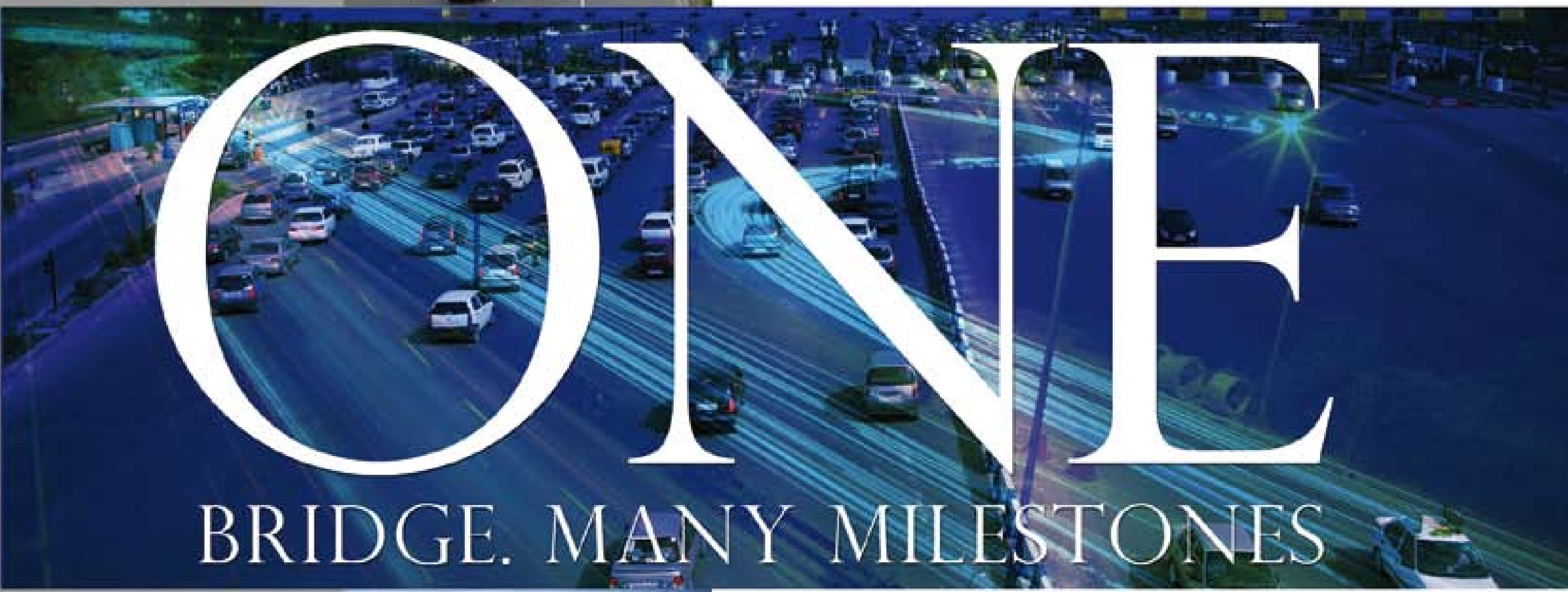
DND FLYWAY

DELHI NOIDA DIRECT

ANNUAL REPORT 2009-2010



IL&FS

INFRASTRUCTURE LEASING & FINANCIAL SERVICES LIMITED

TABLE OF CONTENTS

BOARD OF DIRECTORS

R.K. Bhargava
Chairman

Piyush Mankad

Sanat Kaul

Deepak Premnarayen

Mohinder Singh

Arun K. Saha

K. Ramchand

SENIOR MANAGEMENT

Pradeep Puri
President & CEO

Monisha Macedo
SVP, Legal & Corporate Affairs
Manager

Tarun Kumar Banerjee
Chief Financial Officer

COMPANY SECRETARY

Pooja Agarwal

DIRECTORS' REPORT

FINANCIAL HIGHLIGHTS

(Rs in Million)

	Year ended 31.03.2010	Year ended 31.03.2009
Income from Operations	830.59	792.11
Other Income	18.13	11.09
Operating & Administration Expenses	220.94	206.03
Profit before Interest, Depreciation & Amortisation	627.78	597.17
Interest & Finance charges	171.80	149.13
Depreciation/ Amortisation	51.47	47.94
Provision for Tax/ FBT	128.96	63.23
Net Profit/(Loss) carried to Balance Sheet	275.55	336.87

The income from operations increased marginally by about 5% from Rs. 792.11 million to Rs. 830.59 million. The Profit before Tax (PBT), however, has not increased substantially mainly due to toll rates not being increased.

The operating profit margin has been maintained at 73.4%. Though the profit before interest, depreciation and amortisation have increased by more than 5% over the previous year, the profit after tax has decreased substantially due to the increase in the Minimum Alternate Tax (MAT) rate and Deferred Tax liability.

REPAYMENT OF DEBT

As per the terms of the debt restructuring approved by the Corporate Debt Restructuring Empowered Group of Banks and Financial Institutions (CDR), the Company issued Zero Coupon Bonds (Series B) of Rs. 555.4 million to the Banks, Financial Institutions and others, repayable no later than March 31, 2014, towards the Net Present Value of the sacrifice made by them. While 25% of the aforesaid debt was redeemed by financial year ending March 2009, a further 36% has been redeemed during the year under review.

DIVIDEND

The Directors do not recommend any dividend for the year.

The Company has not declared any dividend since inception. The Company's profitability and cash flow have, however, considerably improved, and a dividend can be expected in the near term. So long as the Company is under the debt restructuring scheme approved by the CDR Empowered Group of Banks & FIs (CDR), prior consent of the CDR will have to be sought.

OPERATIONS

The traffic has shown a positive growth of around 4.5% during Financial Year 2009 - 10, over the previous year. The average daily traffic (ADT) during the year was 104,277 vehicles as against 99,779 vehicles in the previous year.

The Average Toll Revenue/Day has increased to Rs. 1.93 million in FY 2009-10, from Rs. 1.80 million in Financial Year 2008-09, showing an increase of 7%.

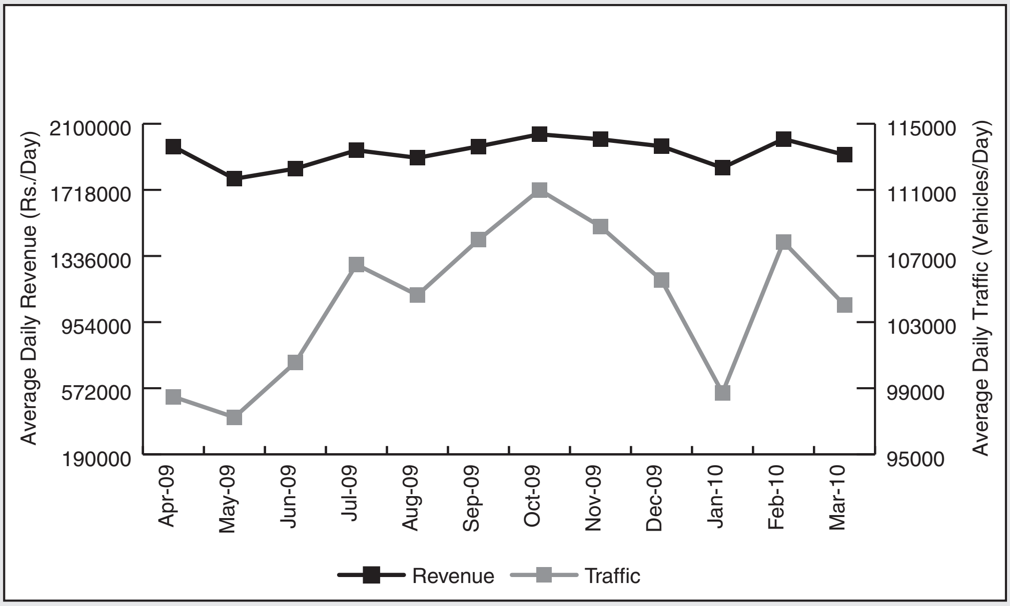
The toll rates remained constant during the period under review.

The month-wise Average Daily Traffic and Average Toll Revenue per day are presented in the Table below:

Month	Buses/ Trucks (vehicles/day)	Two-Wheelers (vehicles/day)	Cars (vehicles/day)	Total	Traffic Growth*	Revenue (Rs./day)	Revenue Growth*
April-09	2,501	23,676	72,305	98,482	3%	1,967,933	15%
May-09	2,404	23,556	71,282	97,242	4%	1,781,996	6%
June-09	2,565	24,859	73,140	100,564	8%	1,840,821	10%
July-09	2,646	26,320	77,516	106,482	5%	1,946,919	7%
August-09	2,392	26,048	76,192	104,632	4%	1,903,261	5%
September-09	2,545	26,753	78,682	107,980	1%	1,969,312	3%
October-09	2,816	26,809	81,377	111,002	10%	2,039,196	12%
November-09	2,911	25,839	80,035	108,784	4%	2,010,265	6%
December-09	3,092	23,991	78,461	105,544	5%	1,970,207	8%
January-10	2,571	20,782	75,369	98,722	4%	1,845,640	6%
February-10	3,023	23,911	80,922	107,856	3%	2,011,788	4%
March-10	2,752	24,378	76,905	104,035	3%	1,920,692	4%
Total/Average	**2,685**	**24,744**	**76,849**	**104,277**	**4.5%**	**1,934,003**	**7%**

*over the corresponding period in the previous year.

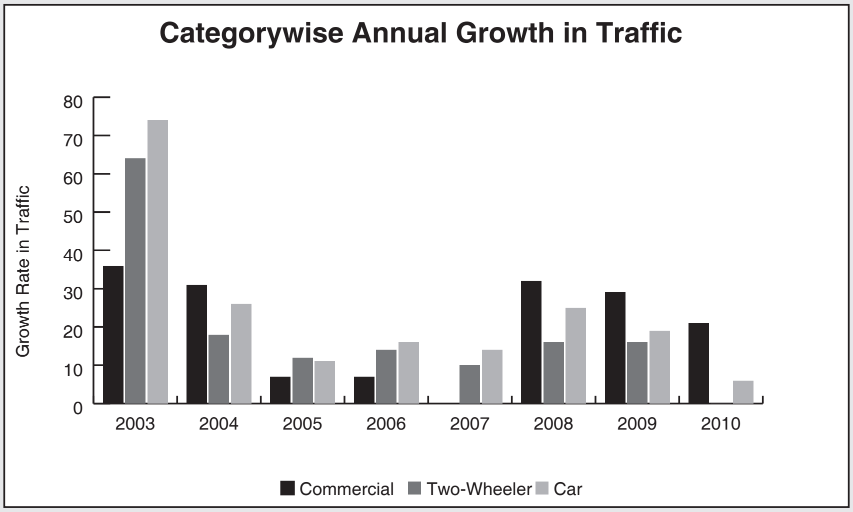
The traffic and revenue growth is depicted in the chart below:



As in previous years, the traffic mainly comprised of cars (74%) and two wheelers (24%). The composition of traffic, however, has shown a marginal variation: there has been an increase of 1% in cars and a corresponding decrease in two wheelers.

The growth in car traffic was 6% compared to a marginal dip in the two wheeler category. Although commercial vehicles only comprise around 2% of total traffic, the increase in average daily commercial traffic was 21% during the year under review.

The chart below shows the categorywise annual growth in traffic since operations began:



The Annual Average Daily Traffic (AADT) has increased by 4,498 vehicles (4.5%) between Financial Year 2009 and Financial Year 2010.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A Management Discussion & Analysis Report is attached and forms part of this Report.

SHARE CAPITAL

The Issued and Subscribed Equity Share Capital of the Company on March 31, 2009, was Rs. 1,861,950,020/-. There were no allotments of shares during the year and hence the share capital on March 31, 2010 remains the same.

SUBSIDIARIES

The Company has one subsidiary, ITNL Toll Management Services Limited. The audited accounts of the subsidiary, as well as the Consolidated Financial Statements of the Company along with its subsidiary form part of this Report.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956, Dr. Sanat Kaul, Mr. Deepak Premnarayen and Mr. K. Ramchand, Directors, are due to retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

Mr. Gopi Arora, Chairman of the Board of Directors, passed away on November 5, 2009. The Board of Directors would like to place on record their sincere appreciation for the invaluable contribution, guidance and support provided by Mr. Gopi Arora during his tenure as Chairman of the Board of Directors.

Mr. R. K. Bhargava, Director, was appointed as the Chairman of the Board of Directors with effect from January 22, 2010.

Mr. Hari Sankaran, Managing Director & CEO, IL&FS, was appointed as Alternate Director to Mr. Arun K. Saha at the meeting of the Board of Directors held on January 22, 2010. In terms of Section 313 of the Companies Act, 1956, his tenure as Alternate Director lapsed on April 27, 2010.

None of the Directors of the Company are disqualified from being appointed as Directors as specified under Section 274 of the Companies Act, 1956.

FIXED DEPOSITS

The Company has not accepted any Fixed Deposits during the year under review.

EMPLOYEE STOCK OPTION PLANS

The Company has two employee stock option plans viz. ESOP-2004 and ESOP-2005.

During the year, the Company has not granted any stock options. All stock options granted in the past have been exercised, allotted or have lapsed.

No options have been granted under ESOP-2005 so far and 2,05,000 options remain to be granted under ESOP-2004. Options under ESOP-2004 were granted as per the pricing formula approved by the shareholders.

LISTING

The Company's Equity Shares of Rs. 10/- each, aggregating to Rs. 1,861,950,020/-, are listed on the Bombay Stock Exchange Ltd. and the National Stock Exchange of India Ltd.

10,815 Secured Deep Discount Bonds are listed on the Bombay Stock Exchange Ltd., the National Stock Exchange of India Ltd. and the Uttar Pradesh Stock Exchange Association Ltd.

The Company's Global Depository Receipts (GDRs) are listed on the Alternative Investment Market (AIM) segment of the London Stock Exchange.

INTERNATIONAL FINANCIAL REPORTING STANDARD (IFRS)

Pursuant to listing on the AIM segment of the London Stock Exchange, the Company is required to prepare and submit annual and semi annual financial statements prepared in accordance with IFRS, to AIM.

A reconciliation of Equity and Income statements under Indian GAAP and IFRS as on March 31, 2009 and March 31, 2010, has been included in this Annual Report. The IFRS results as well as annual audited financials prepared under Indian GAAP will be available on the Company's website www.ntbcl.com

PARTICULARS OF EMPLOYEES

Five employees employed during the year were in receipt of remuneration of Rs. 24 lacs or more per annum. In accordance with the provisions of Section 217 of the Companies Act, 1956 and the rules framed thereunder, the names and other particulars of the employees is set out in the annexure to the Directors' Report. In terms of the provisions of Section 219(1)(b)(iv) of the Companies Act, 1956, the Directors' Report is being sent to all the shareholders of the Company excluding the annexure. Any shareholder interested in obtaining a copy of the said annexure may write to the Company Secretary at the Registered Office of the Company.

ENERGY CONSERVATION, TECHNOLOGY ABSORPOTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company does not own any manufacturing facilities.

The Company has not earned any foreign exchange during the year.

The Company had the following foreign exchange outgo:

	As at March 31, 2010 (Rs.)	As at March 31, 2009 (Rs.)
Travel	NIL	150,570
Inventories at CIF Value	2,666,836	1,401,750
Consultancy / Legal Fee	16,076,711	3,429,270
Advances	NIL	7,692,604

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement with the Indian Stock Exchanges, a Report on Corporate Governance along with an Auditors' certificate on compliance with the provisions of Corporate Governance is annexed and forms part of this Report.

DIRECTORS' RESPONSIBILITY STATEMENT

Section 217 (2AA) of the Companies Act, 1956 as amended in December 2000, required the Board of Directors to provide a statement to the members of the Company in connection with maintenance of books, records and preparation of Annual Accounts in conformity with the accepted accounting standards and past practices followed by the Company. Pursuant to the foregoing, and on the basis of representations received from the operating management, and after due enquiry, it is confirmed that:

1. In the preparation of the annual accounts, the applicable Accounting Standards have been followed alongwith proper explanation relating to material departures.
2. The Directors have selected such accounting policies and applied them consistently and made judgements 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 or loss of the Company for that period.
3. The Directors have 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.
4. The Directors have prepared the annual accounts on a going concern basis.

STATUTORY AUDITORS

M/s Luthra & Luthra, Chartered Accountants, the Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting and have expressed their willingness to continue as Auditors, if re-appointed.

ACKNOWLEDGEMENTS

The Board of Directors place on record their appreciation for the continued support extended to them by the various Government Authorities, Banks, Financial Institutions and Shareholders of the Company.

The Directors would also like to place on record their appreciation for the hard work and dedication of the employees of the Company at all levels.

By order of the Board
For NOIDA TOLL BRIDGE COMPANY LIMITED

R. K. Bhargava
Chairman

Noida
Uttar Pradesh
Date: July 20, 2010

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Development / Competition and Threats

The Noida Toll Bridge Company Limited was incorporated as a Special Purpose Vehicle for the Delhi Noida Bridge Project on a Build, Own, Operate and Transfer (BOOT) basis. The Delhi Noida Bridge (commonly known as the DND Flyway) is an eight lane tolled facility across the Yamuna river, connecting Noida to South Delhi. With the commissioning of the Mayur Vihar Link in June 2007/ January 2008, the catchment area of DND Flyway has been extended to cover the East Delhi colonies of Mayur Vihar, Vasundhra Enclave, Patparganj etc. This link substantially reduces distance and time taken by Mayur Vihar residents to various destination points in South Delhi.

The Concession Agreement (Concession) executed between the Company, Promoter and New Okhla Industrial Development Authority (NOIDA) in November 1997, gives the Company the right to levy toll.

Although the DND Flyway caters specifically to traffic between Noida/Mayur Vihar and South Delhi, it continues to compete with two toll free bridges which cross the Yamuna River, namely, Nizamuddin Bridge and Okhla Bridge. Most of the users of DND, however, are being benefitted by savings in terms of distance, time, fuel, vehicle operating costs.

The Delhi Metro Rail Corporation commenced its metro services in Noida from November 13, 2009. The line caters mainly to commuters travelling between Noida and Central Delhi. It had been anticipated that the introduction of the Metro line would see a shift of commuters using other forms of public transport such as buses, to the Metro. Although during this year DND Flyway has seen a marginal dip in the two wheeler category of users, however, since the DND Flyway caters to traffic commuting to and from South Delhi, it would be difficult to attribute this to the Metro.

Risks and Concerns

The Concession Agreement provides for traffic risk mitigation measures by allowing for New Okhla Industrial Development Authority (NOIDA) to grant land development rights. The Company has in its possession, land around the DND Flyway both in Noida and Delhi, which may be developed, subject to grant of Development Rights by NOIDA/ Government of UP/ Government of Delhi. The denial of Development Rights or conditional grant of the same may pose a financial threat to the Company.

Segment-wise and Product-wise Performance

The Company had carried out a traffic revalidation study through Halcrow Consulting India Ltd. in May 2009. A comparison of their projections with Average Daily Traffic (ADT) for the period April 1, 2009 to March 31, 2010, is given below:

Class	Two Wheelers	Cars	Commercial Vehicles	Total
Projected	27,374	80,714	2,378	110,466
Actual	24,744	76,849	2,685	104,277
Achievement	90.39%	95.21%	112.91%	94.39%

Outlook

The average daily traffic on the bridge has grown from approximately 17,000 vehicles per day in 2000-2001 to more than 104,000 vehicles per day in 2009-2010. The trend in traffic growth, however, has witnessed a slowdown, during the year.

The recent trend has shown a revival in the development of recreational, commercial and residential spaces in the primary catchment area of Noida and Greater Noida, which is likely to receive further impetus due to development of the Yamuna Expressway and real estate projects associated with it.

In the long run, the traffic levels on the Delhi Noida Toll Bridge are expected to increase due to implementation of planned development in Noida and Greater Noida. In addition, completion of the following construction work on the three entries/exits to the Toll Bridge, prior to the Commonwealth Games in October 2010, will have a favourable impact on traffic.

- Barapura Nalla elevated link on Ring Road, which will reduce congestion at Ashram during peak hours.
- Bridge across the drain at the Mayur Vihar Link exit, which will facilitate direct flow of traffic to and from Gazipur on NH 24.
- Underpass at the Rajnigandha crossing, on Noida side.

Internal Control Systems and their Adequacy

The toll collection and management system has inbuilt self audit capabilities.

The Company has adequate internal control systems to monitor business and operational performance, which are aimed at ensuring business integrity and promoting operational efficiency. The Company has appointed an independent firm, Patel & Deodhar, Chartered Accountants, as Internal Auditors, to ensure that the Company's systems and practices are designed with adequate internal controls to match the size and nature of operations of the Company.

The Internal Auditors conduct a periodic audit and review, covering all areas of operations, based on an audit programme. The reports of the auditors along with the management's responses are placed before the Audit Committee for discussion and necessary action.

Financial and Operational Performance

The comparison of financial and operational performance with the previous year is given below:

	Year ended 31.03.2010	Year ended 31.03.2009	Variation
Toll Income (Rs./Mn)	709.19	662.62	7.02%
Advertisement & Other Income (Rs./Mn)	139.53	140.58	-0.75%
Average Daily Traffic (Vehicles/day)	104,277	99,779	4.50%
Average Toll realisation per vehicle (Rs.)	18.56	18.19	2.03%

Human Resources

The Company has a lean organisation with a staff strength of 13 qualified personnel, reporting to the President & CEO, head the key functions of Finance, Secretarial and Operations.

Cautionary Statement

Certain statements in the Management Discussion and Analysis Report describing the Company's objectives, estimates and expectations or predictions may be forward looking statements within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied. Important factors, which could make a difference to the Company's operations, include traffic, government concessions, network improvements, changes in government regulations and other incidental factors over which the Company does not have any direct control.

REPORT ON CORPORATE GOVERNANCE

(1) Corporate Governance

The Company has always maintained that efforts to institutionalize corporate governance practices cannot solely rest upon adherence to a regulatory framework. An organisation's business practices, reflected in the values, personal beliefs and actions of its employees, determine the quality of corporate governance.

The Board of Directors fully support and endorse corporate governance practices as provided in the listing agreements. The Company has complied with the mandatory provisions and listed below is the Report of the Directors with regard to the same.

(2) Board of Directors

(i) Composition of the Board

The Board of Directors comprises of seven members. All the directors on the Board are non-executive. There are four independent directors and three nominee directors. The directors bring to the board a wide range of skills and experience.

The composition of the Board of Directors is as given below:

Name	Independent/ Promoter/ Nominee	Representing/Nominee
Mr. R.K. Bhargava (Chairman since January 22, 2010)	Independent	-
Mr. Piyush G. Mankad	Independent	-
Dr. Sanat Kaul	Independent	-
Mr. Deepak Premnarayen	Independent	-
Mr. Mohinder Singh	Shareholder/Nominee	New Okhla Industrial Development Authority
Mr. Arun K. Saha	Promoter / Nominee	IL&FS Transportation Networks Limited
Mr. K. Ramchand	Promoter / Nominee	IL&FS Transportation Networks Limited

Mr. Gopi Arora, Chairman of the Board of Directors, passed away on November 5, 2009.

The composition of the Board is in conformity with the Listing Agreement.

(ii) Directorships/ Committee Memberships/ Committee Chairmanships

Details of Directorships and Committee Memberships/Chairmanships on Committees of public companies (including Noida Toll Bridge Company Limited), as per the Directors' annual disclosures, are provided below:

Board of Directors	No. of Directorships	No. of Memberships of Committees**	No. of Chairmanships of Committees
Mr. R. K. Bhargava (Chairman)	7	7	4
Mr. Piyush G. Mankad	13	9	2
Dr. Sanat Kaul	1	1	-
Mr. Deepak Premnarayen	1	1	-
Mr. Mohinder Singh	3	-	-
Mr. Arun K. Saha	14	11***	3
Mr. K. Ramchand	14	5	1
Mr. Hari Sankaran*	14	1	-

* From January 22, 2010 to April 27, 2010, Mr. Hari Sankaran was on the Board of Directors as an Alternate Director to Mr. Arun K. Saha.

**Memberships in Committees include the Chairmanships.

*** Mr. Arun K Saha's committee membership exceeded by 1 during the year. He has since stepped down from the additional committee and is in compliance with Clause 49 requirements as on date.

Note:

(a) For the purpose of considering the total number of directorships, all public limited companies, whether listed or not, have been considered. Private limited companies, foreign companies and companies under Section 25 of the Companies Act, 1956, however, have not been included. Further, only the Audit Committee and the Shareholders'/Investor Grievance Committee have been considered for calculating the total number of Committee memberships/Chairmanships held by a director.

(b) Directorships do not include Alternate Directorships.

(iii) Meetings Held

Four meetings of the Board of Directors were held in the financial year 2009- 2010, on April 27, 2009, July 29, 2009, October 22, 2009 and January 22, 2010.

Information specified under Annexure 1A of Clause 49 of the Listing Agreement has been placed before the Board of Directors at the aforesaid meetings. The Board was presented with a report on compliances with various statutes and applicable laws every quarter.

(iv) Attendance

The attendance of directors at the Meetings of the Board of Directors held during the Financial Year 2009-2010 (April 1, 2009 to March 31, 2010) and at the last Annual General Meeting (AGM) is given below:

Board of Directors	No. of Board Meetings held during the tenure	No. of Board Meetings attended	Annual General Meeting attended
Mr. Gopi K. Arora* (Chairman upto November 5, 2009)	3	3	√
Mr. R. K. Bhargava (Chairman since January 22, 2010)	4	4	√
Mr. Piyush Mankad	4	2	√
Dr. Sanat Kaul	4	3	
Mr. Deepak Premnarayen	4	3	
Mr. Mohinder Singh	4	4	
Mr. Arun K. Saha	3	3	
Mr. K. Ramchand	4	2	
Mr. Hari Sankaran	1	1	

*Mr. Gopi Arora, Chairman of the Board of Directors, passed away on November 5, 2009.

(3) Audit Committee

(i) The Audit Committee of the Company is constituted in accordance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges, read with Section 292A of the Companies Act, 1956.

(ii) The Company Secretary of the Company acts as the Secretary to the Committee.

(iii) The terms of reference of the Audit Committee are as given under Clause 49 of the Listing Agreement with the Stock Exchanges and inter alias includes:

- Reviewing & recommending with management the quarterly/ half yearly/annual financial statements before submission to the Board of Directors for approval.
- Reviewing the Company's internal audit reports.
- Recommending the appointment/ re-appointment of external/ internal auditors, fixation of audit fee and approval for payment of any other services.
- Overseeing the Company's financial position and disclosure of financial information to ensure that the financial statements are correct.
- Investigating any activity within its terms of reference.

(iv) Transactions with related parties entered into by the Company in the normal course of business were placed before the Audit Committee. There were no material individual transactions with related parties, which were not in the normal course of business nor were there any material transactions with related parties or others, which were not on an arm's length basis.

(v) The Chairman of the Audit Committee was present at the last Annual General Meeting held on September 17, 2009, to answer shareholder queries.

(vi) Five meetings of the Audit Committee were held in the financial year 2009-2010, on April 27, 2009, July 29, 2009, October 22, 2009, December 17, 2009 and January 22, 2010.

(vii) The composition of the Audit Committee and details of meetings attended by the members of the Audit Committee are given below:

Name	Category	No. of Meetings held during tenure	No. of Meetings Attended
Mr. R. K. Bhargava	Independent, Chairman	5	5
Mr. Gopi K. Arora (upto November 5, 2009)	Director	3	3
Mr. Piyush Mankad	Independent	5	3
Dr. Sanat Kaul	Independent	5	4
Mr. Deepak Premnarayen	Independent	5	4
Mr. Arun K. Saha /	Nominee	5	4
Mr. Hari Sankaran (Alternate Director)	Nominee	Nil	Nil

(viii) The necessary quorum was present at all the meetings.

(4) HRD Committee of Directors

(i) The HRD Committee's scope of work includes review of salary, performance related pay, increments, promotions, allowances, perquisites, loan and interest subsidy facilities and other compensation and HRD Policy applicable to all employees of the Company. The Committee is also responsible for the administration and implementation of the Employee Stock Option Plans of the Company.

(ii) The Company's compensation policy has been laid out in its Employee Handbook, which has been approved by the HRD Committee of Directors. Any amendments to the Employee Handbook are also subject to approval by the HRD Committee of Directors.

(iii) As all directors in the Company are Non-Executive they are not paid any compensation except sitting fees, reimbursement of expenses incurred to attend meetings and Stock Options in some cases.

(iv) One meeting of the HRD Committee was held in the financial year 2009-2010, on April 27, 2009.

(v) Attendance of members at meetings of the HRD Committee is given below:

Name	Category	No. of Meetings held during tenure	No. of Meetings Attended
Mr. Gopi K. Arora, Chairman (upto November 5, 2009)	Director	1	1
Mr. Arun K. Saha /	Nominee	1	1
Mr. Hari Sankaran (Alternate Director)		-	-
Mr. K. Ramchand	Nominee	1	1

(vi) The Chairman of the HRD Committee was present at the last Annual General Meeting of the Company held on September 17, 2009.

(5) Investor Grievance Committee

(i) The broad terms of reference of the Investor Grievance Committee are as under:

(a) The Committee looks into the status of redressal of shareholders' and debentureholders' complaints and suggests measures to improve investor relations.

(b) The Committee is the authority for issue of duplicate certificates/rematerialisation.

(c) The Investor Grievance Committee of Directors is the approving authority under the Code of Conduct for prevention of Insider Trading framed by the Company in accordance with the SEBI (Prevention of Insider Trading) Regulations, 1992 and AIM Rules, applicable to Companies listed on the Alternative Investment Market segment of the London Stock Exchange and is authorised to make/accept any modifications/ alterations in the said Code.

(ii) In order to expedite the process of transfers, the Board has delegated the authority to approve debenture as well as share transfers and transmissions to any one of: Mr. Pradeep Puri, President & CEO, Ms. Monisha Macedo, Senior Vice President, Legal & Corporate Affairs and Mr. T. K. Banerjee, Chief Financial Officer. The transfer/ transmission request formalities are processed as and when they are received and transfers are never retained for more than a month.

(iii) Ms. Monisha Macedo, Sr. Vice President, Legal & Corporate Affairs, has been designated the Compliance Officer for the Stock Exchanges for investor queries/complaints.

(iv) One meeting of the Investor Grievance Committee was held in the financial year 2009-2010, on April 20, 2009. Routine business like re-materialisation of securities and issue of duplicate certificates is usually approved by circulation. 6 circular resolutions were passed by the Committee for routine matters.

(v) The composition of the Investor Grievance Committee and attendance by members of the Committee during the financial year 2009-2010 is given below:

Name	Category	No. of Meetings held during tenure	No. of Meetings Attended
Mr. R. K. Bhargava, Chairman	Independent	1	1
Mr. Gopi Arora (upto November 5, 2009)	Director	1	1
Mr. Piyush Mankad	Independent	1	1

(vi) Investor Complaints received during the year

For the period April 1, 2009 to March 31, 2010, the Company received a total of 4 complaints for non-receipt of interest, which were resolved within the stipulated timed period. There were no pending complaints at the end of the Financial Year.

(6) Disclosure of Remuneration to Directors/ pecuniary transactions of Executive/Non-Executive Directors of the Company during the Financial Year

(i) There are no Executive Directors on the Board of the Company.

(ii) Besides sitting fees, travel, lodging and related expenses for attending Board/ Committee Meetings, the Company has not made any payment to its Non-Executive Directors, other than providing a car and driver to Mr. R. K. Bhargava, Director, for attending meetings on behalf of the Company and maintaining an office for the Chairman.

(iii) Details of Directors' holdings of Equity Shares in the Company as on June 30, 2010, is as follows:

Name of Director	Shareholding as at June 30, 2010 (No. of Shares)
Mr. R. K. Bhargava	67,345
Mr. Arun K. Saha	100,000
Mr. K. Ramchand	40,000

No stock options have been granted to employees or directors during financial year 2009-2010.

(iv) Sitting Fees:

The sitting fees paid to the Directors for attending Board/Committee Meetings is Rs. 10,000/- per meeting. Details of sitting fees paid in the last financial year are given below:

Director	Directors' Sitting Fees paid for attending Board and Committee Meetings for the period April 1, 2009 to March 31, 2010 (Rupees)
Mr. Gopi Arora (upto November 5, 2009)	100,000
Mr. R. K. Bhargava	120,000
Mr. Piyush Mankad	120,000
Dr. Sanat Kaul	100,000
Mr. Deepak Premnarayen	110,000
Mr. Arun K. Saha	80,000
Mr. K. Ramchand	30,000
Mr. Hari Sankaran (Alternate Director)	10,000

(7) General Body Meetings

(i) Annual General Meetings (AGM)

Year	Location	Date and Time
13th AGM held for the financial year 2008-2009	Noida Toll Bridge Company Limited, DND Flyway, Noida - 201 301, Uttar Pradesh	September 17, 2009 at 10.30 a.m.
12th AGM held for the financial year 2007-08	Radisson MBD Hotel, Noida, L-2 Sector-18, Noida 201 301, Uttar Pradesh	September 26, 2008 at 9:30 a.m.
11th AGM held for the financial year 2006-07	Radisson MBD Hotel, Noida, L-2 Sector-18, Noida 201 301, Uttar Pradesh	September 20, 2007 at 10:30 a.m.

For the year ended March 31, 2010 there were no resolutions passed by the shareholders through Postal Ballot. None of the resolutions proposed at the ensuing Annual General Meeting need to be passed by postal ballot.

(ii) Extraordinary General Meetings (EGM)

Meeting	Location	Date and Time
9th EGM	Noida Toll Bridge Company Limited, Toll Plaza, DND Flyway, Noida 201 301, Uttar Pradesh	April 6, 2009 at 10:00 a.m.
EGM of Global Depository Receipt Holders	Noida Toll Bridge Company Limited, Toll Plaza, DND Flyway, Noida 201 301, Uttar Pradesh	April 6, 2009 at 9:00 a.m.

At the 9th Extraordinary General Meeting of the Company, held on April 6, 2009, a special resolution was passed, approving delisting of the Company's Global Depository Receipts from the Alternative Investment Market segment of the London Stock Exchange. The same resolution was however, not approved by the requisite majority of GDR holders at the Extraordinary General Meeting of the GDR holders of the Company held on the same day, prior to the shareholders meeting. Hence, the GDRs are still listed on AIM.

(8) Disclosures

(i) Related party transactions

There were no materially significant related party transactions with the promoters, directors, management, subsidiaries or relatives that could have a potential conflict with the interest of the Company at large. Details of all related party transactions are disclosed in the Notes to Accounts.

(ii) Risk Management

The Company periodically places before the Board the risk assessment and minimisation procedures being followed by the Company.

(iii) Non-Compliances

The Company has complied with all the statutory requirements and hence has not paid any penalties nor have any strictures been imposed by the Stock Exchanges or SEBI or any other statutory authority, for non-compliance on any matter related to the capital markets, since the Company was incorporated.

(iv) Compliance with mandatory and non-mandatory list of items in the Listing Agreement

The Company has complied with the list of mandatory items mentioned in the Corporate Governance clause of the Listing Agreement. Further, the Company has adopted the following non-mandatory requirements of the Clause:

(a) Maintenance of Chairman's Office

The Company has provided it's non-executive Chairman an office. The Chairman is reimbursed all expenses incurred in the performance of his duties

(b) Remuneration Committee termed as HRD Committee of Directors

The Company has set up an HRD Committee. Since, however, the Company does not have any executive directors, the Committee oversees HRD related issues for all employees of the Company. For more details on the HRD Committee of Directors, please refer to para 4 of this report.

(c) Audit Qualifications

The statutory financial statements of the Company for the financial year 2009-2010 are unqualified.

(9) Subsidiary Companies

The Company's subsidiary, ITNL Toll Management Services Limited (ITMSL) was incorporated on June 22, 2007. ITMSL is, however, not a material non-listed Indian subsidiary, as defined under Clause 49 of the Listing Agreement.

The minutes of ITMSL have been periodically placed before the Board of the Company. The annual consolidated financial statements of the Company alongwith ITMSL were reviewed by the Audit Committee and approved by the Board of Directors of the Company.

(10) Code of Business Conduct and Ethics

The Company has framed a Code of Business Conduct and Ethics (Code of Conduct) in line with the SEBI requirement. This Code of Conduct has been posted on the Company's website.

All senior managerial personnel and board members have affirmed compliance with the said Code. The CEO's declaration affirming compliance with the Code of Conduct by the members of the Board and Senior Management is given below:

Declaration

I confirm that the Company has obtained, from Senior Management and from all its Directors, their affirmation of compliance with the Code of Business Conduct & Ethics for the financial year ended March 31, 2010.

Pradeep Puri
President & CEO
Noida, July 20, 2010

(11) Code of Conduct for dealing in securities of the Company

The SEBI (Prevention of Insider Trading) Regulations, 1992, had made it mandatory for all listed companies to frame a 'Code of Conduct and Internal Procedures', based on the model Code of Conduct for Prevention of Insider Trading issued by SEBI, which prohibits a person having access to Price Sensitive Information about a Company, to deal in securities of that Company, either himself or through others. Accordingly, the Company had put in place a code of conduct for dealing in the securities of the Company, applicable to all its employees and directors, with effect from November 15, 2003. Ms. Monisha Macedo, Sr. Vice President, Legal & Corporate Affairs, has been designated the Compliance Officer for the Company's Insider Trading Code.

In terms of the Code, the directors and employees have to disclose to the Compliance Officer, once a year, a declaration of their dependants and the number of securities of the Company held by them or their declared dependents. Any transaction in securities of the Company (sale/purchase) by employees/ directors exceeding Rs. 500,000 or 25,000 shares, which ever is lower, requires pre-clearance from the Compliance Officer. Any change in holding, however, is to be declared promptly.

In addition to the above, none of the parties to whom the Code is applicable are allowed to deal in the securities of the Company during the Non-Trading period, as defined in the code i.e. prior to price sensitive information being made public.

The Compliance Officer has for the Financial Year 2009-10 received disclosures on holdings from all the directors and employees.

(12) Means of Communication

The main channel of communication to the shareholders is through the Annual Report, which includes inter alias, the Directors' Report, the Report of the Board of Directors on Corporate Governance, Management Discussion and Analysis Report and the audited financial results.

Shareholders are also intimated through the press and the Company's website www.ntbcl.com, on the quarterly performance and financial results of the Company. The unaudited quarterly results/audited annual results are also published in one English (Financial Express, Delhi and Mumbai Editions) and one Hindi (Jansatta, Delhi edition) daily. The shareholding pattern of the Company is available on the Company's website and the same is updated quarterly.

Further, in terms of the Listing Agreement, information on investor related issues (Record Dates/ Book Closures/ price sensitive information) and announcements/press releases are communicated to the Stock Exchanges and updated on the Company's website promptly.

(13) General Shareholder Information

(a)	Registered Office	:	Toll Plaza, DND Flyway, Noida 201 301, Uttar Pradesh
(b)	Location of Facility		DND Flyway, Noida 201 301, Uttar Pradesh
(c)	Correspondence Address	:	Registered Office address as given above
	Investor Correspondence Address	:	Investors can contact/ write to Ms. Monisha Macedo, Compliance Officer or Ms. Pooja Agarwal, Company Secretary at: Noida Toll Bridge Company Limited, Toll Plaza, DND Flyway, Noida 201 301, Uttar Pradesh Tel. : 0120-2516438 Fax : 0120-2516440 E-mail : ntbcl@ntbcl.com Website : www.ntbcl.com or the Registrars at the address given below, mentioning Unit : Noida Toll Bridge Company Limited
	Address of the Company's Registrar & Share Transfer Agents	:	Karvy Computershare Pvt. Limited, Registrars & Share Transfer Agents Plot No. 17 to 24, Vittalrao Nagar, Madhapur, Hyderabad 500 081 Tel : 040-23420815 - 23420821 Fax : 040-23420814
(d)	Date of Book Closure of Deep Discount Bonds and Equity Shares	:	Book Closure Dates (Ensuing) September 17, 2010 to September 24, 2010 (both days inclusive)
(e)	Date, Time and Venue of the Annual General Meeting	:	September 24, 2010 at 10:30 a.m. at the Noida Toll Bridge Company Limited, Toll Plaza, DND Flyway, Noida 201 301, Uttar Pradesh
(f)	Financial Year	:	April 01, 2009 to March 31, 2010
(g)	Dividend Payment Date	:	No dividend has been declared so far
(h)	Transfer of unclaimed investor funds to Investor Education and Protection Fund of the Central Government.	:	As per the provisions of Section 205C of the Companies Act, 1956, investor dues lying unpaid/ unclaimed in interest/ dividend accounts for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) set up by the Central Government. Accordingly the following unpaid/ unclaimed funds lying with the Company have been transferred to the IEPF in the financial year: • Interest amounting to Rs. 93,538/- paid on the Fully Convertible Debentures (FCDs), for the period ended September 30, 2002. • Interest amounting to Rs. 24,158/- paid on the Fully Convertible Debentures (FCDs), for the period October 1, 2002 to November 2, 2002 (November 3, 2002 was the date of conversion of FCDs into Equity Shares).
(i)	Listing on Stock Exchanges and Stock Code	:	The securities of the Company are listed on: The National Stock Exchange of India Ltd. Stock Code : Equity EQ Deep Discount Bonds N2 The Bombay Stock Exchange Limited Stock Code : Equity 532481 Deep Discount Bonds 912453 The Uttar Pradesh Stock Exchange Assn. Ltd. only Deep Discount Bonds (No stock code allotted) The GDRs of the Company are listed on the Alternative Investment Market of the London Stock Exchange plc Stock Code: NTBC

(j)	Depository ISIN Nos.	:	Equity Shares -INE781B01015 Deep Discount Bonds -INE781B11022
(k)	Listing Fees	:	The Listing Fees for financial year 2011 has been paid to NSE, BSE & UPSE. Due to a change in the Indian Tax laws on T.D.S. the listing fees to the London Stock Exchange (LSE) has been held back, as instructed by LSE.
(l)	Statutory Auditors of the Company	:	Luthra & Luthra, Chartered Accountants A-16/9, Vasant Vihar New Delhi 110 057
(m)	Bankers of the Company	:	Canara Bank Head Office Address : Canara Bank Building 2nd and 3rd Floor Adi Marzban Path Ballard Estate Mumbai 400 038 Branch Office Address : Canara Bank C 3, Sector 1 Noida 201 301 Uttar Pradesh
(n)	Share/Debenture Transfer System	:	Physical transfers of listed instruments are handled by the Registrar and Transfer Agents Karvy Computershare Pvt. Ltd. To expedite share transfers in the physical segment, the authority for approving transfers/transmissions of the Company's securities has been delegated to specific senior management personnel of the Company.

(o) Dematerialisation of securities and liquidity

The Equity Shares and Deep Discount Bonds (DDBs) of the Company are in the list of scrips specified by SEBI to be compulsorily traded in the dematerialised form. The Company's Deep Discount Bonds as well as the Equity Shares are available for trading in the depository systems of both National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). A qualified practicing Company Secretary carries out a secretarial audit at the end of each quarter of this financial year, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited and the total issued and listed capital. The secretarial audit reports confirm that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

Shares/Debentures dematerialized upto March 31, 2010

Type of Security	No. of securities	Securities as a %age of total security base	No. of Shareholders/ DDB holders	% of Shareholders/ DDB holders
Equity Shares	175,494,480	94.25	118,140	98.48
DDBs	10,550	97.55	20	13.99

(p) The Distribution Schedule of Shareholders as on March 31, 2010:

Category (From – To)	No. of Holders	% of Holders	Shares	% of Shares
1 - 5000	100,039	83.39	17,683,696	9.50
5001 - 10000	11,447	9.54	9,735,994	5.23
10001 - 20000	4,586	3.82	7,242,630	3.89
20001 - 30000	1,354	1.13	3,530,027	1.90
30001 - 40000	586	0.49	2,129,256	1.14
40001 - 50000	586	0.49	2,834,029	1.52
50001 - 100000	733	0.61	5,731,975	3.08
100001 - Above	634	0.53	137,307,395	73.74
Total	**119,965**	**100**	**186,195,002**	**100**

(q) Shareholding Pattern of the Company as on March 31, 2010 is as follows:

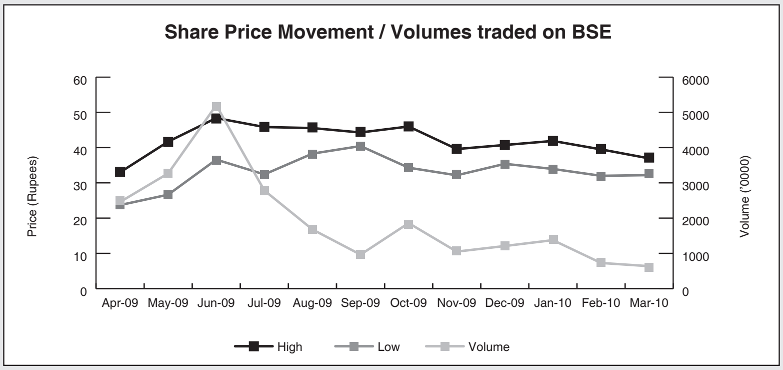
Category of shareholder	No. of shareholders	Total number of shares	% to Capital
Promoter Shareholding			
Infrastructure Leasing & Financial Services Ltd.	1	1,900,000	1.02
IL&FS Transportation Networks Ltd.	1	47,195,007	25.35
Total Promoter Shareholding	**2**	**49,095,007**	**26.37**
Public shareholding			
Mutual Funds/UTI	12	17,331,046	9.31
Financial Institutions/ Banks	4	1,53,000	0.08
Central Govt./State Govt.- New Okhla Industrial Development Authority	1	10,000,000	5.37
Venture Capital Funds	1	1,000	0.00
Insurance Companies	4	12,223,080	6.56
Foreign Institutional Investors	13	16,324,867	8.77
Foreign National	1	1,000	0.00
Bodies Corporate	1,660	22,830,703	12.26
Individual shareholders holding nominal share capital up to Rs. 1 lakh.	116,967	44,874,864	24.10
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	296	9,366,556	5.03
Trust / Clearing Members/ Non-Resident Indians/ Foreign Bodies	1,002	1,602,879	0.86
Total Public Holding	**119,961**	**134,708,995**	**72.35**
Shares held by Custodians and against which Depository Receipts have been issued	***1***	***2,391,000***	***1.28***
GRAND TOTAL	**119,964**	**186,195,002**	**100.00**

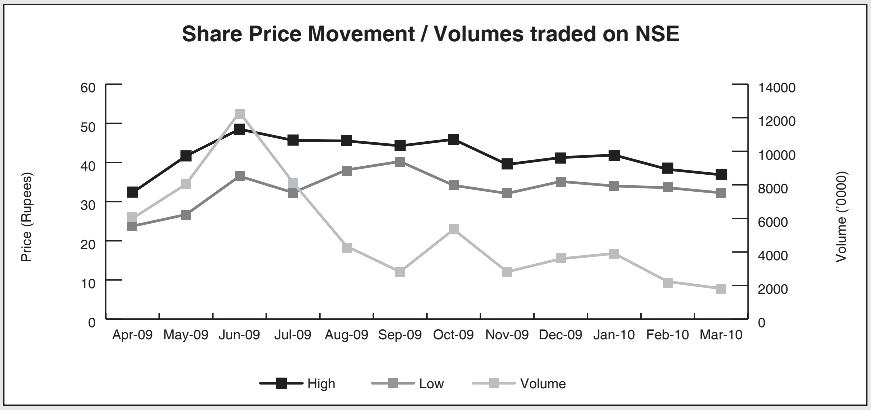
(r) Stock Market Data

The Stock Market Data of the Company for the Financial Year 2009-2010, on BSE and NSE is given below:

Month	BSE			NSE		
	High (Rs.)	Low (Rs.)	No. of Shares	High (Rs.)	Low (Rs.)	No. of Shares
April 2009	33.00	23.70	2,45,82,405	32.30	24.60	60,010,173
May 2009	41.70	26.65	3,26,86,197	41.65	26.70	80,377,708
June 2009	48.40	36.60	5,20,43,378	48.50	36.50	123,175,019
July 2009	45.85	32.40	2,78,38,701	45.65	32.30	81,397,130
August 2009	45.55	38.30	1,67,80,982	45.50	38.10	43,407,347
September 2009	44.30	40.45	96,44,398	44.25	40.25	28,208,982
October 2009	46.00	34.30	1,85,80,761	45.90	34.15	53,449,741
November 2009	39.60	32.15	1,04,90,949	39.50	32.10	28,148,846
December 2009	40.75	35.40	1,20,79,889	41.25	35.15	35,945,704
January 2010	41.90	33.95	1,37,53,392	41.90	34.00	39,118,305
February 2010	39.50	32.00	72,69,292	38.25	33.55	22,332,561
March 2010	36.95	32.20	63,63,546	36.85	32.25	18,270,533

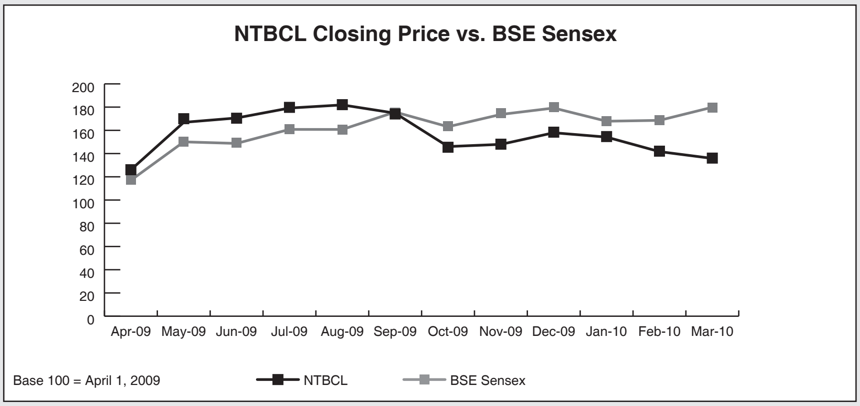
Note: During the year the share price witnessed a High of Rs. 48.5 (June 2009-NSE) and a Low of Rs. 23.70 (April 2009-BSE)



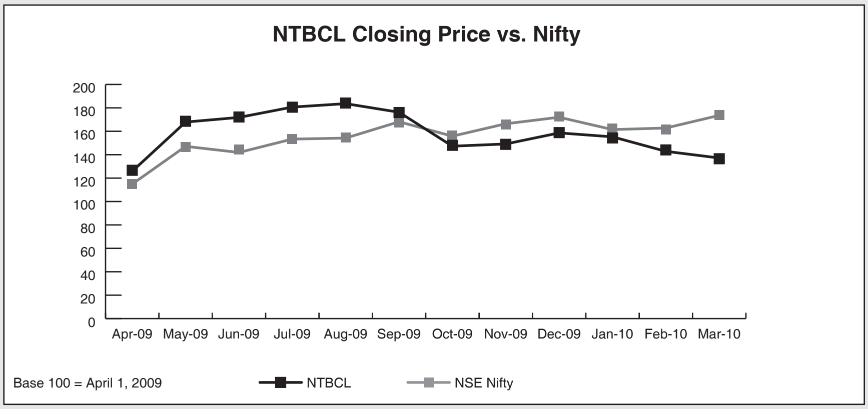


(s) Stock Performance

(i) The performance of the Company's share relative to the BSE Sensex is given in the chart below:



(ii) The performance of the Company's share relative to the NSE Nifty is given in the chart below:



(t) Global Depository Receipts (GDRs)

The Company had issued 12,499,999 GDRs including the Green Shoe Option of 1,136,363 GDRs, each representing 5 ordinary shares of Rs.10 each, in March/ April 2006. These GDRs were issued in the name of the overseas depository, Deutsche Bank Trust Company Americas. As on March 31, 2010, there were 4,78,200 GDRs outstanding, representing 23,91,000 underlying equity shares.

(14) Accounting Standards

The Company confirms that it has complied with all applicable Accounting Standards issued by the Institute of Chartered Accountants of India (ICAI) from time to time.

Date: July 20, 2010

CERTIFICATE

TO THE MEMBERS OF
NOIDA TOLL BRIDGE COMPANY LIMITED

On the basis of information and explanations given and documents produced before us, we hereby certify that **Noida Toll Bridge Company Limited** has complied with the provisions of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 with respect to their Employee Stock Option Plan 2004 and Employee Stock Option Plan 2005 which have been approved by the shareholders by special resolutions passed at the Extraordinary General Meetings of the Company held on March 25, 2004 and January 24, 2006, respectively.

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
M. No. 89909

Place : New Delhi
Date : July 20, 2010

CERTIFICATE

TO THE MEMBERS OF
NOIDA TOLL BRIDGE COMPANY LIMITED

1. We have examined the compliance of conditions of Corporate Governance by **Noida Toll Bridge Company Limited** (the Company), for the year ended March 31, 2010, as stipulated in Clause 49 of the Listing Agreement of the Company with the Indian stock exchanges.
2. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to a review of the procedures and implementation by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement, *except that one director's committee membership exceeded by 1 during the year. He has since stepped down from the additional committee and is in compliance with Clause 49 requirement as on date.*
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
M. No. 89909

Place : New Delhi
Date : July 20, 2010

AUDITORS' REPORT

TO THE MEMBERS OF
NOIDA TOLL BRIDGE COMPANY LIMITED
Noida (U.P.)

1. We have audited the attached Balance Sheet of Noida Toll Bridge Company Limited as at 31st March 2010, the Profit and Loss Account and the Cash Flow Statement for the year ended on that date, both annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We conducted our audit in accordance with auditing standards generally accepted in India. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies (Auditor's Report) Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (the 'Order'), issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the said Order, to the extent applicable to the company.

4. Further to our comments in the Annexure referred to above, we report that:

   (a) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes 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 Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account;

   (d) in our opinion, the Balance Sheet, Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

   (e) On the basis of written representations received from the directors, and taken on record by the Board of Directors, we report that none of the directors are disqualified as at 31st March 2010, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

   (f) in our opinion and according to the information and explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

   i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2010

   ii. In the case of the Profit and Loss Account, of the profit of the Company for the year ended on that date; and

   iii. In the case of the Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
M. No. 89909

Place : Noida
Date : April 28, 2010

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of our report of even date)

1. (a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.

   (b) As per the information and explanations given to us, fixed assets have been physically verified by the Management during the year, and no discrepancy was noticed in such verification.

   (c) The company has not disposed off substantial part of fixed assets during the year.

2. (a) As per the information and explanations given to us, inventories have been physically verified at reasonable interval during the year by the Management.

   (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.

   (c) On the basis of our examination, we are of the opinion that the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and book records are not material and have been properly dealt with in the books of accounts.

3. According to the information and explanation given to us, the Company has not taken / granted any secured or unsecured loan from / to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for toll collection. We have not observed any failure on the part of the company to correct major weakness in internal control system.

5. As per the information and explanation given to us, there are no transactions that need to be entered in the register maintained under Section 301 of the Companies Act, 1956.

6. According to the information and explanations given to us the company has not accepted deposits from the public.

7. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.

8. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the company is regular in depositing undisputed statutory dues including provident fund, investor education and protection fund; employees state insurance, income tax, sales tax, wealth tax, service tax, cess and any other statutory dues with the appropriate authorities. There are no arrears of outstanding statutory dues outstanding as at 31 March, 2010 for a period of more than six months from the date they became payable.

   (b) According to the information and explanation given to us, there is no due on account of provident fund, investor education and protection fund; employees state insurance, sales tax, wealth tax, service tax, cess which has not been deposited on account of dispute.

9. The Company does not have accumulated losses at the end of the financial year. The Company has not incurred cash losses during the financial year and in the immediately preceding financial year.

10. As per the information and explanations given to us, the company has not defaulted in the repayment of dues to any financial institution or bank or debenture holders in accordance with the terms and conditions of the CDR approval for debt restructuring.

11. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

12. As per the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company.

ANNEXURE TO THE AUDITORS' REPORT

13. As per the information and the explanation given to us, term loans were applied for the purpose for which the loans were obtained.

14. Fund raised on short-term basis has not been used for long-term investment.

15. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies' Act, 1956.

16. The company has created securities in respect of debentures issued.

17. The company has not raised money by public issue during the year.

18. Based upon the audit procedures performed and information and explanations given by the management, no fraud on or by the company has been noticed or reported during the year.

19. The other clauses i.e., (viii), (xiii) and (xiv) of the order are not applicable to the Company.

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
M. No. 89909

Place : Noida
Date : April 28, 2010

BALANCE SHEET
AS AT MARCH 31, 2010

	Schedule	As at March 31, 2010 (Rupees)	As at March 31, 2010 (Rupees)	As at March 31, 2009 (Rupees)
SOURCES OF FUNDS				
SHAREHOLDERS' FUNDS				
Equity Share Capital	1	1,861,950,020		1,861,950,020
Reserve & Surplus	2	2,318,013,508		2,042,468,584
			4,179,963,528	3,904,418,604
LOAN FUNDS				
Secured Loans	3		1,689,973,391	1,981,052,534
Deferred Tax Liability			76,946,605	16,729,550
			5,946,883,524	**5,902,200,688**
APPLICATION OF FUNDS				
FIXED ASSETS				
Gross Block	4	6,151,440,307		6,155,501,382
Less: Depreciation		299,216,658		251,861,544
Net Block			5,852,223,649	5,903,639,838
CAPITAL WORK IN PROGRESS			-	2,056,365
INVESTMENTS	5		224,407,225	190,764,662
CURRENT ASSETS, LOANS & ADVANCES				
Inventories	6	1,561,556		918,175
Sundry Debtors	7	59,891,602		7,894,593
Cash and Bank balances	8	31,938,241		4,338,612
Loans & Advances	9	200,347,894		135,570,794
		293,739,293		148,722,174
LESS: CURRENT LIABILITIES & PROVISIONS	10	423,486,643		342,982,351
NET CURRENT ASSETS			(129,747,350)	(194,260,177)
			5,946,883,524	**5,902,200,688**
For Notes forming part of the Accounts, refer to Schedule	15			

The schedules referred to above form an integral part of the Balance sheet and Profit and Loss Account.

As per our Report of even date attached
For LUTHRA & LUTHRA
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
M. No. 89909

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

Director

Director

Pradeep Puri
President & CEO

T.K. Banerjee
Sr. VP & CFO

Monisha Macedo
Manager

Noida
April 28, 2010

PROFIT & LOSS ACCOUNT
FOR THE YEAR ENDED MARCH 31, 2010

	Schedule	For the year ended March 31, 2010 (Rupees)	For the year ended March 31, 2009 (Rupees)
INCOME			
Income From Operations	11	830,586,266	779,894,157
Other Income	12	18,129,691	11,089,700
Construction Contract Revenue	15 (3)(b)	-	12,216,664
		848,715,957	**803,200,521**
EXPENDITURE			
Operating and Administration Expenses	13	220,942,153	195,632,454
Finance Charges	14	171,799,327	149,133,788
Construction Contract Cost	15 (3)(b)	-	10,397,161
Depreciation/Amortisation	4	51,466,340	47,938,133
		444,207,820	**403,101,536**
PROFIT / (LOSS) FOR THE YEAR		404,508,137	400,098,985
Provision for Taxation			
Fringe Benefit Tax		-	(1,315,118)
Current year taxes (including MAT)		(68,746,158)	(45,182,212)
Deferred Tax Liability		(60,217,055)	(16,729,550)
Profit/(Loss) Carried to Reserve & Surplus		**275,544,924**	**336,872,105**
Basic and Diluted Profit per Equity Share (in Rs.)		1.48	1.81
For Notes forming part of the Accounts, refer to Schedule	15		

The schedules referred to above form an integral part of the Balance sheet and Profit and Loss Account

As per our Report of even date attached
For LUTHRA & LUTHRA
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
M. No. 89909

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

Director

Director

Pradeep Puri
President & CEO

T.K. Banerjee
Sr. VP & CFO

Monisha Macedo
Manager

Noida
April 28, 2010

SCHEDULES FORMING PART OF THE ACCOUNTS

	As at March 31, 2010 Rupees	As at March 31, 2010 Rupees	As at March 31, 2009 Rupees
SCHEDULE 1			
SHARE CAPITAL			
Authorised			
200,000,000 (Previous Year 200,000,000) Equity			
Shares of Rs.10 each		2,000,000,000	2,000,000,000
Issued, Subscribed and Paid up			
186,195,002 (Previous Year 186,195,002) Equity			
Shares of Rs.10 each Fully Paid up		1,861,950,020	1,861,950,020
SCHEDULE 2			
RESERVES & SURPLUS			
Securities Premium		1,446,280,612	1,446,280,612
Debenture Redemption Reserve			
Opening Balance	9,831,818		5,899,091
Transfer from Profit & Loss Account	4,915,909		3,932,727
		14,747,727	9,831,818
Profit & Loss Account			
Opening balance	586,356,154		368,032,140
Add : During the year	275,544,924		336,872,105
Less: Transition Adjustments (See note 1(d) & 3(b)			
of Schedule 15)	-		114,615,364
Less: Transfer to Debenture Redemption Reserve	4,915,909		3,932,727
		856,985,169	586,356,154
		2,318,013,508	**2,042,468,584**

SCHEDULES FORMING PART OF THE ACCOUNTS

	As at March 31, 2010 Rupees	As at March 31, 2010 Rupees	As at March 31, 2009 Rupees
SCHEDULE 3			
LOAN FUNDS			
Secured Loans			
a. Debentures and Bonds			
10,815 Deep Discount Bonds of face value of			
Rs. 20,715 each			
(See Note 3(d)(i) of Schedule 15)	224,032,725		224,032,725
Less: Unexpired Discount	81,978,845		93,107,488
		142,053,880	130,925,237
Accumulated Liability of ZCB (Series B)			
(See Note 3(c) and 3(d)(ii) of Schedule 15)			
Opening balance	416,566,500		472,108,700
Less: Repayment during the year	199,951,920		55,542,200
		216,614,580	416,566,500
b. Term Loans (See Note 3(d)(iii), (iv),(v), and (vi) of Schedule 15)			
Banks	392,465,804		392,465,804
Financial Institutions	310,257,665		310,257,665
Others	626,007,729		726,007,729
		1,328,731,198	1,428,731,198
c. Lease Finance (See Note 3(m) of Schedule 15)		2,573,733	4,829,599
		1,689,973,391	**1,981,052,534**

Notes:

Deep Discount Bonds issued at Rs. 5,000 each would be redeemed at Rs. 20,715 at the end of the 16th year from the date of allotment i.e. November 3, 1999 as per Scheme of restructuring of DDBs approved by Honourable Allahabad High Court.

Series B Zero Coupon Bonds of Rs 100 each issued to Banks, Financial Institutions and Others would be redeemed not later than March 31, 2014.

SCHEDULES FORMING PART OF THE ACCOUNTS

SCHEDULE 4
FIXED ASSETS
(See Note 2(b), 2(d), 2(e) & 2(g) and 3(b) of Schedule 15)

(Amount in Rupees)

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 1.04.2009	Additions / Adjustment	Deletions / Adjustment	As at 31.03.2010	As at 1.04.2009	For the Year	Deletions / Adjustment	As At 31.03.2010	As at 31.03.2010	As at 31.03.2009
INTANGIBLE ASSETS (Refer note 3(b) of Schedule 15)	6,013,412,519		-	6,013,412,519	204,719,764	32,645,969		237,365,733	5,776,046,786	5,808,692,755
Total	**6,013,412,519**	**-**	**-**	**6,013,412,519**	**204,719,764**	**32,645,969**	**-**	**237,365,733**	**5,776,046,786**	**5,808,692,755**
TANGIBLE ASSETS										
Advertisement Structures	48,947,700		(2,910,118)	46,037,582	25,189,293	9,325,726	(2,590,938)	31,924,081	14,113,501	23,758,407
Leasehold Building	46,200,427			46,200,427	2,047,712	743,685		2,791,397	43,409,030	44,152,715
Plant & Machinery										
- Data Processing Equipment	4,878,072	710,082	(468,502)	5,119,652	2,605,597	1,308,688	(440,708)	3,473,577	1,646,075	2,272,475
- Office Equipment	14,313,702	577,172	(479,165)	14,411,709	7,416,420	2,587,297	(380,363)	9,623,354	4,788,355	6,897,282
Vehicles (Refer Note (A) below)	16,289,833		(1,595,624)	14,694,209	5,637,907	3,243,978	(677,594)	8,204,291	6,489,918	10,651,926
Furniture & Fixtures	11,459,129	135,825	(30,745)	11,564,209	4,244,851	1,610,997	(21,623)	5,834,225	5,729,984	7,214,278
Total	**142,088,863**	**1,423,079**	**(5,484,154)**	**138,027,788**	**47,141,780**	**18,820,371**	**(4,111,226)**	**61,850,925**	**76,176,863**	**94,947,083**
Grand-Total	**6,155,501,382**	**1,423,079**	**(5,484,154)**	**6,151,440,307**	**251,861,544**	**51,466,340**	**(4,111,226)**	**299,216,658**	**5,852,223,649**	**5,903,639,838**
Capital Work in Progress	2,056,365		2,056,365	-					-	2,056,365
Previous Year	5,888,203,689	6,034,139,709	(5,766,842,016)	6,155,501,382	340,257,058	47,938,133	(136,333,647)	251,861,544	5,903,639,838	5,547,946,631

Notes :
(A) Vehicles include Rs. 104,14,316 (previous year Rs.104,14,316) for assets acquired under Finance Lease.

SCHEDULES FORMING PART OF THE ACCOUNTS

	As at March 31, 2010 Rupees	As at March 31, 2009 Rupees
SCHEDULE 5		
a) Current, Quoted, other than Trade Investments		
SBI-SHF-Ultra Short Term Fund - Inst Plan - Growth -5807727.688 (Previous Year 1388833.271) units of face value Rs. 10 each	69,652,078	15,908,530
LICMF Income Plus Fund-Growth Plan-5627172.516 (Previous Year NIL) units of face value Of Rs.10 each	69,556,354	-
Templeton Floating Rate Income Fund Long Term Plan -Institutional Growth-719982.406 (Previous Year NIL) units of face value Of Rs.10 each	10,055,707	
Templeton Floating Rate Income Fund ST Plan - Retail Growth-NIL (Previous Year 1895122.838) units of face value of Rs.10 each	-	30,248,814
ICICI Prudential Flexible Income Plan Premium - Growth - 437342.788 (Previous Year 617561.104) units of face value Rs 100 each (Previous Year Rs. 10 Each)	74,888,086	10,064,455
HSBC Ultra Short Term Bond Fund-Inst-Growth NIL (Previous Year 1151789.387) units of face Value of Rs. 10 each	-	14,000,000
Tata Liquid Super High Inv Fund Appreciation - NIL (Previous Year 25806.09) units of face value Rs.1,000 each	-	41,977,404
HDFC Cash Management Fund - Treasury Adv Plan - Wholesale Gr NIL (Previous Year 2412083.569) units of face value Rs. 10 each	-	46,347,703
Kotak Floater Long Term - Growth - NIL (Previous Year 1576146.972) units of face value Rs. 10 each	-	21,901,508
DBS Chola Freedom Income STP-Inst-Cum-Org- NIL (Previous Year 712527.821) units of face value Rs. 10 each	-	10,061,248
Note: 1. The Net Asset Value of quoted investments as at the year ended - Rs. 224,203,304 (Previous year Rs. 190,549,210)		
B) Long Term and Unquoted, other than Trade Investments		
Investments in Equity Shares of Subsidiary Company ITNL Toll Management Services Limited- 25500(Previous year 25500) Equity Shares of Face Value of Rs. 10 each	255,000	255,000
	224,407,225	**190,764,662**
SCHEDULE 6		
INVENTORIES		
Electronic Cards and ‘On Board Units’	1,561,556	918,175

SCHEDULES FORMING PART OF THE ACCOUNTS

	As at March 31, 2010 Rupees	As at March 31, 2009 Rupees
SCHEDULE 7		
SUNDRY DEBTORS (Unsecured, Considered Good)		
Debts Outstanding for more than six months	15,929,809	-
others	43,961,793	7,894,593
	59,891,602	**7,894,593**
SCHEDULE 8		
CASH AND BANK BALANCES		
Cash in Hand	44,991	46,562
Balances with Scheduled Banks		
- In Current Accounts	4,393,250	4,292,050
- Fixed Deposits	27,500,000	-
	31,938,241	**4,338,612**
SCHEDULE 9		
LOANS AND ADVANCES		
(Unsecured, Considered good)		
a) Advances / Income Recoverable in Cash or in Kind or for Value to be Received	28,733,039	28,768,983
b) Advance Payment against Taxes	169,515,650	104,566,106
c) Deposits	2,099,205	2,235,705
	200,347,894	**135,570,794**
Amounts due from Directors	NIL	NIL
Maximum amount due from Directors during the year	NIL	NIL

SCHEDULES FORMING PART OF THE ACCOUNTS

	As at March 31, 2010 Rupees	As at March 31, 2010 Rupees	As at March 31, 2009 Rupees
SCHEDULE 10			
CURRENT LIABILITIES AND PROVISIONS			
a) Current Liabilities			
Sundry Creditors	135,730		2,851,697
Advance Payments and Unexpired Discounts	26,617,705		15,285,313
Interest Accured but not Due on Secured Loans	650,685		650,685
Other Liabilities	93,496,177		98,299,276
		120,900,297	**117,086,971**
b) Provisions			
Provision for Overlay (See note 2(b) & 3(b) of Schedule 15)	91,912,730		83,657,601
Provision for Taxes	152,785,558		84,020,943
Provision for Retirement Benefits and other benefits (See note 3(h) of Schedule 15)	28,331,201		28,659,979
Provision Others (See note 3(a) of Schedule 15)	29,556,857		29,556,857
		302,586,346	
		423,486,643	**342,982,351**

SCHEDULES FORMING PART OF THE ACCOUNTS

		For the Year ended March 31, 2010 Rupees	For the Year ended March 31, 2009 Rupees
SCHEDULE 11			
INCOME FROM OPERATIONS			
Toll Revenue		709,193,596	662,622,252
License Fee			
Space for Advertisement	89,029,742		81,369,201
Office Space	17,021,301		19,157,564
Others	15,341,627		16,745,140
		121,392,670	117,271,905
		830,586,266	**779,894,157**
SCHEDULE 12			
OTHER INCOME			
Profit on Sale of Units of Mutual Fund		10,520,407	8,563,686
Miscellaneous Income		7,609,284	2,526,014
		18,129,691	**11,089,700**

SCHEDULES FORMING PART OF THE ACCOUNTS

	For the Year ended March 31,2010 Rupees	For the Year ended March 31,2009 Rupees
SCHEDULE 13		
OPERATING AND ADMINISTRATION EXPENSES		
Salaries, Wages and Bonus	59,785,716	60,277,463
Contribution to Provident and Other Funds	4,054,318	6,345,185
Staff Welfare Expenses	4,757,829	3,927,788
Fees Paid to O & M Contractor	60,000,000	51,600,000
Consumption of Cards and on Board Unit	2,684,470	2,139,254
Legal & Professional Charges (See Note 3(k) of Schedule 15)	32,975,673	17,994,333
Agency Fees	3,255,000	3,155,000
Insurance Expenses	5,825,970	4,621,803
Travelling and Conveyance	4,208,648	3,740,807
Advertisment and Business Promotion Expenses	1,462,742	2,118,500
Rent	264,000	1,097,000
Repair & Maintenance - DND	6,553,814	3,884,437
Repair & Maintenance - Others	2,322,556	2,656,437
Telephone, Fax and Postage	2,383,326	3,247,017
Electricity Expenses-Road, Bridges & Others	10,668,154	9,703,179
Rates and Taxes	7,447,390	2,374,563
Director's Sitting Fees	760,000	610,000
Loss on sale of assets	318,223	
Printing & Stationery	2,440,397	3,631,036
Overlay Expense	8,255,129	9,295,289
Other Expenses	518,798	3,213,363
	220,942,153	**195,632,454**
SCHEDULE 14		
FINANCE CHARGES		
Interest on Deep Discount Bonds	11,128,643	10,255,555
Interest on Term Loan	160,009,844	137,964,677
Other Finance Charges (Includes Lease Finance Charges Rs. 434,621 (Previous year Rs. 693,252)	660,840	913,556
	171,799,327	**149,133,788**

SCHEDULES FORMING PART OF THE ACCOUNTS

SCHEDULE 15 : SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

(1) BACKGROUND

(a) Corporate Information

Noida Toll Bridge Company Limited (NTBCL) is a public limited company incorporated and domiciled in India on 8th April 1996 with its registered office at Toll Plaza, DND Flyway, Noida - 201301, Uttar Pradesh, India. The equity shares of NTBCL are publicly traded in India on the National Stock Exchange and Bombay Stock Exchange. The Global Depository Receipts (GDRs) represented by equity shares of NTBCL are traded on Alternate Investment Market (AIM) of the London Stock Exchange. The financial statements of NTBCL are the responsibility of the management of the company.

NTBCL has been set up to develop, establish, construct, operate and maintain a project relating to the construction of the Delhi Noida Toll Bridge under the "Build-Own-Operate-Transfer" (BOOT) basis. The Delhi Noida Toll Bridge comprises the Delhi Noida Toll Bridge, adjoining roads and other related facilities, Mayur Vihar Link Road and the Ashram flyover which has been constructed at the landfall of the Delhi Noida Toll Bridge and it operates under a single business and geographical segment.

(b) Service Concession Arrangement entered into between IL&FS, NTBCL and NOIDA

A 'Concession Agreement' entered into between NTBCL, Infrastructure Leasing and Financial Services Limited (IL&FS, the promoter company) and New Okhla Industrial Development Authority (NOIDA), Government of Uttar Pradesh, conferred the right to the Company to implement the project and recover the project cost, through the levy of fees/ toll revenue, with a designated rate of return over the 30 years concession period commencing from 30 December 1998 i.e. the date of Certificate of Commencement, or till such time the designated return is recovered, whichever is earlier. The Concession Agreement further provides that in the event the project cost with the designated return is not recovered at the end of 30 years, the concession period shall be extended by 2 years at a time until the project cost and the return thereon is recovered. The rate of return is computed with reference to the project costs, cost of major repairs and the shortfall in the recovery of the designated returns in earlier years. As per the certification by the independent auditors, the total recoverable amount comprises project cost and 20% designated return. NTBCL shall transfer the Project Assets to the New Okhla Industrial Development Authority in accordance with the Concession Agreement upon the full recovery of the total cost of project and the returns thereon.

(c) Designated Returns to be Recovered

The independent auditors of the Project appointed in terms of the Concession Agreement have ascertained the cost of the Delhi Noida Link Bridge incurred till March 31, 2001 on provisional basis pending certain payments, which would be effected on submission of the final bills by the contractor as per terms of the contract and clearance of the same by the Project Engineer. The independent auditors have determined the amount to be recovered including 20% return as designated under the Concession Agreement and due to the company till March 31, 2009 as Rs. 14,863.42 million. The total amount to be recovered up to March 31, 2010 aggregates to Rs.17,287.33 million as calculated by the management. The same is subject to audit by the Independent Auditor.

(d) Early adoption of Exposure Draft of Guidance Note "Accounting for Service Concession Agreement"

The Institute of Chartered Accountants of India has issued Exposure Draft of the Guidance Note (Guidance Note) on Accounting for Service Concession Arrangements. The Guidance Note is mandatory for adoption from April 1, 2009 but early application of Guidance Note is permitted. The Company has early adopted the Guidance Note with effect from first day of Financial Year 2008-2009 i.e. April 1, 2008.

The Company has determined that the intangible asset model under the guidance Note is applicable to the Concession. In particular, the Company notes that users pay tolls directly so the granter does not have primary responsibility to pay the operator.

In order to facilitate the recovery of the project cost and 20% designated returns through collection of toll and development rights, the grantor has guaranteed extensions to the terms of the Concession, initially set at 30 years. The Company has received an "in-principle" approval for development rights from the grantor. However the Company has not yet entered into any agreement with the grantor which would constitute an assurance from the grantor to facilitate the recovery of shortfalls. Management recognizes that the development right agreement when executed will give rise to financial assets in their own right. At present, development rights have not been recognised.

Delhi Noida Toll Bridge alongwith the Mayur Vihar link road which was hitherto accounted for as Fixed Assets, have now been recognised as intangible assets on adoption of Exposure Draft of Guidance Note on Accounting for Service Concession Arrangements.

Company recognizes the fact that the Exposure Draft of Guidance Note on Accounting for Service Concession that has been applied by the Company is still in a draft stage and the final versions may differ from the draft that has been applied in preparing the financial statements. On finalisation of the Guidance Note, Company will revisit the assumptions and premises used, determine the appropriate model for the concession and make necessary adjustments, effected in accordance with guidelines and in particular AS-5, Accounting Policies, Changes in Accounting Estimates and Errors.

(2) Significant Accounting Policies

(a) Basis of Preparation

The financial statements of NTBCL have been prepared on accrual basis of accounting and in accordance with the provisions of the Companies Act 1956 and comply with the mandatory Accounting Standards and Draft Guidance note “Accounting for Service Concession Arrangements” issued by The Institute of Chartered Accountants of India.

These financial statements have been drawn up in accordance with the going-concern principle and on a historical cost basis except for the intangible asset which has been valued at cost i.e., fair value of the construction services in accordance with Draft Guidance Note “Accounting for Service Concession Arrangement”. The presentation and grouping of individual items in the balance sheet, the income statement and the cash flow statement are based on the principle of materiality.

(b) Significant accounting judgments and estimates

Judgements and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Significant assumptions used in accounting for the intangible asset are given below:

- The Company has concluded that as operators of the bridge, it has provided construction services to NOIDA, the grantor, in exchange for an intangible asset, i.e. the right to collect toll from road users during the Concession period. Accordingly, the intangible asset received has been measured at cost, i.e. fair value of the construction services. The company has recognised a profit which is the difference between the cost of construction services rendered (the cost of the project asset) and the fair value of the construction services. Transition requirements of the Exposure draft of the Guidance Note have been applied as of the date of completion of construction and commissioning of asset.
- The exchange of construction services for an intangible asset is regarded as a transaction that generates revenue and costs, which have been recognised by reference to the stage of completion of the construction. Contract revenue has been measured at the fair value of the consideration receivable.
- Management has capitalised qualifying finance expenses until the completion of construction.
- The intangible asset is assumed to be received only upon completion of construction and recognised on such completion. Until then, management has recognised a receivable for its construction services. The fair value of construction services have been estimated to be equal to the construction costs plus margin of 17.5% and the effective interest rate of 13.5% for lending by the grantor. The construction industry margins range between 15-20% and Company has determined that a margin of 17.5% is both conservative and appropriate. The effective interest rate used on the receivable during construction is the normal interest rate which grantor would have paid on delayed payments.
- The Company considers that they will not be able to earn the assured return under the Concession Agreement over 30 years. The company has an assured extension of the concession as required to achieve project cost and designated returns. An independent engineer has certified the useful life of the Bridge as 100 years.

- The value of the intangible asset is being amortised over the same estimated useful life under Units of Usage method i.e., on the number of vehicles using the road, based on the traffic study done by Halcrow over a period of 100 years.
- The carrying value of intangible asset is reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.
- Development rights will be accounted for as and when exercised.
- *Maintenance obligations:* Contractual obligations to maintain, replace or restore the infrastructure (principally resurfacing costs and major repairs and unscheduled maintenance which are required tomaintain the Bridge in operational condition except for any enhancement element) are recognised and measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provision for the resurfacing is built up in accordance with the provisions of AS 29, Provisions, Contingent *Liabilities and Contingent Assets*

(c) Foreign Currency Transactions

Transactions in foreign currencies are recorded at the currency rate ruling at the date of transactions. Monetary assets and liabilities denominated in foreign currency are retranslated at the exchange rate ruling at the Balance Sheet date and resulted differences are taken to income statement. In case of forward contracts for foreign exchange, the difference between the forward rate and the exchange rate at the date of the transaction are recognised over the life of the contract.

(d) Intangible Asset

The value of the intangible asset was measured and recognised on the date of completion of construction at the fair value of the construction services provided. It is being amortised on a unit of usage method over the balance year of the estimated useful life.

(e) Fixed Assets

Fixed assets have been stated at cost less accumulated depreciation and accumulated impairment in value.

The carrying values of fixed assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

An item of fixed assets is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year the asset is derecognised.

The asset's residual values, useful lives and methods are reviewed, and adjusted if appropriate, at each financial year end.

(f) Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

Building	62 years
Data Processing Equipment	3 years
Office Equipment	5 years
Vehicles	5 years
Furniture & Fixtures	7 years
Advertisement Structures	5 years

(g) Impairment

Where an indication of impairment exists, or when annual impairment testing for an asset is required, the management makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are 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 asset. Impairment losses of continuing operations are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

(h) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. Where funds are temporarily invested pending their expenditures on the qualifying asset, any such investment income, earned on such fund is deducted from the borrowing cost incurred.

All other borrowing costs are recognised as finance charges in the income statement in the period in which they are incurred.

(i) Investments

Current investments have been valued at lower of cost or fair value determined on the basis of category of investments. Long term investments have been valued at cost net of provision for diminution of permanent nature in their value.

(j) Inventories

Inventories of Electronic Cards (prepaid cards) and “On Board Units” are valued at the lower of cost or net realisable value. Cost is recognised on First in First Out basis.

(k) Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

(l) Employee costs

Wages, salaries, bonuses, social security contributions, paid annual leave and other benefits are accrued in the year in which the associated services are rendered by employees of the company.

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the year end are reported as expenses in the year in which the employees perform the services that the benefit covers at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment or encashment of such accrued benefit or where the availment or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

The company has three funded retirement benefit plans in operation viz. Gratuity, Provident Fund and Superannuation. The Superannuation Fund and Provident Fund are defined contribution plans whereby the company has to deposit a fixed amount to the fund every year / month respectively.

The Gratuity plan for the company is a defined benefit plan. The cost of providing benefits under gratuity is determined using the projected unit credit actuarial valuation method. Actuarial gains and losses are recognised in full in the period in which they occur.

(m) Leases

Finance leases which effectively transfer to the company substantial risks and benefits incidental to ownership of the leased item, are capitalized and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income.

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the income statement on the straight line basis over the lease term.

(n) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue comprises:

Toll Revenue

Toll Revenue is recognised in respect of toll collected at the Delhi Noida Toll Bridge and Mayur Vihar link Road and the attributed share of revenue from prepaid cards.

License Fee

License fee income from advertisement hoardings, office space and others is recognised on an accrual basis in accordance with contractual rights.

Interest income

Revenue is recognised as interest accrues (using the effective interest method that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset).

(o) Taxes

Current tax represents the amount that would be payable based on computation of tax as per prevailing taxation laws.

Current tax is determined based on the amount of tax payable in respect of taxable income for the year. Deferred tax is recognised on timing differences; being the difference between the taxable income and accounting income that originate in one year and are capable of reversal in one or subsequent years. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets arising on unabsorbed depreciation or carry forward of tax losses are recognised to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

(p) Securities Premium Account

Difference between the issue price of GDRs represented by inherent equity shares and the face value of inherent equity shares has been recorded as Securities Premium. Share issue expenses is adjusted against the Securities Premium Account as permitted by Sec 78 (2) of the Companies Act 1956.

(q) Debenture Redemption Reserve

Debenture Redemption Reserve (DRR) is created for redemption of the Deep Discount Bonds (DDBs) for an amount equal to the issue price of the DDBs by appropriating from the Profits of the year a sum calculated under sum of digits method over the remaining life of the DDBs . The adequacy of DRR is reviewed by management at periodic intervals.

(r) Share based payment transactions

Employee Stock options are valued as the difference between the trading price of the security in the stock exchange at the date of the grant and exercise price and are expensed over the vesting period, based on the company's estimate of shares that will eventually vest. The total amount to be expensed over the vesting period is determined by reference to the value of the options granted, excluding the impact of any non-market vesting conditions. At each balance sheet date, the entity revises its estimates of the number of options that are expected to become exercisable.

(s) CENVAT Credit

Cenvat (Central Value Added Tax) in respect of service Tax is accounted on accrual basis on eligible services. The balance of cenvat credit is reviewed at the end of each year and amount estimated to be unutilised is charged to the profit & loss account for the year.

(t) Miscellaneous Expenditure

Miscellaneous expenditure pertaining to the expenses not relating to the construction of the bridge during the preoperative period is amortised over a period of five years from the date of commencement of commercial operations.

Preliminary Expenses incurred for the incorporation of Company have been amortised as and when incurred.

(u) Earnings per Share

Basic earning per share is calculated by dividing net profit for the year by the weighted average number of ordinary shares outstanding during the year.

Diluted earning per share is calculated by dividing the net profit by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

(3) NOTES TO ACCOUNTS:

(a) Provision others amounting to Rs. 29.56 millions has been provided in accordance with the terms of scheme of Amalgamation with DND Flyway Ltd. for the contingencies for prepayment of loans.

(b) Reclassification of bridge from Fixed Assets to Intangible Asset

Construction of the DND Flyway was completed on 6 February 2001 and bridge was capitalised for Rs. 3,790,490,619.

The Mayur Vihar project was made fully operational from January 19, 2008. Pending receipt of the final bill from the contractors, the Mayur Vihar Link Road had been capitalized for Rs. 533,431,032 on an estimated basis.

The Gross Block of Delhi Noida Link Bridge includes Rs. 1345.04 million (inclusive of assets transferred pursuant to amalgamation) on account of revaluation of the asset carried out in the past.

On adoption of Guidance Note, the Company has reclassified Bridge from fixed asset to Intangible Asset. The adjustments made to give effect to the Guidance note are as under:

i. The intangible asset recognised in exchange for construction services rendered has been measured at cost i.e. fair value of the construction services as of Rs. 6,001,195,855 as on the date of commissioning. The Company has recognized a construction profit of Rs. 1,700,088,054 which is the difference between the cost of construction services rendered (the cost of the project asset of Rs. 4,301,107,801) and the fair value of the construction services on the date of commissioning

ii. Intangible asset so recognised on the date of commissioning has been amortised upto March 31, 2008 using unit of usage method and the effect of the same amounting to Rs. 174,813,678 has been given in the Opening Reserves .

iii. Bridge earlier classified as fixed asset for Rs. 5,455,373,834 (Gross block: Rs. 5,764,563,149 and Accumulated Depreciation: Rs. 309,189,315) has been de-recognised.

iv. Revaluation reserve of Rs. 1,302,038,605 has been de-recognised.

v. Toll Equalisation receivable of Rs. 1,713,300,000 has been de-recognised.

vi. Provision for resurfacing amounting to Rs. 74,362,312 has been recognised

The effect of the above adjustment amounting to Rs. 114,615,364 has been adjusted from the opening revenue reserve as on April 1, 2008.

During 2008-09, the Company has incurred construction contract cost of Rs. 10,397,161 and recognised Intangible Asset measured at fair value of construction services (construction cost plus construction margin) at Rs. 12,216,664.

(c) Debt Restructuring:

Pursuant to the approved Debt Restructuring package, the Company has issued Zero Coupon Bonds (Series B) of face value of Rs. 100 each aggregating to Rs. 555,422,000 to Banks, Financial Institutions and others repayable no later than March 31, 2014 towards the Net Present Value of the sacrifice made by them by way of reduction of interest rates from the contracted terms. The company had redeemed ZCB (Series B) aggregating to Rs. 338,807,420 upto the date of financial statement and the same has been adjusted against the face value of the Zero Coupon Bonds (Series B). The Company was creating provision on a year to year basis on the principle of Sinking Fund by applying the weighted average interest rate on outstanding borrowings prior to restructuring as the discount rate and thereby arrive at the amount of the yearly charge. However during F.Y. 2007-08, the Company has fully provided the remaining liability of ZCB (Series B) in accordance with scheme of amalgamation with DND Flyway Ltd.

(d) Secured Loans:

(i) Deep Discount Bonds are secured by a *pari passu* first charge in favour of the trustees along with the other senior lenders of the Company on all the project assets which include the Delhi Noida Link Bridge and all tangible and intangible assets including but not limited to rights over the project site, project documents, financial assets such as receivables, cash, investments, insurance proceeds, etc.

(ii) The Company has issued Series B Zero Coupon Bonds (ZCB-B) of Rs 100 each for an aggregate amount of Rs 555,422,000 to Banks and Financial Institutions against the sacrifice made by them by way of reduction of interest rates from the contracted terms pursuant to the approval of the Companies debt restructuring package by the Corporate Debt Restructuring Empowered Group of the Banks and Financial Institutions. These Zero Coupon Bonds are secured by *pari passu* first charge on the Company's assets both present and future. The company has made redemption of 61% of the face value upto the date of financial statement.

(iii) The loan of Rs. 350,000,000 taken from M/s. Infrastructure Leasing & Financial Services Ltd (IL&FS) during the year 2004-05 is secured by *pari passu* first charge on the Company's assets both present and future along with the other Senior Lenders of the Company. Rs. 10 crores has since been repaid till the date of financial statement i.e., 31.03.2010.

(iv) The Company has during the year 2005-06 taken a Loan of Rs. 124,313,383 from M/s. IL&FS Ltd which is secured by *pari passu* first charge on the Company's assets both present and future.

(v) The Company has taken loans in 2004-05 from M/s. IL&FS Ltd. and M/s Infrastructure Development Finance Company Ltd. (IDFC) of Rs. 944,321,313 carrying interest @8.5% p.a. for carrying out the Scheme of Arrangement with the Deep Discount Bond holders approved by the Honourable Allahabad High Court. The Loan is secured by *pari passu* first charge on the company's assets both present and future along with the other Senior Lenders of the company. The Company had prepaid loan of Rs. 590,093,469 out of proceeds of the GDR issue.

(vi) Term loans from banks, financial institutions and others are secured by a charge on:

- Immovable properties of the Company situated in the states of Delhi and Uttar Pradesh.
- The whole of the movable properties of the Company, both present and future.
- All the Company's book debts, receivables, revenues of whatsoever nature and wheresoever arising, both present and future.
- All the rights, titles, interest, benefits, claims and demands whatsoever of the Company under any agreements entered into by the Company in relation to the project including consents, agreements or any other documents entered into or to be entered into by the Company pertaining to the project, as amended, varied or supplemented from time to time.
- All the rights, titles, interest of the Company in relation to the Trust & Retention account proceeds, being the bank account established by the Company for crediting all the revenues from the project including but not limited to toll collections from the project.
- All the rights, titles, interest benefits, claims and demands whatsoever of the Company in the Government permits, authorizations, approvals, no objections, licenses pertaining to the project and to any claims or proceeds arising in relation to or under the insurance policies taken out by the Company pertaining to the assets of the projects of the Company.

(e) Contingent Liabilities:

Contingent Liabilities in respect of:

		As at March 31, 2010 Rs./Million	As at March 31, 2009 Rs./Million
(i)	Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	5.00
(ii)	Claims not acknowledged as debt by the Company.	NIL	NIL

(iii) Based on an environment and social assessment, compensation for rehabilitation and resettlement of project-affected persons has been estimated and considered as part of the project cost and provided for based on estimates made by the Company.

(iv) Claims made by the contractor M/s. AFCONS Ltd. pertaining to the Construction of the Ashram Flyover aggregating to Rs. 19.82 million (Previous year Rs. 19.82 million) have not been accepted by the Company. The matter was referred for adjudication by both parties. The adjudication proceeding has been concluded and adjudicator has ruled that the claims are time barred. The matter has been referred to arbitration by M/s AFCONS Ltd. The Honorable Arbitral Tribunal has rejected contractor's alleged claims amounting to Rs. 8.2 million (approx) and examining the validity of remaining claim amounting to Rs. 11.62 million (approx).

(v) The company has acquired the land on Delhi side for the construction of Bridge from the Government of Delhi and DDA and the amount paid has been considered as a part of the project cost. However pending final settlement of the dues, the company had estimated the cost at Rs. 29.32 million and provided the same as a part of the project cost. A sum of Rs 9.20 million has so far been paid against the demand out of the aforesaid provision. The actual settlement may result in probable obligation to the extent of Rs. 20.12 million based on management estimates.

(vi) The Municipal Corporation of Delhi (MCD) has issued a show cause notice calling upon the company to deposit a sum of Rs. 14,025,713/- towards arrears of licence fee. The company considers the same not payable and made a representation to that effect. As per the legal opinion obtained by the company no fee other than advertisement tax (which the company has already paid), can be charged for the approvals for display of advertisements and the above demand is ultra-vires the provisions of the MCD Act. The company is of the view that it is not probable that the liability would arise and accordingly no provision for the liability has been considered necessary.

(f) Investments in Mutual Fund:

During the year, the Company acquired and sold units of Mutual Funds on various dates as under:

Particulars	Purchases		Sales	
	Units	Amount Rupees	Units	Amount Rupees
HSBC Ultra Short Term Bond Fund- Inst-Growth UCC-MFHSBC0028	Nil (1,151,789.39)	Nil (14,000,000)	1,151,789.39 (Nil)	14,115,524 (Nil)
Templeton Floating Rate Income Fund Short Term Plan Retail Option - Growth	Nil (1,895,122.84)	Nil (30,248,814)	1,895,122.84 (Nil)	30,268,333 (Nil)
Templeton India Treasury Management Fund Institutional Plan - Growth	21,981.56 (21,974.76)	30,268,333 (30,000,000)	21,981.56 (21,974.76)	30,814,033 (30,248,814)
Templeton India Ultra Short Bond	2,169,714.77 (2,879,987.17)	25,000,000 (30,000,000)	2,169,714.77 (2,879,987.17)	25,292,305 (30,698,251)

Particulars	Purchases		Sales	
	Units	Amount Rupees	Units	Amount Rupees
Templeton Floating Rate Income Fund Long Term Plan Institutional Option-Growth	719,982.41 (Nil)	10,055,706 (Nil)	Nil (Nil)	Nil (Nil)
TLSG01 Tata Liquid Super High Inv Fund-Appreciation	Nil (25,806.08)	Nil (41,977,404)	25,806.09 (Nil)	42,037,193 (Nil)
TFLG Tata Floater Fund – Growth	3,208,064.41 (3,940,446.58)	42,037,193 (49,891,741)	3,208,064.41 (3,940,446.58)	43,218,402 (51,009,242)
SBI-SHF-Liquid Plus-Institutional Plan Growth	10,226,649.64 (Nil)	122,152,078 (Nil)	5,807,755.22 (Nil)	69,642,535 (Nil)
SBI- Magnum Insta Cash Fund- Cash Option	3,408,202.84 (809,705.64)	69,642,535 (15,904,967)	3,408,202.84 (809,705.64)	69,652,078 (15,908,530)
HDFC Cash Management Fund-Treasury Advantage Plan-Wholesale Growth	Nil (4,095,572.56)	Nil (78,347,703)	2,412,083.57 (1,683,488.99)	46,768,438 (32,340,665)
Kotak Floater Long Term- Growth	707,233.59 (3,152,278.05)	10,000,000 (43,740,853)	2,283,380.56 (1,576,131.08)	32,941,190 (21,897,032)
ICICI Prudential Flexible Income Plan Growth	1,711,509.91 (1,235,111.90)	198,499,951 (20,064,455)	1,891,728.22 (617,550.80)	135,390,318 (10,062,249)
ICICI Prudential Liquid Super Institutional Plan- Growth	550,421.86 (459,568.35)	74,878,454 (10,062,249)	550,421.86 (459,568.35)	74,888,086 (10,064,455)
DBS Chola Freedom Income STP – Inst-Cum-Org	Nil (1,425,072.89)	Nil (20,061,249)	712,527.82 (712,545.07)	10,363,290 (10,059,498)
Canara Robeco Treasury Advantage Plan-Institutional-Growth	1,234,593.30 (Nil)	18,000,000 (Nil)	1,234,593.30 (Nil)	18,345,316 (Nil)
Canara Robeco Liquid Find-Institutional-Growth	617,196.32 (Nil)	10,000,000 (Nil)	617,196.32 (Nil)	10,176,024 (Nil)
LIC Income Plus Fund	13,683,499.95 (Nil)	167,056,354 (Nil)	8,056,327.44 (Nil)	99,541,620 (Nil)
LIC Liquid Fund	4,752,870.19 (Nil)	69,541,620 (Nil)	4,752,870.19 (Nil)	69,556,354 (Nil)
M17G Fortis Money Plus Institutional Growth	3,915,944.97 (Nil)	52,500,000 (Nil)	3,915,944.97 (Nil)	53,339,870 (Nil)
Reliance Money Manager Fund-Institutional-Growth	9,006.49 (Nil)	11,000,000 (Nil)	9,006.49 (Nil)	11,159,158 (Nil)

Particulars	Purchases		Sales	
	Units	Amount Rupees	Units	Amount Rupees
HSBC Liquid Plus-Inst-Growth Fund	Nil	Nil	Nil	Nil
	(Nil)	(Nil)	(1,809,814.53)	(20,991,315)
Reliance Liquid Plus-Inst- Growth Plan	Nil	Nil	Nil	Nil
	(40,406.96)	(46,051,556)	(54,294.39)	(62,205,203)
Reliance Liquid Fund-Treasury	Nil	Nil	Nil	Nil
	(1,262,654.28)	(25,754,991)	(1,262,654.28)	(25,761,556)
Reliance Fixed Horizon Fund-X-Series 4-Inst- Growth	Nil	Nil	Nil	Nil
	(1,000,000.00)	(10,000,000)	(1,000,000.00)	(10,290,000)
Mirae Asset Liquid Plus Fund-Institutional-Growth	Nil	Nil	Nil	Nil
	(Nil)	(Nil)	(10,000.00)	(10,295,296)
Mirae Asset Liquid Plus Fund-Regular-Growth	Nil	Nil	Nil	Nil
	(22,142.63)	(22,795,296)	(32,108.01)	(33,205,173)
Mirae Asset Liquid Plus Fund-Inst-Growth	Nil	Nil	Nil	Nil
	(55,081.29)	(56,705,173)	(55,081.29)	(57,034,223)
DWS Credit Opportunities Cash	Nil	Nil	Nil	Nil
	(227,649.38)	(2,500,000)	(227,649.38)	(2,561,966)
DWS Money Plus Fund- Regular	Nil	Nil	Nil	Nil
	(2,276,166.68)	(27,500,000)	(2,276,166.68)	(28,029,855)
ING Liquid Plus Fund- Inst Growth	Nil	Nil	Nil	Nil
	(3,388,147.68)	(38,000,000)	(3,388,147.68)	(38,419,574)
TFRGA3 Tata Fixed Income Portfolio Fund Scheme A3 Regular Growth	Nil	Nil	Nil	Nil
	(883,931.78)	(9,031,838)	(883,931.78)	(9,191,741)
Edeweiss Liquid Plus Fund- Inst – Growth	Nil	Nil	Nil	Nil
	(993,078.24)	(10,000,000)	(993,078.24)	(10,039,822)
SBI- Ultra Short Term Fund- Inst Plan - Growth	Nil	Nil	Nil	Nil
	(6,273,776.97)	(70,908,530)	(4,884,943.70)	(55,904,967)
HDFC Cash Management Fund-Savings Plan - Growth	Nil	Nil	Nil	Nil
	(1,759,519.12)	(32,340,665)	(1,759,519.12)	(32,347,703)
Kotak Floater Long Term – Daily Dividend Reinvest	Nil	Nil	Nil	Nil
	(2,166,644.69)	(21,839,345)	(2,166,644.69)	(21,839,345)
Kotak Flexi Debt Scheme Institutional-Growth	Nil	Nil	Nil	Nil
	(2,034,699.72)	(21,897,032)	(2,034,699.72)	(21,901,508)
DBS Chola Liquid Inst. Plus-Cumulative	Nil	Nil	Nil	Nil
	(565,029.21)	(10,059,498)	(565,029.21)	(10.061,249)

Of the above 12,592,225 (Previous year 9,779,871) units remained unsold as on March 31, 2010 and have been shown under Investment (See schedule 5).

Profit from sale of the above units of Rs. 10,520,407(Previous year Rs. 8,563,686) in included in other income (See Schedule 12). Figures in brackets are the previous year figures.

(g) There are no amounts outstanding as payable to any enterprise covered under the Micro, Small and Medium Enterprises Development Act, 2006.

(h) Employees Post Retirement Benefits:

The Company has three post employment funded benefit plans, namely gratuity, superannuation and provident fund.

Gratuity is computed as 30 days salary, for every completed year of service or part there of in excess of 6 months and is payable on retirement/termination/resignation. The benefit vests on the employee completing 3 years of service. The Gratuity plan for the Company is a defined benefit scheme where annual contributions as demanded by the insurer are deposited to a Gratuity Trust Fund established to provide gratuity benefits. The Trust Fund has taken a Scheme of Insurance, whereby these contributions are transferred to the insurer. The Company makes provision of such gratuity asset/ liability in the books of accounts on the basis of actuarial valuation.

The Superannuation (pension) plan for the Company is a defined contribution scheme where annual contribution as determined by the management (Maximum limit being 15% of salary) is paid to a Superannuation Trust Fund established to provide pension benefits. The benefits vests on employee completing 5 years of service. The management has the authority to waive or reduce this vesting condition. The Trust Fund has taken a Scheme of Insurance, whereby these contributions are transferred to the insurer. These contributions will accumulate at the rate to be determined by the insurer as at the close of each financial year. At the time of exit of employee, accumulated contribution will be utilised to buy pension annuity from an insurance company.

The Provident Fund is a defined contribution scheme whereby the Company deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment.

The following table summarises the components of net expense recognised in the income statement and amounts recognised in the balance sheet for gratuity.

Net Benefit expense

	March 31, 2010 Rupees	March 31, 2009 Rupees
Current service cost	902,993	972,884
Interest cost on benefit obligation	676,429	641,054
Expected return on plan assets	(674,265)	97,949
Net actuarial(gain)/loss recognised in year	(808,545)	711,847
Annual expenses	**96,612**	**2,423,734**

Benefit Asset/ (Liability)

	March 31, 2010 Rupees	March 31, 2009 Rupees
Defined benefit obligation	10,098,607	8,728,118
Fair value of plan assets	14,759,174	13,485,297
Benefit Asset/ (Liability)	**4,660,567**	**4,757,179**

Changes in the present value of the defined benefit obligation are as follows:

	March 31, 2010 Rupees	March 31, 2009 Rupees
Opening defined benefit obligation	8,728,118	6,511,310
Interest cost	676,429	641,054
Current service cost	902,993	972,884
Benefits Paid	Nil	Nil
Net actuarial(gain)/loss recognised in year	(208,933)	602,870
Closing defined benefit obligation	**10,098,607**	**8,728,118**

Changes in the fair value of plan assets are as follows:

	March 31, 2010 Rupees	March 31, 2009 Rupees
Opening fair value of plan assets	13,485,297	6,511,310
Expected return	674,265	(97,949)
Contributions	Nil	7,180,913
Benefits paid	-	-
Actuarial gains/(losses) on fund	599,612	(108,977)
Closing fair value of plan assets	**14,759,174**	**13,485,297**

The plan asset consists of a scheme of insurance taken by the Trust, which is a qualifying insurance policy. Break down of individual investments that comprise the total plan assets is not supplied by the Insurer.

The principal assumptions used in determining pension and post-employment benefit obligations for the Company's plans are shown below:

	March 31, 2010 %	March 31 2009 %
Discount rate	7.75	7.50
Future salary increases	4.50	4.00
Rate of interest	5.00	5.00

(i) **Expenditure in Foreign Currency:**

		For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
(a)	Travel	Nil	150,570
(b)	Inventories (OBU), (at CIF Value)	26,66,836	1401,750
(c)	Consultancy/Legal fee	16,076,711	3,429,270
d)	Advances	Nil	7,692,604

(j) Managerial Remuneration:

Remuneration paid / payable to Managers

		For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
(a)	Salaries	4,868,460	4,968,460
(b)	Contribution to Provident and other funds	292,188	292,188
(c)	Monetary value of perquisites	1,062,346	812,250
		6,222,994	**6,072,898**

(k) Auditor's Remuneration:

Legal and Professional charges include remuneration paid to Auditors as follows:

		For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
(a)	Statutory Audit Fee	300,000	300,000
(b)	Limited review of half yearly accounts	240,000	240,000
(c)	For Audit of Financial Statement under IFRS	600,000	600,000
(d)	Other Audit fees	800,000	-
(e)	For taxation matters	75,000	-
(f)	For Other Services	600,000	600,000
(g)	Reimbursement of out of pocket expenses	100,000	100,000
		2,715,000	**1,840,000**

(l) List of Related parties and Transactions / Outstanding Balances:

(i) Company exercising significant influence over the Company:

Infrastructure Leasing & Financial Services Ltd

Transactions/ Outstanding balances	For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
Expenditure on other service	1,355,653	968,024
Interest on Term Loan	96,498,502	74,437,589
Payable as at the year end	60,182	550,860
Equity as at the year end	19,000,000	19,000,000
Term Loan as at the year end	626,007,729	726,007,729
Zero Coupon Bonds (Series B)	66,690,000	128,250,000

(ii) Company Holding Substantial Interest in voting power of the company

IL&FS Transportation Network Limited

Transactions/ Outstanding balances	For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
Expenditure on other services	78,305	Nil
Recoverable at the year end	117,327	122,453
Equity as at the year end	471,950,070	471,950,070

(iii) Enterprise which is controlled by the Company

ITNL Toll Management Services Limited

Transactions/ Outstanding balances	For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
O & M fees	60,000,000	51,600,000
Fees paid in advance	8,500,000	8,600,000
Investment in Equity Shares	255,000	255,000
Receivable as at the year end	7,000,028	2,048,518

(iv) Key Management Personnel

Mr. Pradeep Puri (President & CEO)

Ms. Monisha Macedo (Manager)

Transactions/ Outstanding balances	For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
Consumer Durable Loan	489,442	650,855
Remuneration paid	39,549,934	39,380,178

(m) Lease obligations:

The company had taken vehicles under finance lease, reconciliation of minimum lease payments and their present value is as under:

	Minimum Lease Payment (Rupees)	Present value of minimum lease payments (Rupees)	Lease Charges (Rupees)
Amount payable not later than one year	2,250,138	2,055,675	194,463
Amount payable later than one year but not later than five years	537,293	518,058	19,235
Total	**2,787,431**	**2,573,733**	**213,698**
Previous Year	**5,371,575**	**4,829,599**	**541,976**

The total cost of the vehicle and its carrying amount as at 31.03.2010 is Rs. 10,414,316 (Previous Year Rs. 10,414,316) and Rs. 4,110,628 (Previous Year Rs. 6,193,491) respectively.

(n) Deferred tax

Deferred tax liability has following components:

	For the year ended 31 March 2010 Rupees	For the year ended 31 March 2009 Rupees
Deferred Tax Liability:		
Difference between book depreciation and income tax depreciation	560,952,105	532,133,997
Deferred Tax Assets:		
Unabsorbed Depreciation	477,445,037	508,526,796
Disallowance u/s 43B of Income Tax Act	730,653	3,718,182
Provision for resurfacing	5,829,810	3,159,469
Net Deferred Tax Liability	**76,946,605**	**16,729,550**

(o) Earning/ (Loss) Per Share

		For the year ended March 31, 2010	For the year ended March 31, 2009
A	Number of Equity shares of Rs. 10 each fully paid up at the beginning of the year	186,195,002	186,195,002
B	Number of Equity shares of Rs. 10 each fully paid up at the year end	186,195,002	186,195,002
C	Weighted Average number of Equity Shares outstanding during the year	186,195,002	186,195,002
D	Net Profit for the Year (Rs.)	275,544,924	336,872,105
E	**Basic / Diluted Profit per Share (Rs.)**	**1.48**	**1.81**
F	Nominal value of Equity Share (Rs.)	10.00	10.00

(p) Previous Year's Comparatives:

Figures for the previous year have been regrouped / reclassified to conform to current year's presentation. Figures in brackets represent negative balance except otherwise stated.

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

Director

Director

Pradeep Puri
President & CEO

T.K. Banerjee
Sr. VP & CFO

Monisha Macedo
Manager

Noida
April 28, 2010

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2010

		For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
A.	**CASH FLOW FROM OPERATING ACTIVITIES:**		
	Profit/(Loss) for the year	404,508,137	400,098,985
	Adjustments For :		
	Depreciation	51,466,340	47,938,133
	Finance Charges	171,799,327	149,133,788
	Loss/(Profit) on Sale of Assets	318,223	(362,493)
	Other Income	(10,520,407)	(8,563,686)
		617,571,620	588,244,727
	Adjustments for Movement in Working Capital:		
	Decrease / (Increase) in Sundry Debtors	(51,997,009)	(6,433,256)
	Decrease / (Increase) in Inventories	(643,381)	55,697
	Decrease / (Increase) in Loans and Advances	172,444	(19,527,042)
	Increase / (Decrease) in Current Liabilities	11,739,677	(13,519,525)
	Cash From/(Used In) Operating activities	**576,843,351**	**548,820,601**
	Tax Paid	(64,931,087)	(53,144,085)
	Net Cash From/(Used In) Operating activities	**511,912,264**	**495,676,516**
B.	**CASH FLOW FROM INVESTING ACTIVITIES:**		
	Purchase / Addition to Fixed Assets	(1,622,580)	(37,001,779)
	Proceeds from Sale of Fixed Assets	1,054,705	683,350
	Gain/(Loss) on Sale of Units of Mutual Funds	10,520,407	8,563,686
	Investment in Subsidiary	-	(30)
	Cash From/(Used In) Investing Activities	**9,952,532**	**(27,754,773)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES:**		
	Repayment of Unsecured Loans	-	(150,000,000)
	Repayment of Secured Loan from Banks and Financial Institutions	(299,951,920)	(55,542,200)
	Interest and Finance Charges Paid	(160,670,684)	(138,886,795)
	Cash From/(Used In) Financing Activities	**(460,622,604)**	**(344,428,995)**
	Net Increase /Decrese in Cash and Cash Equivalents	61,242,192	123,492,748
	Cash and Cash Equivalents as at 1 April, 2009	194,848,274	71,355,526
	Cash and Cash Equivalents as at 31 March, 2010	**256,090,466**	**194,848,274**
	Components of Cash and Cash Equivelants as at:	**March 31, 2010**	**March 31, 2009**
	Cash in hand	44,991	46,562
	Balance with the scheduled banks:	4,393,250	4,292,050
	- In current accounts	27,500,000	-
	- In Deposit accounts	224,152,225	190,509,662
	Short Term Investments (Maturity less than 3 months)	**256, 090,466**	**194,848,274**

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

Director — Director — **Pradeep Puri** President & CEO

T.K. Banerjee
Sr. VP & CFO

Monisha Macedo
Manager

Noida
April 28, 2010

AUDITORS' CERTIFICATE

We have verified the above cash flow statement of Noida Toll Bridge Company Limited derived from the audited financial statements of the Company for the year ended 31 March,2010 and found the statement to be in accordance therewith and also with the requirements of clause 32 of the listing agreement with the Stock exchanges.

For Luthra & Luthra
Chartered Accountants

Akhilesh Gupta
Partner

Noida
April 28, 2010

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(In terms of amendment to Schedule VI Part IV)

I. Registration Details

Registration No.	:	20-19759	State Code	20
Balance Sheet Date	:	March 31, 2010		

II. Capital Raised during the Year (Amount in Rs. Thousands)

Public Issue	:	NIL	Right Issue	NIL
Bonus Issue	:	NIL	Private Placement (GDR/ESOP)	NIL

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liablities	:	5946884	Total Assets	5946884
Source of Funds				
Paid-up Capital	:	1861950	Reserve and Surplus	2318014
Secured Loans		1689973	Deferred Tax Liability	76947
Application of Funds				
Net Fixed Assets (including Capital Work-in-progress)	:	5852224	Investments	224407
Net Current Assets	:	(129747)		

IV. Performance of the Company (Amount in Rs. Thousands)

Turnover and Other Income	:	848716	Total Expenditure	444208
Profit/ before Tax	:	404508	Profit after Tax	275545
Earning per Share in Rs.	:	1.48	Dividend rate %	N/A

V. Generic Names of three Principal Products/Services of the Company (as per monetary terms)

Item Code No. (ITC Code)	NIL
Product Description	The Company has been set up for the purpose of construction & operation of Delhi Noida Link Bridge Project on Build, Operate, Own and Transfer(BOOT) system.

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

Director	Director	**Pradeep Puri** President & CEO
T.K. Banerjee Sr. VP & CFO	**Monisha Macedo** Manager	

Noida
April 28, 2010

STATEMENT UNDER SECTION 212 OF THE COMPANIES ACT, 1956 RELATING TO THE SUBSIDIARY COMPANY

1.	Name of the Company	ITNL Toll Management Services Limited
2.	Financial period of the Subsidiary ended on	March 31, 2010
3.	Holding Company's Interest in the Subsidiary Company	51% of the Equity Share capital of Rs. 500,000
4.	Net aggregate amount of the Profit/(Loss) of the Subsidiary Company (concering the members of Noida Toll Bridge Company Limited) not dealt with or provided for in the accounts of Noida Toll Bridge Company Limited.	
	(a) For the current year	(Rs.1,028,257)
	(b) For the previous year since it became a subsidiary	(Rs.15,80,094)
5.	Net aggregate amount of the Profit/(Loss) of the Subsidiary Company (concering the members of Noida Toll Bridge Company Limited) dealt with or provided for in the accounts of Noida Toll Bridge Company Limited.	
	(a) For the current year	Nil
	(b) For the previous year since it became a subsidiary	Nil

		Pradeep Puri	**Monisha Macedo**	**T.K. Banerjee**
Director	Director	President & CEO	Manager	Sr. VP & CFO

Noida
April 28, 2010

ITNL TOLL MANAGEMENT SERVICES LIMITED

THIRD ANNUAL REPORT 2009-2010

BOARD OF DIRECTORS

Mr. Pradeep Puri

Ms. Monisha Macedo

Mr. M. K. Mohan
(Alternate Sandeep Mendiratta)

BANKERS

Canara Bank
C-3, Sector – 1
NOIDA – 201301

AUDITORS

Luthra & Luthra
Chartered Accountants
A-16/9, Vasant Vihar
New Delhi

REGISTERED OFFICE ADDRESS

Toll Plaza, DND Flyway
Noida (UP) 201301

DIRECTORS' REPORT

Your Directors have pleasure in presenting the Third Annual Report together with the Audited Accounts and the Auditors' Report for the financial year April 01, 2009 to March 31, 2010.

OPERATIONS

The Company continues to handle the operations and maintenance of the DND Flyway. The traffic on the facility has shown a positive growth rate of around 4.5% p.a. during 2009-10, over the previous year. The average daily traffic (ADT) during the year was 1,04,277 vehicles on DND Flyway as against 99,779 vehicles in the previous year. On October 15, 2009 the facility witnessed the highest traffic so far, being 1,37,047 vehicles.

The Average Toll Revenue/Day has increased from Rs. 1.80 million in FY 2008-09 to Rs. 1.93 million in FY 2009-10, showing an increase of around 7%.

The Company has continued in its pursuit of excellence in the field of traffic safety and user satisfaction, resulting in enhanced traffic rule compliance and customer satisfaction levels. The Company with a high level of commitment and drive for excellence has set very high standards at DND Flyway, in consonance with best international standards and practices in the field of O & M.

The Company has successfully up graded its ISO 9001: 2000 certification to ISO 9001: 2008 certification on July 22, 2009, in recognition of excellence in the field of operations, maintenance and management of customer services for providing safe, smooth and quick passage to users of DND Flyway including Mayur Vihar Link Road.

ITMSL is the first and only company in India, in the field of O & M operations, to have been awarded ISO 9001: 2008 certification.

FINANCIAL RESULTS

(Rs. In million)

Particulars	Year ended 31.03.2010	Year ended 31.03.2009
Operation & Maintenance Fees	68.44	57.76
Other Income	0.03	0.30
Operating & Administration Expenses	68.73	59.14
Profit (Loss) before Interest & Depreciation	(0.26)	(1.08)
Depreciation	0.72	0.44
Provision for Tax/ FBT	0.05	0.32
Net Profit/(Loss) carried to Balance Sheet	(1.03)	(1.84)

DIVIDEND

The Directors do not recommend any dividend for the year.

PUBLIC DEPOSIT

The Company has not accepted any deposits from the public during the year under review.

PARTICULARS OF EMPLOYEES

During the year under review, the Company had no employees drawing remuneration as set out under Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules. 1975.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION

The Company does not own any manufacturing facilities hence particulars with regard to Energy Conservation & Technology Absorption are not applicable.

FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company has not earned any foreign exchange during the year. The foreign exchange outgo for the Financial Year was Rs. 702,036/-.

STATUTORY AUDITORS

Luthra & Luthra, Chartered Accountants, the first Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting and have expressed their willingness to continue as Auditors, if re-appointed.

DIRECTORS

During the year under review Mr. G. Viswanathan, Executive Director, resigned from the Board of Directors w.e.f. November 20, 2009.

In accordance with the provisions of the Companies Act, 1956, Mr. M. K. Mohan is due to retire by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

None of the Directors of the Company are disqualified from being appointed as Directors as specified under Section 274 of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

Section 217 (2AA) of the Companies Act, 1956, as amended in December 2000, required the Board of Directors to provide a statement to the members of the Company in connection with maintenance of books, records and preparation of Annual Accounts in conformity with the accepted accounting standards and past practices followed by the Company. Pursuant to the foregoing and on the basis of representation received from the operating management, and after due enquiry, it is confirmed that:

1. In the preparation of the annual accounts, the applicable Accounting Standards have been followed alongwith proper explanation relating to material departures.

2. The Directors have selected such accounting policies and applied them consistently and made judgements 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 or loss of the Company for that period.

3. The Directors have 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.

4. The Directors have prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENTS

The Board of Directors place on record their appreciation for the dedication and commitment of employees at all levels, who have contributed to the success of the Company.

By order of the Board
For ITNL Toll Management Services Limited

Pradeep Puri
Director

Place : Noida
Dated : April 27, 2010

AUDITORS' REPORT

To The Members of
ITNL TOLL MANAGEMENT SERVICES LIMITED
Noida

1. We have audited the attached Balance Sheet of ITNL Toll Management Services Limited as at March 31, 2010, the Profit and Loss Account and the Cash Flow Statement for the year ended on that date, annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We have conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. As required by the Companies' Auditors Report Order, 2003, as amended by the Companies (Auditor's Report) (Amendment) Order, 2004 (the 'Order'), issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the said Order, to the extent applicable to the company.

4. Further we report that:

   (a) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes 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 such books;

   (c) the Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account;

   (d) in our opinion, the Balance Sheet and the Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 to the extent applicable.

   (e) On the basis of written representations received from the directors, and taken on record by the Board of Directors, we report that none of the directors are disqualified as at March 31, 2010, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

   (f) In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

      i. in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2010; and

      ii. in the case of the Profit and Loss Account, of the loss for the year ended on that date.

      iii. In the case of Cash Flow Statement, of the cash flow for the year ended on that date.

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
M. No. 89909

Place : Noida
Date : April 27, 2010

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph 3 of our report of even date)

1. a) The Company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.

   b) As per the information and explanations given to us, fixed assets have been physically verified by the Management at reasonable intervals, and no discrepancy was noticed.

   c) The company has not disposed off substantial part of fixed assets during the year.

2. a) As per the information and explanations given to us, inventories have been physically verified at reasonable interval during the year by the Management.

   b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

   c) On the basis of our examination, we are of the opinion that the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and book records are not material and have been properly dealt with in the books of accounts.

3. The Company has not taken / granted any secured or unsecured loan from / to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. We have not observed any failure on the part of the Company to correct major weakness in internal control system.

5. As per the information and explanation given to us, there are no transactions that need to be entered in the register maintained under Section 301 of the Companies Act, 1956.

6. According to the information and explanations given to us the Company has not accepted deposits from the public.

7. a) According to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including provident fund, investor education and protection fund; employees state insurance, income tax, sales tax, wealth tax, service tax, cess and any other statutory dues with the appropriate authorities. There are no arrears of outstanding statutory dues outstanding as at March 31, 2010 for a period of more than six months from the date they became payable.

   b) According to the information and explanation given to us, there is no disputed due on account of provident fund, investor education and protection fund; employees state insurance, sales tax, wealth tax, income tax, service tax and cess.

8. As per the information and explanation given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions, the terms and conditions whereof are prejudicial to the interest of the company.

9. Fund raised on short-term basis has not been used for long-term investment and *vice versa*.

10. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under Section 301 of the Companies Act 1956.

11. The company has not raised money by public issue during the year.

12. Based upon the audit procedures performed and information and explanations given by the management, no fraud on or by the Company has been noticed or reported during the year.

13. Other Clauses i.e. (vii), (viii), (x), (xi), (xii), (xiii), (xiv), (xvi), (xix), of the order are not applicable to the Company.

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
M. No. 89909

Place : Noida
Date : April 27, 2010

BALANCE SHEET
AS AT MARCH 31, 2010

	Schedule	As at March 31, 2010 Rupees	Rupees	As on March 31, 2009 Rupees
SOURCES OF FUNDS				
SHAREHOLDER'S FUNDS				
(a) Share Capital	A	500,000	500,000	500,000
TOTAL			**500,000**	**500,000**
APPLICATION OF FUNDS				
FIXED ASSETS	B			
(a) Gross Block		3,773,837		2,811,872
(b) Accumulated Depreciation		1,236,776		535,694
(c) Net Block			2,537,061	2,276,178
CURRENT ASSETS, LOANS & ADVANCES				
(a) Inventories		1,140,137		1,440,136
(b) Sundry Debtors	C	706,138		625,259
(c) Cash & Bank Balances	D	4,885,764		5,664,814
(d) Loans & Advances	E	20,575,416		13,066,910
			27,307,455	20,797,119
LESS: CURRENT LIABILITIES AND PROVISIONS	F			
(a) Current Liabilities		27,767,915		20,538,384
(b) Provisions		4,411,526		3,841,581
			32,179,441	24,379,965
NET CURRENT ASSETS			(4,871,986)	(3,582,846)
PROFIT & LOSS ACCOUNT (DEBIT BALANCE)			2,834,925	1,806,668
TOTAL			**500,000**	**500,000**
For Notes forming part of the Accounts, refer to Schedule	K			

The schedules referred to above form an integral part of the Balance sheet and Profit and Loss Account

As per our separate report of even date
For LUTHRA & LUTHRA
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
M. No. 89909

Place: Noida
Date: April 27, 2010

For and on behalf of the Board of Directors

Director

Director

CGM

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2010

	Schedule	For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
INCOME			
Income From Operations	G	68,438,303	57,759,288
Other Income	H	30,536	303,952
		68,468,839	**58,063,240**
EXPENDITURE			
Operation & Administrative Expenses	I	68,715,551	59,119,920
Finance Charges	J	9,679	24,573
Depreciation	B	720,170	444,211
		69,445,400	**59,588,704**
Profit/(Loss) For the Year		(976,561)	(1,525,464)
Provision for Tax			
Fringe Benefit Tax		-	(160,000)
Income Tax (Current Year)		-	(45,938)
Income Tax (Earlier Years)		(51,696)	(111,399)
Profit / (Loss) After Tax		(1,028,257)	(1,842,801)
Profit/ (Loss) brought forward		(1,806,668)	36,133
Profit / (Loss) carried to Balance sheet		**(2,834,925)**	**(1,806,668)**
Basic & Diluted Profit / (Loss) per Equity Share (in Rs.)		(20.57)	(36.86)
For Notes forming part of the Accounts, refer to Schedule	K		

The schedules referred to above form an integral part of the Balance sheet and Profit and Loss Account

As per our separate report of even date attached

As per our separate report of even date
For LUTHRA & LUTHRA
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
M. No. 89909

Place: Noida
Date: April 27, 2010

For and on behalf of the Board of Directors

Director   Director

CGM

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENT

	As on March 31, 2010 Rupees	As on March 31, 2009 Rupees
SCHEDULE A		
SHARE CAPITAL		
Authorised		
50,000 Equity Shares of Rs. 10/- each	500,000	500,000
Issued, Subscribed & paid-up Share Capital		
50,000 Equity Shares of Rs. 10/- each Fully Paid Up) (Out of above 25,500 Equity shares are being held by the Holding Company, Noida Toll Bridge Company Limited)	500,000	500,000
	500,000	500,000

SCHEDULE B: FIXED ASSETS

Rupees

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As on 01.04.2009	Additions	Deletion	As on 31.03.2010	As on 01.04.2009	For the Year	Deletion	As on 31.03.2010	As on 31.03.2010	As on 31.03.2009
Office Equipment	1,218,612	413,090	24,000	1,607,702	260,041	297,509	8,426	549,124	1,058,578	958,571
Furniture & Fixtures	856,611	213,041	–	1,069,652	115,685	125,709	–	241,394	828,258	740,926
Computers	736,649	401,834	42,000	1,096,483	159,968	296,952	10,662	446,258	650,225	576,681
TOTAL	**2,811,872**	**1,027,965**	**66,000**	**3,773,837**	**535,694**	**720,170**	**19,088**	**1,236,776**	**2,537,061**	**2,276,178**
Previous Year (Rs.)	1,361,020	1,474,502	23,650	2,811,872	99,556	444,211	8,073	535,694	2,276,178	1,261,464

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENT

	As on March 31, 2010 Rupees	As on March 31, 2009 Rupees
SCHEDULE C		
SUNDRY DEBTORS		
(Considered Good)		
Outstanding for more than 6 months	-	1,703
Others	706,138	623,556
	706,138	**625,259**
SCHEDULE D		
CASH & BANK BALANCE		
Cash in Hand	3,641,641	3,846,622
Balance in Scheduled Bank		
- in Current Account	1,244,123	1,818,192
	4,885,764	**5,664,814**
SCHEDULE E		
LOANS & ADVANCES		
(Unsecured considered good)		
Advances/Income Recoverable in Cash or Kind or for Value to be received	1,319,013	1,013,224
Advance Tax (including TDS)	19,256,403	12,053,686
	20,575,416	**13,066,910**
Maximum amount due from directors	Nil	Nil
SCHEDULE F		
(a) CURRENT LIABILITIES		
Sundry Creditors	15,284,565	8,886,992
Advance payment and unexpired discount	8,500,000	8,600,000
Other Liabilities	3,983,350	3,051,392
	27,767,915	**20,538,384**
(b) PROVISIONS		
Provision for Taxes	878,541	826,845
Provision for employees benefit	3,532,985	3,014,736
	4,411,526	**3,841,581**

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENT

	For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
SCHEDULE G		
INCOME FROM OPERATIONS		
Operation & Maintainence Fees	60,000,000	51,600,000
Service Fees	8,438,303	6,159,288
	68,438,303	**57,759,288**
SCHEDULE H		
OTHER INCOME		
Other Income	30,536	303,952
	30,536	**303,952**
SCHEDULE I		
ADMINISTRATIVE EXPENSES		
Salaries, Wages & Bonus (includes provision)	31,451,219	27,577,264
Contribution to Provident Fund & Others	2,946,873	2,572,230
Staff Welfare	3,165,280	2,389,458
Legal & Professional Charges	1,145,585	1,215,056
Insurance Expenses	139,306	211,812
Travelling & Conveyence Expenses	1,319,804	1,558,950
Advertisement Expenses	10,625	23,235
Power & Fuel	1,714,667	1,029,189
Security charges	5,482,277	5,193,961
Stores & Spares	5,099,602	6,288,197
Repair & Maintenance - Bridge	14,062,759	8,927,123
Repair & Maintainence - Office	475,385	824,841
Telephone, Internet & Postage	699,756	559,762
Printing & Stationery	627,258	587,188
Rates & taxes	16,738	8,733
Other Expenses	358,417	152,921
	68,715,551	**59,119,920**
SCHEDULE J		
Finance Charges		
Bank Charges	9,679	24,573
	9,679	**24,573**

SCHEDULES FORMING PART OF THE FINANCIAL STATEMENT

SCHEDULE K: SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

(1) BACKGROUND

ITNL Toll Management Services Limited (ITMSL) is a public limited company incorporated and domiciled in India on 22nd June, 2007 with its registered office at Toll Plaza, DND Flyway, Noida - 201301, Uttar Pradesh, India. The financial statements of ITMSL are the responsibility of the management of the company.

ITMSL has been incorporated to provide services and consultancy in the areas of operations, toll collections, routine and procedure maintenance, engineering, design, supply, installation, commissioning of toll and traffic management system. ITMSL has started operations and management of Noida Toll Bridge Project w.e.f. 1st August, 2007.

(2) SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Preparation

The financial statements of ITMSL have been prepared on accrual basis of accounting and in accordance with the provisions of the Companies Act 1956 and comply with the mandatory Accounting Standards issued by The Institute of Chartered Accountants of India.

These financial statements have been drawn up in accordance with the going-concern principle and on a historical cost basis. The presentation and grouping of individual items in the balance sheet, the income statement and the cash flow statement are based on the principle of materiality.

(b) Significant accounting judgments and estimates

Judgements and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results.

(c) Fixed Assets

Fixed assets have been stated at cost less accumulated depreciation and accumulated impairment in value. Such cost includes the cost of replacing part of such plant and equipment when that cost is incurred if the recognition criteria are met.

The carrying values of plant and equipment are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

An item of fixed assets is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year the asset is derecognized.

The asset’s residual values, useful lives and methods are reviewed, and adjusted if appropriate, at each financial year end.

(d) Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

Office Equipment	5 years
Furniture & Fixtures	7 years
Computers	3 years

(e) Impairment

Where an indication of impairment exists, or when annual impairment testing for an asset is required, the management makes an estimate of the asset’s recoverable amount. An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are 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 asset. Impairment losses of continuing operations are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

(f) Inventories

Inventories are valued at the lower of cost or net realisable value. Cost is recognised on First In First Out basis.

(g) Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

(h) Employee costs

Wages, salaries, bonus, social security contributions, paid annual leave and other benefits are accrued in the year in which the associated services are rendered by employees of the company.

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the year end are reported as expenses in the year in which the employees perform the services that the benefit covers at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment or encashment of such accrued benefit or where the availment or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

The company has two retirement benefit plans in operation viz., Gratuity, Provident Fund. Provident Fund is defined contribution plans whereby the company has to deposit a fixed amount to the fund every month.

The Gratuity plan for the company is a defined benefit plan. The cost of providing benefits under gratuity is determined using the projected unit credit actuarial valuation method. Actuarial gains and losses are recognised in full in the year in which they occur.

(i) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue comprises:

Operation & Maintenance Fees

Operation & Maintenance Fees is recognised on accrual basis in accordance with contractual rights.

Service Charges

Service charges are recognised on accrual basis, in respect of revenue recovered for the various business auxiliary services provided to the parties.

(j) Expenditure

Expenditures have been accounted for on the accrual basis and provisions have been made for all known losses and liabilities.

(k) Taxes

Current tax represents the amount that would be payable based on computation of tax as per prevailing taxation laws. Current tax is determined based on the amount of tax payable in respect of taxable income for the year.

Deferred tax is recognised on timing differences; being the difference between the taxable income and accounting income that originate in one year and are capable of reversal in one or subsequent years. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets arising on unabsorbed depreciation or carry forward of tax losses are recognised to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

(l) CENVAT Credit

Cenvat (Central Value Added Tax) in respect of service Tax is accounted on accrual basis on eligible services. The balance of cenvat credit is reviewed at the end of each year and amount estimated to be unutilised is charged to the profit and loss account for the year.

(m) Preliminary Expenditure

Preliminary expenditures have been written off in the year in which incurred.

(n) Earnings per Share

Basic earning per share is calculated by dividing net profit for the year by the weighted average number of ordinary shares outstanding during the year.

Diluted earning per share is calculated by dividing the net profit for the by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

(3) NOTES TO ACCOUNTS:

(a) Accumulated losses of the Company have exceeded its net worth as on 31st March, 2010. The promoters of the Company has assured to provide necessary financial and other assistance to help running its operations smoothly in the ensuing years. Therefore the account of the Company has been prepared under going concern assumption.

(b) Contingent Liabilities:

Contingent Liabilities in respect of:

		As at 31st March, 2010	As at 31st March, 2009
(i)	Estimated amount of contracts remaining to be executed on capital account and not provided for	Nil	Nil
(ii)	Claims not acknowledged as debt by the Company.	Nil	Nil

(c) Employees Post Retirement Benefits:

The Company has two post employment benefit plans, namely gratuity and provident fund.

Gratuity is computed as 15 days salary, for every completed year of service or part there of in excess of 6 months and is payable on retirement/termination/resignation. The benefit vests on the employee completing 5 years of service. The Gratuity plan for the Company is a defined benefit scheme where annual contributions as demanded by the insurer are deposited to a Gratuity Trust Fund established to provide gratuity benefits. The Trust Fund has taken a Scheme of Insurance, whereby these contributions are transferred to the insurer. The Company makes provision of such gratuity asset/liability in the books of accounts on the basis of actuarial valuation.

The Provident Fund is a defined contribution scheme whereby the Company deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment.

The following table summarises the components of net expense recognised in the income statement and amounts recognised in the balance sheet for gratuity.

Net Benefit expense

	For the year ended 31st March, 2010	For the year ended 31st March, 2009
Current service cost	332,827	381,721
Interest cost on benefit obligation	39,872	29,818
Expected return on plan assets	(14,487)	-
Net actuarial(gain)/loss recognised in year	(38,268)	(255,237)
Expense for the year	**319,944**	**156,302**

Benefit Liability

	For the year ended March 31, 2010 Rupees	For the Year ended March 31, 2009 Rupees
Defined benefit obligation	769,854	435,423
Fair value of plan assets	608,343	-
Benefit Liability	**161,511**	**435,423**

Changes in the present value of the defined benefit obligation are as follows:

	For the year ended March 31, 2010	For the year ended March 31, 2009
Opening defined benefit obligation	435,423	279,121
Interest cost	39,872	29,818
Current service cost	332,827	381,721
Expected return on plan assets	-	-
Net actuarial(gain)/loss recognised in year	(38,268)	(255,237)
Closing defined benefit obligation	**769,854**	**435,423**

Changes in the fair value of plan assets are as follows:

	For the year ended March 31, 2010	For the year ended March 31, 2009
Opening fair value of plan assets	-	-
Expected return	14,487	-
Contributions	579,480	-
Benefits paid	-	-
Actuarial gains/(losses) on fund	14,376	-
Closing fair value of plan assets	**608,343**	**-**

The principal assumptions used in determining post-employment benefit obligations for the Company's plans are shown below:

	March 31, 2010 %	March 31, 2009 %
Discount rate	7.75	7.50
Future salary increases	4.50	4.00
Rate of interest	5.00	–

(d) Expenditure in Foreign Currency

	For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
(i) Consultancy	124,900	1,128,502
(ii) Store & Spares	705,560	59,559

(e) Auditor's Remuneration:

Legal and Professional charges include remuneration paid to Auditors as follows:

		For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
(a)	As Statutory Auditors	**300,000**	300,000
(b)	Income Tax Matters	**75,000**	150,000
(c)	Reimbursement of out of pocket expenses	**50,000**	50,000
		425,000	500,000

(f) List of Related parties and Transactions / Outstanding Balances:

(i) Holding Company

Noida Toll Bridge Company Limited

Transactions/ Outstanding balances	For the year ended March 31, 2010	For the year ended March 31, 2009
Service Income (exclusive of service tax)	60,000,000	51,600,000
Fees received in advance	8,500,000	8,600,000
Payable at the year end	7,000,028	2,048,517
Equity as at the year end	255,000	255,000

(ii) Company Holding Substantial Interest in voting power of the company

IL&FS Transportation Networks Limited

Transactions/ Outstanding balances	For the year ended March 31, 2010	For the year ended March 31, 2009
Receivable as at the year end	Nil	249,374
Equity as at the year end	245,000	245,000

(iii) Key Managerial Personnel

Col. D.S. Yadav (C.G.M.)

Transactions/ Outstanding balances	For the year ended March 31, 2010	For the year ended March 31, 2009
Remuneration	1,919,856	1,919,856

(g) There are no amounts outstanding as payable to any enterprise covered under the Micro, Small and Medium Enterprises Development Act, 2006.

(h) Deferred Tax

Deferred Tax Assets has not been recognized in view of uncertainty of reversal of the same in the near future.

(i) Earnings Per Share:

		For the year ended March 31, 2010	For the year ended March 31, 2009
A.	Number of Equity shares of Rs. 10 each fully paid up at the beginning of the year	50,000	50,000
B.	Number of Equity shares of Rs. 10 each fully paid up at the end of year	50,000	50,000
C.	Weighted Average number of Equity Shares outstanding during the year	50,000	50,000
D.	Net Profit/(Loss) for the year	(1,028,257)	(1,842,801)
E.	**Basic/Diluted Profit/(Loss) per Share**	(20.57)	(36.86)

For and on behalf of
ITNL Toll Management Services Ltd.

Director Director

CGM

Place: Noida
Date: April 27, 2010

CASH FLOW STATEMENT
FOR THE YEAR ENDED MARCH 31, 2010

	For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
Cash Flows from Operating Activities		
Profit/(Loss) before taxes	(976,561)	(1,525,464)
Adjustment for :		
- Depreciation	720,170	444,211
- Loss on sale of Fixed Assets	45,911	13,076
Operating Profit before working capital changes	**(210,480)**	**(1,068,177)**
Adjustments for Movement in Working Capital		
Decrease/(Increase) in Sundry Debtors	(80,879)	135,916
Decrease/(Increase) in Inventories	299,999	(639,601)
Decrease/(Increase) in Loans and Advances	(305,789)	(398,197)
Increase/(Decrease) in Current Liabilities and Provisions	7,747,780	13,974,044
Cash Flow from Operating Activities	**7,450,631**	**12,003,985**
Taxes Paid	(7,202,717)	(8,159,020)
Net Cash Flow from Operating Activities	**247,914**	**3,844,965**
Cash Flow from Investing Activities		
Fixed Assets purchased	(1,027,965)	(1,474,502)
Sale of Fixed Assets	1,001	2,501
	(1,026,964)	**(1,472,001)**
Cash Flow from Financing Activities	-	-
	-	-
Total Cash Flows from Operating, Investing and Financing Activities	(779,050)	2,372,964
Cash & Cash equivalent at the beginning of the period	5,664,814	3,291,850
Cash & Cash equivalent at end of the period	4,885,764	5,664,814
Components of Cash and Cash Equivalents as at:		
Cash in hand	3,641,641	3,846,622
Balance in Scheduled Bank		
- in Current Account	1,244,123	1,818,192
	4,885,764	**5,664,814**

As per our separate report of even date
For LUTHRA & LUTHRA
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
(M. No. 89909)

Place: Noida
Date: April 27, 2010

For and on behalf of the Board of Directors

Director

Director

CGM

CONSOLIDATED ACCOUNTS

AUDITORS' REPORT

The Board of Directors
NOIDA TOLL BRIDGE COMPANY LIMITED
On the Consolidated Financial Statements
Of "Noida Toll Bridge Company Limited" and its
Subsidiary "ITNL Toll Management Services Limited"

1. We have audited the attached Consolidated Balance Sheet of Noida Toll Bridge Company Limited and its subsidiary as at 31st March 2010, the Consolidated Profit and Loss Account and the Consolidated Cash Flow Statement for the year ended on that date, both annexed thereto. These fina ncial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

2. We have conducted our audit in accordance with auditing standards generally accepted in India. These Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatements. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

3. We report that:

   (a) The consolidated financial statements have been prepared by the company in accordance with the requirements of Accounting Standard (AS) 21, 'Consolidated Financial Statement' issued by the Institute of Chartered Accountants of India and on the basis of separate audited financial statements of Noida Toll Bridge Company Limited and its subsidiary.

   (b) On the basis of the information and explanations given to us and on consideration of the separate audit reports on the individual audited financial statements of Noida Toll Bridge Company Limited and its subsidiary, we are of the opinion that:

      i. The consolidated balance sheet gives a true and fair view of the consolidated state of affairs of Noida Toll Bridge Company Limited and its subsidiary as at 31st March 2010,

      ii. The consolidated profit and loss account gives true and fair view of the consolidated profit of Noida Toll Bridge Company Limited and its subsidiary for the year ended on that date; and

      iii. The consolidated cash flow statement gives a true and fair view of the consolidated cash flow of Noida Toll Bridge Company Limited and its subsidiary for the year ended on that date.

For Luthra & Luthra
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
M. No. 89909

Place : Noida
Date : April 28, 2010

CONSOLIDATED BALANCE SHEET
AS AT MARCH 31, 2010

	Schedule	As at March 31, 2010 Rupees	As at March 31, 2010 Rupees	As at March 31, 2009 Rupees
SOURCES OF FUNDS				
SHAREHOLDERS' FUNDS				
Equity Share Capital	1	1,861,950,020		1,861,950,020
Reserve & Surplus	2	2,315,423,583		2,040,906,916
			4,177,373,603	3,902,856,936
LOAN FUNDS				
Secured Loans	3		1,689,973,391	1,981,052,534
Deferred Tax Liability			76,946,605	16,729,550
			5,944,293,599	5,900,639,020
APPLICATION OF FUNDS				
FIXED ASSETS				
Gross Block	4	6,155,214,144		6,158,313,254
Less: Depreciation		300,453,434		252,397,238
Net Block			5,854,760,710	5,905,916,016
CAPITAL WORK-IN-PROGRESS			-	2,056,365
INVESTMENTS	5		224,152,225	190,509,662
CURRENT ASSETS, LOANS and ADVANCES				
Inventories	6	2,701,693		2,358,311
Sundry Debtors	7	60,597,740		8,519,852
Cash and Bank balances	8	36,824,005		10,003,426
Loans and Advances	9	205,423,282		137,989,186
		305,546,720		158,870,775
LESS: CURRENT LIABILITIES and PROVISIONS	10	440,166,056		356,713,798
NET CURRENT ASSETS			(134,619,336)	(197,843,023)
			5,944,293,599	5,900,639,020
For Notes forming part of the Accounts, refer to Schedule	15			

The Schedules referred to above form an integral part of the Balance sheet and Profit and Loss Account.

As per our Report of even date attached
For LUTHRA & LUTHRA
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
M. No. 89909

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

Director

Director

Pradeep Puri
President & CEO

T.K. Banerjee
Sr. VP & CFO

Monisha Macedo
Manager

Noida
April 28, 2010

CONSOLIDATED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2010

	Schedule	For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
INCOME			
Income from Operations	11	839,024,569	786,053,445
Other Income	12	18,160,227	11,380,576
Construction Contract Revenue	15 (2) (c)	–	12,216,664
		857,184,796	**809,650,685**
EXPENDITURE			
Operating and Administration Expenses	13	229,657,704	203,139,298
Finance Charges	14	171,809,006	149,158,361
Construction Contract Cost	15 (2) (c)	–	10,397,161
Depreciation/Amortisation	4	52,186,510	48,382,344
		453,653,220	**411,077,164**
PROFIT/(LOSS) FOR THE YEAR		403,531,576	398,573,521
Provision for Taxation:			
Fringe Benefit Tax		–	(1,475,118)
Income Tax- Current year		(68,746,158)	(45,228,150)
Income Tax- Previous year		(51,696)	(111,399)
Deferred Tax		(60,217,055)	(16,729,550)
PROFIT/(LOSS) AFTER TAX FOR THE YEAR		274,516,667	335,029,304
Minority Interest		–	262,707
Profit/(Loss) Carried to Reserve and Surplus		**274,516,667**	**335,292,011**
Basic/Diluted Profit/(Loss) per Equity Share (in Rs.)		1.47	1.80
For Notes forming part of the Accounts, refer to Schedule	15		

The Schedules referred to above form an integral part of the Balance Sheet and Profit and Loss Account.

As per our Report of even date attached
For LUTHRA & LUTHRA
Chartered Accountants
Reg. No. 002081N

Akhilesh Gupta
Partner
M. No. 89909

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

Director

Director

Pradeep Puri
President & CEO

T.K. Banerjee
Sr. VP & CFO

Monisha Macedo
Manager

Noida
April 28, 2010

SCHEDULES FORMING PART OF THE ACCOUNTS

	As at March 31, 2010 Rupees	As at March 31, 2010 Rupees	As at March 31, 2009 Rupees
SCHEDULE 1			
SHARE CAPITAL			
Authorised			
200,000,000 (Previous Year 200,000,000) Equity			
Shares of Rs.10 each		2,000,000,000	2,000,000,000
Issued, Subscribed and Paid up			
186,195,002 (Previous Year 186,195,002) Equity			
Shares of Rs.10 each Fully Paid up		1,861,950,020	1,861,950,020
SCHEDULE 2			
RESERVES and SURPLUS			
Securities Premium		1,446,280,612	1,446,280,612
Debenture Redemption Reserve			
Opening Balance	9,831,818		5,899,091
Transfer from Profit and Loss Account	4,915,909		3,932,727
		14,747,727	9,831,818
Profit and Loss Account			
Opening balance	584,794,486		368,050,566
Add: During the year	274,516,667		335,292,011
Less: Transition Adjustments (See Note 1(d) & 2(c)	–		
of Schedule 15)			114,615,364
Less: Transfer to Debenture Redemption Reserve	4,915,909		3,932,727
		854,395,244	584,794,486
		2,315,423,583	**2,040,906,916**

SCHEDULES FORMING PART OF THE ACCOUNTS

	As at March 31, 2010 Rupees	As at March 31, 2010 Rupees	As at March 31, 2009 Rupees
SCHEDULE 3			
LOAN FUNDS			
Secured Loans			
a) Debentures and Bonds			
10,815 (Previous Year 10,815) Deep Discount Bonds of face Value of Rs.20,715 (Previous Year Rs.20,715) each			
(See Note 2(e) (i) of Schedule 15)	224,032,725		224,032,725
Less:Unexpired Discount	81,978,845		93,107,488
		142,053,880	130,925,237
Accumulated Liability of ZCB (Series B)			
(See Note 2(d) and 2(e) (ii) of Schedule 15)			
Opening balance	416,566,500		472,108,700
Less:Repayment during the year	199,951,920		55,542,200
		216,614,580	416,566,500
b) Term Loans (See Note 2(e) (iii),(iv), (v) and (vi) of Schedule 15)			
Banks	392,465,804		392,465,804
Financial Institutions	310,257,665		310,257,665
Others	626,007,729		726,007,729
		1,328,731,198	1,428,731,198
c) Lease Finance (See Note 2(j) of Schedule 15)		2,573,733	4,829,599
		1,689,973,391	**1,981,052,534**

Notes:

1. Deep Discount Bonds issued at Rs.5000 each would be redeemed at Rs.20,715 at the end of the 16th year from the date of allotment i.e. November 3, 1999 as per Scheme of restructuring of DDBs approved by Honourable Allahabad High Court.
2. Series B Zero Coupon Bonds of Rs. 100 each issued to Banks, Financial Institutions and Others would be redeemed not later than March 31, 2014.

SCHEDULES FORMING PART OF THE ACCOUNTS

SCHEDULE 4
FIXED ASSETS
(See Note 1(e) (g) (h) (j) and 2(c) of Schedule 15)

(Amount in Rupees)

PARTICULARS	GROSS BLOCK				DEPRECIATION / AMORTISATION				NET BLOCK	
	As at 1.04.2009	Additions	Deletions / Adjustment	As at 31.03.2010	As at 1.04.2009	For the Period	Deletions / Adjustment	As at 31.03.2010	As at 31.03.2010	As at 31.03.2009
INTANGABILE ASSETS (Refer note 2(c) of Schedule 15)	6,013,412,519			6,013,412,519	204,719,764	32,645,969		237,365,733	5,776,046,786	5,808,692,755
	6,013,412,519	-	-	6,013,412,519	204,719,764	32,645,969	-	237,365,733	5,776,046,786	5,808,692,755
TANGIBLE ASSETS										
Advertisement Structures	48,947,700		(2,910,118)	46,037,582	25,189,293	9,325,726	(2,590,938)	31,924,081	14,113,501	23,758,407
Leasehold Building	46,200,427			46,200,427	2,047,712	743,685		2,791,397	43,409,030	44,152,715
Plant and Machinery										
- Data Processing Equipment	5,614,721	1,111,916	(510,502)	6,216,135	2,765,565	1,605,640	(451,370)	3,919,835	2,296,300	2,849,156
- Office Equipment	15,532,314	990,262	(503,165)	16,019,411	7,676,461	2,884,806	(388,789)	10,172,478	5,846,933	7,855,853
Vehicles	16,289,833		(1,595,624)	14,694,209	5,637,907	3,243,978	(677,594)	8,204,291	6,489,918	10,651,926
(Refer Note (A) below)										
Furniture and Fixtures	12,315,740	348,866	(30,745)	12,633,861	4,360,536	1,736,706	(21,623)	6,075,619	6,558,242	7,955,204
	144,900,735	**2,451,044**	**(5,550,154)**	**141,801,625**	**47,677,474**	**19,540,541**	**(4,130,314)**	**63,087,701**	**78,713,924**	**97,223,261**
	6,158,313,254	**2,451,044**	**(5,550,154)**	**6,155,214,144**	**252,397,238**	**52,186,510**	**(4,130,314)**	**300,453,434**	**5,854,760,710**	**5,905,916,016**
Capital Work-in-Progress	2,056,365		(2,056,365)	-					-	2,056,365
	6,160,369,619	2,451,044	(7,606,519)	6,155,214,144	252,397,238	52,186,510	(4,130,314)	300,453,434	5,854,760,710	5,907,972,381
Previous Year	5,889,564,709	6,035,614,211	(5,766,865,666)	6,158,313,254	340,356,614	48,382,344	(136,341,720)	252,397,238	5,905,916,016	5,549,208,095

Notes:
(A) Vehicles include Rs. 10,414,316 (Previous Year Rs. 104,14,316) for assets acquired under Finance Leases.

SCHEDULES FORMING PART OF THE ACCOUNTS

	As at March 31, 2010 Rupees	As at March 31, 2009 Rupees
SCHEDULE 5		
INVESTMENTS		
Current, Quoted, other than Trade Investments		
SBI-SHF-Ultra Short Term Fund - Inst Plan - Growth - 5807727.688 (Previous Year 1388833.271) units of face value Rs. 10 each	69,652,078	15,908,530
LICMF Income Plus Fund-Growth Plan - 5627172.516 (Previous Year NIL) units of face value of Rs.10 each	69,556,354	-
Templeton Floating Rate Income Fund Long Term Plan - Institutional Growth - 719982.406 (Previous Year NIL) units of face value of Rs.10 each	10,055,707	
Templeton Floating Rate Income Fund ST Plan-Retail Growth - NIL (Previous Year 1895122.838) units of face value of Rs.10 each	–	30,248,814
ICICI Prudential Flexible Income Plan Premium - Growth - 437342.788 (Previous Year 617561.104) units of face value Rs 100 each (Previous Year Rs. 10 each)	74,888,086	10,064,455
HSBC Ultra Short Term Bond Fund - Inst - Growth NIL (Previous Year 1151789.387) units of face Value of Rs. 10 each	–	14,000,000
Tata Liquid Super High Inv Fund Appreciation - NIL (Previous Year 25806.09) units of face value Rs.1000 each	–	41,977,404
HDFC Cash Management Fund - Treasury Adv Plan - Wholesale Gr NIL (Previous Year 2412083.569) units of face value Rs. 10 each	–	46,347,703
Kotak Floater Long Term - Growth - NIL (Previous Year 1576146.972) units of face value Rs. 10 each	–	21,901,508
DBS Chola Freedom Income STP - Inst - Cum - Org - NIL (Previous Year 712527.821) units of face value Rs. 10 each	–	10,061,248
Note: The Net Asset Value of quoted investments as at the year ended - Rs.224,203,304(Previous Year Rs. 190,549,210)		
	224,152,225	**190,509,662**
SCHEDULE 6		
INVENTORIES		
Electronic Cards and ‘On Board Units’	1,561,556	918,175
Consumables	1,140,137	1,440,136
	2,701,693	**2,358,311**

SCHEDULES FORMING PART OF THE ACCOUNTS

	As at March 31, 2010 Rupees	As at March 31,2009 Rupees
SCHEDULE 7		
SUNDRY DEBTORS (Unsecured, Considered Good)		
Debts Outstanding for more than six months	15,929,809	1,703
Debts Outstanding for less than six months	44,667,931	8,518,149
	60,597,740	**8,519,852**
SCHEDULE 8		
CASH AND BANK BALANCES		
Cash in Hand	3,686,632	3,893,184
Balances with Scheduled Banks		
- In Current Accounts	5,637,373	6,110,242
- Fixed Deposits	27,500,000	–
	36,824,005	**10,003,426**
SCHEDULE 9		
LOANS AND ADVANCES (Unsecured,Considered good)		
a) Advances/Income Recoverable in Cash or in Kind or for Value to be Received	14,552,024	19,133,689
b) Advance Payment against Taxes	188,772,053	116,619,792
c) Deposits	2,099,205	2,235,705
	205,423,282	**137,989,186**
Amounts due from Directors	NIL	NIL
Maximum amount due from Directors during the year	NIL	NIL

SCHEDULES FORMING PART OF THE ACCOUNTS

	As at March 31, 2010 Rupees	As at March 31, 2010 Rupees	As at March 31, 2009 Rupees
SCHEDULE 10			
CURRENT LIABILITIES AND PROVISIONS			
a) Current Liabilities			
Sundry Creditors	8,420,267		9,690,171
Advance Payments and Unexpired Discounts	26,617,705		15,285,313
Interest Accured but not Due on Secured Loans	650,685		650,685
Other Liabilities	97,479,527		101,350,668
		133,168,184	126,976,837
b) Provisions			
Provision for Overlay	91,912,730		83,657,601
(See Note 2(c) of Schedule 15)			
Provision for Taxes	153,664,099		84,847,788
Provision for Retirement Benefits and other benefits	31,864,186		31,674,715
(See Note 2(h) of Schedule 15)			
Provision Others	29,556,857		29,556,857
(See Note 2(b) of Schedule 15)			
		306,997,872	
		440,166,056	**356,713,798**

SCHEDULES FORMING PART OF THE ACCOUNTS

	For the Year ended March 31, 2010 Rupees	For the Year ended March 31, 2010 Rupees	For the Year ended March 31, 2009 Rupees
SCHEDULE 11			
INCOME FROM OPERATIONS			
Toll Revenue		709,193,596	662,622,252
License Fee			
Space for Advertisement	89,029,742		81,369,201
Office Space	17,021,301		19,157,564
Others	23,779,930		22,904,428
		129,830,973	123,431,193
		839,024,569	**786,053,445**
SCHEDULE 12			
OTHER INCOME			
Profit on Sale of Units of Mutual Fund		10,520,407	8,563,686
Miscellaneous Income		7,639,820	2,816,890
		18,160,227	**11,380,576**

SCHEDULES FORMING PART OF THE ACCOUNTS

	For the Year ended March 31,2010 Rupees	For the Year ended March 31, 2009 Rupees
SCHEDULE 13		
OPERATING AND ADMINISTRATION EXPENSES		
Salaries, Wages and Bonus	91,236,935	87,854,727
Contribution to Provident and Other Funds	7,001,191	8,917,415
Staff Welfare Expenses	7,923,109	6,317,246
Consumption of Cards and On Board Unit	2,684,470	2,139,254
Stores and Spares	5,099,602	6,288,197
Legal and Professional Charges	34,121,258	19,209,389
Agency Fees	3,255,000	3,155,000
Insurance Expenses	5,965,276	4,833,615
Travelling and Conveyance	5,528,452	5,299,757
Advertisment and Business Promotion Expenses	1,473,367	2,141,735
Rent	264,000	1,097,000
Repair and Maintenance - DND	20,616,573	12,811,560
Repair and Maintenance - Others	2,797,941	3,481,278
Security Expenses	5,482,277	5,193,961
Telephone, Fax and Postage	3,083,082	3,806,779
Electricity Expenses-Road, Bridges and Others	12,382,821	10,732,368
Rates and Taxes	7,464,128	2,383,296
Director’s Sitting Fees	760,000	610,000
Loss on sale of assets	364,134	-
Printing and Stationery	3,067,655	4,218,224
Overlay Expenses	8,255,129	9,295,289
Other Expenses	831,304	3,353,208
	229,657,704	**203,139,298**

	For the Year ended March 31,2010 Rupees	For the Year ended March 31, 2009 Rupees
SCHEDULE 14		
FINANCE CHARGES		
Interest on Deep Discount Bonds	11,128,643	10,255,555
Interest on Term Loan	160,009,844	137,964,677
Other Finance Charges (Includes Lease Finance Charges Rs. 434,621 (Previous Year Rs. 693,252)	670,519	938,129
	171,809,006	**149,158,361**

SCHEDULES FORMING PART OF THE ACCOUNTS

SCHEDULE 15: SIGNIFICANT ACCOUNTING POLICIES & NOTES TO ACCOUNTS

(1) Significant Accounting Policies

(a) Principles of Consolidation

(i) The Consolidated Financial Statements present the Consolidated Accounts of Noida Toll Bridge Co. Ltd. (Company), and it's Subsidiary ITNL Toll Management Services Limited (hereinafter referred as "Group".)

(ii) The financial statements of the Group have been consolidated on a line-by-line basis to the extent possible after eliminating intra-group balances, intra-group transactions and unrealized profits in accordance with Accounting Standard 21 on "Consolidated Financial Statements' issued by the Institute of Chartered Accountants of India.

(b) Basis of Preparation

The financial statements of group have been prepared on accrual basis of accounting and in compliance with the mandatory Accounting Standards and Draft Guidance note "Accounting for Service Concession Arrangements" issued by The Institute of Chartered Accountants of India.

These financial statements have been drawn up in accordance with the going-concern principle and on a historical cost basis except for the intangible asset which has been valued at cost i.e. fair value of the construction services in accordance with Draft Guidance Note "Accounting for Service Concession Arrangement". The presentation and grouping of individual items in the balance sheet, the income statement and the cash flow statement are based on the principle of materiality.

(c) Early adoption of Exposure Draft of Guidance Note "Accounting for Service Concession Agreement"

The Institute of Chartered Accountants of India has issued Exposure Draft of the Guidance Note (Guidance Note) on Accounting for Service Concession Arrangements. The Guidance Note is mandatory for adoption from April 1, 2009 but early application of Guidance Note is permitted. The Group has early adopted the Guidance Note with effect from first day of Financial Year 2008-2009 i.e. April 1, 2008.

The Company has determined that the intangible asset model under the guidance Note is applicable to the Concession. In particular, the Company notes that users pay tolls directly so the granter does not have primary responsibility to pay the operator.

In order to facilitate the recovery of the project cost and 20% designated returns through collection of toll and development rights, the grantor has guaranteed extensions to the terms of the Concession, initially set at 30 years. The Company has received an "in-principle" approval for development rights from the grantor. However the Company has not yet entered into any agreement with the grantor which would constitute an assurance from the grantor to facilitate the recovery of shortfalls. Management recognizes that the development right agreement when executed will give rise to financial assets in their own right. At present, development rights have not been recognised.

Delhi Noida Toll Bridge alongwith the Mayur Vihar link road which was hitherto accounted for as Fixed Asset, have been recognised as intangible assets on adoption of Exposure Draft of Guidance Note on Accounting for Service Concession Arrangements.

Company recognizes the fact that the Exposure Draft of Guidance Note on Accounting for Service Concession that has been applied by the Company is still in a draft stage and the final versions may differ from the drafts that has been applied in preparing the financial statements. On finalisation of the Guidance Note, Company will revisit the assumptions and premises used, determine the appropriate model for the concession and make necessary adjustments, effected in accordance with guidelines and in particular AS-5, Accounting Policies, Changes in *Accounting Estimates and Errors.*

(d) Significant accounting judgments and estimates

Judgements and estimates are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. Significant assumptions used in accounting for the intangible asset are given below:

- The Company has concluded that as operators of the bridge, it has provided construction services to NOIDA, the grantor, in exchange for an intangible asset, i.e. the right to collect toll from road users during the Concession period. Accordingly, the intangible asset received has been measured at cost, i.e. fair value of the construction services. The company has recognised a profit which is the difference between the cost of construction services rendered (the cost of the project asset) and the fair value of the construction services. Transition requirements of the Exposure draft of the Guidance Note have been applied as of the date of completion of construction and commissioning of asset.
- The exchange of construction services for an intangible asset is regarded as a transaction that generates revenue and costs, which have been recognised by reference to the stage of completion of the construction. Contract revenue has been measured at the fair value of the consideration receivable.
- Management has capitalised qualifying finance expenses until the completion of construction.
- The intangible asset is assumed to be received only upon completion of construction and recognised on such completion. Until then, management has recognised a receivable for its construction services. The fair value of construction services have been estimated to be equal to the construction costs plus margin of 17.5% and the effective interest rate of 13.5% for lending by the grantor. The construction industry margins range between 15-20% and Company has determined that a margin of 17.5% is both conservative and appropriate. The effective interest rate used on the receivable during construction is the normal interest rate which grantor would have paid on delayed payments.
- The Company considers that they will not be able to earn the assured return under the Concession Agreement over 30 years. The company has an assured extension of the concession as required to achieve project cost and designated returns. An independent engineer has certified the useful life of the Bridge as 100 years.
- The value of the intangible asset is being amortised over the same estimated useful life under Units of Usage method i.e. on the number of vehicles using the road, based on the traffic study done by Halcrow over a period of 100 years.
- The carrying value of intangible asset reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.
- Development rights will be accounted for as and when exercised.
- Maintenance obligations: Contractual obligations to maintain, replace or restore the infrastructure (principally resurfacing costs and major repairs and unscheduled maintenance which are required to maintain the Bridge in operational condition except for any enhancement element) are recognised and measured at the best estimate of the expenditure required to settle the present obligation at the balance sheet date. The provision for the resurfacing is being built up in accordance with the provisions of AS 29, Provisions, *Contingent Liabilities and Contingent Assets.*

(e) Foreign Currency Transactions

Transactions in foreign currencies are recorded at the currency rate ruling at the date of transactions. Monetary assets and liabilities denominated in foreign currency are retranslated at the exchange rate ruling at the Balance Sheet date and resulted differences are taken to income statement. In case of forward contracts for foreign exchange, the difference between the forward rate and the exchange rate at the date of the transaction are recognised over the life of the contract.

(f) Intangible Asset

The value of the intangible asset was measured and recognised on the date of completion of construction at the fair value of the construction services provided. It is being amortised on a unit of usage method over the balance year of the estimated useful life.

(g) Fixed Assets

Fixed assets have been stated at cost less accumulated depreciation and accumulated impairment in value.

The carrying values of fixed assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

An item of fixed assets is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement in the year the asset is derecognised.

The asset's residual values, useful lives and methods are reviewed, and adjusted if appropriate, at each financial year end.

(h) Depreciation

Depreciation is calculated on a straight-line basis over the estimated useful life of the asset as follows:

Building	62 years
Data Processing Equipment	3 years
Office Equipment	5 years
Vehicles	5 years
Furniture & Fixtures	7 years
Advertisement Structures	5 years

(i) Impairment

Where an indication of impairment exists, or when annual impairment testing for an asset is required, the management makes an estimate of the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are 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 asset. Impairment losses of continuing operations are recognised in the income statement in those expense categories consistent with the function of the impaired asset.

(j) Borrowing Costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. Where funds are temporarily invested pending their expenditures on the qualifying asset, any such investment income, earned on such fund is deducted from the borrowing cost incurred.

All other borrowing costs are recognised as finance charges in the income statement in the period in which they are incurred.

(k) Investments

Current investments have been valued at lower of cost or fair value determined on the basis of category of investments. Long term investments have been valued at cost net of provision for diminution of permanent nature in their value.

(l) Inventories

Inventories of Electronic Cards (prepaid cards) and "On Board Units" are valued at the lower of cost or net realisable value. Cost is recognised on First in First Out basis.

(m) Provisions

Provisions are recognised when the company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Where the company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when the reimbursement is virtually certain. The expense relating to any provision is presented in the income statement net of any reimbursement.

(n) Employee costs

Wages, salaries, bonuses, social security contributions, paid annual leave and other benefits are accrued in the year in which the associated services are rendered by employees of the company.

Compensated absences which accrue to employees and which can be carried to future periods but are expected to be encashed or availed in twelve months immediately following the year end are reported as expenses in the year in which the employees perform the services that the benefit covers at the undiscounted amount of the benefits after deducting amounts already paid. Where there are restrictions on availment or encashment of such accrued benefit or where the availment or encashment is otherwise not expected to wholly occur in the next twelve months, the liability on account of the benefit is actuarially determined using the projected unit credit method.

The company has three funded retirement benefit plans in operation viz. Gratuity, Provident Fund and Superannuation. The Superannuation Fund and Provident Fund are defined contribution plans whereby the company has to deposit a fixed amount to the fund every year / month respectively.

The Gratuity plan for the company is a defined benefit plan. The cost of providing benefits under gratuity is determined using the projected unit credit actuarial valuation method. Actuarial gains and losses are recognised in full in the period in which they occur.

(o) Leases

Finance leases which effectively transfer to the company substantial risks and benefits incidental to ownership of the leased item, are capitalized and disclosed as leased assets. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income.

Leases where the lessor retains substantially all the risks and benefits of ownership of the asset are classified as operating leases. Operating lease payments are recognised as an expense in the income statement on the straight line basis over the lease term.

(p) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Revenue comprises:

Toll Revenue

Toll Revenue is recognised in respect of toll collected at the Delhi Noida Toll Bridge and Mayur Vihar link Road and the attributed share of revenue from prepaid cards.

License Fee

License fee income from advertisement hoardings, office space and others is recognised on an accrual basis in accordance with contractual rights.

Interest income

Revenue is recognised as interest accrues (using the effective interest method that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset).

(q) Taxes

Current tax represents the amount that would be payable based on computation of tax as per prevailing taxation laws.

Current tax is determined based on the amount of tax payable in respect of taxable income for the year. Deferred tax is recognised on timing differences; being the difference between the taxable income and accounting income that originate in one year and are capable of reversal in one or subsequent years. Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets arising on unabsorbed depreciation or carry forward of tax losses are recognised to the extent that there is virtual certainty supported by convincing evidence that sufficient future taxable income will be available against which such deferred tax assets can be realized.

The carrying amount of deferred income tax assets is reviewed at each balance sheet and reduced to the extent it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

(r) Securities Premium Account

Difference between the issue price of GDRs represented by inherent equity shares and the face value of inherent equity shares has been recorded as Securities Premium. Share issue expenses is adjusted against the Securities Premium Account as permitted by Sec. 78 (2) of the Companies Act, 1956.

(s) Debenture Redemption Reserve

Debenture Redemption Reserve (DRR) is created for redemption of the Deep Discount Bonds (DDBs) for an amount equal to the issue price of the DDBs by appropriating from the Profits of the year a sum calculated under sum of digits method over the remaining life of the DDBs . The adequacy of DRR is reviewed by management at periodic intervals.

(t) Share based payment transactions

Employee Stock options are valued as the difference between the trading price of the security in the stock exchange at the date of the grant and exercise price and are expensed over the vesting period, based on the company's estimate of shares that will eventually vest. The total amount to be expensed over the vesting period is determined by reference to the value of the options granted, excluding the impact of any non-market vesting conditions. At each balance sheet date, the entity revises its estimates of the number of options that are expected to become exercisable.

(u) CENVAT Credit

Cenvat (Central Value Added Tax) in respect of service Tax is accounted on accrual basis on eligible services. The balance of cenvat credit is reviewed at the end of each year and amount estimated to be unutilised is charged to the profit & loss account for the year.

(v) Miscellaneous Expenditure

Miscellaneous expenditure pertaining to the expenses not relating to the construction of the bridge during the preoperative period is amortised over a period of five years from the date of commencement of commercial operations.

Preliminary Expenses incurred for the incorporation of Company have been amortised as and when incurred.

(w) Earnings per Share

Basic earning per share is calculated by dividing net profit for the year by the weighted average number of ordinary shares outstanding during the year.

Diluted earning per share is calculated by dividing the net profit by the weighted average number of ordinary shares outstanding during the year plus the weighted average number of ordinary shares that would be issued on the conversion of all the dilutive potential ordinary shares into ordinary shares.

(2) NOTES TO ACCOUNTS:

(a) The financial Statements of the following Subsidiary Companies have been consolidated as per Accounting Standard 21 on "Consolidated Financial Statements" issued by the Institute of Chartered Accountants of India.

	As at March 31, 2010	**As at March 31, 2009**
Name of Subsidiary	ITNL Toll Management Services Limited	ITNL Toll Management Services Limited
Proportion of Ownership Interest	51%	51%
Country of Incorporation	India	India

(b) Provision others amounting to Rs. 29.56 million has been provided in accordance with the terms of scheme of Amalgamation with DND Flyway Ltd. for the contingencies for prepayment of loans.

(c) Reclassification of bridge from Fixed Assets to Intangible Asset

Construction of the DND Flyway was completed on 6 February 2001 and bridge was capitalised for Rs. Rs. 3,790,490,619.

The Mayur Vihar project was made fully operation from January 19, 2008. Pending receipt of the final bill from the contractors, the Mayur Vihar Link Road had been capitalized for Rs. 533,431,032 on an estimated basis.

The Gross Block of Delhi Noida Link Bridge includes Rs. 1,345.04 million (inclusive of assets transferred pursuant to amalgamation) on account of revaluation of the asset carried out in the past.

On adoption of Guidance Note, the Company has reclassified Bridge from fixed asset to Intangible Asset. The adjustments made to give effect to the Guidance note are as under:

i. The intangible asset recognised in exchange for construction services rendered has been measured at cost i.e. fair value of the construction services as of Rs. 6,001,195,855 as on the date of commissioning. The Company has recognized a construction profit of Rs. 1,700,088,054 which is the difference between the cost of construction services rendered (the cost of the project asset of Rs. 4,301,107,801) and the fair value of the construction services on the date of commissioning.

ii. Intangible asset so recognised on the date of commissioning has been amortised up-to March 31, 2008 using unit of usage method and the effect of the same amounting to Rs. 174,813,678 has been given in the Opening Reserves.

iii. Bridge earlier classified as fixed asset for Rs. 5,455,373,834 (Gross block: Rs. 5,764,563,149 and Accumulated Depreciation: Rs. 309,189,315) has been de-recognised.

iv. Revaluation reserve of Rs. 1,302,038,605 has been de-recognised.

v. Toll Equalisation receivable of Rs. 1,713,300,000 has been de-recognised.

vi. Provision for resurfacing amounting to Rs. 74,362,312/ has been recognised

The effect of the above adjustment amounting to Rs. 114,615,364/ has been adjusted from the opening revenue reserve as on April 1, 2008.

During 2008-09, the Company has incurred construction contract cost of Rs. 10,397,161 and recognised Intangible Asset measured at fair value of construction services (construction cost plus construction margin) at Rs. 12,216,664.

(d) Debt Restructuring:

Pursuant to the approved Debt Restructuring package, the Company has issued Zero Coupon Bonds (Series B) of face value of Rs. 100 each aggregating to Rs. 555,422,000 crores to Banks, Financial Institutions and others repayable no later than March 31, 2014 towards the Net Present Value of the sacrifice made by them by way of reduction of interest rates from the contracted terms. The company had redeemed ZCB (Series B) aggregating to Rs. 338,807,420 upto the date of financial statement and the same has been adjusted against the face value of the Zero Coupon Bonds (Series B). The Company was creating provision on a year to year basis on the principle of Sinking Fund by applying the weighted average interest rate on outstanding borrowings prior to restructuring as the discount rate and thereby arrive at the amount of the yearly charge. However during FY 2007-08, the Company has fully provided the remaining liability of ZCB (Series B) in accordance with scheme of amalgamation with DND Flyway Ltd.

(e) Secured Loans:

(i) Deep Discount Bonds are secured by a *pari passu* first charge in favour of the trustees along with the other senior lenders of the Company on all the project assets which include the Delhi Noida Link Bridge and all tangible and intangible assets including but not limited to rights over the project site, project documents, financial assets such as receivables, cash, investments, insurance proceeds, etc.

(ii) The Company has issued Series B Zero Coupon Bonds (ZCB-B) of Rs. 100 each for an aggregate amount of Rs. 555,422,000 to Banks and Financial Institutions against the sacrifice made by them by way of reduction of interest rates from the contracted terms pursuant to the approval of the Companies debt restructuring package by the Corporate Debt Restructuring Empowered Group of the Banks and Financial Institutions. These Zero Coupon Bonds are secured by *pari passu* first charge on the Company's assets both present and future. The company has made a redemption of 61% of the face value upto the date of financial statement.

(iii) The loan of Rs. 350,000,000 taken from M/s. Infrastructure Leasing & Financial Services Ltd (IL&FS) during the year 2004-05 is secured by *pari passu* first charge on the Company's assets both present and future along with the other Senior Lenders of the Company. Rs. 10 crores has since been repaid till the date of financial statement i.e. 31.03.2010.

(iv) The Company has during the year 2005-06 taken a Loan of Rs. 124,313,383 from M/s. IL&FS Ltd which is secured by *pari passu* first charge on the Company's assets both present and future.

(v) The Company has taken loans in 2004-05 from M/s. IL&FS Ltd and M/s Infrastructure Development Finance Company Ltd. (IDFC) of Rs. 944,321,313 carrying interest @8.5% p.a. for carrying out the Scheme of Arrangement with the Deep Discount Bond holders approved by the Honourable Allahabad High Court. The Loan is secured by *pari passu* first charge on the company's assets both present and future along with the other Senior Lenders of the company. The Company had prepaid loan of Rs. 590,093,469 out of proceeds of the GDR issue.

(vi) Term loans from banks, financial institutions and others are secured by a charge on:

- Immovable properties of the Company situated in the states of Delhi and Uttar Pradesh.
- The whole of the movable properties of the Company, both present and future.
- All the Company's book debts, receivables, revenues of whatsoever nature and wheresoever arising, both present and future.
- All the rights, titles, interest, benefits, claims and demands whatsoever of the Company under any agreements entered into by the Company in relation to the project including consents, agreements or any other documents entered or to be entered into by the Company pertaining to the project, as amended, varied or supplemented from time to time.

- All the rights, titles, interest of the Company in relation to the Trust & Retention account proceeds, being the bank account established by the Company for crediting all the revenues from the project including but not limited to toll collections from the project.
- All the rights, titles, interest benefits, claims and demands whatsoever of the Company in the Government permits, authorizations, approvals, no objections, licenses pertaining to the project and to any claims or proceeds arising in relation to or under the insurance policies taken out by the Company pertaining to the assets of the projects of the Company.

(f) Contingent Liabilities:

Contingent Liabilities in respect of

		As at March 31, 2010 Rs./Million	As at March 31, 2009 Rs./Million
(i)	Estimated amount of contracts remaining to be executed on capital account and not provided for	NIL	5.00
(ii)	Claims not acknowledged as debt by the Company	NIL	NIL

(iii) Based on an environment and social assessment, compensation for rehabilitation and resettlement of project-affected persons has been estimated and considered as part of the project cost and provided for based on estimates made by the Company.

(iv) Claims made by the contractor M/s. AFCONS Ltd. pertaining to the Construction of the Ashram Flyover aggregating to Rs. 19.82 million (Previous year Rs. 19.82 million) have not been accepted by the Company. The matter was referred for adjudication by both parties. The adjudication proceeding has been concluded and adjudicator has ruled that the claims are time barred. However the matter has been referred to arbitration by M/s. AFCONS Ltd. The Honorable Arbitral Tribunal has rejected contractor's alleged claims amounting to Rs. 8.2 million (approx) and examining the validity of remaining claim amounting to Rs. 11.62 million (approx).

(v) The company has acquired the land on Delhi side for the construction of Bridge from the Government of Delhi and DDA and the amount paid has been considered as a part of the project cost. However pending final settlement of the dues, the company had estimated the cost at Rs. 29.32 million and provided the same as a part of the project cost. A sum of Rs. 9.20 million has so far been paid against the demand out of the aforesaid provision. The actual settlement may result in probable obligation to the extent of Rs. 20.12 million based on management estimates.

(vi) The Municipal Corporation of Delhi (MCD) has issued a show cause notice calling upon the company to deposit a sum of Rs 14,025,713/- towards arrears of licence fee. The company considers the same not payable and made a representation to that effect. As per the legal opinion obtained by the company no fee other than advertisement tax (which the company has already paid), can be charged for the approvals for display of advertisements and the above demand is ultra vires the provisions of the MCD Act. The company is of the view that it is not probable that the liability would arise and accordingly no provision for the liability has been considered necessary.

(g) There are no amounts outstanding as payable to any enterprise covered under the Micro, Small and Medium Enterprises Development Act, 2006.

(h) Employees Post Retirement Benefits:

The Group has three post employment funded benefit plans, namely gratuity, superannuation and provident fund.

Gratuity is computed as 30 days salary, for every completed year of service or part there of in excess of 6 months and is payable on retirement/termination/resignation. The benefit vests on the employee completing 3 years of service. The Gratuity plan for the Group is a defined benefit scheme where annual contributions as demanded by the insurer are deposited to a Gratuity Trust Fund established to provide gratuity benefits. The Trust Fund has taken a Scheme of Insurance, whereby these contributions are transferred to the insurer. The Group makes provision of such gratuity asset/liability in the books of accounts on the basis of actuarial valuation.

The Superannuation (pension) plan for the Group is a defined contribution scheme where annual contribution as determined by the management (Maximum limit being 15% of salary) is paid to a Superannuation Trust Fund established to provide pension benefits. The benefits vests on employee completing 5 years of service. The management has the authority to waive or reduce this vesting condition. The Trust Fund has taken a Scheme of Insurance, whereby these contributions are transferred to the insurer. These contributions will accumulate at the rate to be determined by the insurer as at the close of each financial year. At the time of exit of employee, accumulated contribution will be utilised to buy pension annuity from an insurance company.

The Provident Fund is a defined contribution scheme whereby the Group deposits an amount determined as a fixed percentage of basic pay to the fund every month. The benefit vests upon commencement of employment.

The following table summarises the components of net expense recognised in the income statement and amounts recognised in the balance sheet for gratuity.

Net Benefit expense

	March 31, 2010 Rupees	March 31, 2009 Rupees
Current service cost	1,235,820	1,354,605
Interest cost on benefit obligation	716,301	670,872
Expected return on plan assets	(688,752)	97,949
Net actuarial(gain)/loss recognised in year	(846,813)	456,610
Annual expenses	**416,556**	**2,580,036**

Benefit Asset/(Liability)

	March 31, 2010 Rupees	March 31, 2009 Rupees
Defined benefit obligation	10,868,461	9,163,541
Fair value of plan assets	15,367,517	13,485,297
Benefit Asset	**4,499,056**	**4,321,756**

Changes in the present value of the defined benefit obligation are as follows:

	March 31, 2010 Rupees	March 31, 2009 Rupees
Opening defined benefit obligation	9,163,541	6,790,431
Interest cost	716,301	670,872
Current service cost	1,235,820	1,354,605
Benefits Paid	-	-
Net actuarial(gain)/loss recognised in year	(247,201)	347,633
	10,868,461	**9,163,541**

Changes in the fair value of plan assets are as follows:

	March 31, 2010	March 31, 2009
Opening fair value of plan assets	13,485,297	6,511,310
Expected return	688,752	(97,949)
Contributions	579,480	7,180,913
Benefits paid	-	-
Actuarial gains/(losses) on fund	613,988	(108,977)
Closing fair value of plan assets	**15,367,517**	**13,485,297**

The plan asset consists of a scheme of insurance taken by the Trust, which is a qualifying insurance policy. Break down of individual investments that comprise the total plan assets is not supplied by the Insurer.

The principal assumptions used in determining pension and post-employment benefit obligations for the Group's plans are shown below:

	March 31, 2010 %	March 31, 2009 %
Discount rate	7.75	7.50
Future salary increases	4.50	4.00
Rate of interest	5.00	5.00

(i) List of Related parties and Transactions / Outstanding Balances:

(i) Company exercising significant influence over the Company

Infrastructure Leasing & Financial Services Ltd.

Transactions/ Outstanding balances	**For the year ended March 31, 2010 Rupees**	**For the year ended March 31, 2009 Rupees**
Expenditure on other service	1,355,653	968,024
Interest on Term Loan	96,498,502	74,437,589
Payable as at the period / year end	60,182	550,860
Equity as at the period / year end	19,000,000	19,000,000
Term Loan as at the period / year end	626,007,729	726,007,729
Zero Coupon Bonds (Series B)	66,690,000	128,250,000

(ii) **Company Holding Substantial Interest in voting power of the company**

IL&FS Transportation Network Limited

	For the year ended March 31, 2010 Rupees	**For the year ended March 31, 2009 Rupees**
Expenditure on other services	78,305	Nil
Recoverable at the year end	117,327	378,827
Equity in NTBCL as at year end	471,950,070	471,950,070
Equity in ITMSL as at year end	245,000	245,000

(iii) **Key Management Personnel**

Mr. Pradeep Puri (President & CEO)

Ms. Monisha Macedo (Manager)

Transactions/Outstanding balances	**For the year ended March 31, 2010 Rupees**	**For the year ended March 31, 2009 Rupees**
Consumer Durable Loan	489,442	650,855
Remuneration paid	39,549,934	39,380,178

(j) Lease obligations:

The company had taken vehicles under finance lease, reconciliation of minimum lease payments and their present value is as under:

	Minimum Lease Payment (Rupees)	**Present value of minimum lease payments (Rupees)**	**Lease Charges (Rupees)**
Amount payable not later than one year	2,250,138	2,055,675	194,463
Amount payable later than one year but not later than five years	537,293	518,058	19,235
Total	**2,787,431**	**2,573,733**	**213,698**
Previous Year	5,371,575	4,829,599	541,976

The total cost of the vehicle and its carrying amount as at 31.03.2010 is Rs. 10,414,316 (Previous Year Rs. 10,414,316) and Rs. 4,110,628 (Previous Year Rs. 6,193,491) respectively.

(k) Deferred tax

Deferred tax liability has following components:

	For the year ended March 31, 2010 Rupees	For the year ended March 31, 2009 Rupees
Deferred Tax Liability:		
Difference between book depreciation and income tax depreciation	560,952,105	532,133,997
Deferred Tax Assets:		
Unabsorbed Depreciation	477,445,037	508,526,796
Disallowance u/s 43B of Income Tax Act	730,653	3,718,182
Provision for resurfacing	5,829,810	3,159,469
Net Deferred Tax Asset/(Liability)	**76,946,605**	**16,729,550**

(l) Earning/(Loss) Per Share:

		For the year ended March 31, 2010	For the year ended March 31, 2009
I.	**BASIC/DILUTED PROFIT PER SHARE**		
A.	Number of Equity shares of Rs. 10 each fully paid-up at the beginning of the year	186,195,002	186,195,002
B.	Number of Equity shares of Rs. 10 each fully paid-up at the year end	186,195,002	186,195,002
C.	Weighted Average number of Equity Shares outstanding during the year	186,195,002	186,195,002
D.	Net Profit for the Year (Rs.)	274,516,667	335,292,011
E.	**Basic/Diluted Profit per Share (Rs.)**	**1.47**	**1.80**
F.	Nominal value of Equity Share (Rs.)	10.00	10.00

(m) Previous Year's Comparatives:

Figures for the previous year have been regrouped/reclassified to conform to current year's presentation. Figures in brackets represent negative balance except otherwise stated.

For and on behalf of

NOIDA TOLL BRIDGE COMPANY LIMITED

		Pradeep Puri
Director	Director	President & CEO
T. K. Banerjee		**Monisha Macedo**
Sr. VP & CFO		Manager

Noida

April 28, 2010

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2010

	Year ended March 31, 2010 Rupees	Year ended March 31, 2009 Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Profit/ (Loss) for the year	403,531,576	398,573,521
Adjustments For:		
Depreciation	52,186,510	48,382,344
Finance Charges	171,809,006	149,158,361
Loss/(Profit) on Sale of Assets	364,134	(349,417)
Other Income	(10,520,407)	(8,563,686)
	617,370,819	587,201,123
Adjustments for Movement in Working Capital:		
Decrease/(Increase) in Sundry Debtors	(52,077,888)	(6,616,625)
Decrease/(Increase) in Inventories	(343,382)	(583,904)
Decrease/(Increase) in Loans and Advances	4,718,165	(11,757,348)
Increase/(Decrease) in Current Liabilities	14,635,947	(7,394,087)
Cash From/(Used In) Operating activities	**584,303,661**	**560,849,159**
Tax Paid	(72,133,804)	(61,303,105)
Net Cash From/(Used In) Operating activities	**512,169,857**	**499,546,054**
B. CASH FLOW FROM INVESTING ACTIVITIES:		
(Purchase)/Addition to Fixed Assets	(2,650,545)	(38,476,281)
Proceeds from Sale of Fixed Assets	1,055,706	685,851
Gain/(Loss) on Sale of Units of Mutual Funds	10,520,407	8,563,686
Investment in Subsidiary	–	(30)
Cash From/(Used In) Investing Activities	**8,925,568**	**(29,226,774)**
C. CASH FLOW FROM FINANCING ACTIVITIES:		
Repayment of Unsecured Loan	–	(150,000,000)
Repayment of Secured Loan to Banks, Financial Institutions and Others	(299,951,920)	(55,542,200)
Interest and Finance Charges Paid	(160,680,363)	(138,911,368)
Cash From/(Used In) Financing Activities	**(460,632,283)**	**(344,453,568)**
Net Increase /Decrese in Cash and Cash Equivalents	60,463,142	125,865,712
Cash and Cash Equivalents as at April 1, 2008	200,513,088	74,647,376
Cash and Cash Equivalents as at March 31, 2009	**260,976,230**	**200,513,088**
Components of Cash and Cash Equivelants as at:	**March 31, 2010**	**March 31, 2009**
Cash in hand	3,686,632	3,893,184
Balances with the scheduled banks:		
- In Current accounts	5,637,373	6,110,242
- In Deposit accounts	27,500,000	-
Short Term Investments (Maturity less than 3 months)	224,152,225	190,509,662
	260,976,230	**200,513,088**

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

Director   Director   **Pradeep Puri**
President & CEO

T.K. Banerjee
Sr. VP & CFO

Monisha Macedo
Manager

Noida
April 28, 2010

AUDITORS' CERTIFICATE

We have verified the above Cash Flow Statement of Noida Toll Bridge Company Limited and its Subsidary Company derived from the audited financial statements of the Group for the year ended March 31, 2010 and found the statement to be in accordance therewith and also with the requirements of Clause 32 of the listing agreement with the Stock exchanges.

For Luthra & Luthra
Chartered Accountants
(Reg. No. 002081 N)

Akhilesh Gupta
Partner
(M.No. 89909)

Noida
April 28, 2010

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

(In terms of amendment to Schedule VI Part IV)

I. Registration Details

Registration No.	:	20-19759	State Code	20
Balance Sheet Date	:	March 31, 2010		

II. Capital Raised during the Year (Amount in Rs. Thousands)

Public Issue	:	NIL	Right Issue	NIL
Bonus Issue	:	NIL	Private Placement (GDR/ESOP)	NIL

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liablities	:	5944294	Total Assets	5944294
Source of Funds				
Paid-up Capital	:	1861950	Reserve and Surplus	2315424
Secured Loans	:	1689973		
			Deferred Tax Liability	76947
Application of Funds				
Net Fixed Assets (including Capital Work-in-progress)	:	5854761	Investments	224152
Net Current Assets	:	(134,619)		

IV. Performance of the Company (Amount in Rs. Thousands)

Turnover and Other Income	:	857185	Total Expenditure	453653
Profit/ before Tax	:	403532	Profit after Tax	274517
Earning per Share in Rs.	:	1.47	Dividend rate %	N/A

V. Generic Names of three Principal Products/Services of the Company (as per monetary terms)

Item Code No. (ITC Code)	NIL
Product Description	The Company has been set up for the purpose of construction & operation of Delhi Noida Link Bridge Project on Build, Operate, Own and Transfer (BOOT) system.

For and on behalf of
NOIDA TOLL BRIDGE COMPANY LIMITED

Director

Director

Pradeep Puri
President & CEO

T.K. Banerjee
Sr. VP & CFO

Monisha Macedo
Manager

Noida
April 28, 2010

AUDITORS' REPORT

To The Board of Directors,
Noida Toll Bridge Company Limited
Toll Plaza, DND Flyway, Noida 201301

We have audited the attached equity reconciliation of Noida Toll Bridge Company Limited and its subsidiary as at 31st March 2010 and the reconciliation of income statement for the year ended on that date and related notes. These reconciliations have been prepared on the basis of audited consolidated financial statements of NTBCL prepared in accordance with Indian GAAP and IFRS for the year ended on 31st March 2010.

Responsibilities

The company's management is responsible for preparing the reconciliation of equity and reconciliation of income statement on the basis of audited consolidated financial statements prepared under Indian GAAP and IFRS.

Our responsibility is to audit the reconciliation of equity and reconciliation of income statement in accordance with the International standards of auditing issued by the auditing Practices Board. This report, including the opinion, has been prepared for and only for the company's members and directors and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing. Based on our audit we shall report to you our opinion as to whether the reconciliations give a true and fair view.

Basis of Opinion

We conducted our audit in accordance with International Standards on Auditing issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the reconciliation statements to be audited.

Opinion

In our opinion the reconciliation of equity as at 31st March 2010 and reconciliation of income statement for the year ended on that date gives a true and fair view of the effect of transition to IFRS.

For Luthra & Luthra
Chartered Accountants

Akhilesh Gupta
Partner
M. No. 89909

Place: Noida
Date: July 20, 2010

RECONCILIATION OF EQUITY AT 31ST MARCH 2010

		INDIAN GAAP US ($)	Effect of transition to IFRS US ($)	IFRS US ($)
Property, plant and equipment		1,743,773	-	1,743,773
Intangible asset	1	127,958,502	(8,157,581)	119,800,921
Employee Benefit		103,247	-	103,247
Trade receivable		347,939		347,939
Loans & Advances		67,702		67,702
Total Non Current Assets		**130,221,163**	**(8,157,581)**	**122,063,582**
Inventories		59,851	-	59,851
Trade receivables		994,501	-	994,501
Loans and Advances		4,317,011	-	4,317,011
Prepayments		62,846	-	62,846
Available for sale investments	2	4,965,712	1,131	4,966,843
Cash and Cash Equivalents		815,773	-	815,773
Total Current Assets		**11,215,694**	**1,131**	**11,216,825**
Total Assets		**141,436,857**	**(8,156,450)**	**133,280,407**
Interest bearing loans and borrowings	3	37,438,489	(1,052,399)	36,386,090
Provisions	4	2,121,381	9,036	2,130,417
Deferred Tax Liability	5	1,704,621	2,012,410	3,717,031
Total Non Current Liabilities		**41,264,491**	**969,047**	**42,233,538**
Interest bearing loans and borrowings		-	2,358,443	2,358,443
Trade and other payables		2,950,115	-	2,950,115
Provisions	6	1,275,469	(654,782)	620,687
Provisions for taxes		3,404,167	-	3,404,167
Total Current Liabilities		**7,629,751**	**1,703,661**	**9,333,412**
Total Liabilities		**48,894,242**	**2,672,708**	**51,566,950**
Total Assets less Total Liabilities		**92,542,615**	**(10,829,158)**	**81,713,457**
Issued capital		42,419,007	-	42,419,007
Securities premium	7	32,039,889	137,419	32,177,308
Debenture Redemption Reserve		326,711	-	326,711
Net unrealised gains on available for sale investment	2	-	1,132	1,132
General Reserves	7	-	11,142	11,142
Effect of currency Translation		(1,170,667)	(413,709)	(1,584,376)
Retained Earnings (profit & Loss A/C)		18,927,675	(10,565,142)	8,362,533
Total Equity		**92,542,615**	**(10,829,158)**	**81,713,457**

EXPLANATORY NOTES TO THE RECONCILIATION

1. Under Indian GAAP, Intangible asset has been amortised using unit of usage method since acquisition of such asset while in IFRS, change of amortization method from SLM to unit of usage method in the year ended March 31, 2009 has been considered as change in accounting estimates and hence has been applied from 2008-09 in accordance with IAS-8 “Accounting policies, Changes in Accounting Estimates and Errors”.

2. Quoted investments measured at cost under Indian GAAP have been classified as available-for-sale financial assets under IAS 39, *Financial Instruments – Recognition and Measurement* and remeasured at fair value. Changes in the fair value of these financial assets are recognised directly in equity through the statement of changes in equity.

3. Interest-bearing loans and borrowings have been restated to amortised cost using the effective interest rate method under IAS 39, *Financial Instruments – Recognition and Measurement* with the discount being accreted through the Profit and Loss account.

4. Under Indian GAAP, provision for overlay has been accumulated on straight line basis while in IFRS the same is being built up in accordance with the provisions of IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*.

5. Under Indian GAAP, deferred tax liability has been recognized on timing difference while in IFRS, deferred tax liability has been recognized on temporary differences.

6. In accordance with the Scheme of amalgamation with DND Flyways Limited, the Company has made certain adjustment in financial statement prepared under Indian GAAP, the adjustments which are not in conformity with the International Accounting Standard have not been considered in preparation of these financial statements in accordance with IFRS.

7. Stock Option expense has been recognised with a corresponding entry to equity over the vesting period of the Option under IFRS 2, *Share-based Payments*. Stock Option Account relating to options exercised has been transferred to Securities Premium Account. Stock Option Account relating to options lapsed has been transferred to General Reserve.

In terms of our report of even date

For Luthra & Luthra
Chartered Accountants

Akhilesh Gupta
Partner

Place: Noida
Date: July 20, 2010

On Behalf of the Board of Directors

Director

Director

Pradeep Puri
President & CEO

T. K. Banerjee
CFO

Monisha Macedo
Manager

RECONCILIATION OF EQUITY AT 31ST MARCH 2009

		INDIAN GAAP US($)	Effect of transition to IFRS US ($)	IFRS US ($)
Property, plant and equipment		1,908,208	-	1,908,208
Capital work in progress		40,360	-	40,360
Intangible asset	1	114,007,709	(7,268,193)	106,739,516
Employee Benefit		93,370	-	93,370
Loans & Advances		73,742	-	73,742
Total Non Current Assets		**116,123,389**	**(7,268,193)**	**108,855,196**
Inventories		46,287	-	46,287
Trade receivables		167,220	-	167,220
Loans and Advances		2,476,462	-	2,476,462
Prepayments		64,753	-	64,753
Available for sale investments	2	3,739,149	776	3,739,925
Cash and Cash Equivalents		196,338	-	196,338
Total Current Assets		**6,690,209**	**776**	**6,690,985**
Total Assets		**122,813,598**	**(7,267,417)**	**115,546,181**
Interest bearing loans and borrowings	3	38,882,287	(3,120,607)	35,761,680
Provisions	4	1,641,956	28,077	1,670,033
Deferred Tax Liability	5	328,352	631,301	959,653
Total Non Current Liabilities		**40,852,595**	**(2,461,229)**	**38,391,366**
Interest bearing loans and borrowings			2,578,623	2,578,623
Trade and other payables		2,492,185	-	2,492,185
Provisions	6	1,201,797	(580,115)	621,682
Provisions for taxes		1,665,315	-	1,665,315
Total Current Liabilities		**5,359,297**	**1,998,508**	**7,357,805**
Total Liabilities		**46,211,892**	**(462,721)**	**45,749,171**
Total Assets less Total Liabilities		**76,601,706**	**(6,804,696)**	**69,797,010**
Issued capital		42,419,007	-	42,419,007
Securities premium	7	28,386,273	121,748	28,508,021
Debenture Redemption Reserve		192,970	-	192,970
Net Unrealised gains Reserve	2	-	776	776
General Reserves	7	-	9,871	9,871
Effect of currency Translation		(5,874,355)	(1,117,943)	(6,992,298)
Retained Earnings (profit & Loss A/C)		11,477,811	(5,819,148)	5,658,663
Total Equity		**76,601,706**	**(6,804,696)**	**69,797,010**

EXPLANATORY NOTES TO THE RECONCILIATION

1. Under Indian GAAP, Intangible asset has been amortised using unit of usage method since acquisition of such asset while in IFRS, change of amortization method from SLM to unit of usage method in the year ended March 31, 2009 has been considered as change in accounting estimates and hence has been applied from 2008-09 in accordance with IAS-8 “Accounting policies, Changes in Accounting Estimates and Errors”.

2. Quoted investments measured at cost under Indian GAAP have been classified as available-for-sale financial assets under IAS 39, *Financial Instruments – Recognition and Measurement* and remeasured at fair value. Changes in the fair value of these financial assets are recognised directly in equity through the statement of changes in equity.

3. Interest-bearing loans and borrowings have been restated to amortised cost using the effective interest rate method under IAS 39, *Financial Instruments – Recognition and Measurement* with the discount being accreted through the Profit and Loss account.

4. Under Indian GAAP, provision for overlay has been accumulated on straight line basis while in IFRS the same is being built up in accordance with the provisions of IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*.

5. Under Indian GAAP, deferred tax liability has been recognized on timing difference while in IFRS, deferred tax liability has been recognized on temporary differences.

6. In accordance with the Scheme of amalgamation with DND Flyways Limited, the Company has made certain adjustment in financial statement prepared under Indian GAAP, the adjustments which are not in conformity with the International Accounting Standard have not been considered in preparation of these financial statements in accordance with IFRS.

7. Stock Option expense has been recognised with a corresponding entry to equity over the vesting period of the Option under IFRS 2, *Share-based Payments*. Stock Option Account relating to options exercised has been transferred to Securities Premium Account. Stock Option Account relating to options lapsed has been transferred to General Reserve.

In terms of our report of even date

For Luthra & Luthra
Chartered Accountants

Akhilesh Gupta
Partner

Place: Noida
Date: July 20, 2010

On Behalf of the Board of Directors

Director

Director

Pradeep Puri
President & CEO

T. K. Banerjee
CFO

Monisha Macedo
Manager

RECONCILIATION OF INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH 2010

	Explanatory Notes	INDIAN GAAP US ($)	Effect of transition to IFRS US ($)	IFRS US ($)
Toll Revenue		14,955,580	-	14,955,580
License Fee		2,737,895	-	2,737,895
Other Income		161,110	-	161,110
Total Income		**17,854,585**	**-**	**17,854,585**
Operating and Administrative Expenses				
- Operating Expenses	1	1,104,484	(21,564)	1,082,920
- Administrative Expenses		3,738,572	-	3,738,572
- Depreciation		412,074	-	412,074
- Amortisation	2	688,443	(43,889)	644,554
Total of Operating and Administrative Expenses		**5,943,573**	**(65,453)**	**5,878,120**
Group Operating Profit from Continuing Operations		**11,911,012**	**65,453**	**11,976,465**
Finance Income				
- Profit on Sale of Investments		221,856	-	221,856
Finance Charges	3	(3,623,134)	(1,825,576)	(5,448,710)
Total		**(3,401,278)**	**(1,825,576)**	**(5,226,854)**
Profit/(Loss) from Continuing Operations Before Taxation		**8,509,734**	**(1,760,123)**	**6,749,611**
Income Taxes:				
- Current Tax		(1,450,819)	-	(1,450,819)
- Deferred Tax charge	4	(1,269,866)	(1,237,356)	(2,507,222)
Profit/(Loss) After Tax for the Year		**5,789,049**	**(2,997,479)**	**2,791,570**

EXPLANATORY NOTES TO THE RECONCILIATION

1. Under Indian GAAP, provision for overlay has been accumulated on straight line basis while in IFRS the same is being built up in accordance with the provisions of IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*.

2. Under Indian GAAP, Intangible asset has been amortised using unit of usage method since acquisition of such asset while in IFRS, change of amortization method from SLM to unit of usage method in the year ended March 31, 2009 has been considered as change in accounting estimates and hence has been applied from 2008-09 in accordance with IAS-8 “Accounting policies, Changes in Accounting Estimates and Errors”.

3. Finance charges pertain to accretion of interest on loans and borrowings using the effective interest rate method in accordance with IAS 39, *Financial Instruments- Recognition and Measurement*.

4. Under Indian GAAP, deferred tax liability has been recognized on timing difference while in IFRS, deferred tax liability has been recognized on temporary differences.

In terms of our report of even date

On Behalf of the Board of Directors

For Luthra & Luthra
Chartered Accountants

Akhilesh Gupta
Partner

Director

Director

Pradeep Puri
President & CEO

Place: Noida
Date: July 20, 2010

T. K. Banerjee
CFO

Monisha Macedo
Manager

RECONCILIATION OF INCOME STATEMENT FOR THE YEAR ENDED 31ST MARCH 2009

	Explanatory Notes	INDIAN GAAP US ($)	Effect of transition to IFRS US ($)	IFRS US ($)
Toll Revenue		14,433,070	-	14,433,070
License Fee		2,688,547	-	2,688,547
Construction Contract Revenue		266,100	-	266,100
Other Income		58,292	-	58,292
Total Income		**17,446,009**	**-**	**17,446,009**
Operating and Administrative Expenses				
- Operating Expenses	1	1,028,405	627,058	1,655,463
- Administrative Expenses		3,396,294	32,131	3,428,425
- Construction Contract Cost		226,468	-	226,468
- Depreciation		402,445	-	402,445
- Amortisation	2	651,407	(41,529)	609,878
Total of Operating and Administrative Expenses		**5,705,019**	**617,660**	**6,322,679**
Group Operating Profit from Continuing Operations		**11,740,990**	**(617,660)**	**11,123,330**
Finance Income				
- Profit on Sale of Investments		186,532	-	186,532
Interest & Dividend		3,035	-	3,035
Finance Charges	3	(3,248,930)	(1,361,989)	(4,610,919)
Total		**(3,059,363)**	**(1,361,989)**	**(4,421,352)**
Profit/(Loss) from Continuing Operations Before Taxation		**8,681,627**	**(1,979,649)**	**6,701,978**
Income Taxes:				
- Current Tax		(987,575)	-	(987,575)
- Deferred Tax charge	4	(364,399)	(700,604)	(1,065,003)
- Fringe Benefit Tax		(32,131)	32,131	-
Profit/(Loss) After Tax for the Year		**7,297,522**	**(2,648,122)**	**4,649,400**
Minority Interest		**5,722**	**-**	**5,722**
Profit/(Loss) after Minority Interest		**7,303,244**	**(2,648,122)**	**4,655,122**

EXPLANATORY NOTES TO THE RECONCILIATION

1. Under Indian GAAP, provision for overlay has been accumulated on straight line basis while in IFRS the same is being built up in accordance with the provisions of IAS 37, *Provisions, Contingent Liabilities and Contingent Assets*.

2. Under Indian GAAP, Intangible asset has been amortised using unit of usage method since acquisition of such asset while in IFRS, change of amortization method from SLM to unit of usage method in the year ended March 31, 2009 has been considered as change in accounting estimates and hence has been applied from 2008-09 in accordance with IAS-8 "Accounting policies, Changes in Accounting Estimates and Errors".

3. Finance charges pertain to accretion of interest on loans and borrowings using the effective interest rate method in accordance with IAS 39, *Financial Instruments - Recognition and Measurement*.

4. Under Indian GAAP, deferred tax liability has been recognized on timing difference while in IFRS, deferred tax liability has been recognized on temporary differences.

In terms of our report of even date

For Luthra & Luthra
Chartered Accountants

Akhilesh Gupta
Partner

Place: Noida
Date: July 20, 2010

On Behalf of the Board of Directors

Director

Director

Pradeep Puri
President & CEO

T. K. Banerjee
CFO

Monisha Macedo
Manager

Noida
Toll Bridge Co. Ltd.

An affiliate of Infrastructure Leasing & Financial Services Ltd.

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