

# Deloitte Haskins & Sells LLP

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**REF: KJM/2014-2015/7514**

## **AUDITORS' CERTIFICATE**

### **Introduction**

We have verified the attached "Statement of Computation of Asset Coverage as at September 30, 2014" (the "Statement") derived from the unaudited financial information and other records of **Infrastructure Leasing & Financial Services Limited (the "Company")** for the half year ended September 30, 2014.

### **Management's Responsibility for the Statement**

The Company's Management is responsible for preparation of the Statement in accordance with the Amendatory Master Loan Agreement dated November 30, 1993 entered into between the Company and the Senior Lenders, the Debenture Trust Deed dated October 31, 2013 entered into between the Company and Centbank Financial Services Limited (acting as trustee of debenture holders) and the Twenty- Second Contributory Legal Mortgage ("the Agreement") dated October 31, 2013 entered into between the Company and Central Bank of India (acting as trustee). This includes collecting, collating and validating data and designing, implementing and maintaining of internal controls relevant to the preparation of the Statement that are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express our conclusion on the information contained in the Statement based on our limited assurance procedures. Our procedures have been planned to obtain all information and explanations that we considered necessary to support our conclusion. Our work was planned to mirror the Company's own compilation process, reviewing how the items in the Statement within our assurance scope were collected, collated and validated by the Company for inclusion in the Statement based on the Guidance Note on Audit Reports and Certificates for Special Purposes and Standards on Auditing issued by the Institute of Chartered Accountants of India ("ICAI").

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.



**Criteria**

We refer to the Agreement mentioned aforesaid, wherein it was agreed that the Company shall maintain at all times and from time to time an asset coverage as defined in the aforesaid Agreement of at least 1.33 times the total outstanding Secured Borrowings including accrued interest thereon of the Company, excluding the "excluded assets" referred to in the aforesaid Agreement.

The criteria, against which the information contained in the Statement is evaluated, are the unaudited financial information and other related records of the Company for the half year ended September 30, 2014.

**Conclusion**

Based on the limited assurance work that we performed as aforesaid and according to the information and explanations given to us, nothing has come to our attention which causes us to believe that the information presented in the Statement contains any material misstatement. The asset coverage ratio as at September 30, 2014, in accordance with Criteria mentioned above, as determined in the attached Statement, read together with and subject to the notes thereon, is 1.67 times the total outstanding Secured Borrowings including accrued interest thereon of the Company.

**Restriction on Distribution**

The above certificate is issued at the request of the Company for submission to the Senior Lenders and the Debenture Trustee and shall not be used for any other purpose without our prior written consent.

**MUMBAI**, October 31, 2014  
KJM/NDU

For Deloitte Haskins & Sells LLP  
Chartered Accountants  
ICAI Regn. No. 1173009W/W-100018

Kalpesh J. Mehta  
Partner  
Membership No. 048791

**Statement of Computation of Asset Cover as at September 30, 2014**

		(₹ mn)
<b><u>ASSETS AVAILABLE FOR ASSET COVER</u></b>	<b>Amount</b>	<b>Amount</b>
<b>Fixed Assets - at WDV</b>		153.32
<b>Investments (Current and Non-Current)</b>		74,533.10
<b>Loans &amp; Advances (Current and Non Current)</b>		
Advance towards Investments (pending allotment)	1,469.43	
Loans & Advances	24,012.55	25,481.98
<b>Current and Non Current Assets</b>		17,868.34
		<b>118,036.74</b>
<b><u>SECURED BORROWING TAKEN /ISSUED BY THE COMPANY</u></b>		
<b>Loans from Banks / Financial Institutions/ Multilateral Institutions</b>		
Jammu & Kashmir Bank Ltd	3,000.00	
State Bank of Travancore	2,000.00	
Bank of India	2,000.00	
Asian Development Bank (ADB)	1,738.34	
Bank of Baroda	1,500.00	
State Bank of Bikaner & Jaipur	1,000.00	
Punjab & Sind Bank	750.00	
Floating Rate Notes Guaranteed by USAID	562.50	
Karnataka Bank Ltd	500.00	
International Bank for Reconstruction and Development (IBRD)	213.64	13,264.48
<b>Cash Credit</b>		2.24
<b>Secured Debentures</b>		55,171.18
<b>Interest Accrued but not due on Secured Borrowings</b>		2,316.83
		<b>70,754.73</b>
<b>Asset Coverage Ratio</b>		<b>1.67</b>



**Notes:**

- 1** Provision for General Contingency amounting ₹ 6,000 mn has been created with the objective to cover adverse events that may affect the quality of the Company's Assets and has therefore not been deducted from the value of the assets
- 2** The Company has created Contingent Provision against standard assets and restructured standard assets aggregating ₹ 104.09 mn as per Reserve Bank of India Circular DNBS.PD.CC.No 207/03.02.002/2010-11 issued on January 17, 2011 and Circular DNBS.PD.No.272/CGM(NSV)-2014 issued on January 23, 2014 respectively. Since it is a contingent provision, it has not been deducted from the value of the assets
- 3** Investments includes current maturity of long term investments
- 4** Secured Borrowing includes current maturity of long term borrowings
- 5** "Excluded Assets", that are not considered for the purpose of calculating the asset cover ratio, includes residential and commercial immovable property owned/tenanted by the Company, including the moveable assets within the property, trading stocks, gilt securities if any and specific equity investments in affiliates / subsidiaries as listed in Twenty Second Contributory Legal Mortgage ("the Agreement") dated October 31, 2013. Further vide confirmation letter no. CBI/DTS/2014-15/1251 dated October 11, 2014 received from the Central Bank of India (Debenture Trustees) the equity investment in IL&FS Engineering & Construction Company Ltd has been considered as "Excluded Asset". Additionally, the Company has excluded the following assets since charge on these assets cannot be created:
  - a) Capital Work in Progress including Capital Advances
  - b) Advance Tax (net) including Tax Deducted at Source
  - c) Mat Credit Entitlement
  - d) Prepaid Expenses
  - e) Deferred Expenditure - Stamps & Registration Charges
  - f) Unamortised Business Centre Rent Expense
  - g) Unamortised Bank Commission
  - h) Intangible assets

For **Infrastructure Leasing & Financial Services Ltd**



Authorised Signatory

Date : October 31, 2014

Place : Mumbai

