India | 70% | 70% |
| NCC-Maytas-ZVS (JV) | India | 40% | 40% |
| Associate | | | |
| Hill County Properties Limited (Refer note I) | India | 31% | 31% |

Note I:

During the year 2010-11, the Company had invested Rs. 0.10 in equity shares of Hill County Properties Limited (HCPL) constituting 40% of the post issue paid up share capital of HCPL pursuant to the Order passed by the Honorable Company Law Board on January 13, 2011 allowing IL&FS Group (consisting of Infrastructure Leasing and Financial Services Limited, IL&FS Financial Services Limited and the Company) to be the new promoters of HCPL. During the earlier year, the Company had sold Rs. 0.02 in equity shares (2,250 Equity Shares of Rs. 100 each) of HCPL constituting 9% of the paid up share capital of HCPL to Infrastructure Leasing and Financial Services Limited. HCPL was under the direct supervision of the Company Law Board (CLB), represented by a nominee director and hence was operating under severe long-term restrictions that significantly impair its ability to transfer funds to the investor. Hence, the investment in HCPL was accounted in accordance with Ind AS 27 Separate Financial Statements instead of applying equity method in accounting for investments. During the earlier year, the term of the CLB nominee director had expired and HCPL ceased to operate under severe long-term restrictions. However, such acquisition of shares does not form part of a strategy to acquire and retain long term assets / investments. Hence the investment in HCPL is continued to be accounted in accordance with Ind AS 27 Separate Financial Statements.

Further, there was a changes in the status of Hill County Properties Limited (HCPL) is made based on the changes to group structure by the Infrastructure Leasing & Financial Services Limited, HCPL is considered as subsidiary of Infrastructure Leasing & Financial Services Limited and accordingly classified as fellow subsidiary of IECCL in the year 2020 and the same status is continuing in the current year.

Note II:

These Consolidated financial statements do not include financial statements and other financial information of Maytas Infra Saudi Arabia Company, an overseas subsidiary, in view of reasons described in note 32 (b) (i) below.

(b) Current and non-current classification:

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification.

An asset is current when it satisfies any of the following criteria:

- It is expected to be realised or intended to sold or consumed in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is expected to be realised within twelve months after the reporting year; or
- It is Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

A liability is current when it satisfies any of the following criteria:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting year; or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

Current liabilities include the current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Operating cycle:

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Accordingly, the Group has ascertained its operating cycle as 12 months for the purpose of current – non-current classification of assets and liabilities.

(c) Revenue recognition:

Revenue from construction contracts

Contract Revenue is recognised under ‘percentage-of-completion method’. Use of the ‘percentage-of-completion method’ requires the Group to measure the efforts or costs expended to date to the satisfaction of a performance obligation as a proportion of the total expected efforts or costs to be expended to the satisfaction of that performance obligation over the time. Efforts or costs expended have been

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

used to measure progress towards completion as there is a direct relationship between input and productivity. Costs incurred in the year in connection with future activity on a contract are excluded from contract costs in determining the stage of completion.

Further, the Group uses significant judgements while determining the transaction price allocated to performance obligation using the expected cost plus margin approach.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognised as an expense immediately. When the outcome of a construction contract cannot be estimated reliably, contract revenue is recognised only to the extent of contract costs incurred that are likely to be recoverable.

Variations in contract work, claims and incentive payments are included in contract revenue only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and are capable of being reliably measured.

Revenue from design and consultancy services

Revenue from the design and consultancy services is recognised as and when services are rendered in accordance with the terms of the agreement with the customers.

Revenue from hire charges

Revenue from hire charges is accounted for in accordance with the terms of agreement with the customers.

Interest

Interest income is accrued on a time basis, by reference to the principal amount using the effective interest rate applicable.

Dividend

Dividend income is recognized when the Group's right to receive dividend is established by the reporting date.

(d) Property, plant and equipment:

- (i) Property, plant, and equipment and capital work in progress are carried at cost, net of accumulated depreciation and accumulated impairment losses, if any. The cost comprises purchase price, freight, duties, taxes and any attributable cost of bringing the asset to its working condition for its intended use.
- (ii) Borrowing costs relating to acquisition of property, plant and equipment which take substantial period of time to get ready for use are included to the extent they relate to the period till such assets are ready for intended use. Any trade discounts and rebates are deducted in arriving at the purchase price. Such cost includes the cost of replacing part of the plant and equipment.
- (iii) When significant parts of plant and equipment are required to be replaced at intervals, the Group depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

- (iv) Items of stores and spares that meet the definition of property, plant and equipment are capitalized at cost and depreciated over their useful life. Otherwise, such items are classified as inventories.
- (v) The Group identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset and has useful life that is materially different from that of the remaining asset.
- (vi) Assets retired from active use and held for disposal are stated at their estimated net realizable values or net book values, whichever is lower.
- (vii) Assets acquired under finance lease are depreciated on a straight-line basis over the useful life of the asset or the useful life envisaged in Schedule II to the Companies Act, 2013, whichever is lower.
- (viii) Gains or losses arising from derecognition of plant, property and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit and loss when the asset is derecognized.
- (ix) Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.
- (x) Capital work in progress includes the cost of property, plant and equipments that are not ready for their intended use at the balance sheet date.

Depreciation on property, plant and equipment

- (i) Depreciation on property, plant and equipment other than those mentioned in S.no.(ii) below, is calculated on straight-line basis using the rates arrived at, based on useful lives estimated by the management which coincides with rates prescribed under Schedule II of the Companies Act, 2013.
- (ii) Depreciation on the following property, plant and equipment is provided on a straight-line basis, at rates that are based on useful lives as estimated by the management, which are different from the general rates prescribed under Schedule II of the Companies, Act 2013:

| Category of asset | Estimated useful life |
|--|--|
| Plant and Machinery | |
| -construction equipment consisting of shuttering /scaffolding material and equipment given on hire | 6 years |
| -shuttering/scaffolding material at project sites | 6 years |
| Temporary erections – site offices | over the expected life of the respective project |
| Leasehold improvements | over the period of lease or useful life whichever is lower |
| Site infrastructure | 6 years |
| Tools and implements | Fully in the year of purchase |

- (iii) Assets costing five thousand rupees or less are fully depreciated in the year of purchase.
- (iv) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

(e) Intangible assets:

Software - Computer software license cost is expensed in the year of purchase as there is no expected future economic benefit, except for enterprise wide/project based software license cost which is amortized over the period of license or six years, whichever is lower.

(f) Investments:

Investments that are readily realizable and intended to be held for not more than one year from the date on which such investments are made are classified as current investments. All other investments are classified as non current investments.

On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If an investment is acquired, or partly acquired, by the issue of shares or other securities, the acquisition cost is the fair value of the securities issued. If an investment is acquired in exchange for another asset, the acquisition is determined by reference to the fair value of the asset given up or by reference to the fair value of the investment acquired, whichever is more clearly evident.

Current investments are carried in the financial statements at lower of cost and fair value determined on an individual investment basis. Long term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

(g) Inventories:

Project materials at site are valued at the lower of cost and net realisable value. Cost is determined on a weighted average basis. Net realisable value is the estimated selling price in the ordinary course of business, reduced by the estimated costs of completion and costs to effect the sale.

(h) Retirement and other employee benefits:

Short-term employee benefits

All employee benefits falling due wholly within twelve months of rendering the services are classified as short-term employee benefits, which include benefits like salaries, wages, short-term compensated absences and performance incentives and are recognised as expenses in the period in which the employee renders the related service at the undiscounted amount of benefits expected to be paid.

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group net

obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Compensated absences

Compensated absences is a long-term employee benefit, and accrued based on an actuarial valuation done as per projected unit credit method as at the balance sheet date, carried out by a qualified independent actuary. Actuarial gains and losses arising during the year are immediately recognised in the statement of profit and loss. Remeasurements of defined benefit plans in respect of post employment are charged to other comprehensive income.

(i) Segment reporting:

Identification of segments

The Group operating businesses are organized and managed separately according to the nature of products and services provided, with each segment representing a strategic business unit that offers different products and serves different markets. The analysis of geographical segments is based on the areas in which major operating divisions of the Group operate.

Unallocated items

Unallocated items include general corporate income and expense items which are not allocated to any business segment.

Segment accounting policies

The Group prepare its segment information in conformity with the accounting policies adopted for preparing and presenting the consolidated financial statements.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

(j) Income taxes:

Income tax comprises current and deferred tax. It is recognised in statement of profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

(i) Current tax:

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Deferred income tax reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years.

(ii) Deferred tax:

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Group writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realized. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

(k) Foreign currency transactions and translations:

Transactions in foreign currencies are initially recorded by the Company at their functional currency spot rates at the date of the transaction. Monetary assets and liabilities denominated in foreign currency are translated at the functional currency spot rates of exchange at the reporting date. Exchange differences that arise on settlement of monetary items or on reporting at each balance sheet date of the Company's monetary items at the closing rates are recognised as income or expenses in the period in

which they arise. Non-monetary items which are carried at historical cost denominated in a foreign currency are reported using the exchange rates at the date of transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

(l) Leases:

Where the Group is a Lessor

Assets under operating leases are included in property, plant and equipment. Lease income is recognised in the statement of profit and loss on a straight-line basis over the lease term. Costs, including depreciation, are recognised as an expense in the statement of profit and loss. Initial direct costs such as legal costs, brokerage costs, etc. are recognised immediately in the statement of profit and loss.

Where the Group is a Lessee

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate. Lease payments included in the measurement of the lease liability comprise the following

- Fixed payments, including in-substance Fixed payment
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the company is reasonably certain to exercise, lease payments in an optional renewal period if the company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the company is reasonably certain not to terminate early

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

of the amount expected to be payable under a residual value guarantee, or if the company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is re-measured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

Short-term leases and leases of low-value asset

The Group has elected not to recognise right-of-use assets and lease liabilities for short term leases that have a lease term of 12 months. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

(m) Borrowing Costs:

Borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are charged in the year they occur.

(n) Earnings per share:

Basic earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders (after deducting preference dividends and taxes applicable) by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue that have changed the number of outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares except where the results are anti dilutive.

(o) Impairment:

(i) Financial assets

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost. At each reporting date, the Group assesses whether financial assets carried at amortised cost is credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being significantly past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization.

The Group measures loss allowances at an amount equal to lifetime expected credit losses, except for bank balances for which credit risk (i.e. the risk of default occurring over the

expected life of the financial instrument) has not increased significantly since initial recognition, which are measured as 12 month expected credit losses.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. The Group follows 'simplified approach' for recognition of impairment loss allowance on trade receivables or contract revenue receivables. Under the simplified approach, the Group is not required to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs together with appropriate management estimates for credit loss at each reporting date, right from its initial recognition.

The Group uses a provision matrix to determine impairment loss allowance on the group of trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivable and is adjusted for forward looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed.

Measurement of expected credit losses

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive).

Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Write off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group procedures for recovery of amounts due.

(ii) Non-financial assets

The Group non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognised in the statement of profit and loss. Impairment loss recognised in respect of a CGU is allocated to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

Assets (other than goodwill) for which impairment loss has been recognised in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(p) Financial instruments:

Recognition and initial measurement

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss ('FVTPL'), transaction costs that are directly attributable to its acquisition or issue.

Financial assets - classification and subsequent measurement

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- Fair Value Through Other Comprehensive Income (FVTOCI)
- Fair Value Through Profit & Loss (FVTPL)

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

At present the Group does not have investment in any debt securities classified as FVTOCI.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment-by-investment basis.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

Subsequent measurement and gains and losses for financial assets held by the Group

| | |
|------------------------------------|---|
| Financial assets at FVTPL | These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in the statement of profit and loss. |
| Financial assets at FVTOCI | These assets are subsequently measured at fair value. Net gains and losses, including any interest are recognised in the OCI |
| Financial assets at amortised cost | These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in the statement of profit and loss. Any gain or loss on derecognition is recognised in the statement profit and loss. |

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. Presently, all the financial liabilities are measured at amortised cost.

Derecognition

Financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset. If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Reclassification of financial assets and liabilities

The Group determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Group's senior management determines change in the business model as a result of external or internal changes which are significant to the

Group's operations. Such changes are evident to external parties. A change in the business model occurs when the Group either begins or ceases to perform an activity that is significant to its operations. If the Group reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Group does not restate any previously recognised gains or losses (including impairment gains or losses) or interest.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

(q) Provisions and contingent liabilities:

i. General

A provision is recognised when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

ii. Contingent liabilities

A disclosure for contingent liabilities is made where there is a possible obligation or a present obligation that may probably not require an outflow of resources. When there is a possible or a present obligation where the likelihood of outflow of resources is remote, no provision or disclosure is made.

iii. Onerous contracts

Provision for onerous contracts. i.e. contracts where the expected unavoidable cost of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognised when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event based on a reliable estimate of such obligation.

(r) Cash Flow Statement:

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

(s) Cash and cash equivalents:

Cash and cash equivalents comprise cash at bank and in hand and short term investments with original maturity of three months or less.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

(t) Accounting for Joint Ventures:

Accounting for joint ventures undertaken by the Company has been done in accordance with the requirements of Ind AS – 28 Investments in Associates and Joint Ventures notified under section 133 of the Companies Act, 2013, and as follows:

Joint Operations:

In respect of joint venture contracts which are executed under work sharing arrangements, the Company's share of revenues, expenses, assets and liabilities are included in the separate financial statements as revenues, expenses, assets and liabilities respectively. In case of certain construction contracts in the irrigation sector, the share of work executed by the Company has been determined on the basis of certification by lead partner.

(u) Recent accounting pronouncements

Ministry of Corporate Affairs (MCA) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the Group's financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statement.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

4. Property, plant and equipment

| | Land | Temporary erections - site offices | Plant, and machinery -construction equipment* | Tools and implements | Data processing equipments | Furniture and fixtures | Vehicles | Total - tangible assets |
|-------------------------------------|-------------|------------------------------------|---|----------------------|----------------------------|------------------------|-------------|-------------------------|
| Balance as at March 31, 2021 | 4.78 | 45.93 | 173.84 | 2.98 | 2.53 | 2.58 | 2.89 | 235.52 |
| Additions | - | - | - | - | - | - | - | - |
| Disposals/adjustment | - | (13.82) | (104.26) | (2.16) | (0.72) | (0.79) | (0.60) | (122.36) |
| Balance as at March 31, 2022 | 4.78 | 32.11 | 69.58 | 0.82 | 1.81 | 1.79 | 2.29 | 113.16 |
| Additions | - | - | - | - | - | - | - | - |
| Disposals/adjustment | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2023 | 4.78 | 32.11 | 69.58 | 0.82 | 1.81 | 1.79 | 2.29 | 113.16 |
| Accumulated depreciation | | | | | | | | |
| Balance as at March 31, 2021 | - | 43.34 | 111.55 | 2.77 | 2.12 | 1.85 | 2.04 | 163.67 |
| Charge for the year | - | 0.29 | 12.32 | 0.15 | 0.11 | 0.18 | 0.22 | 13.27 |
| Disposals during the year | - | - | - | - | - | - | - | - |
| Disposals/adjustment | - | (13.82) | (94.86) | (2.16) | (0.72) | (0.69) | (0.47) | (112.73) |
| Balance as at March 31, 2022 | - | 29.80 | 29.00 | 0.76 | 1.52 | 1.33 | 1.80 | 64.21 |
| Charge for the year | - | 0.20 | 9.25 | 0.03 | 0.08 | 0.11 | 0.16 | 9.83 |
| Disposals/adjustment | - | - | - | - | - | - | - | - |
| Balance as at March 31, 2023 | - | 29.99 | 38.25 | 0.79 | 1.60 | 1.44 | 1.96 | 74.04 |
| Carrying amounts (net) | | | | | | | | |
| As at March 31, 2022 | 4.78 | 2.31 | 40.58 | 0.06 | 0.29 | 0.46 | 0.49 | 48.95 |
| As at March 31, 2023 | 4.78 | 2.12 | 31.33 | 0.03 | 0.21 | 0.35 | 0.33 | 39.12 |

***Plant and machinery - construction equipment:**

Plant and machinery - construction equipment includes shuttering and scaffolding material [Rs. 16.79 (March 31, 2022 : Rs. 16.79)].

Net block value of this shuttering and scaffolding material is Rs.0.29 (March 31, 2022: Rs. 2.04).

Also refer to note 16 and 17

5. Intangible assets

| | Mining rights | Computer software | Total intangible assets |
|-----------------------------|---------------|-------------------|-------------------------|
| As at March 31, 2021 | 6.10 | 1.19 | 7.29 |
| Additions | | | |
| Disposals | | | |
| As at March 31, 2022 | 6.10 | 1.19 | 7.29 |
| Additions | | | |
| Disposals | | | |
| As at March 31, 2023 | 6.10 | 1.19 | 7.29 |
| Accumulated amortization | | | |
| As at March 31, 2021 | 6.10 | 1.19 | 7.29 |
| Charge for the year | - | - | - |
| Disposal during the year | | | |
| As at March 31, 2022 | 6.10 | 1.19 | 7.29 |
| Charge for the year | - | - | - |
| Disposal during the year | | | |
| As at March 31, 2023 | 6.10 | 1.19 | 7.29 |
| As at March 31, 2022 | - | - | - |
| As at March 31, 2023 | - | - | - |

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

6. Non-current investments

| | | As at March 31, 2023 | As at March 31, 2022 |
|-------------|--|-------------------------|-------------------------|
| A. | At cost less provision for other than temporary impairment (Unquoted investments) | - | - |
| (i) | Investment in fellow subsidiary - equity shares (fully paid-up) | | |
| | 7,750 (March 31, 2022: 7,750) of Rs. 100 each in Hill County Properties Limited (at cost less provision Rs. 0.08 (March 31, 2022 : 0.08)) | - | - |
| (ii) | Investment in association of persons# | | |
| | Maytas NCC JV [net of provision of Rs. 1.18 (March 31, 2022: Rs. 1.18)] | 13.97 | 13.93 |
| | NCC – Maytas (JV) Pocharam [net of provision of Rs. 0.92 (March 31, 2022: Rs. 0.92)] | - | - |
| | Maytas – CTR (JV) [net of provision of Rs.3.27 (March 31, 2022 : Rs.3.27)] | - | - |
| | NCC – Maytas – ZVS (JV) [net of provision of Rs. 0.08 (March 31, 2022: Rs. 0.08)] | 0.20 | 0.21 |
| B. | At amortised cost (Unquoted investments) | | |
| | Investment in other entities | | |
| (a) | In preference shares (fully paid-up) | | |
| | 4,550,000 (March 31, 2022:4,550,000) Zero coupon convertible preference shares of Rs. 10 each in KVK Power and Infrastructure Private Limited (at cost less provision Rs. 4.55 (March 31, 2022: 4.55)) | - | - |
| | 2,441,850 (March 31, 2022:2,441,850) 9% cumulative optionally convertible redeemable preference shares of Rs. 100 each in Bangalore Elevated Tollway Private Limited* | 18.86 | 16.55 |
| (b) | In debentures (fully paid-up) | | |
| | 25,370,630 (March 31, 2022:25,370,630) 0.001% Non-convertible debentures of Rs. 10 each in Bangalore Elevated Tollway Private Limited** | 16.53 | 14.51 |
| C. | At fair value through profit and loss (Unquoted investments) | | |
| | Investment in other entities | | |
| (a) | In equity shares (fully paid-up) | | |
| | 4,000,000 (March 31, 2022:4,000,000) of Rs.10 each in KVK Power and Infrastructure Private Limited (at cost less provision Rs. 4.00 (March 31, 2022: 4.00)) | - | - |
| | 2,600 (March 31, 2022:2,600) of Rs. 10 each in Gulbarga Airport Developers Private Limited (at cost less provision) | - | - |
| | 2,600 (March 31, 2022: 2,600) of Rs. 10 each in Shimoga Airport Developers Private Limited (at cost less provision) | - | - |
| (b) | In Pass Through Certificates (refer note 45 and 53) | | |
| | 2,596,675.29 (March 31, 2022: 2,596,675.29) of Rs. 1,000 each in Maytas Investment Trust* (at cost less provision Rs. 259.67 (March 31, 2022: Rs. 259.67)) | - | - |
| | | 49.56 | 45.20 |

Aggregate amount of provision for diminution in value of investments is Rs. 273.76 (March 31, 2022: Rs. 273.76)

Includes Company's share of profit in such entities

*Pledged in favour of Infrastructure Leasing and Financial Services Limited and IL&FS Financial Services Limited

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

7. Trade receivables (Refer note 36)

| | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| Unsecured, considered good* | 124.85 | 101.04 |
| Doubtful | 261.38 | 261.05 |
| | 386.23 | 362.09 |
| Less: Allowance | | |
| Expected Credit Loss and for doubtful debts | (261.38) | (261.05) |
| Net trade receivables | 124.85 | 101.04 |
| Non current trade receivables | 50.03 | 25.23 |
| Current trade receivables | 74.83 | 75.81 |

| As at March 31, 2023 | | | | | | |
|---|--------------------|-----------------|-----------|-----------|-------------------|---------------|
| | Less than 6 Months | 6 months-1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Undisputed Trade Receivables – considered good | 6.84 | - | 34.47 | 32.10 | 4.93 | 78.35 |
| Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| Undisputed Trade receivable – credit impaired | - | 1.05 | 7.04 | 15.53 | 14.33 | 37.95 |
| Disputed Trade receivables - considered good | 25.39 | 1.05 | 10.13 | 9.93 | - | 46.51 |
| Disputed Trade receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| Disputed Trade receivables – credit impaired | - | - | 4.75 | 41.51 | 177.16 | 223.42 |
| Less: Provision for Expected Credit loss and for doubtful debts | | | | | | (261.38) |
| Total | | | | | | 124.85 |

| As at March 31, 2022 | | | | | | |
|---|--------------------|-----------------|-----------|-----------|-------------------|---------------|
| | Less than 6 Months | 6 months-1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
| Undisputed Trade Receivables – considered good | 20.73 | 3.07 | 23.26 | 6.45 | - | 53.52 |
| Undisputed Trade Receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| Undisputed Trade receivable – credit impaired | - | - | 26.70 | 7.09 | 2.43 | 36.21 |
| Disputed Trade receivables - considered good | 1.15 | 6.84 | 16.69 | 22.85 | - | 47.52 |
| Disputed Trade receivables – which have significant increase in credit risk | - | - | - | - | - | - |
| Disputed Trade receivables – credit impaired | - | - | 14.14 | 78.52 | 132.17 | 224.83 |
| Less: Provision for Expected Credit loss and for doubtful debts | | | | | | (261.05) |
| Total | | | | | | 101.04 |

The Group's exposure to credit and currencies risks, and loss allowances related to trade receivables are disclosed in note 45.

* Includes receivables from related parties (Refer note 37).

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

8. Loans

| | As at March 31, 2023 | | As at March 31, 2022 | |
|--|----------------------|---------|----------------------|---------|
| | Non-current | Current | Non-current | Current |
| Loans to related parties (Refer note 37) | | | | |
| Unsecured, considered good | 0.02 | - | 0.01 | - |
| Considered doubtful | 192.94 | - | 192.94 | - |
| | 192.97 | - | 192.95 | - |
| Provision for doubtful advances | (192.94) | - | (192.94) | - |
| | 0.02 | - | 0.01 | - |
| Loan to other companies | | | | |
| Secured, considered good | 10.03 | - | 19.30 | - |
| Considered doubtful | 95.34 | - | 95.34 | - |
| Inter-corporate deposits* (Refer note 48) | | | | |
| Considered doubtful | 342.26 | - | 342.26 | - |
| | 447.63 | - | 456.90 | - |
| Provision for doubtful advances | (437.60) | - | (437.60) | - |
| | 10.03 | - | 19.30 | - |
| Total | 10.05 | - | 19.31 | - |

9. Other financial assets

| | As at March 31, 2023 | | As at March 31, 2022 | |
|--|----------------------|--------------|----------------------|--------------|
| | Non-current | Current | Non-current | Current |
| Interest accrued on deposits and others | | | | |
| Considered good | 199.56 | 17.52 | 199.13 | 13.93 |
| Considered doubtful | 70.68 | - | 70.68 | - |
| | 270.24 | 17.52 | 269.81 | 13.93 |
| Provision for doubtful interest accrued | (70.68) | - | (70.68) | - |
| | 199.56 | 17.52 | 199.13 | 13.93 |
| Claim for performance bank guarantee | | | | |
| Considered good | 1.56 | - | 1.56 | - |
| Considered doubtful | 21.12 | - | 21.12 | - |
| | 22.68 | - | 22.68 | - |
| Provision for doubtful bank guarantee | (21.12) | - | (21.12) | - |
| | 1.56 | - | 1.56 | - |
| Other receivables | | | | |
| Considered good | 1.38 | 0.02 | 6.19 | 0.02 |
| Considered doubtful | 16.39 | - | 12.18 | - |
| | 17.77 | 0.02 | 18.37 | 0.02 |
| Provision for doubtful other receivables | (16.39) | - | (12.18) | - |
| | 1.38 | 0.02 | 6.19 | 0.02 |
| Non-current bank balances (Refer note 10) | 24.20 | - | 24.20 | - |
| Total | 226.70 | 17.54 | 231.08 | 13.95 |

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

10. Cash and bank balances

| | As at March 31, 2023 | | As at March 31, 2022 | |
|---|----------------------|---------------|----------------------|---------------|
| | Non-current | Current | Non-current | Current |
| Cash on hand | - | 0.07 | - | 0.08 |
| Balances with banks: | | | | |
| On current accounts | - | 147.28 | - | 103.90 |
| | - | 147.35 | - | 103.98 |
| Other bank balances | | | | |
| Deposits account due to mature within 12 months of reporting date * | - | - | - | - |
| Deposits account due to mature of more than 12 months of reporting date * | 0.00 | 183.59 | - | 227.77 |
| Margin money deposits ** | 24.20 | - | 24.20 | - |
| | 24.20 | 183.59 | 24.20 | 227.77 |
| Amount disclosed under non-current financial assets (Refer note 9) | (24.20) | - | (24.20) | - |
| Total | - | 330.94 | - | 331.75 |

* Deposits under lien

** Lodged with authorities

11. Inventories (Refer note 3(g) for mode of valuation of inventories)

| | As at March 31, 2023 | As at March 31, 2022 |
|-------------------|----------------------|----------------------|
| Project materials | 36.50 | 37.97 |
| Less : Provision | 26.13 | 16.23 |
| Total | 10.36 | 21.74 |

12. Other assets

| | As at March 31, 2023 | | As at March 31, 2022 | |
|--|----------------------|---------------|----------------------|---------------|
| | Non-current | Current | Non-current | Current |
| Deposits (others)# | | | | |
| Unsecured, considered good | 1.20 | 2.13 | 2.17 | 2.25 |
| Considered doubtful | 22.62 | - | 19.87 | - |
| | 23.82 | 2.13 | 22.05 | 2.25 |
| Provision for doubtful deposits (others) | (22.62) | - | (19.87) | - |
| | 1.20 | 2.13 | 2.17 | 2.25 |
| Advances to vendor (other than capital advances) and prepaid expense | | | | |
| Unsecured, considered good | 18.51 | 13.32 | 11.17 | 42.86 |
| Considered doubtful | 167.80 | - | 146.63 | - |
| | 186.31 | 13.32 | 157.80 | 42.86 |
| Provision for doubtful advances | (167.80) | - | (146.63) | - |
| | 18.51 | 13.32 | 11.17 | 42.86 |
| Balances with statutory/government authorities | 36.56 | 88.58 | 36.56 | 104.87 |
| Contract Assets | | | | |
| Retention money (Refer note 34 and 36) | | | | |
| Considered good | 285.08 | 20.27 | 288.49 | 90.28 |
| Considered - Doubtful | 86.48 | - | 85.49 | - |
| | 371.55 | 20.27 | 373.98 | 90.28 |
| Provision for doubtful | (86.48) | - | (85.49) | - |
| | 285.08 | 20.27 | 288.49 | 90.28 |
| Project work-in-progress (Refer note 34 and 36) | | | | |
| Considered good | 377.50 | 109.33 | 303.44 | 152.65 |
| Considered - Doubtful | 585.64 | - | 575.00 | - |
| | 963.14 | 109.33 | 878.44 | 152.65 |
| Provision for doubtful | (585.64) | - | (575.00) | - |
| | 377.50 | 109.33 | 303.44 | 152.65 |
| Total | 718.85 | 233.63 | 641.83 | 392.91 |

#Security deposit (current) for the year includes Rs. 11.63 (March 31, 2022: 11.63) of short-term deposits placed with related parties, same have been fully provided during earlier years (Refer note 37).

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

13. Income tax

(a) The following table provides the details of income tax assets and income tax liabilities as of March 31, 2022 and March 31, 2023

| | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| Income tax assets (net) - current | 41.38 | 43.14 |
| Income tax assets (net) - non-current | 20.31 | 25.26 |
| Current tax liabilities (net) | - | - |
| Net income tax asset / (liability) at the end of the year | 61.69 | 68.40 |

(b) The gross movement in the current income tax asset / (liability) for the year ended March 31, 2023 and March 31, 2022 is as follows:

| | For the year ended | |
|---|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Net income tax asset / (liability) at the beginning of the year | 68.40 | 98.92 |
| Income tax paid (net of refund) | (6.72) | (25.42) |
| Provision for TDS Receivable | - | (5.10) |
| Net income tax asset / (liability) at the end of the year | 61.69 | 68.40 |

(c) Reconciliation of effective tax rate

| | For the year ended | |
|--|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Loss before tax | (124.00) | (386.35) |
| Tax using the Company's domestic rate (March 31, 2021 : 25.63%) | (31.93) | (99.48) |
| Tax effect of: | | |
| Current year losses for which no deferred tax assets is recognised | (31.93) | (99.48) |
| | (31.93) | (99.48) |

14. Share capital

| Authorized share Capital | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| 350,000,000 (March 31, 2022 : 350,000,000) equity shares of Rs. 10 each | 350.00 | 350.00 |
| 35,000,000 (March 31, 2022 : 35,000,000) preference shares of Rs. 100 each | 350.00 | 350.00 |
| Issued, subscribed and paid up | | |
| 131,121,078 (March 31, 2022 : 131,121,078) equity shares of Rs. 10 each fully paid-up | 131.12 | 131.12 |
| Total | 131.12 | 131.12 |

(a) Reconciliation of shares outstanding at the beginning and at the end of the reporting year

| | March 31, 2023 | | March 31, 2022 | |
|---------------------------------|---------------------|---------------|---------------------|---------------|
| | Number | Amount | Number | Amount |
| Equity shares | | | | |
| At the commencement of the year | 13,11,21,078 | 131.12 | 13,11,21,078 | 131.12 |
| Issued during the year | - | - | - | - |
| At the end of the year | 13,11,21,078 | 131.12 | 13,11,21,078 | 131.12 |

225,000 (March 31, 2022 : 225,000) 6% cumulative redeemable preference shares (CRPS) of Rs. 100 each fully paid-up total face value of Rs. 2.25 (March 31, 2022 : Rs. 2.25) are classified as financial liability (Refer note 16)

3,750,000 (March 31, 2022 : 3,750,000) 6% optionally convertible cumulative redeemable preference shares (OCCRPS) of Rs. 100 each fully paid-up total face value of Rs. 37.50 (March 31, 2022 : Rs. 37.50) are classified as financial liability (Refer note 16)

(b) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distributions are in proportion to the number of equity shares held by the shareholders.

(c) Restrictions attached to equity shares

As per the Master Restructuring Agreement (MRA) entered into by the Company with its bankers, the promoter's shareholding would be retained at a minimum of 26% of issued equity share capital of the Company at any point of time for a maximum period of four years from the effective date i.e. September 27, 2010. Further vide letter dated September 30, 2015, Infrastructure Leasing and Financial Services Limited confirmed that the promoters will not, without the prior written consent of the Bank, dilute its equity holding in the Company below 26% of the paid up equity share capital of the Company.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

(d) Terms of preference shares

For rights, preferences and restrictions attached to 6% Cumulative Redeemable Preference Shares (CRPS) and 6% Optionally Convertible Cumulative Redeemable Preference Shares (OCCRPS) of Rs. 100 each, classified as financial liability, refer note 16. Preference shares of both classes carry a preferential right as to dividend over equity shareholders. The Company declares and pays dividends in Indian Rupees. The holder of preference shares are entitled to one vote per share only on resolutions placed before the Company which directly affect their rights attached to the preference shares. In the event of liquidation of the Company during the existence of preference shares, the holders of preference shares will have priority over equity shares in the payment of dividend and repayment of capital.

(e) There were no bonus shares, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date.

(f) List of shareholders holding more than 5% shares in the Company

Equity shares of Rs. 10 each, fully paid

| Name of shareholder | As at March 31, 2023 | | As at March 31, 2022 | |
|---|----------------------|--------------------|----------------------|--------------------|
| | Number of shares | Percentage holding | Number of shares | Percentage holding |
| SBG Projects Investments Limited | 3,65,38,477 | 27.87% | 3,65,38,477 | 27.87% |
| IL&FS Financial Services Limited | 2,79,14,641 | 21.29% | 2,79,14,641 | 21.29% |
| Infrastructure Leasing and Financial Services Limited | 2,74,86,243 | 20.96% | 2,74,86,243 | 20.96% |

6% Cumulative redeemable preference shares (CRPS) of Rs. 100 each, fully paid

| Name of shareholder | As at March 31, 2023 | | As at March 31, 2022 | |
|--|----------------------|--------------------|----------------------|--------------------|
| | Number of shares | Percentage holding | Number of shares | Percentage holding |
| Vistra ITCL(India) Ltd (c/o Maytas Investment Trust) | 2,25,000 | 100.00% | 2,25,000 | 100.00% |

6% Optionally convertible cumulative redeemable preference shares (OCCRPS) of Rs. 10 each, fully paid

| Name of shareholder | As at March 31, 2023 | | As at March 31, 2022 | |
|---|----------------------|--------------------|----------------------|--------------------|
| | Number of shares | Percentage holding | Number of shares | Percentage holding |
| Vistra ITCL (India) Ltd (c/o Maytas Investment Trust) | 37,50,000 | 100.00% | 37,50,000 | 100.00% |

As per the records of the Company, including its register of shareholders / members, the above shareholding represents legal ownership of the shares.

(g) Details of shares held by promoters

| | As at March 31, 2023 | | As at March 31, 2022 | | |
|---|----------------------|--------------------|----------------------|--------------------|-------------------|
| | Number of shares | Percentage holding | Number of shares | Percentage holding | Change in Holding |
| IL&FS Financial Services Limited | 2,79,14,641 | 21.29% | 2,79,14,641 | 21.29% | - |
| Infrastructure Leasing and Financial Services Limited | 2,74,86,243 | 20.96% | 2,74,86,243 | 20.96% | - |

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

15. Other equity

| | As at March 31, 2023 | As at March 31, 2022 |
|--|----------------------|----------------------|
| Securities premium account | | |
| Balance at the commencement of the year | 282.28 | 282.28 |
| Closing balance (A) | 282.28 | 282.28 |
| Deficit in the statement of profit and loss | | |
| Balance at the commencement of the year | (3,648.87) | (3,262.74) |
| Loss from the Statement of profit and loss | (123.98) | (386.13) |
| Consolidation adjustments* | 235.05 | - |
| Total | (3,537.80) | (3,648.87) |
| Net deficit in the statement of profit and loss (B) | (3,537.80) | (3,648.87) |
| Other comprehensive income | | |
| Balance at the commencement of the year | 2.96 | 3.13 |
| Remeasurement of the net defined benefit liability / assets, net of tax effect | (0.39) | (0.17) |
| Balance at the end of the year | 2.57 | 2.96 |
| Foreign currency translation reserve | | |
| Balance at the commencement of the year | 15.28 | 15.28 |
| Add: Foreign currency translation reserve for the current year | - | - |
| Balance at the end of the year | 15.28 | 15.28 |
| Closing balance (C) | 17.85 | 18.24 |
| Non-controlling interest | | |
| Equity held by others | | |
| Balance at the commencement of the year | (107.79) | (107.79) |
| Less: Adjustment due to non consolidation* | 107.79 | - |
| Closing balance (D) | - | (107.79) |
| Other Adjustments* | - | 342.85 |
| Total closing balance (A+B+C+D) | (3,237.67) | (3,113.30) |

* Adjustment consequent to non-consolidation of overseas subsidiary of net of non-controlling interest transferred to retained earning.

Nature and purpose of other reserves

- Foreign currency translation reserve is used to recognise the impact of restatement of assets and liabilities of non-integral operations of the Group.
- Securities premium represents the premium received on issue of shares. Premium received is utilised in accordance with the provisions of the Companies Act, 2013.

16. Long-term borrowings (Refer note)

| | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| | Current | Current |
| Term loans (secured) (At amortised cost) | | |
| From banks | | |
| Indian rupee term loans | 78.71 | 78.71 |
| From others (At amortised cost) | | |
| From related party (secured) (Refer note 37) | 880.32 | 880.32 |
| From related party (unsecured) (Refer note 37) | 1,015.75 | 1,015.75 |
| Vehicle loans | 0.09 | 0.09 |
| Unsecured (At amortised cost) | | |
| 6% Cumulative redeemable preference shares (Refer note 49) | 2.25 | 2.25 |
| 6% Optionally convertible cumulative redeemable preference shares (Refer note 49) | 37.50 | 37.50 |
| | 2,014.62 | 2,014.62 |
| Amount disclosed under short term borrowings (refer note 17) | (2,014.62) | (2,014.62) |
| Total | - | - |

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

- (a) Pursuant to NCLAT Judgement dated March 12, 2020 approving the revised resolution framework and accepting October 15, 2018 as date of initiation of resolution process of IL&FS Group entities (including the Company) and crystallization of claims as of that date (the cut-off date), with no interest, additional interest, penal charges or other similar charges to accrue after the said cut-off date, the Company is currently not settling liabilities (both principal and interest) existing as on October 15 2018, being the cut-off date to its creditors (including the lenders).

The details regarding terms of borrowings and securities are furnished hereunder based on agreements / documents available with the Company

- (b) Indian rupee Term loans from banks to the extent of Rs. 34.71 (March 31, 2022: Rs. 34.71) carries an interest @ 11% p.a. The loan is repayable in 20 equal quarterly instalments commencing from June 30, 2014. These loans are secured by pari passu first mortgage and charge on the Company's immovable properties both present and future and pari passu first charge by way of hypothecation of all the movable assets including movable equipment's, machinery spares, tools, accessories, current assets both present and future except to the extent of assets exclusively hypothecated against vehicle loans/ finance leased assets from others. The company has defaulted in payment of principal and interest.

Further, Indian rupee term loans to an extent of Rs. 44.00 (March 31, 2022: Rs. 44.00) carry an interest rate of : 9.85 % to 10.50 % p.a. (March 31, 2022 : 9.85 % to 10.50 % p.a.). These loans are repayable in 4 years as per the schedule given below:

| Particulars | % | Due dates |
|-------------|----|---|
| FY 2016-17 | 15 | September 30, 2016, December 31 2016 and March 31, 2017 |
| FY 2017-18 | 35 | Quarterly instalments due on June 30, September 30, December 31 and March 31 every year. |
| FY 2018-19 | 40 | |
| FY 2019-20 | 10 | |

These loans are secured by pari passu first mortgage and charge on the Company's immovable properties both present and future and pari passu first charge by way of hypothecation of all the movable assets including movable equipment's, machinery spares, tools, accessories, current assets both present and future except to the extent of assets exclusively hypothecated against vehicle loans/ finance leased assets from others. These loans are additionally covered by letter of comfort/undertaking support from Infrastructure Leasing and Financial Services Limited. The Company had defaulted in payment of interest and repayment of principal installment for above term loans.

- (c) Vehicle loans from Non-Banking Financial Companies carry interest @ 13.50% to 16.48% p.a. (March 31, 2022 : 13.50% to 16.48% p.a). These loans are repayable in equated monthly installments over the tenure of 24 months to 60 months from the date of disbursement of loan. Vehicle loans are secured by hypothecation of vehicles purchased out of the loan taken.
- (d) Secured loans from Infrastructure Leasing and Financial Services Limited, related party amounting to Rs. 721.31 (March 31, 2022: Rs. 721.31) carry interest @ 12% to 13% p.a. These loans carry an option to reset the interest rate after every 12 months from the date of first disbursement and 12 months thereafter by giving 30 days clear notice to the Company.

Out of the above, loan to the extent of Rs. 334.79 (March 31, 2022 Rs. 334.79) is repayable in three annual installments of 30%, 30% and 40% after 60 months from the date of first disbursement and is secured by way of pari passu pledge of investments in preference shares of Bangalore Elevated Tollway Private Limited, sharing of charge with IL&FS Financial Services Limited on a pari passu basis on the equity shares of Gautami Power Limited and Pass Through Certificates issued by Maytas Investment Trust with IL&FS Financial Services Limited and negative lien on sub-ordinate loan given to Bangalore Elevated Tollway Private Limited. Out of the above, loan of Rs. 153.07 (March 31, 2022 : Rs. 153.07) is additionally secured by second charge on Inter-Corporate Deposits given to Hill County Properties Limited (HCPL) along with accumulated interest thereon and second charge on loans given to and equipment hire charges receivable from Terra Infra Limited along with accumulated interest thereon.

Loan to the extent of Rs. 266.00 (March 31, 2022 : 266.00) is repayable in three annual installments of 30%, 30% and 40% after 36 months from the date of first disbursement and secured by second charge on Inter Corporate Deposits of Rs. 343.78 provided by the Company. Of these, loan of Rs. 196.00 (March 31, 2022 : 196.00) is additionally secured by way of second charge on net receivables from a road project to the extent of Rs. 40.00.

Loan to the extent of Rs. 40.00 (March 31, 2022 : Rs. 40.00) is repayable in three annual installments of 30%, 30% and 40% after 36 months from the date of first

disbursement and secured by way of hypothecation on second charge basis of the Loans and Advances (including interest accrued) provided by the Company to Cyberabad Expressway Limited & Pondicherry Tindivanam Tollway Limited and investment in Maytas Infra Saudi Arabia Company (Limited Liability Company).

Loan to the extent of Rs. 80.52 (March 31, 2022 : Rs. 80.52) is repayable in three annual installments of 30%, 30% and 40% after 36 months from the date of first disbursement and secured by way of second charge on current assets of the Company. Out of the above, loan to the extent of Rs. 38.50 (March 31, 2022 : Rs. 38.50) is additionally secured by way of second charge on fixed assets of the Company. The Company had defaulted in payment of interest and repayment of principal installment for above loans.

- (e) Secured loans from IL&FS Financial Services Limited, related party amounting to Rs. 128.40 (March 31, 2022 : Rs. 128.40) the terms of which are as follows:

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

- (i) Loan to the extent of Rs. 80.40 (March 31, 2022 : Rs.80.40) carries interest @ 13% p.a. compounded on an annual basis and also carries an option to reset the interest rate after every 12 months from the date of first disbursement and every 12 months thereafter by giving 30 days clear notice to the Company. Loan is repayable in three annual installments of 30%, 30% and 40% after 36 months from the date of first disbursement.
- (ii) Loan to the extent of Rs. 48.00 (March 31, 2022 : Rs.48.00) carries interest @ 13% p.a linked to variation in IFIN benchmark rate of 16% p.a. and is repayable at the end of 36 months from the date of first disbursement. Loan of Rs. 80.40 (March 31, 2022 : Rs. 80.40) is secured by way of pari passu pledge of investments in preference shares of Bangalore Elevated Tollway Private Limited, sharing of charge with Infrastructure Leasing and Financial Services Limited on a pari passu basis on the equity shares of Gautami Power Limited and Pass Through Certificates issued by Maytas Investment Trust and negative lien on sub-ordinate loan given to Bangalore Elevated Tollway Private Limited. Further, Rs. 48.00 carries same security for which charge is yet to be created (refer Note 55(iii)). The Company had defaulted in payment of interest and repayment of principal installment for above loans.
- (f) Secured Loan from IL&FS Airports Limited (w.e.f June 19, 2018 assigned from Bhopal e-Governance Limited), related party of Rs. 30.60 (March 31, 2022 : Rs. 30.60) carries interest @ IFIN benchmark rate (16% p.a. currently) + 0.25% p.a. This loan is repayable at the end of 36 months from the date of first disbursement and is secured by Second Pari Passu charge by hypothecation of the present and future current assets of the borrower (including but not limited to book debts, operating cash flows, receivables, loans and advances, deposits, investments, commission and revenues of whatsoever nature and whenever arising), created from the proceeds of facility and providing a cover of 1.0 x at all times during the facility. During the earlier years, as per the Assignment and Novation Agreement dated June 19, 2018, loans from Bhopal e-Governance Limited has been unconditionally and irrevocably transferred, assigned and conveyed to IL&FS Airports Limited with all the right, title and interest together with all its security interest in the above loan facility. The Company had defaulted in payment of principal and interest.
- (g) Unsecured loan from Infrastructure Leasing and Financial Services Limited, related party of Rs. 933.75 (March 31, 2022 : Rs. 933.75) carries interest @ 12% p.a. which is payable quarterly in arrears. Loan is to be repaid at end of 24 months from the date of first disbursement. The Company had defaulted in payment of interest and repayment of principal installment for above loans.
- (h) Unsecured loan from Rohtas Bio Energy Limited, related party of Rs. 62.00 (March 31, 2022 : Rs. 62.00) carries interest at prevailing IFIN Benchmarking rate which is currently 16% p.a. which is payable quarterly in arrears. Loan is to be repaid at the end of 24 months from the date of first disbursement. The Company had defaulted in payment of interest.
- (i) Unsecured loan from RIDCOR Infra Projects Limited of Rs. 20.00 (March 31, 2022 : Rs. 20.00) carries interest ranging from @ 16% p.a. which is payable quarterly in arrears and the interest rate, as stated above, will be linked to IFIN Benchmark rate (IBMR) which is currently at 16% p.a., i.e., at prevailing IBMR, and would vary to the extent of variation in IBMR. Loan is to be repaid at the end of 24 months from the date of first disbursement. The Company had defaulted in payment of principal and interest.
- (k) Terms of 6% cumulative redeemable preference shares
On December 06, 2010, the Company had allotted 5,749,500 6% CRPS of Rs. 100 each fully paid as per the terms of MRA entered with Bankers. CRPS carry cumulative dividend of 6% p.a. The Company had further allotted 236,280 CRPS of Rs. 100 each as fully paid bonus shares to the holders of initial CRPS in the ratio of 1:24.33 (i.e. one fully paid CRPS of Rs. 100 each for every 24.33 CRPS held) on September 29, 2011. The aforesaid CRPS were redeemed on the due date i.e., March 31, 2015.
The Company had also allotted 1,500,000 CRPS to the holders of OCCRPS on September 29, 2011 as fully paid bonus shares in the ratio of 1:16.67 i.e. (one fully paid CRPS of Rs. 100 each for every 16.67 OCCRPS held). The redemption schedule of these bonus CRPS is - 30% on September 30, 2012; 15% each on September 30, 2013 and September 30, 2015; 20% each on September 30, 2014 and September 30, 2016. The 30% bonus CRPS (450,000 CRPS of Rs. 100 each) which were due for redemption on September 30, 2012 were purchased by IL&FS Trust Company Limited (ITCL), now Vistra ITCL (India) Ltd being the Trustee of Maytas Investment Trust (MIT), on September 29, 2012. The Company had extended the redemption period of these preference shares by a period of 3 years with an early redemption right with the Company before the extended period of 3 years by giving 30 days notice period to the shareholders. These shares have been redeemed on September 30, 2015. The 15% Bonus CRPS (225,000 CRPS of Rs. 100 each) which were due for redemption on September 30, 2013 were purchased by ITCL being the Trustee of MIT, on September 30, 2013. The Company has extended the redemption period of these preference shares by a period of 6 years with an early redemption right with the Company before the extended period of 6 years by giving 30 days notice period to the shareholders. The 20% Bonus CRPS (300,000 CRPS of Rs. 100 each) which were due for redemption on September 30, 2014 were redeemed by the Company on March 23, 2015, as per the terms of the issue, as amended. The 15% bonus CRPS (225,000 CRPS of Rs.100 each) which were due for redemption on September 30, 2015, have been redeemed on due date. The 20% bonus CRPS (300,000 CRPS of Rs. 100 each) which were due for redemption on September 30, 2016 were redeemed by the Company on March 28, 2017, within the extended period for redemption granted by CRPS holders. Subsequent to year end, the Company has defaulted in the redemption of these CRPS to the extent of 225,000 CRPS of Rs. 100 each which were due for redemption on September 30, 2019.
- (l) Terms of 6% optionally convertible cumulative redeemable preference shares
On March 31, 2011, the Company had allotted 25,000,000 OCCRPS of Rs. 100 each fully paid as per the terms of MRA

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

entered with bankers. OCCRPS carry cumulative dividend of 6%. Out of total 25,000,000 OCCRPS of Rs. 100 each, 30% i.e. 7,500,000 OCCRPS of Rs. 100 each have been converted into 12,417,218 equity shares on September 30, 2012, as per the terms of MRA. There is no further conversion option attached to these OCCRPS. The balance 17,500,000 OCCRPS of Rs. 100 each shall be redeemed at par in four tranches from September 30, 2013 to September 30, 2016. The schedule of redemption is as below:

| Date of redemption | Number of shares to be redeemed | Amount to be redeemed |
|--------------------|---------------------------------|-----------------------|
| 30-Sep-13 * | 37,50,000 | 37.50 |
| 30-Sep-14 # | 50,00,000 | 50.00 |
| 30-Sep-15 ^ | 37,50,000 | 37.50 |
| 30-Sep-16 @ | 50,00,000 | 50.00 |
| Total | 1,75,00,000 | 175.00 |

* The OCCRPS which were due for redemption on September 30, 2013 were purchased by IL&FS Trust Company Limited (ITCL), now Vistra ITCL (India) Ltd being the Trustee of Maytas Investment Trust, on September 30, 2013. The Company has extended the redemption period of these preference shares by a period of 6 years with an early redemption right with the Company before the extended period of 6 years by giving 30 days notice period to the shareholders. Subsequent to year end, the Company has defaulted in the redemption of these OCCRPS to the extent of 3,750,000 OCCRPS of Rs. 100 each which were due for redemption on September 30, 2019.

The OCCRPS were redeemed on March 23, 2015, as per the terms of the issue, as amended.

^ The OCCRPS were redeemed on due date, as per the terms of the issue.

@ The OCCRPS were redeemed on March 28, 2017, within the extended period for redemption granted by OCCRPS holders.

The Groups' exposure to liquidity risks related to borrowings is disclosed in Note 45.

Details of default in repayment of borrowings from Banks as on March 31, 2023 and March 31, 2022 are given below:

| Particulars | Amount of Default | Period of Default (No of days) | Amount of Default | Period of Default (No of days) |
|----------------------|-------------------|--------------------------------|-------------------|--------------------------------|
| ICICI Bank | 10.25 | 1642 | 10.25 | 1277 |
| | 11.85 | 1550 | 11.85 | 1185 |
| | 11.85 | 1461 | 11.85 | 1096 |
| | 6.90 | 1371 | 6.90 | 1006 |
| State Bank of India | 6.45 | 1461 | 6.45 | 1096 |
| | 2.78 | 1371 | 2.78 | 1006 |
| Bank of Maharashtra | 1.67 | 1642 | 1.67 | 1277 |
| | 1.67 | 1550 | 1.67 | 1185 |
| | 1.67 | 1461 | 1.67 | 1096 |
| | 0.95 | 1371 | 0.95 | 1006 |
| IDBI Bank | 1.49 | 1642 | 1.49 | 1277 |
| | 1.73 | 1550 | 1.73 | 1185 |
| | 1.73 | 1461 | 1.73 | 1096 |
| Bank of India | 0.39 | 1550 | 0.39 | 1185 |
| | 0.39 | 1461 | 0.39 | 1096 |
| Punjab National Bank | 0.80 | 1642 | 0.80 | 1277 |
| | 0.80 | 1550 | 0.80 | 1185 |
| | 0.80 | 1461 | 0.80 | 1096 |
| Bank of Baroda | 0.54 | 1642 | 0.54 | 1277 |
| | 1.03 | 1550 | 1.03 | 1185 |
| | 1.03 | 1461 | 1.03 | 1096 |
| | 0.59 | 1371 | 0.59 | 1006 |
| Indian Overseas Bank | 0.00 | 1642 | 0.00 | 1277 |
| | 0.12 | 1550 | 0.12 | 1185 |
| | 1.09 | 1461 | 1.09 | 1096 |
| Indian Bank | 2.84 | 1642 | 2.84 | 1277 |
| | 2.84 | 1550 | 2.84 | 1185 |
| | 2.84 | 1461 | 2.84 | 1096 |
| | 1.62 | 1096 | 1.62 | 731 |

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

Details of Interest Defaults to Banks as at March 31, 2023 and March 31, 2022 are as follows:

| Particulars | March 31, 2023 | | March 31, 2022 | |
|----------------------|-----------------------------------|---|-----------------------------------|---|
| | Amount of Default (Rs. Crores) | Period of Default (No of days) | Amount of Default (Rs. Crores) | Period of Default (No of days) |
| ICICI Bank | 5.45 | Due date for interest is on various dates on monthly basis. | 5.45 | Due date for interest is on various dates on monthly basis. |
| State Bank of India | 7.96 | | 7.96 | |
| Bank of Maharashtra | 1.74 | | 1.74 | |
| Bank of India | 0.83 | | 0.83 | |
| IDBI Bank | 1.66 | | 1.66 | |
| Punjab National Bank | 3.12 | | 3.12 | |
| Bank of Baroda | 1.98 | | 1.98 | |
| Indian Overseas Bank | 2.41 | | 2.41 | |
| Indian Bank | 4.20 | | 4.20 | |

Details of default in repayment of borrowings from Financial Institutions (Promoter Group entities) as on March 31, 2023 and March 31, 2022 are given below:

| Particulars | March 31, 2023 | | March 31, 2022 | |
|---|-----------------------------------|-----------------------------------|-----------------------------------|-----------------------------------|
| | Amount of Default (Rs. Crores) | Period of Default (No of days) | Amount of Default (Rs. Crores) | Period of Default (No of days) |
| Infrastructure Leasing & Financial Services Ltd | 39.70 | 1644 | 39.70 | 1279 |
| | 30.00 | 1617 | 30.00 | 1252 |
| | 84.00 | 1499 | 84.00 | 1134 |
| | 181.80 | 1357 | 181.80 | 992 |
| | 20.10 | 1351 | 20.10 | 986 |
| | 16.50 | 1351 | 16.50 | 986 |
| | 40.00 | 1375 | 40.00 | 1010 |
| | 64.10 | 1280 | 64.10 | 915 |
| | 7.00 | 1219 | 7.00 | 854 |
| | 35.00 | 1190 | 35.00 | 825 |
| | 50.00 | 1135 | 50.00 | 770 |
| | 40.00 | 1134 | 40.00 | 769 |
| | 237.90 | 1130 | 237.90 | 765 |
| | 45.00 | 1098 | 45.00 | 733 |
| | 112.00 | 1036 | 112.00 | 671 |
| | 239.80 | 996 | 239.80 | 631 |
| | 38.50 | 985 | 38.50 | 620 |
| 40.00 | 971 | 40.00 | 606 | |
| 215.00 | 953 | 215.00 | 588 | |
| 118.67 | 927 | 118.67 | 562 | |
| IL&FS Financial Services Limited | 80.40 | 1655 | 80.40 | 1290 |
| | 48.00 | 1108 | 48.00 | 743 |
| IL&FS Transportation Networks Limited | 25.00 | 1514 | 25.00 | 1149 |
| | 3.00 | 1492 | 3.00 | 1127 |
| | 5.00 | 1487 | 5.00 | 1122 |
| | 45.00 | 1092 | 45.00 | 727 |
| Tierra Enviro Limited | 4.40 | 1767 | 4.40 | 1402 |
| | 35.00 | 1824 | 35.00 | 1459 |
| IL&FS Cluster Development Initiative Limited | 15.00 | 1461 | 15.00 | 1096 |
| Sabarmati Capital One Limited | 4.60 | 1676 | 4.60 | 1311 |
| | 7.00 | 1672 | 7.00 | 1307 |
| IL&FS Airport Ltd | 30.60 | 1189 | 30.60 | 824 |
| | 7.00 | 1376 | 7.00 | 1011 |
| Rohtas Bio Energy Limited | 62.00 | 1283 | 62.00 | 918 |
| Ridcor | 20.00 | 1096 | 20.00 | 731 |

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

Details of Interest Defaults to Financial Institutions (Promoter Group entities) as on March 31, 2023 and March 31, 2022 are given below:

| Particulars | March 31, 2023 | | March 31, 2022 | |
|---|--------------------------------|---|--------------------------------|---|
| | Amount of Default (Rs. Crores) | Period of Default (No of days) | Amount of Default (Rs. Crores) | Period of Default (No of days) |
| Infrastructure Leasing & Financial Services Ltd | 343.93 | | 343.93 | |
| IL&FS Financial Services Limited | 76.60 | | 76.60 | |
| IL&FS Transportation Networks Limited | 5.85 | | 5.85 | |
| Tierra Enviro Limited | 2.99 | Due date for interest is on various dates on monthly basis. | 2.99 | Due date for interest is on various dates on monthly basis. |
| IL&FS Cluster Development Initiative Limited | 1.17 | | 1.17 | |
| Sabarmati Capital One Limited | 0.88 | | 0.88 | |
| IL&FS Airports Ltd | 2.67 | | 2.67 | |
| Rohtas Bio Energy Limited | 4.42 | | 4.42 | |
| RIDCOR Infra Projects Limited | 1.56 | | 1.56 | |

17. Short-term borrowings

| | As at March 31, 2023 | As at March 31, 2022 |
|--|----------------------|----------------------|
| Current maturities of long term borrowings (refer note16) | 2,014.62 | 2,014.62 |
| Cash credit facilities from banks (secured) | 502.92 | 503.21 |
| Loans related party (unsecured) (Refer note 37) | 151.00 | 151.00 |
| Total | 2,668.54 | 2,668.83 |

(a) Cash credit from banks are repayable on demand and carries interest @ 9% p.a. to 13.80% p.a. (March 31, 2022: 9% p.a. to 13.80% p.a.). These loans are secured by pari passu first mortgage and charge on the Company's immovable properties both present and future and pari passu first charge by way of hypothecation of all the movable assets including movable equipment's, machinery spares, tools, accessories, current assets both present and future, except to the extent of assets exclusively hypothecated against vehicle loans/ finance leased assets from others.

Loans aggregating to Rs. 253.37 (March 31, 2022: Rs. 253.37) have additionally been secured by a personal guarantee given by the Ex-Vice Chairman of the Company, Mr. B Teja Raju.

Loans aggregating to Rs. 249.84 (March 31, 2022: Rs. 249.84) additionally carry letter of comfort/support undertaking from Infrastructure Leasing and Financial Services Limited.

(b) Unsecured loan from related parties Rs. 151.00 (March 31, 2022 : Rs. 151.00) carries interest ranging from @ 15.50% p.a. to 16.50% p.a. (March 31, 2022: @ 15.50% p.a. to 16.50% p.a) which is payable quarterly in arrears. Loan is to be repaid at the end of 12 months from the date of first disbursement.

Details of default in repayment of borrowings from Banks (Cash Credit Accounts) as on March 31, 2023 and March 31, 2022 are given below:

| Particulars | March 31, 2023 | | March 31, 2022 | |
|----------------------|--------------------------------|--|--------------------------------|--|
| | Amount of Default (Rs. Crores) | Period of Default (No of days) | Amount of Default (Rs. Crores) | Period of Default (No of days) |
| Indian Bank | 63.44 | | 63.44 | |
| Bank of India | 19.29 | | 19.29 | |
| Bank of Maharashtra | 23.09 | | 23.09 | |
| ICICI | 69.62 | 1627 days from October 16th,2018 to March 31st, 2023 | 69.62 | 1262 days from October 16th,2018 to March 31st, 2022 |
| IDBI | 20.22 | | 20.22 | |
| Indian Overseas Bank | 33.37 | | 33.37 | |
| Punjab National Bank | 54.10 | | 54.10 | |
| State Bank of India | 183.27 | | 183.27 | |
| Bank of Baroda | 36.80 | | 36.80 | |

The Groups' exposure to liquidity risks related to borrowings is disclosed in Note 45.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

18. Trade payables

| | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| Trade payables | | |
| Dues to micro and small enterprises | 6.22 | 6.04 |
| Dues to other than micro and small enterprises | 969.42 | 957.86 |
| Total | 975.64 | 963.90 |
| Non-current [includes retention money payable of Rs. 160.53 (March 31, 2022: Rs. 160.53)] | 338.04 | 217.03 |
| Current [includes retention money payable of Rs. 97.68 (March 31, 2022: Rs. 97.68)] | 637.60 | 746.87 |

The Group's exposure to liquidity risks related to trade payables is disclosed in note 45.

As at March 31, 2023

| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
|--|------------------|--------------|--------------|-------------------|---------------|
| Total outstanding dues of micro enterprises and small enterprises | - | - | - | 6.22 | 6.22 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 76.14 | 82.15 | 52.31 | 473.51 | 684.11 |
| Disputed dues of micro enterprises and small enterprises | - | - | - | - | - |
| Disputed dues of creditors other than micro enterprises and small enterprises | 4.83 | 14.10 | 19.59 | 246.79 | 285.31 |
| Total | 80.97 | 96.25 | 71.89 | 726.53 | 975.64 |

As at March 31, 2022

| | Less than 1 Year | 1-2 Years | 2-3 Years | More than 3 Years | Total |
|--|------------------|--------------|---------------|-------------------|---------------|
| Total outstanding dues of micro enterprises and small enterprises | - | - | - | 6.25 | 6.25 |
| Total outstanding dues of creditors other than micro enterprises and small enterprises | 71.01 | 92.28 | 212.39 | 320.84 | 696.52 |
| Disputed dues of micro enterprises and small enterprises | - | - | - | - | - |
| Disputed dues of creditors other than micro enterprises and small enterprises | 3.27 | 5.07 | 30.05 | 222.75 | 261.14 |
| Total | 74.28 | 97.35 | 242.44 | 549.83 | 963.90 |

19. Other financial liabilities

| | As at March 31, 2023 | | As at March 31, 2022 | |
|--|----------------------|---------------|----------------------|---------------|
| | Non-current | Current | Non-current | Current |
| Interest accrued and due on borrowings and mobilisation advance | - | 572.04 | - | 573.90 |
| Liability component of financial instruments (refer note 49) | - | 15.79 | - | 15.79 |
| Contract liabilities - mobilization advance (refer note 34 and 36) | 50.00 | 371.07 | 40.58 | 386.46 |
| Total | 50.00 | 958.90 | 40.58 | 976.15 |

The Group's exposure to liquidity risks related to above financial liabilities is disclosed in note 45.

20. Provisions

| | As at March 31, 2023 | | As at March 31, 2022 | |
|---|----------------------|--------------|----------------------|--------------|
| | Non-current | Current | Non-current | Current |
| Provisions for employee benefits | | | | |
| Gratuity (Refer note 35) | - | - | 3.87 | - |
| Compensated absences | - | 1.99 | - | 5.45 |
| Total provisions for employee benefits (A) | - | 1.99 | 3.87 | 5.45 |
| Provision for estimated future loss on projects | 41.66 | 33.24 | 14.47 | 40.60 |
| Provision for liquidated damages | - | 1.16 | - | 1.16 |
| Total other provisions (B) | 41.66 | 34.40 | 14.47 | 41.76 |
| Total provisions (A+B) | 41.66 | 36.39 | 18.34 | 47.21 |

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

Movements in other provisions

| | Estimated future loss on projects | Liquidated damages | Total |
|-------------------------------------|-----------------------------------|--------------------|---------------|
| Balance as at April 1, 2021 | 132.24 | 13.76 | 146.00 |
| Provisions made during the year | (77.17) | (12.60) | (89.77) |
| Provisions utilised during the year | - | - | - |
| Balance as at March 31, 2022 | 55.07 | 1.16 | 56.23 |
| Provisions made during the year | 49.72 | - | 49.72 |
| Provisions utilised during the year | (29.89) | - | (29.89) |
| Balance as at March 31, 2023 | 74.90 | 1.16 | 76.06 |

A. Provision for Estimated future loss on projects

The projects in progress as at March 31, 2023 have been evaluated for future loss, if any, based on estimates relating to cost-to-complete the same. Based on such evaluation, the Company has provided for estimated future losses to an extent of Rs. 74.90 (March 31, 2022: Rs. 55.07).

B. Provision for Liquidated damages

Liquidated damages are levied as per the terms of the contract for delayed execution of works or delayed achievement of agreed milestones. For all projects in progress, the management has estimated the probability of levy of liquidated damages, if any, based on completion date as per the contract, extension of time granted by the customer, etc.

21. Other liabilities

| | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| | Current | Current |
| Contract liabilities - Advance from customers (Refer Note 36) | 14.46 | 14.83 |
| Contract liabilities - Advance billing from customers (Refer Note 36) | 28.75 | 11.39 |
| Statutory dues (net of input tax credit on Goods and Services tax) | 149.58 | 153.04 |
| Interest payable to micro and small enterprises | 5.92 | 4.05 |
| | 198.71 | 183.31 |

22. Revenue from contracts with customers

| | For the year ended | |
|---|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Revenue from contracts | 171.34 | 233.35 |
| Revenue from equipment hiring services | - | - |
| Other operating revenue | | |
| Reversal of provision for estimated future loss on projects (net) (Refer note 20) | 5.76 | 74.29 |
| | 177.10 | 307.64 |

23. Other income

| | For the year ended | |
|---|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Interest income on | | |
| Bank deposits | 11.77 | 7.02 |
| Inter corporate deposits and others | 3.11 | 3.13 |
| Income tax refunds | 0.62 | 3.32 |
| Interest income from financial assets carried at amortised cost | 4.39 | 3.72 |
| Liabilities no longer required written back | 3.51 | 2.59 |
| Provision no longer required written back | 12.89 | 48.71 |
| Other non-operating income | 2.25 | 2.55 |
| | 38.55 | 71.04 |

24. Cost of materials consumed

| | For the year ended | |
|--------------------------------|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Opening stock | 21.74 | 37.67 |
| Add: Purchases during the year | 39.00 | 84.42 |
| | 60.74 | 122.09 |
| Less: Closing stock | 10.36 | 21.74 |
| | 40.48 | 100.35 |

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

25. Employee benefits expenses

| | For the year ended | |
|--|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Salaries, wages and bonus | 33.84 | 40.62 |
| Contribution to provident fund and other funds (Refer note 35) | 1.36 | 1.52 |
| Gratuity (Refer note 35) | 0.06 | 0.27 |
| Compensated absences | 0.37 | 0.23 |
| Staff welfare expenses | 0.83 | 0.99 |
| | 36.46 | 43.63 |

26. Finance costs

| | For the year ended | |
|--|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Interest expense | | |
| Interest on Mob Advance/Others | 18.85 | 40.91 |
| Interest on lease liabilities (note 44) | 0.23 | |
| Interest cost from financial liabilities carried at amortised cost | - | 0.01 |
| Bank charges (including BG commission) | 3.99 | 5.09 |
| | 23.07 | 46.00 |

27. Depreciation and amortization expense

| | For the year ended | |
|---|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Depreciation expense | 9.82 | 13.26 |
| Amortization expense | - | - |
| Depreciation on Right of use assets (Refer note 42) | 0.36 | 0.29 |
| | 10.18 | 13.55 |

28(a). Other expenses

| | For the year ended | |
|--|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Rent (Refer note 42) | 4.76 | 4.77 |
| Rates and taxes | 0.72 | 3.32 |
| Office maintenance | 2.11 | 2.21 |
| Communication expenses | 0.34 | 0.36 |
| Printing and stationery | 0.15 | 0.18 |
| Legal and professional charges | 5.74 | 7.50 |
| Sitting fees | 0.11 | 0.05 |
| Travelling and conveyance | 1.70 | 1.66 |
| Business promotion | 0.26 | 0.15 |
| Auditor's remuneration (Refer note 40) | 0.51 | 0.60 |
| Site expenses | 3.47 | 12.57 |
| Hire charges | 13.58 | 31.42 |
| Freight and transportation | 0.14 | 0.46 |
| Insurance | 2.35 | 3.56 |
| Power and fuel | 0.31 | 0.45 |
| Repairs | | |
| Plant and machinery | 0.14 | 0.74 |
| Buildings | 0.01 | - |
| Others | 0.21 | 0.29 |
| Miscellaneous expenses | - | 0.10 |
| | 36.61 | 73.23 |

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

28(b). Expected credit loss and other provisions

| | For the year ended | |
|---|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Provision for advances, trade receivables, other assets, Contract assets and impairment of fixed assets | 55.81 | 170.42 |
| Provision for future loss (net) (Refer note 20) | 49.72 | 40.79 |
| Expected credit loss for trade receivables and contract assets | - | - |
| | 105.53 | 211.21 |

29. Earnings per share

The following reflects the profit/loss and share data used in the basic and diluted EPS computation :

| Particulars | For the year ended | |
|---|---------------------|---------------------|
| | March 31, 2023 | March 31, 2022 |
| Net Loss after tax attributable to equity shareholders | (123.98) | (386.13) |
| Shares | | |
| Total number of shares outstanding at the commencement of the year | 13,11,21,078 | 13,11,21,078 |
| Add: Shares issued during the year | - | - |
| Total number of shares outstanding at the end of the year | 13,11,21,078 | 13,11,21,078 |
| Weighted average number of equity shares considered for calculation of basic and diluted earnings per share | 13,11,21,078 | 13,11,21,078 |
| Nominal value of equity shares | 10 | 10 |
| Basic and diluted earnings per share | (9.46) | (29.45) |

30. Going Concern

The Company has accumulated loss of Rs.3,772.85 as at March 31, 2023 (as at March 31, 2022: Rs. 3,648.87). The Company has incurred loss of Rs.123.98 year ended March 31, 2023 (Loss for the year ended March 31, 2022 Rs.386.13). The Company's net worth is fully eroded and the current liabilities exceed its current assets by Rs.3,691.81 as at the reporting date. Existing projects being executed by the Company are nearing completion / or approaching their end of term, which resulted in significant reduction in the Company's operating revenue over the past three years. The Company has continued to default in payment of various loans to the lenders of the Company, including borrowings from promoter group entities.

The Reconstituted Board of Directors of IL&FS in their reports to National Company Law Tribunal (NCLT) categorized the Company under the Group Red implying that the Company is unable to meet its contractual, statutory and debt obligations. The National Company Law Appellate Tribunal (NCLAT) by way of its order on October 15, 2018 (Interim Order) in the Company Appeal (AT) 346 of 2018, after taking into consideration the nature of the case, stayed certain coercive and precipitate actions against IL&FS and its group companies including the Company. The NCLAT vide its Judgement dated March 12, 2020 accepted the resolution process and revised resolution framework, including October 15, 2018 as date of initiation of resolution process of IL&FS Group entities, (including the Company) and crystallization of claims as of that date i.e. cut-off date with no interest, additional interest, penal charges or other similar charges to accrue after the said cut-off date. Accordingly, the Company is currently not settling liabilities existing prior to October 15 2018, being the cutoff date to its Financial Creditors and the Operational Creditors.

Adverse developments in promoter group entities impacted the operations of the company and also resulted in cancellation/ termination/suspension/foreclosure of certain contracts with customers. The Reconstituted Board and the management of the Company have taken various steps to continue the operations at present level during the period as per the resolution process framework accepted by the Hon'ble NCLAT.

In line with the said framework, the Reconstituted Board is in the process of finalizing a comprehensive approach to manage the current situation including sale of existing equity share holding by IL & FS Group. In this process, the Reconstituted Board, as part of resolution process for the Company, has invited expression of interest for acquiring the equity stake in the Company. In January 2022, a bid had been received from an unincorporated Consortium which was subjected to challenge through counter bid under a Swiss Challenge method. The successful bid has been put up to the Committee of Creditors for their approval. If accepted, the bid would then be placed for approvals from Justice D.K. Jain (Retd.) and then NCLT.

The ability of the Company to continue as going concern is solely dependent on positive outcome of resolution process initiated by the Reconstituted Board which would restructure the debt and resume normal operations. Financial statements for the year have been prepared on a going concern basis considering the status of the resolution process and steps taken by the Reconstituted Board.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

31. Contingent liability

| S. No. | Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--------|--|----------------------|----------------------|
| (i) | Claims against the Group not acknowledged as debts (interest, if any, not ascertainable after date of order) | 9.40 | 12.11 |
| (ii) | Direct taxes under dispute * | 39.49 | 39.49 |
| (iii) | Indirect taxes under dispute **# | 257.05 | 200.06 |

*Income tax demand mainly comprises of demand from the Income Tax authorities upon completion of their assessment upto the financial year 2017-18. The tax demands are mainly on account of classification of waiver of interest and principal amount of loan as revenue receipt which has been considered as capital receipt by the Company, disallowance of expenditure incurred towards extra works/Labour cost on projects, disallowance of expenditure on which TDS is not deducted or short deducted, etc.

**The demands raised by the Sales Tax authorities and Central Excise and Service Tax authorities are mainly towards enhancement of taxable turnover due to certain disallowances, change in classification of services provided by the Company, interpretation of the provisions of the Acts etc.

#Excludes Rs. 6.52 (March 31, 2022: Rs. 6.52) where it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation. All these cases are under litigation and are pending with various authorities, and the expected timing of resulting outflow of economic benefits cannot be specified.

(iv) As fully explained in Note 30 and 31(v), adverse developments within the promoter group entities have significantly impacted the Company's operations. As a result, certain contracts with customers have been cancelled, terminated, suspended, or are under discussions for foreclosure, leading to disputes and litigation. The management of the Company is actively engaged in discussions with the customers to seek settlements and reconciliations regarding these disputes. Diligent efforts are being made to achieve amicable resolutions and settlements with the involved parties. The adjustments, if any, arising from these terminated contracts is contingent upon the completion of settlements and reconciliations by the customers and cannot be determined at this stage.

(v) Investigations etc by the Regulatory / Investigative Agencies:

Consequent to adverse developments at Infrastructure Leasing and Financial Services Limited (IL&FS) and IL&FS group level, the Central Government has reconstituted Board of directors as stated in earlier years. Various regulatory authorities and investigative agencies have initiated their proceedings and are seeking information from the Company as part of their investigations since 2018-19 onwards. The Company and the present management are cooperating with the respective authorities and submitting the information as sought from time to time.

Further, as per the directions of the Reconstituted Board of IL&FS, forensic audit by an independent firm was initiated for select entities including the Company. The forensic auditors submitted their final report relating to the Company in May 2021 detailing certain potential anomalies in the financial statements and operations of the Company. The report has been hosted on the Company's website and also submitted to the stock exchanges, Serious Fraud Investigation Office (SFIO), etc. Based on the said report, SFIO and Enforcement Directorate sought additional information from the Company which the Company has submitted from time to time. The adjustments, if any, arising out these investigations would be known upon completion of investigation process by respective authorities / agencies and hence, are not determinable at this stage.

(b) Other contingent liabilities

| S. No. | Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--------|---|----------------------|----------------------|
| (i) | Guarantees issued by bankers and financial institution (excluding performance obligations) | 180.09 | 211.87 |
| (ii) | Guarantees issued by bankers and financial institutions on behalf of the Consolidating entities towards performance obligations | 385.39 | 427.57 |
| (iii) | Corporate guarantees (including guarantees towards performance obligations of the Company) | 644.86 | 633.48 |
| (iv) | Liquidated damages | 11.03 | 1.16 |

32. Commitments:

(a) Capital Commitments:

Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for Rs. Nil (March 31, 2022: Nil).

(b) Other Commitments:

i. The Company has made a commitment to make additional investment of Rs. 49.64 (March 31, 2022: Rs. 49.64) in Maytas Infra Saudi Arabia Company Limited Liability Company. Based on the latest available management certified financial statements of the aforesaid subsidiary as on March 31, 2018, the net worth of the subsidiary is fully eroded and the Company may have potential obligation to share further liabilities of the said subsidiary, which is presently under negotiation and hence undeterminable.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

The Group has not consolidated one subsidiary Maytas Infra Saudi Arabia Company in current year and previous year as the said subsidiary has ceased its operations for a period in excess of three years. As at the year end the company is not in receipt of any communication from subsidiary to infuse the funds. In view of the adverse developments and cessation of operations in overseas subsidiary, the company has made an application to Reserve Bank of India (RBI) seeking approval for write off of investment in subsidiary. Upon approval by RBI, the company would initiate closure of subsidiaries operations in Saudi Arabia.

- ii. Under a sponsors' support agreement, the Company (a co-sponsor) has obligation to the lenders' of a Special Purpose Vehicle (SPV), whose 26.10% Equity is held by Maytas Investment Trust (MIT), until financial year ending 2027-28, to meet shortfall in Debt service coverage ratio of the SPV on a term loan of Rs. 279.83 (March 31, 2022: Rs. 279.83)

33. Segment reporting :

The Consolidating entities operations fall into a single business segment Construction and Infrastructure Development and in accordance with Ind AS 108 - Operating Segments, segment information with respect to geographical segment has been given below, therefore no separate disclosure on segment information is given in these financial statements.

Geographical segments:

Although the Consolidated entities major operating divisions are managed on a worldwide basis, they operate in two principal geographical areas of the world, in India, its home country, and rest of the world.

| Segment | Segment revenue | | Segment non-current assets* | |
|---------------|--------------------|----------------|-----------------------------|----------------|
| | For the year ended | | As at | |
| | March 31, 2023 | March 31, 2022 | March 31, 2023 | March 31, 2022 |
| India | 177.10 | 307.64 | 778.28 | 716.04 |
| Rest of world | - | - | - | - |
| Total | 177.10 | 307.64 | 778.28 | 716.04 |

* Non current assets are excluding financial instruments and deferred tax assets.

34. Disclosure pursuant to Ind AS 115 Revenue from Contracts with Customers

(a) Disaggregation of revenue:

The Group recognises revenue from contracts with customers which includes Government and Non-Government customers, for construction / project activities over a period of time. During the year substantial part of the Company's business has been carried out in India. Geographical disaggregation has been given in the consolidated financial statements of the Company.

(b) Contract balances

(i) Opening and closing balances of contract balances

| | As at March 31, 2023 | As at March 31, 2022 |
|--|----------------------|----------------------|
| Trade receivables | 124.85 | 101.04 |
| Contract assets - Project Work in progress | 486.83 | 456.09 |
| Contract assets - Retention money | 305.35 | 378.77 |
| Provision for estimated future losses on projects and liquidated damages | 76.06 | 56.23 |
| Contract liabilities | 464.28 | 453.26 |

The credit period towards trade receivables generally ranges between 30 to 180 days. Further the customer retains certain amounts as per the contractual terms which usually fall due on the completion of defect liability period (DLP) of contract. These retentions are made to protect the customer from the Company failing to adequately complete all or some of its obligations under the contract. Contract assets are initially recognised for revenue earned from transfer of goods and services but not billed to customer because the work completed has to meet technical requirements as well as various milestones as set out in the contract with customers. Upon fulfilling the said requirements and acceptance by the customer, the amounts recognised as contract assets are reclassified to trade receivables.

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received advance payments from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the consideration received. Contract liabilities include advances received from customers towards mobilisation of resources, purchase of materials, etc. and advance billing.

Impairment losses recognised on contract assets and trade receivables have been disclosed in note 7

- (ii) Revenue recognised during the year from opening balance of contract liabilities amounts to Rs. 5.33

(c) Reconciling the amount of revenue recognised in the statement of profit and loss with the contracted price

There is no difference in the contract price negotiated and the revenue recognised in the statement of profit and loss for the current year. There is no significant revenue recognised in the current year from performance obligations satisfied in previous periods.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

(d) Performance obligation

The transaction price allocated to the remaining performance obligations is Rs. 729.36, which will be recognised as revenue over the respective project durations. Generally the project duration of contracts with customers is be 2 to 5 years.

35. Retirement benefits

(a) Disclosures related to defined contribution plan:

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident fund and Employees' State Insurance contribution (ESI), which are defined contribution plans. The contribution are charged to the Statement of profit and loss as they accrue.

(b) Disclosures related to defined benefit plan:

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days last drawn salary for each completed year of service. The scheme is funded with Life Insurance Corporation of India. The present value of the defined benefit obligation and the related current service cost are measured using the projected unit credit method with actuarial valuation being carried out at the balance sheet date.

I. Reconciliation of net defined benefit asset/ (liability)

| Particulars | For the year ended | |
|--|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| (i) Reconciliation of present value of defined benefit obligation | | |
| Opening defined benefit obligation | 3.74 | 3.08 |
| Current service cost | 0.47 | 0.49 |
| Interest cost on benefit obligation | 0.23 | 0.21 |
| Benefits paid | (0.96) | (0.20) |
| Actuarial (gain)/loss on obligation | 0.39 | 0.17 |
| Closing defined benefit obligation | 3.86 | 3.74 |
| (ii) Reconciliation of present value of plan asset: | | |
| Opening fair value of plan assets | 3.97 | 2.93 |
| Expected return on plan assets | 0.28 | 0.20 |
| Expenses | (0.06) | - |
| Contributions by employer | 0.51 | 1.21 |
| Others | (0.73) | (0.37) |
| Closing fair value of plan assets | 3.96 | 3.97 |
| (iii) Reconciliation of net defined benefit asset/(liability): | | |
| Present value of defined benefit obligation | (3.86) | (3.74) |
| Fair value of plan assets | 3.96 | 3.97 |
| Additional Provision* | - | (4.10) |
| Plan Liability | 0.10 | (3.87) |

*Additional Provision made by the management during earlier year, reversed in current year.

| | | |
|---|-------------|-------------|
| II. Expenses recognised in the statement of profit and loss under employee benefit expense | | |
| Current service cost | 0.47 | 0.49 |
| Interest cost on benefit obligation | 0.23 | 0.21 |
| Expenses | - | - |
| Expected return on plan assets | (0.28) | (0.20) |
| Net benefit expense | 0.42 | 0.49 |
| III. Remeasurements recognised in statement of other comprehensive income | | |
| Net actuarial (gain)/ loss recognized in the year | 0.39 | 0.17 |
| Loss recognised in statement of other comprehensive income | 0.39 | 0.17 |

IV. Amount recognised in the balance sheet:

| | As at March 31, 2023 | As at March 31, 2022 |
|----------------------------|----------------------|----------------------|
| Defined benefit obligation | 3.86 | 3.74 |
| Fair value of plan assets | (3.96) | (3.97) |
| Additional Provision* | - | 4.11 |
| Closing liability | (0.10) | 3.88 |

*Additional Provision made by the management during earlier year, reversed in current year.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

V. Experience adjustment

| | For the year ended | | | | |
|-------------------------------|--------------------|----------------|----------------|----------------|----------------|
| | March 31, 2023 | March 31, 2022 | March 31, 2021 | March 31, 2020 | March 31, 2019 |
| On plan liabilities loss | 3.86 | 3.74 | 3.08 | 3.28 | 3.61 |
| On plan assets (gain) / loss | 3.96 | 3.97 | 2.93 | 2.93 | 0.41 |
| Surplus / (deficit) | 0.10 | 0.23 | (0.14) | (0.65) | (3.20) |
| Experience gain on obligation | - | - | - | - | - |

VI. The major categories of plan assets of the fair value of the total plan assets of Gratuity are as follows:

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--------------------------|----------------------|----------------------|
| Insurance fund | | |
| (%) of total plan assets | 100% | 100% |

VII. The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|---|--|--|
| Discount rate | 7.30% | 6.96% |
| Increase in compensation cost | 5.00% | 5.00% |
| Attrition rate | 18.00% | 7.00% |
| Estimated rate of return on plan assets | 7.00% | 6.80% |
| Retirement age (in years) | 60.00 | 60.00 |
| Mortality rate during employment | Indian Assured Lives Mortality (2012-14) | Indian Assured Lives Mortality (2012-14) |

Notes :

- The discount rate is based on the prevailing market yield on Government Securities as at the balance sheet date for the estimated term of obligations.
- The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets and Company's policy for plan asset management.
- The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

VIII. A quantitative sensitivity analysis for significant assumption is as shown below:

| | (increase)/ decrease in defined benefit obligation | | |
|------------------------|--|----------------------|----------------------|
| | Sensitivity level | As at March 31, 2023 | As at March 31, 2022 |
| Discount rate | 1% increase | 3.74 | 3.38 |
| | 1% decrease | 3.99 | 3.78 |
| Salary escalation rate | 1% increase | 4.01 | 3.77 |
| | 1% decrease | 3.72 | 3.39 |

36. Due to adverse developments within the IL&FS group during the financial year 2018-2019, the Company's operations have been significantly impacted since that time. Consequently, certain contracts with customers have been terminated or under discussions for an amicable foreclosure. The Company is actively engaged in regular and comprehensive review of all its assets and liabilities specially associated with the terminated and under foreclosure projects. These reviews are being conducted to assess the net exposure resulting from each terminated or under foreclosure contract. As a result, necessary provisions have been made in the books based on the net exposure in these contracts.

As of March 31, 2023, the amount receivable and payables from such terminated or under foreclosure contracts are reflected in the Company's financial statements as follows: Trade receivable (Note 7), Contract assets (Note 12) and Contract liabilities (Note 19 and 21) include amounts of Rs. 57.88, Rs. 182.19 and Rs. 291.31 respectively.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

37. Related party disclosures:

I. Names of related parties and relationship with the Company (as per the Ind AS 24 – “Related Party Disclosures”):

A Holding Company

- 1 Infrastructure Leasing & Financial Services Limited \$

B Joint ventures (JV)

- 1 NCC – Maytas (JV)
- 2 NEC – NCC – Maytas (JV)
- 3 Maytas – NCC (JV)
- 4 NCC – Maytas (JV) (Singapore Class Township)
- 5 Maytas – CTR (JV)
- 6 NCC – Maytas – ZVS (JV)
- 7 ITNL - IECCL JV

C Investing party in respect of which the reporting enterprise is an associate

- 1 SBG Projects Investments Limited

D One entity is an Associate or fellow subsidiaries of Infrastructure Leasing & Financial Services Limited (Holding Company) or Joint Venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member) (with whom the Company has either transactions during the year or balance outstanding at the end of the year) or Enterprises where key management personnel and their relatives exercise significant influence (where transaction has taken place)

- 1 IL&FS Transportation Networks India Limited
- 2 Rohtas Bio Energy Limited
- 3 Bhopal E-Governance Limited
- 4 Tierra Enviro Limited
- 5 IL&FS Cluster Development Initiative Limited
- 6 Sabarmati Capital One Limited
- 7 IL&FS Township & Urban Assets Limited
- 8 Skill Training Assessment Management Partners Limited
- 9 Elsamex Maintenance Services Limited
- 10 RIDCOR Infra Projects Limited
- 11 IL&FS Airports Limited
- 12 IL&FS Securities Services Limited
- 13 Hill County Properties Limited \$
- 14 IL&FS Financial Services Ltd \$

E Key management personnel

- 1 Mr. Manish Kumar Agrawal, Director
- 2 Mr. Dilip Lalchand Bhatia, Director
- 3 Mr. Nand Kishore, Director (w.e.f October 03, 2022)
- 4 Mr. Jagadip Narayan Singh, Director
- 5 Mr. Subrata Kumar Atindra Mitra, Director
- 6 Mr. Kazim Raza Khan, Chief Executive officer
- 7 Mr. Naveen Kumar Agrawal, Chief Financial Officer
- 8 Mr. Rajib Kumar Routray, Company Secretary (w.e.f May 29, 2022)
- 9 Mr. Srinivasa Kiran Sistla, Company Secretary (till May 29, 2022)
- 10 Mr. Chandra Shekhar Rajan, Director (till October 3, 2022)
- 11 Mr. Sushil Dudeja, Company Secretary (till January 31, 2019) ("the erstwhile")
- 12 Dr. S N Mukherjee, Chief Financial Officer (till December 31, 2018) ("the erstwhile")

\$ Changes in the status of related party is made based on the changes to group structure by the Infrastructure Leasing & Financial Services Limited Pursuant Rules 8(5) of the Companies (Accounts) Rules 2014 and as per published financial statement of Infrastructure Leasing & Financial Services Limited for the year ending March 31, 2019.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

II. Transactions with related parties during the year#:

| | | For the year ended | |
|-----------|---|--------------------|----------------|
| | | March 31, 2023 | March 31, 2022 |
| A | Holding Company | | |
| 1 | Infrastructure Leasing & Financial Services Limited | | |
| | Rent Expense | - | (0.23) |
| | Expenditure incurred on behalf of Company | (0.00) | (0.00) |
| B | Joint Ventures (JV) | | |
| 1 | Maytas – NCC (JV) | | |
| | Share of profit / (loss) from joint venture | 0.04 | 0.19 |
| 2 | NCC – Maytas – ZVS JV | | |
| | Share of profit / (loss) from joint venture | (0.01) | 0.03 |
| | | - | - |
| C | One entity is an Associate or fellow subsidiaries of Infrastructure Leasing & Financial Services Limited (Holding Company) or Joint Venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member) (with whom the Company has either transactions during the year or balance outstanding at the end of the year). | | |
| 1 | IL&FS Transportation Networks Limited | | |
| | Lease rental charges (including interest on late payments) | (5.12) | (28.75) |
| | Expenditure incurred on behalf of Company | (2.17) | (0.06) |
| | Other Income - non operating Income | - | - |
| | Revenue from operations | - | - |
| D | Key management personnel | | |
| 1 | Mr. Kazim Raza Khan | | |
| | Remuneration (including perquisites) | (0.98) | (1.04) |
| 2 | Mr. Naveen Kumar Agrawal | | |
| | Remuneration | (0.58) | (0.55) |
| 3 | Mr.Sistla Srinivasa Kiran | | |
| | Remuneration | (0.02) | (0.15) |
| 4 | Mr. Dilip Bhatia | | |
| | Sitting fees | (0.02) | (0.01) |
| 5 | Mr. Chandra Shekhar Rajan | | |
| | Sitting fees | (0.01) | (0.01) |
| 6 | Mr.Manish Kumar Agrawal | | |
| | Sitting fees | (0.02) | (0.01) |
| 7 | Mr. Jagadip Narayan Singh | | |
| | Sitting fees | (0.03) | (0.01) |
| 8 | Mr. Subrata Kumar Atindra Mitra | | |
| | Sitting fees | (0.03) | (0.01) |
| 9 | Mr. Nand kishore | | |
| | Sitting fees | (0.01) | - |
| 10 | Mr. Rajib Kumar Routray | | |
| | Remuneration | (0.35) | - |

III. Balances outstanding debit / (credit)#:

| | | | |
|----------|---|----------|----------|
| A | Holding Company | | |
| 1 | Infrastructure Leasing & Financial Services Limited* | | |
| | Long-term secured loan | (721.32) | (721.32) |
| | Long-term unsecured loan | (933.75) | (933.75) |
| | Short-term deposits | 11.63 | 11.63 |
| | Interest accrued | (343.93) | (343.93) |

**Excluding bank guarantee/letter of credits of Rs. 446.45 (March 31, 2022: Rs. 446.45) given on behalf of the Company against which the Company had given corporate guarantees in the nature of counter guarantees to the extent of Rs. 424.69 (March 31, 2022: Rs. 424.69). The Company had also given corporate guarantee of Rs. 125 (March 31, 2022: Rs. 125) for availing Letter of Credit facilities from its bankers.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

Infrastructure Leasing and Financial Services Limited has provided letter of comfort/support undertaking to banks for cash credit facilities from banks aggregating to Rs. 249.84 (March 31, 2022: Rs. 249.84).

| | | For the year ended | |
|----------|---|--------------------|----------------|
| | | March 31, 2023 | March 31, 2022 |
| B | Joint ventures | | |
| 1 | Maytas – NCC (JV) | 16.17 | 16.17 |
| 2 | NCC – Maytas (JV) | 0.03 | 0.03 |
| 3 | NCC – Maytas (JV) (Singapore Class Township) | 0.92 | 0.92 |
| 4 | Maytas – CTR- JV | 46.63 | 46.63 |
| 5 | NCC – Maytas – ZVS | 0.26 | 0.26 |
| C | One entity is an Associate or fellow subsidiaries of Infrastructure Leasing & Financial Services Limited (Holding Company) or Joint Venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member) (with whom the Company has either transactions during the year or balance outstanding at the end of the year). | | |
| 1 | IL&FS Transportation Networks Limited | | |
| | Short-term unsecured loan | (78.00) | (78.00) |
| | Trade receivables (including retention money)* | - | 12.37 |
| | Advance from customer* | - | - |
| | Other receivables* | - | 6.35 |
| | Lease rental payable* | (24.86) | (31.98) |
| | Interest accrued | (5.85) | (5.85) |
| | * Pursuant to reconciliation of balance and preliminary settlement of dues with the group entity, the payable balances and receivable balance were adjusted appropriately and disclosed on net basis. | | |
| 2 | Rohtas Bio Energy Limited | | |
| | Long-term unsecured loan | (62.00) | (62.00) |
| | Interest accrued | (4.42) | (4.42) |
| 3 | IL&FS Airports Limited | | |
| | Long-term secured loan (Including assigned from Bhopal E- Governance Limited Rs. 30.60) | (37.60) | (37.60) |
| | Interest accrued | (2.67) | (2.67) |
| 4 | Tierra Enviro Limited | | |
| | Short-term unsecured loan | (39.40) | (39.40) |
| | Interest accrued | (2.99) | (2.99) |
| 5 | IL&FS Cluster Development Initiative Limited | | |
| | Short-term unsecured loan | (15.00) | (15.00) |
| | Interest accrued | (1.17) | (1.17) |
| 6 | Sabarmati Capital One Limited | | |
| | Short-term unsecured loan | (11.60) | (11.60) |
| | Interest accrued | (0.88) | (0.88) |
| 7 | IL&FS Township & Urban Assets Limited | | |
| | Operating expenses | (0.05) | (0.05) |
| 8 | Skill Training Assessment Management Partners Limited | | |
| | Professional Services | (0.01) | (0.01) |
| 9 | Elsamex Maintenance Services Limited ^^ | | |
| | Trade payable * | - | - |
| | Mobilisation advance receivable* | - | - |
| | Other receivables (hire charges)* | - | - |

* Pursuant to reconciliation of balance and preliminary settlement of dues with the group entity, the payable balances and receivable balance were adjusted appropriately and disclosed on net basis.

^^ During the previous year, the Company engaged in transactions involving the export of certain plants and machinery to three foreign Joint Ventures of Elsamex Maintenance Services Limited. An amount of Rs.11.63 remains outstanding from these parties in relation to the aforementioned transactions. Considering the adverse financial conditions of the entities and following guidance from the Promoter Group Management, the Company made provisions for these doubtful amounts in earlier year.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

| | | For the year ended | |
|-----------|---|--------------------|----------------|
| | | March 31, 2023 | March 31, 2022 |
| 10 | Hill County Properties Limited | | |
| | Inter corporate deposits (Unsecured) | 135.83 | 135.83 |
| | Interest accrued | 11.17 | 11.17 |
| | Trade receivables (including retention money) | 0.31 | 0.31 |
| | Investment | 0.08 | 0.08 |
| 11 | IL&FS Financial Services Limited | | |
| | Long-term secured loan | (128.40) | (128.40) |
| | Interest accrued | (76.60) | (76.60) |
| | Other payable | - | - |
| 12 | RIDCOR Infra Projects Limited | | |
| | Short term unsecured loan | (20.00) | (20.00) |
| | Interest accrued | (1.56) | (1.56) |
| D | Key Management Personnel | | |
| 1 | Mr. Sushil Dudeja | | |
| | Remuneration | (0.14) | (0.14) |
| 2 | Dr. S N Mukherjee | | |
| | Professional charges | (0.14) | (0.14) |

@ Subject to confirmations and reconciliations with group companies. In view of the present ongoing investigations and uncertainties etc., including restructuring proposals envisaged, no provisioning / adjustments were made to these balances. The same will be made in the year in which the final settlements take place / restructuring proposals are approved.

| | | For the year ended | |
|-----------|---|--------------------|----------------|
| | | March 31, 2023 | March 31, 2022 |
| IV | Provisions against balances outstanding: | | |
| A | Joint Ventures | | |
| 1 | Maytas - NCC (JV) | (3.00) | (3.00) |
| 2 | Maytas - CTR JV | (48.38) | (48.38) |
| 3 | NCC – Maytas (JV) (Singapore Class Township) | (0.92) | (0.92) |
| 4 | NCC – Maytas - U1 (JV) | (0.03) | (0.03) |
| 5 | NCC – Maytas – ZVS (JV) | (0.08) | (0.08) |
| B | One entity is an Associate or fellow subsidiaries of Infrastructure Leasing & Financial Services Limited (Holding Company) or Joint Venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member) (with whom the Company has either transactions during the year or balance outstanding at the end of the year) | | |
| 1 | Hill County Properties Limited | (147.39) | (147.39) |
| V | Maximum amount outstanding during the year in respect of loans and advances in the nature of loans given to subsidiaries, joint ventures and associate in which directors are interested | | |
| A | Joint Ventures | | |
| 1 | Maytas NCC JV - Irrigation | 16.17 | 16.17 |
| 2 | NCC Maytas JV - U1 | 0.03 | 0.03 |
| 3 | Maytas - CTR JV | 0.92 | 0.92 |
| 4 | NCC – Maytas – ZVS (JV) | 0.33 | 0.33 |
| 5 | NCC – Maytas (JV) (Singapore Class Township) | 0.92 | 0.92 |
| B | One entity is an Associate or fellow subsidiaries of Infrastructure Leasing & Financial Services Limited (Holding Company) or Joint Venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member) (with whom the Company has either transactions during the year or balance outstanding at the end of the year). | | |
| 1 | Hill County Properties Limited # | 147.39 | 147.39 |

The repayment schedule is not beyond 7 year.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

38. Expenditure and earnings in foreign currency towards travelling and conveyance - Rs. 0.00 (March 31, 2022: Nil)

39. Imported and indigenous materials consumed:

| Particulars | For the year ended | | | |
|--------------|--------------------|--------------|----------------|---------------|
| | March 31, 2023 | | March 31, 2022 | |
| | % | Value | % | Value |
| Imported | 0.00% | - | 0.00% | - |
| Indigenous | 100.00% | 40.48 | 100.00% | 100.35 |
| Total | 100% | 40.48 | 100% | 100.35 |

40. Auditor's remuneration excluding taxes):

| | For the year ended | |
|-----------------|--------------------|----------------|
| | March 31, 2023 | March 31, 2022 |
| Statutory audit | 0.31 | 0.36 |
| Limited review | 0.13 | 0.15 |
| Tax Audit | 0.08 | 0.09 |
| | 0.51 | 0.60 |

41. Hedged and un-hedged foreign currency exposure:

The Company has not hedged any of its foreign currency exposures. Particulars of un-hedged foreign currency exposure are detailed below at the exchange rate prevailing at the reporting date:

| Particulars | As at March 31, 2023 | | As at March 31, 2022 | |
|--------------------------|----------------------------|---------------|----------------------------|---------------|
| | Amount in Foreign currency | Amount in Rs. | Amount in Foreign currency | Amount in Rs. |
| Advances given | | | | |
| Trade payables | EURO 0.005 | 0.42 | EURO 0.005 | 0.42 |
| Trade payables | SGD 0.051 | 2.83 | SGD 0.051 | 2.83 |
| Security deposit payable | SGD 0.007 | 0.42 | SGD 0.007 | 0.42 |

Restatement of the unhedged foreign currency is not made in view of the NCLAT order, refer note 30

42. Leases:

The Group has entered into a lease agreement for its Head Office at Sanali Info Park(1st Floor) on 01st August 2022, for a period of three years renewable for a period of another 3 years. The Impact on account of implementation of Ind AS 116 on this lease arrangement is summarised as below. The Company also has certain leases of temporary site offices, guest houses and plant and machinery with lease terms of 12 months or less and leases of temporary site offices with low value. The Company applies the 'short-term lease' and 'lease of low-value assets' recognition exemptions for these leases.

Set out below are the carrying amounts of right-of-use assets recognised and the movements during the period:

| Particulars | Category of ROU Asset (Office premises) | |
|---|---|---------------------|
| | As at March 31,2023 | As at March 31,2022 |
| Opening Balance | - | 0.28 |
| Additions | 3.27 | - |
| Depreciation expense | (0.36) | (0.28) |
| Balance | 2.91 | - |
| The aggregate amortisation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss. | | |
| The following is the break-up of current and non-current lease liability | | |
| Current lease liabilities | 0.35 | - |
| Non-current lease liabilities | 2.56 | - |
| Total | 2.91 | - |
| The following is the movement in lease liability | | |
| Balance at Beginning | - | 0.29 |
| Additions | 3.11 | - |
| Finance cost | 0.23 | - |
| Payments of lease liabilities | (0.43) | (0.29) |
| Total | 2.91 | - |

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

| Particulars | Category of ROU Asset (Office premises) | |
|---|---|---------------------|
| | As at March 31,2023 | As at March 31,2022 |
| Minimum Lease Payments | | |
| Not later than one year | 0.75 | - |
| Later than one year but not later than five years | 3.68 | - |
| Later than five years | - | - |
| | 4.43 | - |
| The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due. The effective interest rate for lease liabilities is 12%, with maturity in the year 2022 | | |
| The table below provides details regarding the amounts recognised in profit or loss. | | |
| Interest and depreciation on lease liabilities | 0.59 | 0.28 |
| Expenses relating to short-term leases | 4.76 | 4.77 |
| The table below provides details regarding the amounts recognised in the statement of cash flows. | | |
| Total cash outflow for leases | (0.43) | (0.29) |

43. Capital management

Refer Note No. 30 and 31(v) which states the normal business operation of the company as they existed under the previous years have ceased and the reconstituted board is undertaking steps for revival and restoration of operation of company. The company has defaulted in respect of several of its loan obligations.

The capital structure of the company consist of Net Debt of Rs. 2,521.19 (March 31 2022: Rs. 2,564.85) and total equity of Rs. (3,106.54) (March 31, 2022: Rs. (2,982.17)) As the networth of the company is negative, the net debt to total equity ratio has not been disclosed.

| Particulars | As at March 31,2023 | As at March 31,2022 |
|---------------------------------------|---------------------|---------------------|
| Interest bearing loans and borrowings | 2,668.54 | 2,668.83 |
| Less: cash and cash equivalents | (147.35) | (103.98) |
| Adjusted net debt | 2,521.19 | 2,564.85 |

44. In the earlier years, pursuant to the Debt Restructuring Programme, the Company had settled an irrevocable trust, namely, Maytas Investment Trust (Trust). The objective of the Trust was to dispose certain underlying investments held and settle the liability towards the Pass Through Certificate (PTC), wherein the Company was also a contributory. Value of Investment in the PTC issued to the Company was Rs. 259.67. Further, the Company has receivables from the investee entities in the form of loans and advances and investments aggregating to Rs. 101.20.

Based on the valuation reports furnished by external valuers, during the earlier year, the Company has recognised an impairment of Rs. 259.67 towards diminution in the value of PTC. During the earlier year, due to certain developments that occurred in the said ultimate investee entity, the Company had recognised an impairment towards diminution in the value of loans and advances including interest.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

45. Financial instruments- fair values and risk management

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2023, including their levels in the fair value hierarchy.

| Particulars | Carrying Amount | | | | | Fair Value | | | |
|------------------------------------|-----------------|-------|-------|-----------------|-----------------------|--|--|--|-------|
| | Note | FVTPL | FVOCI | Amor-tised cost | Total carrying Amount | Level 1-Quoted price in active markets | Level 2-Sig-nificant observable inputs | Level 3-Significant unobserv-able inputs | Total |
| Investments (Note I) | 6 | - | - | 49.56 | 49.56 | - | - | - | - |
| Loans | 8 | - | - | 10.05 | 10.05 | - | - | - | - |
| Trade receivables | 7 | - | - | 124.85 | 124.85 | - | - | - | - |
| Cash and cash equivalents | 10 | - | - | 147.35 | 147.35 | - | - | - | - |
| Other bank balances | 10 | - | - | 207.79 | 207.79 | - | - | - | - |
| Other financial assets | 9 | - | - | 220.04 | 220.04 | - | - | - | - |
| Total financial assets | | - | - | 759.65 | 759.65 | - | - | - | - |
| Borrowings | 16 and 17 | - | - | 2,668.54 | 2,668.54 | - | - | - | - |
| Trade payable | 18 | - | - | 975.64 | 975.64 | - | - | - | - |
| Other financial liabilities | 19 | - | - | 1,008.90 | 1,008.90 | - | - | - | - |
| Total financial liabilities | | - | - | 4,653.09 | 4,653.09 | - | - | - | - |

The following table shows the carrying amounts and fair values of financial assets and financial liabilities as at March 31, 2022, including their levels in the fair value hierarchy.

| Particulars | Carrying Amount | | | | | Fair Value | | | |
|------------------------------------|-----------------|-------|-------|-----------------|-----------------------|--|--|--|-------|
| | Note | FVTPL | FVOCI | Amor-tised cost | Total carrying Amount | Level 1-Quoted price in active markets | Level 2-Sig-nificant observable inputs | Level 3-Significant unobserv-able inputs | Total |
| Investments (Note I) | 6 | - | - | 45.20 | 45.20 | - | - | - | - |
| Loans | 8 | - | - | 19.31 | 19.31 | - | - | - | - |
| Trade receivables | 7 | - | - | 101.04 | 101.04 | - | - | - | - |
| Cash and cash equivalents | 10 | - | - | 103.98 | 103.98 | - | - | - | - |
| Other bank balances | 10 | - | - | 251.97 | 251.97 | - | - | - | - |
| Other financial assets | 9 | - | - | 220.83 | 220.83 | - | - | - | - |
| Total financial assets | | - | - | 742.33 | 742.33 | - | - | - | - |
| Borrowings | 16 and 17 | - | - | 2,668.83 | 2,668.83 | - | - | - | - |
| Trade payable | 18 | - | - | 963.90 | 963.90 | - | - | - | - |
| Other financial liabilities | 19 | - | - | 1,016.73 | 1,016.73 | - | - | - | - |
| Total financial liabilities | | - | - | 4,649.47 | 4,649.47 | - | - | - | - |

Note I: Investments in associate and joint venture have been accounted at historical cost. Since these are scope out of Ind AS 109 for the purposes of measurement, the same have not been disclosed in the tables above. Investments in unquoted equity shares of entities other than associates and joint ventures have been designated as FVTPL.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

B. Measurement of fair values

(i) Valuation techniques and significant unobservable inputs

The carrying amounts of financial assets and liabilities other than those valued at Level 1 and Level 2 are considered to be the same as their fair values due to the current and short term nature of such balances and no material differences in the values.

(ii) Levels 1, 2 and 3

Level 1 : It includes Investment in equity shares that has a quoted price and which are actively traded on the stock exchanges. It is been valued using the closing price as at the reporting period on the stock exchanges.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

Financial risk management

Refer Note No. 30 and 31(v) which states the normal business operation of the company as they existed under the previous years have ceased and the reconstituted board is undertaking steps for revival and restoration of operation of company. Accordingly, the company is in process of setting up mechanism to address risk including market risk, credit risk, liquidity risk, interest rate risk

Credit risk

Credit risk refers to risk that a counterparty will default on its contractual obligations resulting in financial loss to the company. The company is exposed to the credit risk from companies' receivables from customers, contract assets (Unbilled revenue) and loans and advances given. Due to development outline in note no. 31(v) and note no. 53 the receivable, contract asset and loans given by the company have been substantially impaired/written off.

Liquidity risk

During the current year and previous year, the company has defaulted in its interest and principal obligations. Accordingly in terms of loan agreements, all long term liabilities on account of interest and principal is classified as current liabilities.

The table below provides details regarding the contractual maturities of non-derivative financial liabilities including estimated interest payments as at March 31, 2023:

| Particulars | Carrying amount | Upto 1 year | 1-3 years | More than 3 years | Total contracted cash flows |
|----------------------------------|-----------------|-----------------|---------------|-------------------|-----------------------------|
| Accounts payable and acceptances | 975.64 | 637.60 | 338.04 | - | 975.64 |
| Borrowings and interest thereon | 3,240.59 | 3,240.59 | - | - | 3,240.59 |
| Other financial liabilities | 436.86 | 436.86 | - | - | 436.86 |
| Total | 4,653.09 | 4,315.05 | 338.04 | - | 4,653.09 |

The below table provides details of financial assets as at March 31, 2023:

| Particulars | Carrying amount |
|------------------------|-----------------|
| Trade receivables | 124.85 |
| Loans | 10.05 |
| Other financial assets | 244.24 |
| Total | 379.15 |

The table below provides details regarding the contractual maturities of financial liabilities including estimated interest payments as at March 31, 2022:

| Particulars | Carrying amount | Upto 1 year | 1-3 years | More than 3 years | Total contracted cash flows |
|----------------------------------|-----------------|-----------------|---------------|-------------------|-----------------------------|
| Accounts payable and acceptances | 963.90 | 746.87 | 217.03 | - | 963.90 |
| Borrowings and interest thereon | 3,242.74 | 3,242.74 | - | - | 3,242.74 |
| Other financial liabilities | 442.83 | 442.83 | - | - | 442.83 |
| Total | 4,649.47 | 4,432.43 | 217.03 | - | 4,649.47 |

The below table provides details of financial assets as at March 31, 2022:

| Particulars | Carrying amount |
|------------------------|-----------------|
| Trade receivables | 101.04 |
| Loans | 19.31 |
| Other financial assets | 245.03 |
| Total | 365.37 |

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Such changes in the values of financial instruments may result from changes in the foreign currency exchange rates, interest rates, credit, liquidity and other market changes. The Group's exposure to market risk is primarily on account of foreign currency exchange rate risk.

• Interest rate risk

The company is exposed to interest rate risk as it borrows funds at both fixed and floating interest rates. Due to the matters discussed in note no. 51, the company has not accrued interest expense post October, 2018. Accordingly, interest rate sensitivity analysis is not disclosed.

The Group's exposure to interest rates on financial instruments is detailed below:

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|--|----------------------|----------------------|
| Financial assets | | |
| Cash and bank balances | 147.35 | 103.98 |
| Total interest rate dependent financial assets | 147.35 | 103.98 |
| Financial liabilities | | |
| Borrowings | 2,668.54 | 2,668.83 |
| Other financial liabilities | 993.11 | 1,000.94 |
| Total interest rate dependent financial liabilities | 3,661.66 | 3,669.78 |

The amounts included above for interest rate dependent financial assets are fixed interest bearing financial assets.

• Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rate. The Group's presentation currency is the Indian Rupees. The Group's exposure to foreign currency arises in part when the Group holds financial assets and liabilities denominated in a currency different from the functional currency of the entity.

46. Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements:

| Name of the entity | 31-Mar-23 | | | | 31-Mar-22 | | | |
|--|--|------------|-------------------------------------|----------|--|------------|-------------------------------------|----------|
| | Net Assets, i.e., total assets minus total liabilities | | Share in profit / (loss) | | Net Assets, i.e., total assets minus total liabilities | | Share in profit / (loss) | |
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount |
| Parent | 99.86% | (3,102.28) | 100.02% | (124.00) | 102.18% | (2,977.89) | 100.06% | (386.35) |
| Subsidiaries | | | | | | | | |
| Indian | | | | | | | | |
| Maytas Infra Assets Limited | 0.48% | (14.81) | 0.00% | (0.00) | 0.51% | (14.81) | 0.00% | (0.00) |
| Maytas Vasista Varadhi Limited | 0.10% | (2.99) | 0.00% | (0.00) | 0.10% | (2.99) | 0.00% | (0.00) |
| Maytas Metro limited | 2.42% | (75.20) | 0.00% | (0.00) | 2.58% | (75.20) | 0.00% | (0.00) |
| Angeerasa Green Fields | 0.00% | (0.04) | 0.00% | (0.00) | 0.00% | (0.04) | 0.00% | (0.00) |
| Ekadanta Green Fields | 0.00% | (0.05) | 0.00% | (0.00) | 0.00% | (0.05) | 0.00% | (0.00) |
| Saptaswara Agro Farms | 0.01% | (0.28) | 0.00% | (0.00) | 0.01% | (0.28) | 0.00% | (0.00) |
| Foreign | | | | | | | | |
| Maytas Infra Saudi Arabia Group, Limited Liability Group | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |
| Consolidation adjustments | (2.84%) | 88.25 | 0.00% | - | (5.38%) | 88.25 | 0.00% | - |
| Minority interests in all subsidiaries | 0.00% | - | 0.00% | - | 0.00% | - | 0.00% | - |

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

| Name of the entity | 31-Mar-23 | | | | 31-Mar-22 | | | |
|--|--|-------------------|-------------------------------------|-----------------|--|-------------------|-------------------------------------|-----------------|
| | Net Assets, i.e., total assets minus total liabilities | | Share in profit / (loss) | | Net Assets, i.e., total assets minus total liabilities | | Share in profit / (loss) | |
| | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount | As % of consolidated net assets | Amount | As % of consolidated profit or loss | Amount |
| Joint Ventures (Indian) | | | | | | | | |
| Maytas NCC JV | | 0.99 | -0.03% | 0.04 | | 0.95 | -0.05% | 0.19 |
| NEC-NCC-Maytas (JV) | | | 0.00% | - | | | 0.00% | - |
| NCC-Maytas (JV) | | | 0.00% | - | | | 0.00% | - |
| NCC-Maytas (JV) (Singapore Class Township) | | | 0.00% | - | | | 0.00% | - |
| Maytas – CTR (JV) | | | 0.00% | - | | | 0.00% | - |
| NCC – Maytas – ZVS (JV) | | (0.11) | 0.01% | (0.01) | | (0.1) | (0.01%) | 0.03 |
| Total | 100.03% | (3,106.54) | 100.00% | (123.98) | 100.00% | (2,982.18) | 100% | (386.13) |

47. In respect of a road project, consequent to arbitration proceedings, the JV where Company is a partner has been awarded a favorable Order by the Arbitration Tribunal for an amount of Rs. 703.31 (Company's share 62%). The contractee has preferred an appeal against the said award in Hon'ble High Court of Delhi. The carrying values of assets and liabilities relating to the project was Rs.252.63 [net] which comprises of interest receivable, trade receivable, retention money, mobilization advance and interest payable on said advance. Considering the favorable Order as at the date of reporting, the said amount of Rs.252.63 is considered good for recovery.

48. Inter-Corporate Deposits:

Prior to April 1, 2009, the erstwhile promoters had given certain Inter Corporate Deposits (ICDs) to various companies aggregating to Rs. 343.78. Of the foregoing, documentary evidences had been established that, for an amount of Rs 323.78, the then Satyam Computer Services Limited (SCSL) was the ultimate beneficiary and for which a claim together with compensation receivable had been lodged by the Group. During the earlier years, SCSL had merged into Tech Mahindra Limited (TML) pursuant to a Scheme of Arrangement u/s.391-394 of the Companies Act, 1956. As provided in the Scheme and as per the Judgment of Hon'ble High Court of Andhra Pradesh on the said Scheme, the aforesaid amount in books of SCSL was transferred to TML. The Group, through its subsidiaries, preferred an Appeal before the Division Bench of Hon'ble High Court of Andhra Pradesh against the single judge's Order approving the merger scheme of SCSL which is pending as on date. TML, in its Audited Financial statement for the year ended March 31, 2023 continued to disclose as "Suspense Account (Net) Rs. 1,230.40" as disclosed by SCSL earlier. Management is of the opinion that the claim made by the Group on SCSL is included in the aforesaid amount disclosed by TML in its Audited Financial Statements. The Group is confident of recovering the said ICDs together with compensation due thereon from SCSL/TML. Further, based on internal evaluation and legal opinion, documentary evidences available with the Group and in view of the observations of the Special Court in its verdict dated April 9, 2015 on the criminal case filed by the Central Bureau of Investigation, confirming that an amount of Rs. 1,425 was transferred to SCSL through the intermediary companies, out of which an amount of Rs. 1,230.40 continues to subsist with SCSL. During the previous year, the Group had recognised a impairment of Rs. 323.78 towards diminution in the value of these ICD considering the uncertainty in recovering the ICDs in future. The Company has filed a case against the Tech-Mahindra and Ors. for recovery of ICD amounts vide Commercial Suit No. 181/2022 before the Hon'ble High Court of Bombay and the summons were served. Matter is yet to listed for response from other sides.

49. Default in redemption of preference shares and dividend thereon:

In the earlier years, the Company has issued 37,50,000, 6% optionally convertible cumulative redeemable preference shares (OCCRPS) of Rs 100 each, aggregating to Rs. 37.50 and 2,25,000, 6% cumulative redeemable preference shares (CRPS) of Rs.100 each aggregating to Rs. 2.25 were outstanding as on September 30, 2019. All these OCCRP were purchased by ILFS Trust Company Limited (ITCL), now Vistra ITCL India Limited, being the trustee of Maytas Investment Trust. As per various agreements/extensions, all these OCCRP were due for redemption as on September 30, 2019. The Company defaulted in the redemption of these OCCRP. Further, the Company has also defaulted in payment of dividend payable Rs 15.79.

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

50. Confirmation of Balances:

As at March 31, 2023, fund-based borrowings outstanding aggregates to Rs 2628.79. These include borrowings from group entities, aggregating to Rs 2047.07. The Company neither serviced principal amounts and /or interest payments, wherever applicable. Further, Borrowings to the extent of Rs.132.39 were not confirmed by respective lenders. Adjustments to principal and interest, if any, will be recognized in the year of final settlement.

The Company has not received confirmation of balances for trade receivables from customers and from parties to whom advances have been made by the Company for supply of services/goods and trade payables. Further, these balances are subject to reconciliation with respective parties. The management is confident that the settlement of these balances will be made at the carrying amounts and no provision is required at present. Adjustments for variances, if any will be made in the year of settlement.

51. Interest Expense:

As detailed in note no 30 and 31(v), NCLT/NCLAT vide its Judgement dated March 12, 2020 accepted the revised resolution framework process including October 15, 2018 as date of initiation of resolution process of IL&FS Group entities (including the Company) and crystallization of claims as of that date i.e. cut-off date with no interest, additional interest, penal charges or other similar charges to accrue after the said cut-off date.

Pursuant to the above, the Company has not recognized interest expense, which would have otherwise been accrued and recognized in its financial results in accordance with the applicable Accounting Standards, aggregating to Rs. aggregating to Rs.437.41 approximately (excluding penal interest etc.) for the year ended March 31, 2023. Aggregate amount of interest expense not recognized as at March 31, 2023 is Rs. 1722.21 approximately (excluding penal interest etc.).

52. Other Statutory Information

- (i) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) The Group does not have any transactions with companies struck off any section 248 of Companies Act 2013 or Section 560 of Companies Act 1956.
- (iii) Apart from the pending charge creations as disclosed under note 16 (e)(ii), the Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period. The Company is in the process of filing the requisite forms with ROC for the registration of said charge.
- (iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (v) The Group have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (vi) The Group have not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,
- (vii) The Group does not have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961
- (viii) None of the Companies in the Group have been declared as a willful defaulter by any bank or financial institution or other lender.
- (ix) As a result of the events described in Note 31(v), the Company defaulted in the payment of its dues to its lenders. Consequently, all the facilities availed by the Company have been classified as NPA and the sanctioned limits have been recalled by the Lenders. Due to these events, the necessary compliances related to availment of credit facilities are being done on case to case basis.

53. Exceptional items

| Particulars | As at March 31, 2023 | As at March 31, 2022 |
|---|----------------------|----------------------|
| Covid 19 Impact - Reversal of additional provision | (24.13) | - |
| Interest reversal for GST and TDS on unpaid Pre-Oct18 liabilities # | - | (63.56) |
| Deferred tax assets, net written off | - | 242.99 |
| Provision made terminated projects | 19.35 | - |
| Provision for the diminution in value of inventories | 9.90 | - |
| | 5.12 | 179.43 |

Notes to consolidated financial statements for the year ended March 31, 2023

(All amounts in Rs. Crore except for share data or as otherwise stated)

54. Figures for the previous year have been regrouped/reclassified to confirm to the figures of the current year.
55. All amounts less than Rs. 0.01 have been disclosed as Rs. 0.00.
As per our report of even date

for **M Bhaskara Rao & Co.**
Firm registration number: 000459S
Chartered Accountants

For and on behalf of the board of directors of
IL&FS Engineering and Construction Company Limited

M.V. Ramana Murthy
Partner
Membership No: 206439

Manish Kumar Agarwal
Director
DIN: 02885603

Nand Kishore
Director
DIN: 08267502

Place: New Delhi
Date: May 25, 2023

Kazim Raza Khan
Chief Executive Officer

Naveen Kumar Agrawal
Chief Financial Officer

Rajib Kumar Routray
Company Secretary

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If undelivered, please return to:

 Engineering Services

IL&FS Engineering and Construction Company Limited
CIN: L45201TG1988PLC008624

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Phone – 040 40409333; Fax – 040 40409444
e-mail: cs@if sengg.com, Website – www.if sengg.com