

**INDEPENDENT AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
IL&FS TRANSPORTATION NETWORKS LIMITED**

1. We have reviewed the accompanying Statement of Unaudited Standalone Financial Results (the "Statement") of **IL&FS TRANSPORTATION NETWORKS LIMITED** (the "Company") for the quarter ended June 30, 2013, being submitted by the Company pursuant to Clause 41 of the Listing Agreements with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 4 below. This Statement has been prepared on the basis of the related condensed financial statements, which is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the stock exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements from the details furnished by the Management and the particulars relating to investor complaints from the details furnished by the Registrars, both disclosed in Part II - Select Information for the Quarter ended June 30, 2013.

For **DELOITTE HASKINS & SELLS**
Chartered Accountants
(Firm Registration No. 117366W)



Kalpesh J. Mehta
Partner
(Membership No.48791)

MUMBAI, August 8, 2013
KJM/NDU

IL&FS TRANSPORTATION NETWORKS LIMITED (the "Company")

Registered Office : The IL&FS Financial Centre, Plot C-22, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051

Part I : Statement of Unaudited Standalone Financial Results for the Quarter Ended June 30, 2013

(₹ in Lakhs)

	Particulars	Quarter ended			Year ended
		June 30, 2013 (Unaudited)	March 31, 2013 (Audited) (Refer Note 4)	June 30, 2012 (Unaudited)	March 31, 2013 (Audited)
1	Income from operations				
	(a) Income from operations	69,194	1,03,218	76,929	3,36,919
	(b) Other operating income	-	-	-	-
	Total income from operations	69,194	1,03,218	76,929	3,36,919
2	Expenses				
	(a) Construction Contract Cost	35,853	83,331	50,840	2,44,571
	(b) Employee benefits expense	1,712	1,572	1,494	6,329
	(c) Depreciation and amortisation expense	257	295	253	1,102
	(d) Other expenses	5,494	5,865	5,165	21,382
	Total expenses	43,316	91,063	57,752	2,73,384
3	Profit from operations before other income, finance costs and exceptional items (1-2)	25,878	12,155	19,177	63,535
4	Other income	4,554	4,614	4,819	19,702
5	Profit from ordinary activities before finance costs and exceptional items (3 + 4)	30,432	16,769	23,996	83,237
6	Finance costs	11,840	11,151	8,603	39,314
7	Profit from ordinary activities after finance costs but before exceptional items (5 - 6)	18,592	5,618	15,393	43,923
8	Exceptional items	-	-	-	-
9	Profit from ordinary activities before tax (7 - 8)	18,592	5,618	15,393	43,923
10	Tax expense (net)	7,930	2,164	5,769	16,807
11	Net Profit from ordinary activities after tax (9 - 10)	10,662	3,454	9,624	27,116
12	Extraordinary Items (net of tax expense ₹ Nil)	-	-	-	-
13	Net Profit for the period/year (11 - 12)	10,662	3,454	9,624	27,116
14	Paid-up equity share capital (face value - ₹ 10 per share)	19,427	19,427	19,427	19,427
15	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year				1,93,060
16.i	Earnings per share (before extraordinary items) (of ₹ 10/- each):				
	(a) Basic	*5.49	*1.78	*4.95	13.96
	(b) Diluted	*5.49	*1.78	*4.95	13.96
16.ii	Earnings per share (after extraordinary items) (of ₹ 10/- each):				
	(a) Basic	*5.49	*1.78	*4.95	13.96
	(b) Diluted	*5.49	*1.78	*4.95	13.96
	* Not Annualised				
	See accompanying notes to the financial results				

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Part II : Select Information for the Quarter Ended June 30, 2013

	Particulars	Quarter ended			Year ended
		June 30, 2013	March 31, 2013	June 30, 2012	March 31, 2013
A	PARTICULARS OF SHAREHOLDING				
1	Public shareholding				
	- Number of shares	5,35,04,729	5,35,04,729	5,35,04,729	5,35,04,729
	- Percentage of shareholding	27.54%	27.54%	27.54%	27.54%
2	Promoters and Promoter Group Shareholding				
	a) Pledged / Encumbered				
	- Number of shares	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-
	b) Non - encumbered				
	- Number of shares	14,07,63,003	14,07,63,003	14,07,63,003	14,07,63,003
	- Percentage of shares (as a % of the total shareholding of the Promoter and Promoter group)	100.00%	100.00%	100.00%	100.00%
	- Percentage of shares (as a % of the total share capital of the company)	72.46%	72.46%	72.46%	72.46%

	Particulars	Quarter ended June 30, 2013
B	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	1
	Received during the quarter	4
	Disposed off during the quarter	5
	Remaining unresolved at the end of the quarter	Nil

NOTES

- 1 The Company has only a single reportable primary (business) segment viz. Surface Transportation Business. Therefore segment information is provided only on a consolidated basis for the Company, its subsidiaries and jointly controlled entities / jointly controlled operations.
- 2 During the Quarter ended June 30, 2013, two entities viz. Barwa Adda Expressway Limited and Khed Sinnar Expressway Limited, have been incorporated as subsidiaries of the Company.
- 3 The figures for the year ended March 31, 2013, Quarter ended March 31, 2013 and Quarter ended June 30, 2012 have been regrouped and / or re-arranged wherever necessary to conform to the classification adopted in the quarter ended June 30, 2013.
- 4 The figures for the quarter ended March 31, 2013 being balancing figures between the audited figures arrived at based on audited results of the full financial year and the published year to date unaudited figures for nine months ended December 31, 2012.
- 5 The above results have been reviewed by the Audit Committee on August 8, 2013 and thereafter approved by the Board of Directors at its meeting held on August 8, 2013 and the results for the quarter ended June 30, 2013 have been subjected to a limited review by the statutory auditors of the Company.

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On behalf of the Board

K Ramchand

**Mr. K Ramchand
Managing Director**

Place: Mumbai
Date: August 8, 2013

**INDEPENDENT AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
IL&FS TRANSPORTATION NETWORKS LIMITED**

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results (the "Statement") of **IL&FS TRANSPORTATION NETWORKS LIMITED** (the "Company"), its subsidiaries and jointly controlled entities / operations (the Company, its subsidiaries and jointly controlled entities / operations constitute "the Group") and its share of profit / loss (net) of associate companies for the quarter ended June 30, 2013 being submitted by the Company pursuant to Clause 41 of the Listing Agreements entered into with the Stock Exchanges, except for the disclosures in Part II - Select Information referred to in paragraph 7 below. This Statement has been prepared on the basis of the related condensed consolidated financial statements for the quarter ended June 30, 2013, which is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatements. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
3. The Statement includes the results of the entities listed in the Annexure.
4. We did not review the interim financial information of forty two subsidiaries whose interim financial information reflects the total revenues of ₹ 46,556 lakhs and Profit after Tax (net) of ₹ 2,420 lakhs for the quarter ended June 30, 2013, as considered in the consolidated financial results and seven jointly controlled entities whose interim financial information reflects the total revenues of ₹ 8,363 lakhs and Profit after Tax (net) of ₹ 1,933 lakhs for the quarter ended June 30, 2013, as considered in the consolidated financial results. The Statement also includes the Group's share of Loss after Tax amounting to ₹ 121 lakhs for quarter ended June 30, 2013, as considered in the consolidated financial results, in respect of twelve associates, whose unaudited interim financial information have not been reviewed by us. These interim financial information have been reviewed by other auditors whose reports have been furnished to us by the Management and our report on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.
5. Based on our review conducted as stated above and based on the consideration of the reports of the other auditors referred to in paragraph 4 above, nothing has come to our

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attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards referred to in Section 211(3C) of the Companies Act, 1956 and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the stock exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. We draw attention to the fact that the Capital Employed in the Statement has been determined based on the management estimates (which in turn are based on technical evaluations by independent experts) in respect of specific account balances identified as follow :
 - i. Intangible Assets and Intangible Assets under Development covered under service concession arrangements aggregating to carrying value of ₹ 1,046,747 lakhs (47.08% of the total assets), the useful lives and the annual amortisation thereof;
 - ii. Provision for Overlay carried at ₹ 8,536 lakhs in respect of intangible assets covered under service concession arrangements; and
 - iii. Financial Assets covered under service concession arrangements, included as a part of Receivables against Service Concession Arrangements, carried at ₹ 674,839 lakhs (30.35% of the total assets) and revenue recognised thereon based on the effective interest method which in turn is based on evaluations of the future operating and maintenance costs and the overlay / renewal costs and the timing thereof.

Our conclusion is not qualified in respect of this matter.

7. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding and the number of shares as well as the percentage of shares pledged/encumbered and non-encumbered in respect of the aggregate amount of promoters and promoter group shareholding in terms of Clause 35 of the Listing Agreements from the details furnished by the Management and the particulars relating to investor complaints from the details furnished by the Registrars, both disclosed in Part II - Select Information for the Quarter ended June 30, 2013.

For **DELOITTE HASKINS & SELLS**

Chartered Accountants
(Firm Registration No. 117366W)



Kalpesh J. Mehta
Partner
(Membership No.48791)

MUMBAI, August 8, 2013
KJM/NDU

Deloitte Haskins & Sells

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph (3) to our report)

Re: IL&FS Transportation Networks Limited

Sr. No.	Name of the Entity	Percentage Holding of the Group as on June 30, 2013
	Subsidiaries:	
1	Gujarat Road and Infrastructure Company Limited	83.61%
2	ITNL Road Investment Trust Scheme I	100.00%
3	North Karnataka Expressway Limited	93.50%
4	East Hyderabad Expressway Limited	74.00%
5	ITNL Road Infrastructure Development Company Limited	100.00%
6	IL&FS Rail Limited	70.42%
7	Elsamex S.A., Spain	100.00%\$
8	Atenea Seguridad y Medio Ambiente S.A.	100.00%\$
9	Senalizacion Viales e Imagen S.U.	100.00%\$
10	Elsamex Internacional SL	100.00%\$
11	Grusamar Ingenieria Y Consulting, S.L.U.	100.00%\$
12	Elsamex Portugal Engheneria e Sistemas de Gestao S.A.	70.35%\$
13	Inteval Gestao Integral Rodoviaria, S.A.	100.00%\$
14	Elsamex India Private Limited	99.15%\$
15	Yala Construction Co Private Limited	96.03%\$
16	Mantenimiento y Conservacion de Vialidades S.A. de C.V.	64.00%\$
17	ESM Mantenimiento Integral de SA de CV	100.00%\$
18	CISEM-INTEVIA, S.A.	100.00%\$
19	Control 7, S.A.	100.00%\$
20	Grusamar Albania SHPK	51.00%\$
21	Elsamex Brazil LTDA	63.00%\$
22	ITNL International Pte. Ltd., Singapore	100.00%
23	Vansh Nimay Infraprojects Limited	90.00%
24	West Gujarat Expressway Limited	74.00%
25	Rapid MetroRail Gurgaon Limited	59.80%
26	Hazaribagh Ranchi Expressway Limited	74.00%
27	Pune Sholapur Road Development Company Limited	100.00%
28	Moradabad Bareilly Expressway Limited	100.00%
29	Jharkhand Road Projects Implementation Company Limited	93.37%
30	Area De Servicio Coiros S.L.U.	100.00%\$
31	Chenani Nashri Tunnelway Limited	100.00%
32	Conservacion De Infraestructuras De Mexico S.A. De C.V.	96.40%\$
33	MP Border Checkpost Development Company Limited	51.00%
34	Badarpur Tollway Operations Management Limited	100.00%
35	Alcantarilla Fotovoltaica, S.L.	100.00%\$
36	Area De Servicio Punta Umbria, S.L.U.	100.00%\$

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Sr. No.	Name of the Entity	Percentage Holding of the Group as on June 30, 2013
37	Futureage Infrastructure India Limited	61.22%
38	Charminar Robopark Limited	89.92%
39	ITNL Offshore Pte. Ltd., Singapore	100.00%
40	Karyavattom Sports Facilities Limited	99.88%
41	Kiratpur Ner Chowk Expressway Limited	100.00%
42	Baleshwar Kharagpur Expressway Limited	99.88%
43	Sikar Bikaner Highway Limited	99.88%
44	ITNL International JLT, Dubai	100.00%
45	Beasolarata S.A.U.	100.00%\$
46	Rapid MetroRail Gurgaon South Limited	80.77%
47	Grusamar India Limited (from February 15, 2013)	100.00%\$
48	ITNL Africa Projects Limited, Nigeria	100.00%
49	Khed Sinnar Expressway Limited (from June 12, 2013)	100.00%
50	Barwa Adda Expressway Limited (from June 27, 2013)	100.00%
	<u>Jointly Controlled Entities:</u>	
1	Noida Toll Bridge Company Limited	25.35%
2	Consorcio De Obras Civiles S.R.L	34.00%\$
3	N.A.M. Expressway Limited	50.00%
4	Jorabat Shillong Expressway Limited	50.00%
5	Geotecnia y Control De Qualitat, S.A.	50.00%\$
6	Vies Y Construcciones S. R. L.	50.00%\$
7	Chongqing Yuhe Expressway Co. Ltd.	49.00%
	<u>Associates:</u>	
1	Andhra Pradesh Expressway Limited	49.00%
2	Thiruvananthapuram Road Development Company Limited	50.00%
3	ITNL Toll Management Services Limited	49.00%
4	Warora Chandrapur Ballarpur Toll Road Limited	35.00%
5	Centro de Investigaciones de Curretros Andalucía S.A.	49.00%\$
6	Labetec Ensayos Técnicos Canarios, S.A.	50.00%\$
7	CGI 8 S.A.	49.00%\$
8	Elsamex Road Technology Company Limited	23.44%\$
9	Sociedad Concesionaria Autovía A-4 Madrid S.A	48.75%\$
10	VCS-Enterprises Limited	30.00%\$
11	Ramky Elsamex Ring Road Limited, Hyderabad	26.00%\$
12	Emprsas Pame sa De CV	34.10%\$

\$ represents percentage holding as at March 31, 2013

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IL&FS TRANSPORTATION NETWORKS LIMITED (the "Company")

Registered Office : The IL&FS Financial Centre, Plot C-22, 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051

Part I : Statement of Unaudited Consolidated Financial Results for the Quarter Ended June 30, 2013

(₹ In Lakhs)

Sr No	Particulars	Quarter ended			Year ended
		June 30, 2013 (Unaudited)	March 31, 2013 (Audited) (Refer Note 5)	June 30, 2012 (Unaudited)	March 31, 2013 (Audited)
1	Income from operations				
	(a) Income from operations	145,110	193,050	157,956	664,484
	(b) Other operating income (net)	1	2	2	6
	Total income from operations (net)	145,111	193,052	157,958	664,490
2	Expenses				
	(a) Cost of materials consumed	2,852	5,616	3,342	13,984
	(b) Purchases of stock-in-trade	268	206	95	662
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2	1,471	(586)	928
	(d) Employee benefits expense	9,603	11,312	9,579	38,193
	(e) Depreciation and amortisation expense	2,601	3,040	2,420	9,441
	(f) Construction Contract Cost	62,207	100,551	80,612	342,350
	(g) Other expenses	18,142	26,723	18,286	84,329
	Total expenses	95,675	148,919	113,748	489,887
3	Profit from operations before other income, finance costs and exceptional items (1-2)	49,436	44,133	44,210	174,603
4	Other income	2,870	3,202	3,490	14,140
5	Profit from ordinary activities before finance costs and exceptional items (3 + 4)	52,306	47,335	47,700	188,743
6	Finance costs	32,467	30,222	25,201	111,901
7	Profit from ordinary activities after finance costs but before exceptional items (5 - 6)	19,839	17,113	22,499	76,842
8	Exceptional items	-	-	-	-
9	Profit from ordinary activities before tax (7 - 8)	19,839	17,113	22,499	76,842
10	Tax (credit) / expense (net)	6,779	(858)	9,120	22,740
11	Net Profit from ordinary activities after tax (9 - 10)	13,060	17,971	13,379	54,102
12	Extraordinary Items (net of tax expense ₹ Nil)	-	-	-	-
13	Net Profit for the period / year (11 - 12)	13,060	17,971	13,379	54,102
14	Share of profit / (loss) of associates (net)	(121)	366	(276)	468
15	Share of profit transferred to minority (net)	486	492	931	2,549
16	Net Profit after taxes, minority interest and share of profit / (loss) of associates (13 +14 - 15)	12,453	17,845	12,172	52,021
17	Paid-up equity share capital (face value - ₹ 10 per share)	19,427	19,427	19,427	19,427
18	Reserve excluding Revaluation Reserves as per balance sheet of previous accounting year				344,555
19.i	Earnings per share (before extraordinary items) (of ₹ 10/- each) :				
	(a) Basic	*6.39	*9.16	*6.24	26.68
	(b) Diluted	*6.39	*9.16	*6.24	26.68
19.ii	Earnings per share (after extraordinary items) (of ₹ 10/- each) :				
	(a) Basic	*6.39	*9.16	*6.24	26.68
	(b) Diluted	*6.39	*9.16	*6.24	26.68
	* Not annualised				
	See accompanying notes to the financial results				

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Part II : Select Information for the Quarter Ended June 30, 2013

Sr No	Particulars	Quarter ended			Year ended
		June 30, 2013	March 31, 2013	June 30, 2012	March 31, 2013
A	PARTICULARS OF SHAREHOLDING				
1	Public shareholding				
	- Number of shares	53,504,729	53,504,729	53,504,729	53,504,729
	- Percentage of shareholding	27.54%	27.54%	27.54%	27.54%
2	Promoters and Promoter Group Shareholding				
	a) Pledged / Encumbered				
	- Number of shares	-	-	-	-
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	-	-	-	-
	- Percentage of shares (as a % of the total share capital of the company)	-	-	-	-
	b) Non - encumbered				
	- Number of shares	140,763,003	140,763,003	140,763,003	140,763,003
	- Percentage of shares (as a % of the total shareholding of promoter and promoter group)	100.00%	100.00%	100.00%	100.00%
	- Percentage of shares (as a % of the total share capital of the company)	72.46%	72.46%	72.46%	72.46%

Particulars		Quarter ended June 30, 2013
B	INVESTOR COMPLAINTS	
	Pending at the beginning of the quarter	1
	Received during the quarter	4
	Disposed off during the quarter	5
	Remaining unresolved at the end of the quarter	Nil

Segmentwise Revenue, Results and Capital Employed under Clause 41 of the Listing Agreement

The Company has only a single reportable primary (business) segment viz. Surface Transportation Business.

(₹ in Lakhs)

Sr No	Particulars	Quarter ended			Year ended
		June 30, 2013	March 31, 2013	June 30, 2012	March 31, 2013
		(Unaudited)	(Audited) (Refer Note 5)	(Unaudited)	(Audited)
1	Segment Revenue				
	(a) Surface Transportation Business	141,539	189,555	154,576	649,683
	(b) Others	3,572	3,497	3,382	14,807
	Total	145,111	193,052	157,958	664,490
	Less: Inter-segment Revenue	-	-	-	-
	Income From Operations	145,111	193,052	157,958	664,490
2	Segment Results, Profit before tax and interest from each segment				
	(a) Surface Transportation Business	50,772	45,969	45,388	179,095
	(b) Others	548	861	333	2,361
	Total	51,320	46,830	45,721	181,456
	Less: Unallocated expenses				
	(i) Interest	32,467	30,222	25,201	111,901
	(ii) Others	1,884	2,697	1,511	6,853
	Add: Unallocable income	2,870	3,202	3,490	14,140
	Total Profit Before Tax	19,839	17,113	22,499	76,842
3	Capital employed (Segment assets - Segment liabilities)				
	(a) Surface Transportation Business	1,837,773	1,800,962	1,365,621	1,800,962
	(b) Others	7,161	7,017	5,473	7,017
	(c) Unallocated liabilities (net of assets)	(1,414,907)	(1,408,225)	(1,048,206)	(1,408,225)
	Total	430,027	399,754	322,888	399,754

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