



INFRASTRUCTURE LEASING & FINANCIAL SERVICES LIMITED

April 8, 2014

~~Centbank Financial Services Limited
Bajaj Bhavan 1st Floor
Opp Inox Multiplex,
Nariman Point
Mumbai 400 021~~

✓ Central Bank of India
Central Bank MMO Bldg, 4th Floor
MG Road
Fort
Mumbai 400 023

Re : **Quarterly Compliance Report – March 2014**

Dear Sir :

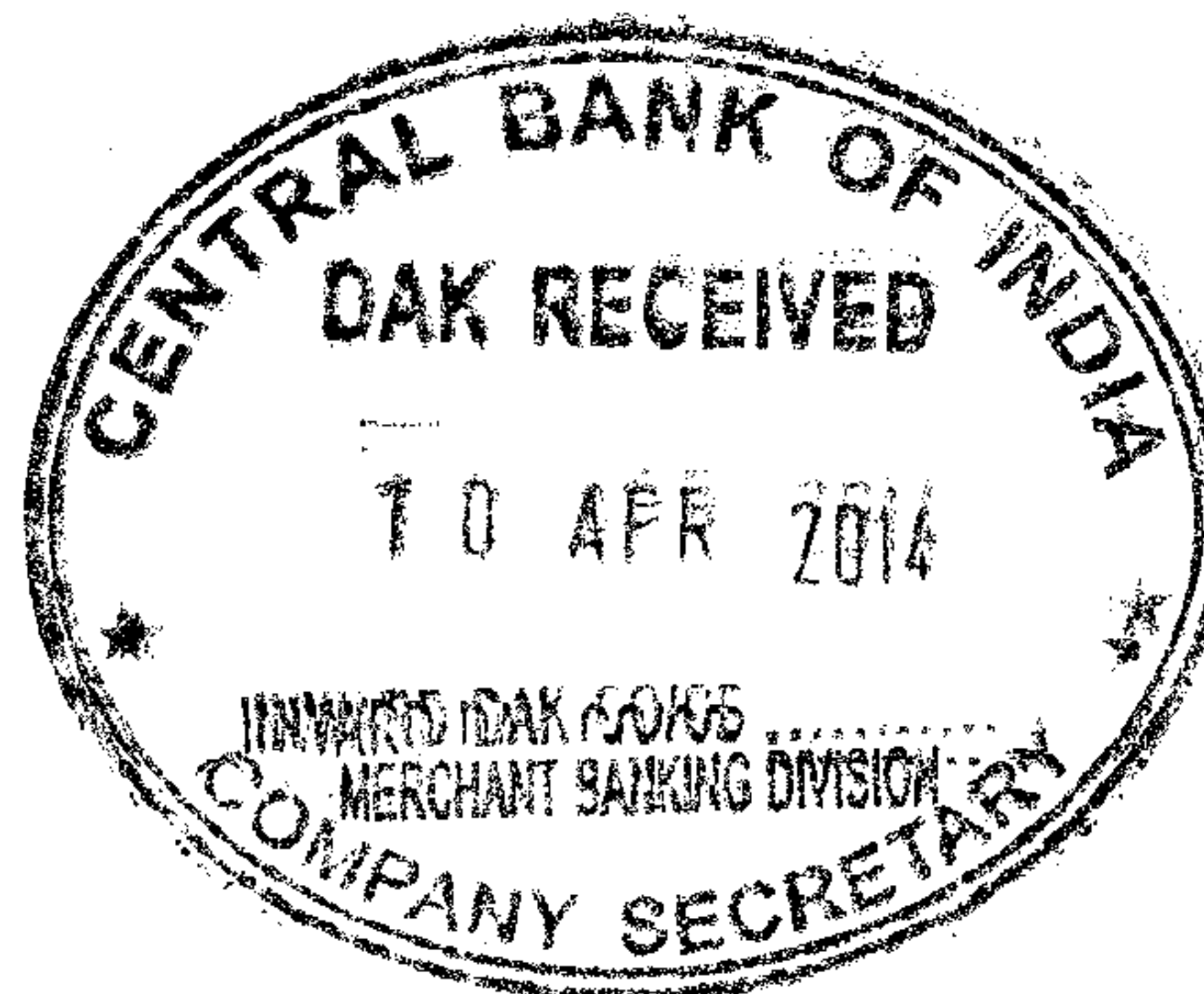
Pursuant to the provisions of the Debenture Trust Deed executed by the Company with the Debenture Trustees, the following information is provided for the quarter ended March 31, 2014 :

- (1) List of Beneficiary position issued by the Depositories containing the names and addresses of Debenture holders as on March 31, 2014 is enclosed in a Compact Disk
- (2) The Company has allotted Secured Non-Convertible Debentures under two Series as 2013 Series II-A (₹ 2.00 billion) and 2013 Series II-B (₹ 1.00 billion) during the quarter. A statement of NCDs outstanding as on March 31, 2014 is enclosed
- (3) The Company has not defaulted in payment of either principal or interest on the Debentures
- (4) The Company has not received any grievances whatsoever from the Debenture holders during the quarter; and
- (5) Asset Cover Certificate issued by Deloitte Haskins & Sells, Chartered Accountants and Statutory Auditors of the Company for the quarter ended December 31, 2013 is enclosed. The Asset Cover Certificate for the quarter ended March 31, 2014 will be forwarded shortly

You are requested to acknowledge the same

Sincerely

V Srinivas Rao
Senior Manager (Corporate Secretarial)



Enc : a/a

SUMMARY OF DEBENTURES ISSUED & BOUGHT BACK DURING MARCH 31, 2014

SERIES	(Number of Debentures)					(Rupees in Million)			
	Issue Size	Outstanding 28-02-2014	Issued	Bought back/ Redemption	Outstanding 31-03-2014	Outstanding 28-02-2014	Issued	Bought back/ Redemption	Outstanding 31-03-2014
		A	B	C	D	A	B	C	D
(A) SECURED :									
1999 Series I	1,500,000	18,600	-	-	18,600	18.60	-	-	18.60
2001 Series IX A	100,000	1,800	-	-	1,800	1.80	-	-	1.80
2001 Series IX B	60,000	9,000	-	-	9,000	9.00	-	-	9.00
2001 Series XI	250,000	174,500	-	-	174,500	174.50	-	-	174.50
2002 Series XI	250,000	29,050	-	-	29,050	29.05	-	-	29.05
2005 Series VI	750,000	307,545	-	300	307,245	307.55	-	0.30	307.25
2006 Series V	1,600,000	1,013,900	-	-	1,013,900	1,013.90	-	-	1,013.90
2006 Series VIII	884,400	884,400	-	884,400	-	884.40	-	884.40	-
2007 Series II	615,600	615,600	-	-	615,600	615.60	-	-	615.60
2008 Series VII	45,000	23,182	-	-	23,182	23.18	-	-	23.18
2008 Series IX	1,400,000	1,400,000	-	-	1,400,000	1,400.00	-	-	1,400.00
2009 Series III	1,500,000	1,500,000	-	-	1,500,000	1,500.00	-	-	1,500.00
2009 Series IV	2,451,000	2,451,000	-	-	2,451,000	2,451.00	-	-	2,451.00
2009 Series VI-A	500,000	500,000	-	-	500,000	500.00	-	-	500.00
2009 Series VI-B	500,000	500,000	-	-	500,000	500.00	-	-	500.00
2009 Series XVI	3,000,000	3,000,000	-	-	3,000,000	3,000.00	-	-	3,000.00
2010 Series V	3,500,000	3,500,000	-	-	3,500,000	3,500.00	-	-	3,500.00
2010 Series VI	1,500,000	1,500,000	-	-	1,500,000	1,500.00	-	-	1,500.00
2010 Series VII	1,500,000	250,000	-	-	250,000	250.00	-	-	250.00
2010 Series VIII	1,500,000	1,500,000	-	-	1,500,000	1,500.00	-	-	1,500.00
2010 Series IX	3,250,000	3,250,000	-	-	3,250,000	3,250.00	-	-	3,250.00
2010 Series X	250,000	250,000	-	-	250,000	250.00	-	-	250.00
2010 Series XI	250,000	250,000	-	-	250,000	250.00	-	-	250.00
2011 Series I	1,500,000	1,500,000	-	-	1,500,000	1,500.00	-	-	1,500.00
2011 Series II	1,500,000	1,500,000	-	-	1,500,000	1,500.00	-	-	1,500.00
2011 Series III	750,000	750,000	-	-	750,000	750.00	-	-	750.00
2011 Series IV	750,000	750,000	-	-	750,000	750.00	-	-	750.00
2011 Series V	500,000	494,800	-	-	494,800	494.80	-	-	494.80
2011 Series VI	3,000,000	3,000,000	-	-	3,000,000	3,000.00	-	-	3,000.00
2011 Series VII	3,000,000	3,000,000	-	-	3,000,000	3,000.00	-	-	3,000.00
2011 Series VIII	2,900,000	2,900,000	-	-	2,900,000	2,900.00	-	-	2,900.00
2011 Series IX	2,100,000	2,100,000	-	-	2,100,000	2,100.00	-	-	2,100.00
2012 Series I	3,900,000	3,900,000	-	-	3,900,000	3,900.00	-	-	3,900.00
2012 Series II	1,000,000	1,000,000	-	-	1,000,000	1,000.00	-	-	1,000.00
2012 Series III	500,000	465,000	-	-	465,000	465.00	-	-	465.00
2012 Series IV	500,000	500,000	-	-	500,000	500.00	-	-	500.00
TOTAL (A)	49,056,000	44,788,377	-	884,700	43,903,677	44,788.38	-	884.70	43,903.68

SUMMARY OF DEBENTURES ISSUED & BOUGHT BACK DURING MARCH 31, 2014

(Number of Debentures)						(Rupees in Million)			
SERIES	Issue Size	Outstanding 28-02-2014	Issued	Bought back/ Redemption	Outstanding 31-03-2014	Outstanding 28-02-2014	Issued	Bought back/ Redemption	Outstanding 31-03-2014
		A	B	C	D	A	B	C	D
(A) SECURED :									
2013 Series I	4,800,000	4,800,000	-	-	4,800,000	4,800.00	-	-	4,800.00
2013 Series II-A	2,000,000	2,000,000	-	-	2,000,000	2,000.00	-	-	2,000.00
2013 Series II-B	1,000,000	1,000,000	-	-	1,000,000	1,000.00	-	-	1,000.00
	7,800,000	7,800,000	-	-	7,800,000	7,800	-	-	7,800
G.TOTAL (A)+(B)	56,856,000	52,588,377	-	884,700	51,703,677	52,588	-	885	51,704



INFRASTRUCTURE LEASING & FINANCIAL SERVICES LIMITED

April 30, 2014

Centbank Financial Services Limited
Bajaj Bhavan 1st Floor
Opp Inox Multiplex,
Nariman Point
Mumbai 400 021

✓ Central Bank of India
Central Bank MMO Bldg, 4th Floor
MG Road
Fort
Mumbai 400 023

Re : Asset Coverage Ratio Certificate – March 31, 2014

Dear Sir :

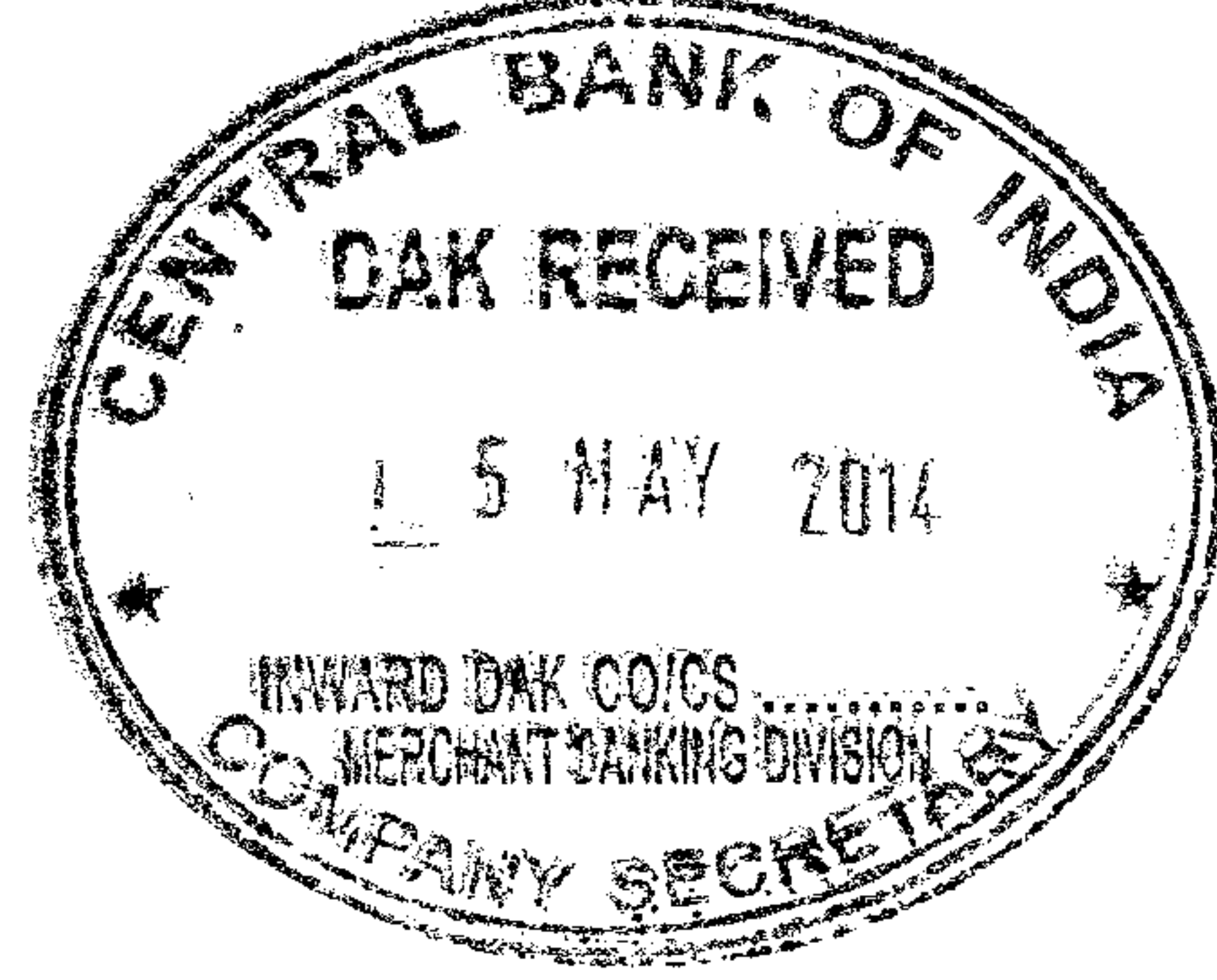
Enclosing the copy of the Asset Coverage Ratio Certificate for the quarter ended March 31, 2014 issued by M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai and Statutory Auditors of the Company for your information and records

You are requested to acknowledge the same

Sincerely

V Srinivas Rao
Senior Manager (Corporate Secretarial)

Encl : a/a



Deloitte

Haskins & Sells LLP

Chartered Accountants
Indiabulls Finance Centre
Tower 3, 27th - 32nd Floor
Senapati Bapat Marg
Elphinstone Road (West)
Mumbai - 400 013
Maharashtra, India

REF: KJM/2014-2015/5069

AUDITORS' CERTIFICATE

Tel: +91 (022) 6185 4000

Fax: +91 (022) 6185 4501/4601

Introduction

We have verified the attached "Statement of Computation of Asset Coverage as at March 31, 2014" (the "Statement") derived from the unaudited financial statements and other records of Infrastructure Leasing & Financial Services Limited (the "Company") for the year ended March 31, 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 August 19, 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.

[Handwritten signature]

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 statements and other related records of the Company for the year ended March 31, 2014.

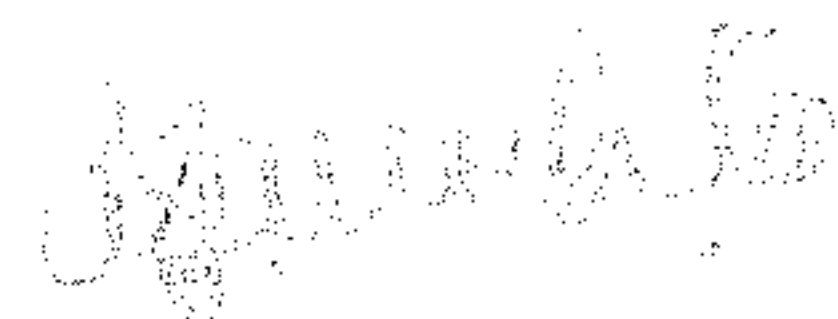
Conclusion

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 March 31, 2014, in accordance with Criteria mentioned above, as determined in the attached Statement, read together with and subject to the notes thereon, is 1.72 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.

For Deloitte Haskins & Sells LLP
Chartered Accountants
ICAI Regn. No. 11733307 W-100013



Rajesh J. Mohan
Partner
ICAI Regn. No. 0427371

MUMBAI, April 29, 2014
KJM/NDU



Statement of Computation of Asset Cover as at March 31, 2014

		(₹ mn)
<u>ASSETS AVAILABLE FOR ASSET COVER</u>	Amount	Amount
Fixed Assets - at WDV		128.56
Investments (Current and Non-Current)		70,074.86
Loans & Advances (Current and Non Current)		
Advance towards Investments (pending allotment)	5,969.43	
Loans & Advances	17,669.18	23,638.61
Current and Non Current Assets		12,451.34
		106,293.37
<u>SECURED BORROWING TAKEN /ISSUED BY THE COMPANY</u>		
Loans from Banks / Financial Institutions/ Multilateral Institutions		
Jammu & Kashmir Bank Ltd	2,000.00	
State Bank of Travancore	2,000.00	
Asian Development Bank (ADB)	1,776.02	
Bank of Maharashtra	1,000.00	
Floating Rate Notes Guaranteed by USAID	585.00	
International Bank for Reconstruction and Development (IBRD)	263.29	
State Bank of Bikaner & Jaipur	250.00	7,874.31
Cash Credit		42.35
Secured Debentures		51,703.68
Interest Accrued but not due on Secured Borrowings		2,203.72
		61,824.06
Asset Coverage Ratio		1.72




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 ₹ 87.02 mn as per Reserve Bank of India Circular DNBS.PD.CC.No 20/03.02.002/2010-11 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 "Excluded Assets", that are not considered for the purpose of calculating the asset cover ratio are fixed assets as per Annexure I, 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. 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) Intangible assets

For Infrastructure Leasing & Financial Services Ltd

Date : April 29, 2014

Place : Mumbai


Authorised Signatory

