



INFRASTRUCTURE DEVELOPMENT FINANCE COMPANY LIMITED

(Infrastructure Development Finance Company Limited (the “Company”), with CIN L65191TN1997PLC037415, incorporated in the Republic of India with limited liability under the Companies Act, 1956, as amended (the “Companies Act”))

Registered Office: KRM Tower, 8th Floor, No.1 Harrington Road, Chetpet, Chennai 600 031

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Corporate Office: Naman Chambers, C-32, G-Block, Bandra-Kurla Complex Bandra (East), Mumbai 400 051

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PUBLIC ISSUE BY INFRASTRUCTURE DEVELOPMENT FINANCE COMPANY LIMITED (“COMPANY” OR “ISSUER”) OF LONG TERM INFRASTRUCTURE BONDS OF FACE VALUE OF RS. 5,000 EACH, IN THE NATURE OF SECURED, REDEEMABLE, NON-CONVERTIBLE DEBENTURES, HAVING BENEFITS UNDER SECTION 80 CCF OF THE INCOME TAX ACT, 1961 (THE “BONDS”), NOT EXCEEDING RS. 34,000 MILLION FOR THE FINANCIAL YEAR 2010 - 2011 (THE “ISSUE”). THE BONDS WILL BE ISSUED IN ONE OR MORE TRANCHE SUBJECT TO THE OVERALL LIMIT OF RS. 34,000 MILLION FOR THE FINANCIAL YEAR 2010-2011 UNDER THE SHELF PROSPECTUS FILED WITH THE STOCK EXCHANGES AND SEBI ON SEPTEMBER 23, 2010. THE FIRST TRANCHE OF BONDS SHALL BE ISSUED ON THE TERMS SET OUT IN THIS PROSPECTUS - TRANCHE 1.
The Issue is being made pursuant to the provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended (the “SEBI Debt Regulations”).

GENERAL RISKS

Investors are advised to read the Risk Factors carefully before taking an investment decision in relation to this Issue. For taking an investment decision, Investors must rely on their own examination of the Company and the Issue including the risks involved. **Investors are advised to refer to “Risk Factors” on page viii, before making an investment in this Issue.**

ISSUER’S ABSOLUTE RESPONSIBILITY

The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that this Prospectus - Tranche 1, contains all information with regard to the Issuer and the Issue, which is material in the context of this Issue, that the information contained in this Prospectus - Tranche 1 is true and correct in all material respects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other material facts, the omission of which makes this Prospectus - Tranche 1 as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

CREDIT RATING

ICRA Limited (“ICRA”) has vide its letter no. 2010-11/MUM/617 dated August 31, 2010 assigned a rating of LAAA to the Bonds proposed to be issued by the Company, pursuant to the Shelf Prospectus including Bonds issued under this Prospectus - Tranche 1. This rating of the Bonds indicates stable outlook and is the highest credit quality rating assigned by ICRA. The above ratings are not a recommendation to buy, sell or hold securities and investors should take their own decision. The ratings may be subject to revision or withdrawal at any time by the assigning rating agency and should be evaluated independently of any other ratings. Please refer to the Annexure to this Prospectus - Tranche 1 for rationale for the above ratings.

PUBLIC COMMENTS

This Draft Shelf Prospectus was filed with the Designated Stock Exchange pursuant to the provisions of the SEBI Debt Regulations. The Draft Shelf Prospectus was open for public comments.

LISTING

The Bonds offered through this Prospectus - Tranche 1 are proposed to be listed on the National Stock Exchange of India Limited (“NSE”) and the Bombay Stock Exchange Limited (“BSE”). Application for ‘in-principle’ listing approval has been made to NSE and BSE through letters dated September 9, 2010 and September 9, 2010, respectively. NSE and BSE have given its ‘in-principle’ listing approval through letters dated September 23, 2010 and September 21, 2010, respectively. For the purposes of the Issue, the Designated Stock Exchange shall be NSE.

LEAD MANAGERS TO THE ISSUE				REGISTRAR TO THE ISSUE
CITIGROUP GLOBAL MARKETS INDIA PRIVATE LIMITED 12 th Floor, Bakhtawar Nariman Point, Mumbai 400 021 Tel: (91 22) 6631 9999 Fax: (91 22) 6646 6054 E-mail: idfc.publicissue@citi.com Investor Grievance ID: investors.cgmb@citi.com Website: www.citibank.co.in Compliance Officer: Vinod Patil Contact Person: Varun Chokhani SEBI Registration No. INM000010718	ENAM SECURITIES PRIVATE LIMITED 801/ 802, Dalamal Towers Nariman Point Mumbai 400 021, India Tel: (91 22) 6638 1800 Fax: (91 22) 2284 6824 E-mail: idfcbonds@enam.com Investor Grievance Email: complaints@enam.com Website: www.enam.com Compliance Officer: M. Natrajan Contact Person: Sonal Sinha SEBI Reg. No. INM000006856	KOTAK MAHINDRA CAPITAL COMPANY LIMITED 1 st Floor, Bakhtawar 229 Nariman Point Mumbai 400 021 Tel: (91 22) 6634 1100 Fax: (91 22) 2284 0492 E-mail: idfc.debtissue@kotak.com Investor Grievance Email: kmccredressal@kotak.com Website: www.kmcc.co.in Compliance Officer: Ajay Vaidya Contact Person: Chandrakant Bhole SEBI Registration No.: INM000008704	IDFC CAPITAL LIMITED* Naman Chambers, C-32 G-Block, Bandra- Kurla Complex Bandra (East), Mumbai 400 051 Tel: (91 22) 6622 2600 Fax: (91 22) 6622 2501 E-mail: idfc.publicissue@idfc.com Investor Grievance Email: complaints@idfc.com Website: www.idfccapital.com Compliance Officer: Pritesh Dedhia Contact Person: Hiren Raipanchohia SEBI Reg. No. INM000011336	KARVY COMPUTERSHARE PRIVATE LIMITED Plot no. 17-24, Vithalrao Nagar Madhapur, Hyderabad 500 081 Tel: (91 40) 2342 0815 - 24 Fax: (91 40) 2343 1551 Email: idfc_infra@karvy.com Investor Grievance Email: idfc_infra@karvy.com Website: www.karvy.com Contact Person: M. Murali Krishna SEBI Registration No.: INR000000221

IDFC Capital Limited, which is a subsidiary of the Company, shall only be involved in marketing of the Issue.

ISSUE PROGRAMME

ISSUE OPENS ON	ISSUE CLOSES ON
September 30, 2010	October 18, 2010

The Issue shall remain open for subscription during banking hours for the period indicated above, except that the Issue may close on such earlier date as may be decided by the Board subject to necessary approvals. In the event of an early closure of the Issue, the Company shall ensure that notice of the same is provided to the prospective investors through newspaper advertisements at least three days prior to such earlier date of Issue closure.

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DEFINITIONS AND ABBREVIATIONS

This Prospectus - Tranche 1 uses certain definitions and abbreviations which, unless the context indicates or implies otherwise, have the meaning as provided below. References to any legislation, act or regulation shall be to such term as amended from time to time.

General

Term	Description
“Issuer”, “IDFC”, “our Company” or “the Company”	Infrastructure Development Finance Company Limited
“We” or “us”, “our” or the “Group”	Infrastructure Development Finance Company Limited and its subsidiaries, joint ventures and associates

Company Related Terms

Term	Description
Amended and Restated Shareholders Agreement	The Amended and Restated Shareholders Agreement dated May 9, 2005 between the Company, the Domestic Institutions, the Foreign Investors and certain other entities
Articles/ Articles of Association	Articles of Association of the Company
Auditors	Deloitte Haskins & Sells, Chartered Accountants
Board	Board of Directors of the Company or any duly constituted committee thereof
Compulsorily Convertible Cumulative Preference Shares/ CCCPS	Compulsorily convertible cumulative preference shares of face value of Rs. 100 each
Corporate Office	Naman Chambers, C-32, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051
Domestic Institutions	Domestic Institutions collectively mean the Indian financial institutions and entities being IDBI, ICICI, SBI, HDFC, UTI-I and IFCI, so long as they own Equity Shares of the Company and are parties to the Amended and Restated Shareholders Agreement.
Equity Shares	Equity Shares of the Company of face value of Rs. 10 each
ESOS	Our Company’s Employee Stock Option Scheme 2005 and the Employee Stock Option Scheme 2007
Foreign Investors	Foreign Investors shall collectively mean the foreign financial institutions and entities being ADB, International Finance Corporation, IPL, CDCFS, CDCIH, KHL, BNL, SLAC, SECO and DB, so long as they own Equity Shares of the Company and are parties to the Amended and Restated Shareholders Agreement
IDFC Capital	IDFC Capital Limited
IDFC Securities	IDFC Securities Limited
Memorandum / Memorandum of Association	Memorandum of Association of the Company
Registered Office	The registered office of the Company situated at KRM Tower, 8 th Floor, No. 1, Harrington Road, Chetpet, Chennai 600 031
RoC	Registrar of Companies, Chennai, Tamil Nadu

Issue Related Terms

Term	Description
Allotment/ Allot/ Allotted	Unless the context otherwise requires, the allotment of Bonds to the successful Applicants pursuant to the Issue
Allottee	A successful Applicant to whom the Bonds are allotted pursuant to the Issue
Applicant	A Resident Individual or an HUF who applies for issuance of Bonds pursuant to the terms of the Prospectus - Tranche 1 and Application Form
Application Amount	The aggregate value of the Bonds applied for, as indicated in the Application Form
Application Form	The form (including revisions thereof) in terms of which the Applicant shall

Term	Description
	make an offer to subscribe to the Bonds and which will be considered as the application for Allotment of Bonds in terms of the Prospectus - Tranche 1
Banker(s) to the Issue/ Escrow Collection Bank	The banks which are clearing members and registered with SEBI as Bankers to the Issue with whom the Escrow Account will be opened and in this case being the following banks: <ul style="list-style-type: none"> • HDFC Bank • ICICI Bank • Kotak Bank • IDBI Bank • Citibank • Axis Bank • Indusind Bank • Dhanlaxmi Bank The details of the Banker to the Issue are provided in the section entitled “General Information” at page 17
Bondholder(s)	Any person holding the Bonds and whose name appears on the beneficial owners list provided by the Depositories or whose name appears in the Register of Bondholders maintained by the Issuer
Bonds	Long term infrastructure bonds, in the nature of secured, redeemable, non-convertible debentures of the Company of face value of Rs. 5,000 each, having benefits under section 80 CCF of the Income Tax Act, issued in terms of the Prospectus - Tranche 1
Buyback Amount	The amount specified as the Buyback Amount for the various series of Bonds in the section entitled “The Issue” on page 1
Buyback Date	The date falling five years and one day after the Deemed Date of Allotment on which date the Company shall complete the buyback of the Bonds, as more particularly described in the section entitled “Terms of the Issue - Buyback of Bonds” on page 83
Buyback Intimation Period	The period beginning not before nine months prior to the Buyback Date and ending not later than six months prior to the Buyback Date
Citi	Citigroup Global Markets India Private Limited
Consolidated Bond Certificate	In case of rematerialized Bonds held in physical form, the certificate issued by the Issuer to the Bondholder for the aggregate amount of the Bonds that are rematerialized and held by such Bondholder
Debenture Trust Deed	Trust deed to be entered into between the Debenture Trustee and the Company
Debenture Trustee/ Trustee	Trustees for the Bondholders in this case being IDBI Trusteeship Services Limited
Deemed Date of Allotment	The Deemed Date of Allotment shall be the date as may be determined by the Board of the Company and notified to the Stock Exchanges.
Designated Date	The date on which funds are transferred from the Escrow Account to the Public Issue Account or the Refund Account, as appropriate, subsequent to the execution of documents for the creation of security, following which the Board of Directors shall Allot the Bonds to the successful Applicants
Designated Stock Exchange/ DSE	The designated stock exchange for the Issue, being National Stock Exchange of India Limited
Draft Shelf Prospectus	The draft shelf prospectus dated September 13, 2010 filed by the Company with the Designated Stock Exchange in accordance with the provisions of SEBI Debt Regulations. Subsequently, various tranches of the Shelf Prospectus will be filed with the RoC
Enam	Enam Securities Private Limited
Escrow Account	Account opened with the Escrow Collection Bank(s) and in whose favour the Applicants will issue cheques or drafts in respect of the Application Amount when submitting an Application
Escrow Agreement	Agreement to be entered into by the Company, the Registrar to the Issue, the Lead Managers and the Escrow Collection Bank(s) for collection of the Application Amounts and where applicable, refunds of the amounts collected from the Applicants on the terms and conditions thereof

Term	Description
ICRA	ICRA Limited
Issue	Public issue of the Bonds, for an amount not exceeding Rs. 34,000 million for the financial year 2010-2011
Issue Closing Date	September 30, 2010
Issue Opening Date	October 18, 2010
Issue Period	The period between the Issue Opening Date and the Issue Closing Date inclusive of both days, during which prospective Applicants can submit their Application Forms
Kotak	Kotak Mahindra Capital Company Limited
Lead Managers	Citi, Enam, Kotak and IDFC Capital
Lock-in Period	5 years from the Deemed Date of Allotment
Market Lot	One Bond
Maturity Date	10 years from the Deemed Date of Allotment
Notification	Notification No. 48/2010/F.No.149/84/2010-SO(TPL) dated July 9, 2010 issued by the Central Board of Direct Taxes
Prospectus Tranche 1	This prospectus through which the Bonds are being offered for public subscription for an aggregate amount not exceeding Rs. 34,000 million
Public Issue Account	An account opened with the Banker(s) to the Issue to receive monies from the Escrow Accounts for the Issue on the Designated Date
Record Date	Date falling 15 days prior to the date on which interest is due and payable, the Buyback Date or the Maturity Date
Refund Account	The account opened with the Refund Bank(s), from which refunds, if any, of the whole or part of the Application Amount shall be made
Refund Bank	HDFC Bank Limited
Register of Bondholders	The register of Bondholders maintained by the Issuer in accordance with the provisions of the Companies Act and as more particularly detailed in the section entitled "Terms of the Issue - Register" on page 80
Registrar Agreement	Agreement entered into between the Issuer and the Registrar under the terms of which the Registrar has agreed to act as the Registrar to the Issue
Registrar to the Issue or Registrar	Karvy Computershare Private Limited
Resident Individual	An individual who is a person resident in India as defined in the Foreign Exchange Management Act, 1999
Secured Assets	Certain receivables of the Company arising out of its investments and/or infrastructure loans and/ or current assets, loans and advances, as appearing in the Company's balance sheet from time to time as more particularly described in the section entitled "Terms of the Issue - Security" on page 86
Secured Obligation	The Face Value of the Bonds to be issued upon the terms contained herein together with all interest, costs, charges, fees, remuneration of Debenture Trustee and expenses payable in respect thereof as more particularly described in the section entitled "Terms of the Issue - Security" on page 86
Series 1 Bonds	The 8.0 percent, non-cumulative Bonds
Series 2 Bonds	The 8.0 percent, cumulative Bonds
Series 3 Bonds	The 7.5 percent, non-cumulative Bonds with a buyback
Series 4 Bonds	The 7.5 percent, cumulative Bonds with a buyback
Shelf Prospectus	The shelf prospectus dated September 23, 2010 filed with the Stock Exchanges and with SEBI for the Issue of Bonds in one or more tranches not containing any specific terms or conditions of any tranche to be issued under the Shelf Prospectus.
Stock Exchange(s)	The NSE and the BSE
Trading Lot	One Bond
Tripartite Agreements	Agreements entered into between the Issuer, Registrar and each of the Depositories under the terms of which the Depositories have agreed to act as depositories for the securities issued by the Issuer.
Working Days	All days excluding Saturdays, Sundays or a public holiday in Mumbai or at any other payment centre notified in terms of the Negotiable Instruments Act, 1881

Conventional and General Terms or Abbreviations

Term/Abbreviation	Description/ Full Form
Companies Act	Companies Act, 1956, unless the context requires otherwise
ADB	Asian Development Bank
AGM	Annual General Meeting
AS	Accounting Standards issued by the ICAI
BNL	BNL International Investments SA
BSE	Bombay Stock Exchange Limited
CDCFS	CDC Financial Services (Mauritius) Limited
CDCIH	CDC Investments Holdings Limited
CDSL	Central Depository Services (India) Limited
DB	Deutsche Asia Pacific Holdings Pte Ltd.
Depositories	CDSL and NSDL
Depositories Act	Depositories Act, 1996
DP/ Depository Participant	Depository Participant as defined under the Depositories Act, 1996
DRR	Debenture Redemption Reserve
Debt Listing Agreement	The agreement for listing of Bonds on the Stock Exchanges
Equity Listing Agreement(s)	The equity listing agreement(s) with each of the Stock Exchanges
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999
FII	Foreign Institutional Investor (as defined under the SEBI (Foreign Institutional Investors) Regulations, 1995), registered with the SEBI under applicable laws in India
Financial Year/ Fiscal/ FY	Period of 12 months ended March 31 of that particular year
FOFEA	Swiss Federal Office for Foreign Economic Affairs (Acting on behalf of the Swiss Confederation)
GDP	Gross Domestic Product
GoI or Government	Government of India
HDFC	Housing Development Finance Corporation Limited
HUF	Hindu Undivided Family
ICAI	Institute of Chartered Accountants of India
ICICI	ICICI Bank Limited
IDBI	Industrial Development Bank of India Limited
iDeCK	Infrastructure Development Corporation (Karnataka) Limited
IFC	Infrastructure Finance Company, as defined under applicable RBI guidelines
IFCI	IFCI Limited
IFRS	International Financial Reporting Standards
Income Tax Act / IT Act	Income Tax Act, 1961
India	Republic of India
Indian GAAP	Generally accepted accounting principles followed in India
IT	Information technology
KHL	Kendall Holdings Limited
MCA	Ministry of Corporate Affairs, Government of India
Mn	Million
NBFC	Non Banking Finance Company, as defined under applicable RBI guidelines
NECS	National Electronic Clearing System
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
PPP	Public Private Partnership
RBI	Reserve Bank of India
Rs. or Rupees or Indian Rupees	The lawful currency of India
SBI	State Bank of India
SEBI	Securities and Exchange Board of India
SEBI Act	SEBI Act, 1992

Term/Abbreviation	Description/ Full Form
SEBI Debt Regulations	SEBI (Issue and Listing of Debt Securities) Regulations, 2008
SECO	State Secretariat for Economic Affairs, Switzerland
SLAC	SLAC (Mauritius Holdings) Co. Ltd.
U-Dec	Uttarakhand Infrastructure Development Company Limited
UTI-I	The administrator of the specified undertaking of Unit Trust of India

Technical and Industry Related Terms

Term/Abbreviation	Description/ Full Form
Exposure	Net approvals net of repayments plus defaults of interest, penal interest and liquidated damages, and including funded and non-funded debt and equity
Gross non-performing assets	All assets which are classified as sub-standard assets, doubtful and loss assets as per the RBI guidelines for NBFCs
Net approvals	Gross approvals net of cancellations
Net interest income	Total interest income net of total interest expense and other charges on borrowings
Net non-performing assets	Gross non-performing assets less provision for sub-standard assets, doubtful and loss assets
Net operating income	Operating income as per our Indian GAAP financial statements, less interest expense
Outstanding disbursements	Gross disbursements net of repayments
Yield	Ratio of interest income to the daily average of interest earning assets

PRESENTATION OF FINANCIAL INFORMATION AND OTHER INFORMATION

All references herein to “India” are to the Republic of India and its territories and possessions.

Currency and Unit of Presentation

In this Prospectus - Tranche 1, references to ‘Rs.’, ‘Indian Rupees’ and ‘Rupees’ are to the legal currency of India and references to ‘U.S.\$’ and ‘U.S. dollars’ are to the legal currency of the United States of America.

Financial Data

Unless stated otherwise, the financial data in this Prospectus - Tranche 1 is derived from our audited standalone and consolidated financial statements, prepared in accordance with Indian GAAP and the Companies Act. In this Prospectus - Tranche 1, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All decimals have been rounded off to one decimal point.

The current financial year of the Company commences on April 1 and ends on March 31 of the next year, so all references to particular “financial year”, “fiscal year”, and “Fiscal” or “FY”, unless stated otherwise, are to the 12 months period ended on March 31 of that year.

The degree to which the Indian GAAP financial statements included in this Prospectus - Tranche 1 will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Prospectus - Tranche 1 should accordingly be limited.

INDUSTRY AND MARKET DATA

Information regarding market position, growth rates and other industry data pertaining to our businesses contained in this Prospectus - Tranche 1 consists of estimates based on data reports compiled by government bodies, professional organizations and analysts, data from other external sources and knowledge of the markets in which we compete. Unless stated otherwise, the statistical information included in this Prospectus - Tranche 1 relating to the industry in which we operate has been reproduced from various trade, industry and government publications and websites.

This data is subject to change and cannot be verified with certainty due to limits on the availability and reliability of the raw data and other limitations and uncertainties inherent in any statistical survey. Neither we nor the Lead Managers have independently verified this data and do not make any representation regarding the accuracy of such data. We take responsibility for accurately reproducing such information but accept no further responsibility in respect of such information and data. In many cases, there is no readily available external information (whether from trade or industry associations, government bodies or other organizations) to validate market-related analysis and estimates, so we have relied on internally developed estimates. Similarly, while we believe our internal estimates to be reasonable, such estimates have not been verified by any independent sources and neither we nor the Lead Managers can assure potential investors as to their accuracy.

FORWARD LOOKING STATEMENTS

Certain statements contained in this Prospectus - Tranche 1 that are not statements of historical fact constitute 'forward-looking statements'. Investors can generally identify forward-looking statements by terminology such as 'aim', 'anticipate', 'believe', 'continue', 'could', 'estimate', 'expect', 'intend', 'may', 'objective', 'plan', 'potential', 'project', 'pursue', 'shall', 'should', 'will', 'would', or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All statements regarding our expected financial conditions, results of operations, business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, revenue and profitability, new business and other matters discussed in this Prospectus - Tranche 1 that are not historical facts. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Important factors that could cause actual results to differ materially from our expectations include, among others:

- growth prospects of the Indian infrastructure sector and related policy developments;
- general, political, economic, social and business conditions in Indian and other global markets;
- our ability to successfully implement our strategy, growth and expansion plans;
- competition in the Indian and international markets;
- availability of adequate debt and equity financing at reasonable terms;
- performance of the Indian debt and equity markets;
- changes in laws and regulations applicable to companies in India, including foreign exchange control regulations in India; and
- other factors discussed in this Prospectus - Tranche 1, including under the section entitled "Risk Factors" on page viii.

Additional factors that could cause actual results, performance or achievements to differ materially include, but are not limited to, those discussed under the section entitled "Our Business" on page 34. The forward-looking statements contained in this Prospectus - Tranche 1 are based on the beliefs of management, as well as the assumptions made by, and information currently available to, management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. If any of these risks and uncertainties materialize, or if any of our underlying assumptions prove to be incorrect, our actual results of operations or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

RISK FACTORS

You should carefully consider all the information in this Prospectus - Tranche 1, including the risks and uncertainties described below, and in the sections entitled "Our Business" on page 34 as well as the financial statements contained in this Prospectus - Tranche 1, before making an investment in the Bonds. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not known to us or that we currently believe to be immaterial may also have an adverse effect on our business, results of operations and financial condition. If any of the following or any other risks actually occur, our business, prospects, results of operations and financial condition could be adversely affected and the price of, and the value of your investment in, the Bonds could decline and you may lose all or part of your investment.

The financial and other related implications of risks concerned, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the effect is not quantifiable and hence has not been disclosed in such risk factors. The numbering of risk factors has been done to facilitate the ease of reading and reference, and does not in any manner indicate the importance of one risk factor over another.

You should not invest in this Issue unless you are prepared to accept the risk of losing all or part of your investment, and you should consult your tax, financial and legal advisors about the particular consequences to you of an investment in the Bonds.

Unless otherwise stated, our financial information used in this section is derived from our audited consolidated financial statements under Indian GAAP.

RISKS RELATING TO OUR BUSINESS

1. Infrastructure financing carries certain risks which, to the extent they materialize, could adversely affect our business and result in our loans and investments declining in value.

Our business consists primarily of project finance, principal investments, asset management, financial markets and investment banking and advisory services, principally relating to the infrastructure sector in India. Infrastructure financing is characterized by project-specific risks as well as general risks. These risks are generally beyond our control, and include:

- political, regulatory and legal actions that may adversely affect project viability;
- interruption or disruption in domestic or international financial markets, whether for equity or debt funds;
- changes in our credit ratings;
- changes in government and regulatory policies;
- delays in implementation of government plans and policies;
- delays in obtaining regulatory approvals for, and the construction and operation of, projects;
- adverse changes in market demand or prices for the products or services that the project, when completed, is expected to provide;
- the unwillingness or inability of consumers to pay for infrastructure services;
- shortages of, or adverse price developments for, raw materials and key inputs such as metals, cement, steel, oil and natural gas;
- unavailability of financing at favourable terms, or at all;
- potential defaults under financing arrangements with our lenders and investors;
- potential defaults under financing arrangements with our borrowers or the failure of third parties to perform their contractual obligations;
- emergence of strong or large competitors eligible for benefits that we are not eligible for;
- adverse developments in the overall economic environment in India;
- adverse liquidity, interest rate or currency exchange rate fluctuations or changes in financial or tax regulations; and
- economic, political and social instability or occurrences such as natural disasters, armed conflict and terrorist attacks, particularly where projects are located or in the markets they are intended to serve.

To the extent these or other risks relating to our activities in the infrastructure sector materialize, the quality of our asset portfolio and our business, prospects, results of operations and financial condition could be adversely affected.

2. The private infrastructure development industry in India is still at a relatively early stage of development and is linked to the continued growth of the Indian economy, the sectors on which we focus, and stable and experienced regulatory regimes.

Although infrastructure is a rapidly growing sector in India, we believe that the further development of India's infrastructure is dependent upon the formulation and effective implementation of programs and policies that facilitate and encourage private sector investment in infrastructure. Many of these programs and policies are evolving and their success will depend on whether they are designed to properly address the issues faced and are effectively implemented. Additionally, these programs will need continued support from stable and experienced regulatory regimes that not only stimulate and encourage the continued movement of private capital into infrastructure development, but also lead to increased competition, appropriate allocation of risk, transparency, effective dispute resolution and more efficient and cost-effective services to the end consumer.

The availability of private capital and the continued growth of the infrastructure development industry in India are also linked to continued growth of the Indian economy. Many specific factors within each industry sector may also influence the success of the projects within those sectors, including changes in policies, regulatory frameworks and market structures. Any sudden and adverse change in the policies relating to sectors, in which we intend to invest, may leave us with unutilized capital and interest and debt obligations to fulfil. While there has been progress in sectors such as energy, transportation and telecommunications and information technology, other sectors such as the commercial and industrial infrastructure sector and tourism have not progressed to the same degree. Further, since infrastructure services in India have historically been provided by the central and state governments without charge or at a low charge to consumers, the growth of the infrastructure industry will be affected by consumers' income levels and the extent to which they would be willing to pay or can be induced to pay for infrastructure services. This would depend, to a large extent, on the quality of services provided to consumers. If the quality of infrastructure services provided to consumers, over which we have no control, are not as desired, income from infrastructure services would decline. This would lead to a decrease in demand for infrastructure financing, which in turn could adversely affect our business and operations. If the central and state governments' initiatives and regulations in the infrastructure industry do not proceed in the desired direction, or if there is any downturn in the macroeconomic environment in India or in specific sectors, our business, prospects, results of operations and financial condition could be adversely affected.

3. As part of our growth strategy, we have diversified our business operations to increase the emphasis on fee-based revenue streams such as asset management, financial markets, and investment banking and advisory services. Our diversification led growth initiatives are susceptible to various risks that may limit our growth and diversification.

Our business strategy involves substantial expansion of our current business lines, as well as diversification into new business areas. Our aim is to preserve our market position as an infrastructure lender of choice and to also increase the non-interest and fee-earning aspects of our business. Our growth initiatives carry execution risks, and factors that may limit the success of our growth and diversification include:

- significant demands on our management as well as our financial, accounting and operating resources. As we grow and diversify, we may not be able to implement our business strategies effectively and our new initiatives could divert management resources from areas in which they could be otherwise better utilized;
- our inability to identify suitable projects in the future, particularly for our principal investments, private equity, project equity and infrastructure development businesses.
- our limited experience in these new businesses, which may prevent us from competing effectively with established and new competitors in these areas. We will face significant competition from commercial banks, investment banks, private equity and venture capital firms and established infrastructure developers. As we seek to diversify our business operations, we will face the risk that some of our competitors may be more experienced in or have a deeper understanding of these businesses or have better relationships with potential clients; and
- diversified business operations may make forecasting revenue and operating results difficult, which impairs our ability to manage businesses and shareholders' ability to assess our prospects.

If we are unable to overcome these obstacles and are unsuccessful in executing our diversification and growth strategy, our business, prospects, results of operations and financial condition could be adversely affected.

Further, on June 23, 2010, the RBI classified our Company as an Infrastructure Finance Company, or IFC. In order to maintain such status, we are required to keep a minimum percentage of total assets continuously deployed in infrastructure loans. This may restrain us from diversifying in and developing other business segments.

4. If we are unable to manage our rapid growth effectively, our business, prospects, results of operations and financial condition could be adversely affected.

Our business has grown rapidly since we began operations in 1997. From fiscal 2008 to fiscal 2010, our balance sheet, total income and profit after tax increased at a compounded annual growth rate of 9.5 per cent., 20.3 per cent. and 19.6 per cent., respectively. We intend to continue to grow our business rapidly, which could place significant demands on our operational, credit, financial and other internal risk controls. Our growth may also exert pressure on the adequacy of our capitalization, making management of asset quality increasingly important.

Our asset growth will be primarily funded by the issuance of new debt and occasionally, new equity. We may have difficulty obtaining funding on suitable terms or at all. As we are a systemically important non-deposit accepting NBFC and do not have access to deposits, our liquidity and profitability are dependent on timely and adequate access to capital, including borrowings from banks.

Increase in debt would lead to leveraging the balance sheet, exerting pressure on the financial covenants that we are required to maintain under our various loan agreements. We cannot assure you that we would continue to be in compliance with loan agreements' conditions. Any default under a loan agreement may lead to an adverse impact on our financial condition and results of operations.

The exposure (both lending and investment, including off balance sheet exposures) of a bank to IFCs cannot exceed 15.0 per cent. (the "Specified Exposure Limit") of the bank's capital funds as per such bank's last audited balance sheet. Banks may, however, assume exposures to IFCs up to 20.0 per cent. provided, however, that a bank's exposure in excess of the Specified Exposure Limit is on account of funds on-lent by the IFCs to the infrastructure sector. Banks may also fix internal limits for their aggregate exposure to all NBFCs (including IFCs) put together. Although the Specified Exposure Limit is in excess of the permitted bank exposure levels to NBFCs that are not IFCs, the restrictions applicable to us may impact our ability to obtain adequate funding from Indian banks.

Further, our growth also increases the challenges involved in preserving a uniform culture, values and work environment; and developing and improving our internal administrative infrastructure. Addressing the challenges arising from our growth entails substantial senior level management time and resources and would put significant demands on our management team and other resources. As we grow and diversify, we may not be able to implement, manage or execute our strategy efficiently in a timely manner or at all, which could adversely affect our business, prospects, results of operations, financial condition and reputation.

5. Our growth strategy includes pursuing strategic alliances and acquisitions, which may prove difficult to manage or may not be successful.

Part of our growth strategy includes pursuing strategic acquisitions and alliances. For instance, we have in the last few years acquired capabilities in investment banking, institutional brokerage and public markets asset management through inorganic acquisitions. Although, as of the date hereof, we have not entered into any letter of intent, memorandum of understanding or other contract for any such acquisition or alliance, we continue to seek such strategic acquisitions in future. However, we cannot assure you that we will be able to consummate acquisitions or alliances on terms acceptable to us, or at all. In particular, an acquisition or alliance outside India may be subject to regulatory approvals which may not be received in a timely manner, or at all. In addition, we cannot assure you that the integration of any future acquisitions will be successful or that the expected strategic benefits or synergies of any future acquisitions or alliances will be realized. Acquisitions or alliances may involve a number of special risks, including, but not limited to:

- outflow of capital as consideration of acquisition and temporary unavailability of capital for financing operations;

- adverse short-term effects on our reported operating results;
- higher than anticipated costs in relation to the continuing support and development of acquired companies or businesses;
- inheritance of litigation or claims;
- impact of acquisition financing on our financial position;
- diversion of management's attention;
- requirement of prior lender consent for acquisition;
- difficulties assimilating and integrating the processes, controls, facilities and personnel of the acquired business with our own;
- covenants that may restrict our business, such as non-compete clauses; and
- unanticipated liabilities or contingencies relating to the acquired company or business.

Further, such investments in strategic alliances and acquisitions may be long-term in nature and may not yield returns in the short to medium term.

Thus, our inability in managing alliances and acquisitions may have an adverse impact on business, liquidity and results of operations.

6. Our access to liquidity is susceptible to adverse conditions in the domestic and global financial markets.

Since the second half of 2007, the global credit markets have experienced, and may continue to experience, significant dislocations and liquidity disruptions, which have originated from the liquidity disruptions in the United States and the European credit and sub-prime residential mortgage markets. During fiscal 2009, we had to operate in a liquidity crunch, especially during September, October and November 2008, and had fewer opportunities to finance or provide services to the infrastructure sector, resulting in a considerable slowdown in our business activities during fiscal 2009. These and other related events, such as the collapse of a number of financial institutions, have had and continue to have a significant adverse impact on the availability of credit and the confidence of the financial markets, globally as well as in India. There can be no assurance that we will be able to secure additional financing required by us on adequate terms or at all.

In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilising effects. Furthermore, pre-emptive actions taken by the RBI in response to the market conditions in the second half of fiscal 2009, especially the provision of liquidity support and a reduction in policy rates, may not continue in the future and there can be no assurance that we will be able to access the financial markets for liquidity if needed. In the event that the current difficult conditions in the global credit markets continue or if there are changes in statutory limitations on the amount of liquidity we must maintain or if there is any significant financial disruption, such conditions could have an adverse effect on our business, prospects, results of operations and financial condition.

7. We have significant exposure to certain sectors and to certain borrowers and if certain assets become non-performing, the quality of our asset portfolio may be adversely affected.

As of March 31, 2010, our three largest sector-wise exposures were in the energy, telecommunications and information technology and transportation sectors, which in the aggregate constituted 82.5 per cent. of our total exposure of Rs. 438,424.6 million, followed by the commercial and industrial infrastructure sector, which constituted 8.2 per cent. Additionally, our concentration within these sectors was also significant. Any negative trends or adverse developments in the energy, transportation, telecommunications and information technology and the commercial and industrial infrastructure sectors, particularly those that may affect our large borrowers, could increase the level of non-performing assets in our portfolio and adversely affect our business and financial performance. For the foreseeable future, we expect to continue to have a significant concentration of assets in these sectors and to certain borrowers.

Further, as of March 31, 2010, our ten largest single borrowers in the aggregate accounted for 26.5 per cent. of our total exposure and our ten largest borrower groups in the aggregate accounted for 43.3 per cent. of our total exposure. Credit losses on our significant single borrower and group exposures could adversely affect our business and financial performance and the price of our Bonds.

In addition, at present a majority of our income is in the form of interest income received from our borrowers. Any default by our large borrowers may have an adverse impact on our liquidity position and results of operations.

8. As a consequence of our being regulated as an NBFC and an IFC, we will have to adhere to certain individual and borrower group exposure limits under RBI regulations.

In addition to being a public financial institution under the Companies Act, since August 2006 our Company has been regulated by the RBI as an NBFC and as a systemically important non-deposit accepting NBFC pursuant to a notification dated December 13, 2006. In terms of the Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007, as amended (the “Prudential Norms Regulations”) our Company was required to change the manner of calculating its exposure limits. In the past, our Company had exceeded the exposure limits for individual and borrower groups in certain cases and a letter to ensure compliance with the exposure norms was issued to our Company by the RBI.

Further, on June 23, 2010, our Company has been classified as an IFC by the RBI, which classification is subject to certain conditions including 75.0 per cent. of the total assets of such NBFC being deployed in infrastructure loans (as defined under the Prudential Norms Regulations), net owned funds of Rs. 3,000.0 million or more, a minimum credit rating of “A” or an equivalent credit rating of CRISIL, FITCH, CARE or ICRA or any other accrediting rating agency and a capital to risk-weighted asset ratio of 15.0 per cent. As an IFC, our single borrower limit for infrastructure lending is 25.0 per cent. compared to 20.0 per cent. for an NBFC that is not an IFC, and our single group limit for infrastructure lending is 40.0 per cent. compared to 35.0 per cent. for an NBFC that is not an IFC. Our Company’s inability to continue being classified as an IFC may impact our growth and expansion plans by affecting our competitiveness in relation to our Company’s competitors.

In the event that our Company is unable to comply with the exposure norms within the specified time limit, or at all, we may be subject to regulatory actions by the RBI including the levy of fines or penalties and/or the cancellation of our registration as an NBFC or IFC. Our Company cannot assure you that it may not breach the exposure norms in the future. Any levy of fines or penalties or the cancellation of our registration as an NBFC or IFC by the RBI due to the breach of exposure norms may adversely affect our business, prospects, results of operations and financial condition.

At present, certain of our business and expansion plans are contingent upon our IFC status, and could be affected in the event we are unable to maintain IFC status. Further, as an IFC, we will have to constantly monitor our Company’s compliance with the necessary conditions, which may hinder our future plans to diversify into new business lines.

Pursuant to current regulations on prudential norms issued by the RBI, our Company is required to comply with other norms such as capital adequacy, credit concentration and disclosure norms along with reporting requirements. We cannot assure you that we will be able to continue to comply with such norms, and non-compliance, if any, may subject us to regulatory action.

9. We are affected by volatility in interest rates for both our lending and treasury operations, which could cause our net interest income to decline and adversely affect our return on assets and profitability.

Our business is dependent on interest income from our infrastructure loans. Accordingly, we are affected by volatility in interest rates in our lending operations. Being a non-deposit accepting NBFC, our Company is exposed to greater interest rate risk compared to banks or deposit accepting NBFCs. Interest rates are highly sensitive to many factors beyond our control, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions and other factors. Due to these factors, interest rates in India have historically experienced a relatively high degree of volatility.

If interest rates rise we may have greater difficulty in maintaining a low effective cost of funds compared to our competitors which may have access to low-cost deposit funds. Further, in case our borrowings are linked to market rates, we may have to pay interest at a higher rate as compared to other lenders. Fluctuations in interest rates may also adversely affect our treasury operations. In a rising interest rate environment, especially if the rise were sudden or sharp, we could be adversely affected by the decline in the market value of our securities portfolio and other fixed income securities. In addition, the value of any interest rate hedging instruments we

may enter into in the future would be affected by changes in interest rates.

When interest rates decline, we are subject to greater repricing and prepayment risks as borrowers take advantage of the attractive interest rate environment. When assets are repriced, our spread on our loans, which is the difference between our average yield on loans and our average cost of funds, could be affected. During periods of low interest rates and high competition among lenders, borrowers may seek to reduce their borrowing cost by asking lenders to reprice loans. If we reprice loans, our results may be adversely affected in the period in which the repricing occurs. If borrowers prepay loans, the return on our capital may be impaired as any prepayment premium we receive may not fully compensate us for the redeployment of such funds elsewhere.

Further, the majority of the loans provided by us are long-term in nature and may not have escalation clauses and may be on a fixed rate basis. Any increase in interest rates over the duration of such loans may result in us losing interest income. Our inability to effectively and efficiently manage interest rate variations may adversely affect our result of operations and profitability.

10. We cannot assure you that we will be able to adequately manage our interest rate risk in the future, and our inability to do so may have an adverse effect on our net interest income. We could face asset-liability mismatches, which could affect our liquidity position.

Our asset-liability management policy categorizes all interest rate sensitive assets and liabilities into various time period categories according to contracted residual maturities or anticipated repricing dates, as may be relevant in each case. The difference between the value of assets and liabilities maturing, or being repriced, in any time period category provides the measure to which we are exposed to the risk of potential changes in the margins on new or repriced assets and liabilities. Despite the existence of such measures, our liquidity position could be adversely affected by the development of an asset-liability mismatch, which could have an adverse effect on our business, prospects, results of operations, financial condition and asset quality.

11. The infrastructure financing industry is becoming increasingly competitive and our growth will depend on our ability to compete effectively.

Competition in our industry depends on, among other things, the ongoing evolution of Government policies relating to the industry, the entry of new participants into the industry and the extent to which there is consolidation among banks, financial institutions and NBFCs in India.

Our primary competitors are public sector banks, private banks (including foreign banks), financial institutions and other NBFCs. Many of our competitors may have larger resources or balance sheet sizes than us. Additionally, since our Company is a non-deposit accepting NBFC, we may have restricted access to capital in comparison to banks. Our ability to compete effectively is dependent on our ability to maintain a low effective cost of funds. With the growth of our business, we are increasingly reliant on funding from the debt markets and commercial borrowings. The market for such funds is competitive and our ability to obtain funds on acceptable terms or at all will depend on various factors including our ability to maintain our credit ratings. If we are unable to access funds at an effective cost that is comparable to or lower than our competitors, we may not be able to offer competitive interest rates for our infrastructure loans. This is a significant challenge for us, as there are limits to the extent to which higher costs of funds can be passed on to borrowers, thus potentially affecting our net interest income.

We also face significant competition in the public markets asset management, investment banking and institutional brokerage and infrastructure development businesses which we have acquired or established over the last few years. Our competitors in these businesses may be substantially larger and may have considerably greater financing resources than those available to us. Also, some of our competitors may have greater technical, marketing and other resources and greater experience in these businesses. Such competitors also compete with us for management and other human resources and operational resources and capital.

12. We make equity investments, which can be volatile and may not be recovered.

As of March 31, 2010, the book value of our quoted equity investments accounted for 0.9 per cent. of our total assets. The value of these investments depends on the success of the operations and management and continued viability of the investee entities. We may have limited control over the operations or management of these entities and some of these investments are unlisted, offering limited exit options. Therefore, our ability to realize expected gains as a result of our equity investments is highly dependent on factors outside of our control. Write-

offs or write-downs in respect of our equity portfolio could adversely affect our business, prospects, results of operations, financial condition and asset quality.

13. If the level of non-performing assets in our portfolio were to increase, our business will be adversely affected.

As of March 31, 2010, our gross and net non-performing loans were Rs. 797.3 million and Rs. 428.6 million, respectively. These represent 0.3 per cent. and 0.2 per cent. of our total loan assets, respectively. Our provision for contingencies of 1.8 percent of total assets as of March 31, 2010 may not be indicative of the expected quality of our asset portfolio if risks affecting a significant portion of our exposure were to materialize or general economic conditions deteriorate.

We expect the size of our asset portfolio to continue to increase in the future, and we may have additional non-performing assets on account of these new loans and sectoral exposures. If we are not able to prevent increases in our level of non-performing assets, our business, prospects, results of operations, financial condition and asset quality could be adversely affected.

14. Failure to recover the expected value of collateral when borrowers default on their obligations to us may adversely affect our financial performance.

As of March 31, 2010, most of our loans were secured by project assets. For debt provided on a senior basis (comprising 98.6 per cent. of the value of our outstanding disbursements), we generally have a first ranking charge on the project assets. For loans provided on a subordinated basis, we generally have a second ranking charge on the project assets. Although we seek to maintain a collateral value to loan ratio of at least 100.0 percent for our secured loans, an economic downturn or the other project risks described in this section could result in a fall in collateral values. Moreover, foreclosure of such collateral may require court or tribunal intervention that may involve protracted proceedings and the process of enforcing security interests against collateral can be difficult. Additionally, the realizable value of our collateral in liquidation may be lower than its book value. Further, a significant portion of our outstanding disbursements were made on a non-recourse or limited recourse basis. With respect to disbursements made on a non-recourse basis, only the related project assets are available to repay the loan in the event the borrowers are unable to meet their obligations under the loan agreements. With respect to disbursements made on a limited recourse basis, project sponsors generally give undertakings for funding shortfalls and cost overruns.

We cannot guarantee that we will be able to realize the full value of our collateral, due to, among other things, defects in the perfection of collateral, delays on our part in taking immediate action in bankruptcy foreclosure proceedings, stock market downturns, claims of other lenders, legal or judicial restraint and fraudulent transfers by borrowers. In the event a specialized regulatory agency gains jurisdiction over the borrower, creditor actions can be further delayed.

In addition, to put in place an institutional mechanism for the timely and transparent restructuring of corporate debt, the RBI has devised a corporate debt restructuring system. The applicable RBI guidelines envisage that for debt amounts of Rs. 100.0 million and above, where recovery suits have been filed by the creditors, lenders constituting at least 60.0 per cent. of the total number of lenders and holding more than 75.0 per cent. of such debt can decide to restructure the debt and such a decision would be binding on the remaining lenders. In situations where other lenders constitute 60.0 percent of the total number of lenders and own more than 75.0 per cent. of the debt of a borrower, we could be required by the other lenders to agree to restructure the debt, regardless of our preferred method of settlement. Any failure to recover the expected value of collateral security could expose us to a potential loss. Apart from the RBI guidelines, we may be a part of a syndicate of lenders the majority of whom elect to pursue a different course of action than we would have chosen. Any such unexpected loss could adversely affect our business, prospects, results of operations and financial condition.

15. As an infrastructure lending institution, we have received certain tax benefits in the past as a result of the type of lending operations we conduct. These benefits are gradually being made unavailable, which could adversely affect our profits.

We, as well as infrastructure projects that we finance, have benefited from certain tax regulations and incentives that accord favourable treatment to infrastructure-related activities. As a consequence, our operations have been subject to relatively low tax liabilities. In fiscal 2008, 2009 and 2010, our effective tax rates (net of deferred tax) were 24.8 per cent., 26.9 per cent. and 25.7 per cent., respectively, compared to the marginal rate of tax of

33.99 per cent. in each of these three fiscal years, including applicable surcharges and cess that would have been applicable to us if these benefits were not made available to us. We cannot assure you that we would continue to be eligible for such lower tax rates or any other benefits. In addition, it is likely that the Direct Tax Code, once introduced, could significantly alter the taxation regime, including incentives and benefits, applicable to us or other infrastructure development activities. If the laws or regulations regarding the tax benefits applicable to us or the infrastructure sector as a whole were to change, our taxable income and tax liability may increase, which would adversely affect our financial results. Additionally, if such tax benefits were not available, infrastructure projects could be considered less attractive which could negatively affect the sector and be detrimental to our business, prospects, results of operations and financial condition.

16. Our income and profit from our public markets asset management and project equity business is largely dependent on the value and composition of assets under management, which may decline because of factors outside our control.

Our income and profit from our public markets asset management and project equity business is dependent on the total value and composition of assets under our management (“AUM”), as our management fees are usually calculated as a percentage of the AUM. Any decrease in the value or composition of AUM will cause a decline in our income and profit. The AUM may decline or fluctuate for various reasons, many of which are outside our control.

Factors that could cause the AUM and income to decline include the following:

- Declines in the Indian equity markets: The AUM for our equity funds, and, to a lesser extent, our balanced/hybrid funds are concentrated in the Indian equity markets. As such, declines in the equity markets or the market segments in which our investment portfolios are concentrated will cause AUM to decline. The equity markets in India are volatile, which contributes and will continue to contribute to fluctuations in our AUM.
- Changes in interest rates and defaults: Many of our funds invest in fixed income securities, including short-term money market instruments. The value of fixed income securities may decline as a result of changes in interest rates, an issuer's actual or perceived creditworthiness or an issuer's ability to meet its obligations.
- Redemptions and withdrawals: Clients, in response to market conditions, inconsistent or poor investment performance, the pursuit of other investment opportunities, or any other factors, may reduce their investments in our funds or potential clients may avoid the market segments in which our funds are concentrated. In a declining market, the price of redemptions may accelerate rapidly. Most of our equity and balanced/hybrid funds are open-ended funds, such that clients can redeem their units any time. Some of our income and liquid closed-ended funds have a short duration, so after the life of the fund, clients may choose not to reinvest in our funds and seek alternative forms of savings.

If any of our funds face a lack of liquidity, although we have no legal obligation to do so, in order to protect the IDFC brand name, we may need to provide monies to such funds.

Further, as compared to our other businesses, the public markets asset management involves direct interaction with retail customers who are sensitive to our brand image. Retail customers may, in response to any negative perception of our brand image, reduce their investments in our funds or avoid the market segments in which our funds are concentrated or choose not to reinvest in our funds and seek alternative forms of savings, all of which could adversely affect our business, prospects, results of operations, financial condition and reputation.

The rates for management fees differ depending on the type of fund and product. For example, fee levels for equity and balanced/hybrid funds are generally higher than the fee levels for income and liquid funds. Fee levels for debt funds vary significantly depending on market conditions and the type of fund. Accordingly, the composition of AUM also substantially affects the level of our income.

Further, regulatory intervention on the entry and exit loads and the fees chargeable under different schemes, have been considerable in the recent past. We cannot assure you that such actions would not continue in future. Any such actions may limit our income, increase expenses and may have a material adverse effect on our profitability and results of operations.

The amount of expenses funds can charge is also usually based on a percentage of AUM. Any expense incurred by us in excess of the pre-determined percentage that can be charged to the funds would be met by the AMC.

Accordingly, the value of AUM also can affect the level of our operating expenses. In addition, excluding any distribution costs, most of our costs do not vary directly with AUM or income. As a result, our operating margins may fluctuate by a higher percentage than changes in income.

17. Our investment funds business is subject to a number of risks and uncertainties.

Our subsidiary IDFC Private Equity Company Limited is the investment manager for three funds and manages a corpus of Rs. 59,918.0 million. For more details of these funds, please see the section entitled “Business - Alternative Asset Management” on page 44.

Existing and potential investors in our funds continually assess our investment funds’ performance, and our ability to raise capital for future investment funds will depend on our investment funds’ continued satisfactory performance. Fiscal 2010 witnessed low levels of activity in the performance of our investment funds. If any of our investment funds were to perform poorly, the value of our assets under management would decrease. This would also result in a reduction in our management and incentive fees and carried interest. Moreover, we could experience losses on our investments as principal as a result of poor investment performance by our investment funds. This could adversely affect our ability to expand our funds business, which is one of the key elements of our strategy.

Further, any adverse regulatory action in relation to the investment fund business or the sector in which we have investments may have an adverse impact on our business and results of operations. Thus, if we are unable to manage foreseeable and unforeseen risks and uncertainties in our investment management, it could affect our overall profitability and performance.

18. If the investment strategy for any of our funds goes out of favour with our clients, our income and profit may be materially adversely affected.

Our investment strategy in relation to any of our funds could go out of favour with our clients for a number of reasons, such as our inability to formulate an appropriate investment strategy, incorrect presumption about risks and benefits, underperformance relative to market indices, competition or other factors. If our investment strategies were to go out of favour with our clients, it could cause our clients to reduce the assets that we manage for them. Our inability to formulate new investment strategies or offer new products promptly if market conditions change or new opportunities arise also may adversely affect the growth of our AUM. A decrease in our AUM may have a material adverse effect on our business, prospects, results of operations and financial condition.

19. We have a limited history with respect to acting as an infrastructure developer and we are subject to all of the business risks and uncertainties associated with commencing a new business in general, and with infrastructure development in particular.

We established IDFC Projects Limited in 2007, to act as an infrastructure developer. However, we have very limited experience in developing infrastructure projects and, as of the date of this Prospectus - Tranche 1, we have a majority interest in a company which is setting up a 1,050 MW coal-fired power plant in Chhattisgarh. Our success as an infrastructure developer will depend, among other things, on our ability to attract and retain talented and experienced personnel and to build relationships with partners and co-developers. We may not have control over joint ventures incorporated for undertaking infrastructure projects. Additionally, we are subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that we will not achieve our objectives within the estimated time period, or at all. Any inability to effectively develop or operate the projects, which we are developing or expect to develop, could adversely affect our business, prospects, results of operations and financial condition.

20. Any infrastructure projects we develop will require significant capital expenditure for which we will require additional capital. If we are unable to obtain the necessary funds on acceptable terms, our growth plans could be adversely affected.

Our funding requirements for infrastructure projects that we seek to develop through IDFC Projects Limited are likely to be substantial, and our ability to finance these plans are subject to a number of risks, contingencies and other factors, some of which are beyond our control, including availability of liquidity, general economic and capital markets conditions and our ability to obtain financing on acceptable terms, in a timely manner, or at all. Furthermore, adverse developments in the Indian credit markets or a reduced perception in the credit markets of

our creditworthiness could increase our debt service costs and the overall cost of our funds. Additionally, due to the number of large scale infrastructure projects currently under development in India and increased lending by banks and financial institutions to such projects, we may not be able to receive adequate debt funding on commercially reasonable terms. We cannot assure you that debt or equity financing or our internal accruals will be available or sufficient to meet our capital expenditure requirements.

Our ability to obtain the required capital on acceptable terms is subject to a variety of uncertainties, including:

- limitations on our ability to incur additional debt, including as a consequence of regulatory and contractual restrictions and prospective lenders' evaluations of our creditworthiness and pursuant to restrictions on incurrence of debt in our existing and anticipated credit facilities;
- limitations on our ability to raise capital in the capital markets and conditions of the Indian, U.S. and other capital markets in which we may seek to raise funds; and
- our future results of operations, financial condition and cash flows.

Any inability to raise sufficient capital, or any delays in raising capital, to fund our infrastructure projects could adversely affect our business, prospects, results of operations and financial condition.

21. Material changes in the regulations that govern us could adversely affect our business and competitiveness.

We are subject to the Companies Act and are subject to detailed supervision and regulation by the RBI and by the SEBI for certain of our activities. In addition, we are subject generally to changes in Indian law, as well as to changes in regulation and government policies and accounting principles. We also receive certain benefits from being notified as a public financial institution under the Companies Act and by virtue of operating in the infrastructure sector. Any amendments or other changes to the regulations governing us may require us to restructure our activities and/or incur additional expenses in complying with such laws and regulations and could materially and adversely affect our business, financial condition and results of operations.

Further, our Company has recently been classified as an IFC, which entitles our Company to certain benefits, such as relaxed exposure norms, access to external commercial borrowings under the automatic route up to a certain percentage and increased access to lending by banks. However, classification as an IFC is also subject to certain conditions including 75.0 per cent. of the total assets of such NBFC being deployed in infrastructure loans (as defined under the Prudential Norms Regulations), net owned funds of Rs. 3,000.0 million or more, minimum credit rating of "A" or an equivalent credit rating of CRISIL, FITCH, CARE or ICRA or any other accrediting rating agency and CRAR of 15.0 per cent. Our Company's inability to continue being classified as an IFC may impact our growth and expansion plans by affecting our competitiveness.

22. We are subject to credit, market and liquidity risks, and if any such risks were to materialize, our credit ratings and our cost of funds could be adversely affected.

To the extent any of the instruments and strategies we use to hedge or otherwise manage our exposure to market or credit risks are not effective, we may not be able to mitigate effectively our risk exposures in particular market environments or against particular types of risks.

Our trading revenues and interest rate risk are dependent upon our ability to properly identify, and mark to market, changes in the value of financial instruments caused by changes in market prices or rates. Our earnings are dependent upon the effectiveness of our management of migrations in credit quality and risk concentrations, the accuracy of our valuation models and our critical accounting estimates and the adequacy of our allowances for loan losses. To the extent our assessments, assumptions or estimates prove inaccurate or are not predictive of actual results, we could incur higher than anticipated losses.

The successful management of credit, market and operational risk is an important consideration in managing our liquidity risk because it affects the evaluation of our credit ratings by rating agencies. Rating agencies may reduce or indicate their intention to reduce the ratings at any time. For example, one of the rating agencies had downgraded our debt grading from AAA to AA+ in July, 2009 and there can be no assurance that we may not experience such downgrade in the future. The rating agencies can also decide to withdraw their ratings altogether, which may have the same effect as a reduction in our ratings. Any reduction in our ratings (or withdrawal of ratings) may increase our borrowing costs, limit our access to capital markets and adversely affect our ability to sell or market our products, engage in business transactions, particularly longer-term and

derivatives transactions, or retain our customers. This, in turn, could reduce our liquidity and negatively impact our operating results and financial condition.

In addition, as an IFC, banks' exposures to us are risk-weighted in accordance with the ratings assigned to the Company by the rating agencies registered with the SEBI and accredited by the RBI. Our classification as an IFC is dependent upon the credit rating we obtain and maintain.

Although we believe that we have adequate risk management policies and procedures in place, we may still be exposed to unidentified or unanticipated risks, which could lead to material losses.

23. Our consolidated contingent liabilities not provided for could adversely affect our financial condition.

As of March 31, 2010, we had consolidated contingent liabilities not provided for of Rs. 11,161.2 million, including Rs. 6,896.6 million of capital commitments and Rs. 2,801.2 million of financial guarantees. We also had Rs. 723.7 million of contingent liabilities on account of income tax disputes. If these contingent liabilities fully materialize, our financial condition could be adversely affected. For further details of our contingent liabilities, please see the section entitled "Financial Statements" beginning on page F-1.

24. Our success is dependent upon our management team and skilled personnel and our ability to attract and retain such persons.

Our future performance will be affected by the continued service of our management team and our ability to attract and retain skilled personnel. We also face a continuing challenge to recruit and retain a sufficient number of suitably skilled personnel, particularly as we utilize the experienced understanding of our management of risks and opportunities associated with our business, and continue to grow and broaden our business activities. Our diversification strategy with its emphasis on principal investments, loan syndication, institutional brokerage, asset management and investment banking, and corporate and advisory services, requires highly qualified and skilled personnel. There is significant competition in India for such personnel, and it may be difficult to attract, adequately compensate and retain the personnel we need in the future. For example, Luis Miranda will become the non-executive chairman of IDFC Private Equity by November 1, 2010. Until then, he will continue in his current role as president and chief executive officer of IDFC Private Equity. We will initiate steps to find a suitable person to assume the role of chief executive officer for IDFC Private Equity. We do not maintain a "key man" insurance policy. Inability to attract and retain appropriate managerial personnel, or the loss of key personnel could adversely affect our business, prospects, results of operations and financial condition.

25. Foreign currency lending or borrowing will expose us to fluctuations in foreign exchange rates.

We are affected by adverse movements in foreign exchange rates to the extent they affect our borrowers negatively, which may in turn adversely affect the quality of our exposure to these borrowers. As of March 31, 2010, we had foreign currency borrowings of U.S. \$ 488.3 million. While we currently seek to hedge foreign currency exposures, as our business grows and we seek greater amounts of foreign currency funds (for example, as an IFC, we have greater access to external commercial borrowings), we could be exposed to a greater extent to fluctuations in foreign currency rates. Volatility in foreign exchange rates could adversely affect our business, prospects, results of operations and financial condition.

26. We are involved in certain legal proceedings that, if determined against us, could adversely impact our business and financial condition.

We are subject to certain significant legal proceedings that could adversely impact our business and financial condition. These include:

- We are involved in a number of disputes pending with the Income Tax Department with respect to income tax assessments for the assessment years 1997-1998, 1999-2000, 2000-2001, 2001-2002, 2002-2003, 2003-2004, 2004-2005, 2005-2006, 2006-2007, 2007-2008 and 2008-2009. The aggregate income tax liability in dispute is Rs. 723.7 million.
- In fiscal 2004, we sanctioned and disbursed a loan of Rs. 300 million to Data Access (India) Limited ("DAIL") for use in connection with its Internet service provider business. As a result of a promoter dispute and a winding up petition filed by one of DAIL's promoters, the High Court of Delhi on

November 18, 2005 awarded a winding up order against DAIL and appointed an official liquidator (the "Official Liquidator") to take charge of DAIL's assets. As security against the loan, we hold a number of shares in DAIL. However, a group of new investors filed a suit against us seeking to prevent us from selling DAIL's shares held by the Company, and the Madras High Court subsequently passed a temporary order preventing us from disposing of our shareholding in DAIL.

On August 26, 2005, the Company filed a recovery petition in the Debt Recovery Tribunal, New Delhi against the guarantors under the loan to DAIL, namely Siddharth Ray and SPA Enterprises Limited for recovery of an amount aggregating to Rs. 314.10 million. In November 2008, the aforesaid guarantors filed application for stay of proceedings before the Debt Recovery Tribunal which has been dismissed. The matter is pending.

In February 2008, the Company filed an application against DAIL and Canara Bank for recovery of Rs. 465.40 million in the Debt Recovery Tribunal, New Delhi. The Company prayed for issuing of a certificate of recovery in its favour by the Debt Recovery Tribunal. Canara Bank has filed its written statement alleging that the Company does not have first charge over the book debts and receivables of DAIL. The Company filed its rejoinder to the written statement in November 2009. The matter is pending.

- Following Vodafone International Holdings BV's ("Vodafone") agreement with Hutchison Telecommunications International Limited ("HTIL") for the acquisition of a controlling stake in Hutchison Essar Limited ("HEL"), an organization called the Telecom Watchdog filed a civil writ petition before the High Court of Delhi alleging breach of the 74% sectoral cap for foreign direct investment by Vodafone in HEL. The Government, along with 21 other entities, including our Company was made respondents under this writ petition. The petitioner has alleged that SMMS Investments Private Limited (which was held 49% by the Company, 49% by IDFC and 2% by SSKI Corporate Finance Limited) holds its 54.21% investment in Omega Telecom Holdings Private Limited (which in turn held 5.11% equity interest in HEL) as a nominee of HTIL. On May 7, 2007, the Ministry of Finance, Government approved the acquisition of a controlling stake in HEL by Vodafone. However on May 10, 2007 Telecom Watchdog filed an application before the High Court of Delhi for the revival of the civil writ petition. The High Court of Delhi issued revival notice and granted liberty to Telecom Watchdog to amend the writ petition. Telecom Watchdog filed writ petition involving Vodafone also as a party. The matter is pending.

Further, in the past, IDFC Capital Limited and IDFC Securities Limited have received show-cause notices from the SEBI and income tax authorities. Pursuant to a letter dated October 29, 2009, the RBI has stated that the erstwhile SSKI Corporate Finance Private Limited (now IDFC Capital Limited) has been in contravention of certain regulations under FEMA. Pursuant to a letter dated February 9, 2010, IDFC Capital Limited has submitted an application for compounding which was heard on June 25, 2010.

For further details, please see the section entitled "Outstanding Litigations and Default" on page 71.

27. We have debt agreements which contain restrictive covenants, placing limitations on us.

Some debt agreements entered into by the Company contain restrictive covenants including certain restrictions relating to the diversification of our business. These restrictions may impede the growth of our business. We have recently secured our outstanding borrowings by a floating charge over our receivables. Any inability to comply with the provisions of our debt agreements and any consequent action taken by our lenders, including an enforcement of the security, may adversely affect our business, prospects, results of operations and financial condition.

28. Our transition to IFRS reporting could have a material adverse effect on our reported results of operations or financial condition.

Public companies in India, including us, may be required to prepare annual and interim financial statements under IFRS in accordance with the roadmap for the adoption of, and convergence with, IFRS announced by the Ministry of Corporate Affairs, Government, through the press note dated January 22, 2010 (the "Press Release") and the clarification thereto dated May 4, 2010 (together with the Press Release, the "IFRS Convergence Note"). Pursuant to the IFRS Convergence Note, NBFCs which are part of the Nifty 50 or Sensex 30 or have a net worth in excess of Rs. 10,000.0 million as per the audited balance sheet as at March 31, 2011, or the first balance sheet

for accounting periods which ends after that date, are required to convert their opening balance sheet as at April 1, 2013 in compliance with the notified accounting standards to be converged with IFRS. We have not yet determined with any degree of certainty what impact the adoption of IFRS will have on our financial reporting.

Our financial condition, results of operations, cash flows or changes in shareholders' equity may appear materially different under IFRS than under Indian GAAP or our adoption of IFRS may adversely affect our reported results of operations or financial condition. For example, IFRS may not permit us to recognise revenues on a percentage of completion method and accordingly we may be required to restate our historical financial information and commence recognising revenues only when construction is completed and a unit is sold. This may have a material adverse effect on the amount of income recognised during that period and in the corresponding (restated) period in the comparative fiscal year/period.

In addition, in our transition to IFRS reporting, we may encounter difficulties in the ongoing process of implementing and enhancing our management information systems. Moreover, our transition may be hampered by increasing competition and increased costs for the relatively small number of IFRS-experienced accounting personnel available as more Indian companies begin to prepare IFRS financial statements.

RISKS RELATING TO THE INDIAN ECONOMY

29. A slowdown in economic growth in India could cause our business to be adversely affected.

We and most of our subsidiaries are incorporated in India, and substantially all of our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. Any slowdown in economic growth in India could adversely affect us, including our ability to grow our asset portfolio, the quality of our assets, and our ability to implement our strategy.

In recent years, India has been one of the fastest growing major economies in the world, recording a GDP growth rate at factor cost of 9.0 per cent. or higher in each of fiscal 2006, 2007 and 2008. Macroeconomic conditions resulted in GDP growth rates at factor cost declining to 6.7 per cent. in fiscal 2009 and 6.1 per cent. in the first quarter of fiscal 2010. The Central Statistics Office's (Ministry of Statistics and Programme Implementation) estimates suggest that the GDP growth rate at factor cost in fiscal 2010 will have been approximately 7.4 per cent. The current uncertain economic situation, in India and globally, could result in a further slowdown in economic growth, investment and consumption. A further slowdown in the rate of growth in the Indian economy could result in lower demand for credit and other financial products and services and higher defaults. Any slowdown in the growth or negative growth of sectors where we have a relatively higher exposure could adversely impact our performance. Any such slowdown could adversely affect our business, prospects, results of operations and financial condition.

30. Increased volatility or inflation of commodity prices in India could adversely affect the Company's business.

In recent months, consumer and wholesale prices in India have exhibited marked inflationary trends, with particular increases in the prices of food, metals and crude oil. Inflation measured by the Wholesale Price Index increased from 1.31% at March 31, 2009 to 11.04% at March 31, 2010. Any increased volatility or rate of inflation of global commodity prices, in particular oil and steel prices, could adversely affect the Company's borrowers and contractual counterparties. This may lead to slowdown in the growth of the infrastructure and related sectors could adversely impact the Company's business, financial condition and results of operations.

31. Significant shortages in the supply of crude oil or natural gas, and other raw materials, could adversely affect the Indian economy and the infrastructure sector, which could adversely affect us.

In fiscal 2009, India imported approximately 128.2 million tonnes of crude oil. Crude oil prices are volatile and prices have risen in recent years due to a number of factors such as the level of global production and demand and political factors such as war and other conflicts, particularly in the Middle East. In June 2010, the Government eliminated subsidies on petroleum products, which will significantly increase the price of gasoline, diesel and kerosene. Any significant increase in oil prices could adversely affect the Indian economy, including the infrastructure sector, and the Indian banking and financial system. Prices of other key raw materials, for example steel, coal and cement, have also risen in recent years and if the prices of such raw materials approach

levels that project developers deem unviable, this will result in a slowdown in the infrastructure sector and thereby reduce our business opportunities, our financial performance and our ability to implement our strategy. In addition, natural gas is a significant input for infrastructure projects, particularly those in the energy sector. India has experienced delays in the availability of natural gas which has caused difficulties in these projects. Continued difficulties in obtaining reliable, timely supply of natural gas could adversely affect some of the projects we finance and could impact the quality of our asset portfolio and our business, prospects, results of operations and financial condition.

32. Financial instability in other countries could disrupt our business.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the economy as a whole, in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause volatility in Indian financial markets and indirectly, in the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India.

In the event that the current difficult conditions in the global credit markets continue or if the recovery is slower than expected or if there any significant financial disruption, this could have an adverse effect on our cost of funding, loan portfolio, business, prospects, results of operations and financial condition.

33. Political instability or changes in the Government could adversely affect economic conditions in India and consequently, our business.

The Government has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Since 1991, successive governments have pursued policies of economic and financial sector liberalisation and deregulation and encouraged infrastructure projects. The new Government, which came to power in May 2009, is headed by the Indian National Congress and is a coalition of several political parties. Although the previous Governments had announced policies and taken initiatives that supported the economic liberalisation programme pursued by previous governments, the policies of the subsequent Governments may change the rate of economic liberalisation.

A significant change in the Government's policies in the future, particularly in respect of the banking and finance industry and the infrastructure sector, could affect business and economic conditions in India. This could also adversely affect our business, prospects, results of operations and financial condition.

34. If regional hostilities, terrorist attacks or social unrest in India increases, our business could be adversely affected.

India has from time to time experienced social and civil unrest and hostilities within itself and with neighbouring countries. India has also experienced terrorist attacks in some parts of the country. In November 2008, several coordinated terrorist attacks occurred across Mumbai, India's financial capital, which resulted in the loss of life, property and business. These hostilities and tensions and/or the occurrence of similar terrorist attacks have the potential to cause political or economic instability in India and adversely affect our business and future financial performance. Further, India has also experienced social unrest in some parts of the country. If such tensions occur in other parts of the country, leading to overall political and economic instability, it could have an adverse effect on our business, prospects, results of operations and financial condition.

35. Natural calamities could have a negative impact on the Indian economy and could cause our business to be adversely affected.

India has experienced natural calamities such as earthquakes, floods and drought in the recent past. The extent and severity of these natural disasters determine their impact on the Indian economy. In previous years, many parts of India received significantly less than normal rainfall. As a result, the agricultural sector recorded minimal growth. Prolonged spells of below normal rainfall in the country or other natural calamities could have a negative impact on the Indian economy, thereby affecting our business.

36. Difficulties faced by other banks, financial institutions or NBFCs or the Indian financial sector generally could cause our business to be adversely affected.

We are exposed to the risks of the Indian financial sector which in turn may be affected by financial difficulties and other problems faced by Indian financial institutions. Certain Indian financial institutions have experienced difficulties during recent years particularly in managing risks associated with their portfolios and matching the duration of their assets and liabilities, and some co-operative banks have also faced serious financial and liquidity crises. Any major difficulty or instability experienced by the Indian financial sector could create adverse market perception, which in turn could adversely affect our business, prospects, results of operations and financial condition.

RISKS RELATING TO THE BONDS

37. The Bonds are classified as “Long Term Infrastructure Bonds” and eligible for tax benefits under Section 80CCF of the Income Tax Act up to an amount of Rs. 20,000 per annum. In the event that your investment in the Bonds exceeds Rs. 20,000 per annum, you shall be eligible for benefits under Section 80CCF of the Income Tax Act only for an amount up to Rs. 20,000 per annum.

The Bonds are classified as “long term infrastructure bonds” and are being issued in terms of Section 80CCF of the Income Tax Act and the Notification. In accordance with Section 80CCF of the Income Tax Act, the amount, not exceeding Rs. 20,000 per annum, paid or deposited as subscription to long-term infrastructure bonds during the previous year relevant to the assessment year beginning April 01, 2011 shall be deducted in computing the taxable income of a Resident Individual or HUF. In the event that any Applicant applies for the Bonds in excess of Rs. 20,000 per annum, the aforesaid tax benefit shall be available to such Applicant only to the extent of Rs. 20,000 per annum. Subscription to additional Bonds will not be eligible for deduction from taxable income.

38. There has been no prior public market for the Bonds and it may not develop in the future, and the price of the Bonds may be volatile

The Issue will be a new issue of bonds and the Bonds have no established trading market. Moreover, the Bonds are subject to statutory lock-in for a period of five years from the date of Allotment and no trading market would exist or be established for the Bonds for the said period despite the Bonds being listed on NSE and BSE. Even after the expiry of the Lock-in Period, there can be no assurance that a public market for these Bonds would develop. The proposed tax changes to the income tax regime by introduction of the draft Direct Tax Code (“DTC”) may result in extinguishment of benefits available under Section 80CCF of the Income Tax Act. This may result in no further issuance of the Bonds after DTC is approved by the Government of India. Although an application has been made to list the Bonds on NSE and BSE, there can be no assurance that an active public market for the Bonds will develop, and if such a market were to develop, there is no obligation on us to maintain such a market. The liquidity and market prices of the Bonds can be expected to vary with changes in market and economic conditions, our financial condition and prospects and other factors that generally influence market price of Bonds. Such fluctuations may significantly affect the liquidity and market price of the Bonds, which may trade at a discount to the price at which you purchase the Bonds.

Moreover, the price of the Bonds on the Stock Exchanges may fluctuate after this Issue as a result of several other factors.

39. The legal regime in respect of issue of long term infrastructure bonds has been recently introduced and its efficiency is yet to be established.

The legal regime in relation to issue of long term infrastructure bonds was introduced in the Finance Bill of 2010, along with the tax benefits upon investment. Pursuant to a notification dated July 9, 2010, the Ministry of Finance issued terms and conditions required for issuance of long term infrastructure bonds. We believe that this is the first issue of long term infrastructure bonds in India. We cannot assure you that the tax benefits offered for investment in long term infrastructure bonds would be continued in future. Further, we cannot assure you that any other company would be issuing infrastructure bonds in future and that a market for infrastructure bonds would develop in future.

40. There is no guarantee that the Bonds issued pursuant to this Issue will be listed on NSE and BSE in a timely manner, or at all.

In accordance with Indian law and practice, permissions for listing and trading of the Bonds issued pursuant to this Issue will not be granted until after the Bonds have been issued and allotted. Approval for listing and trading will require all relevant documents authorising the issuing of Bonds to be submitted. There could be a failure or delay in listing the Bonds on the Stock Exchanges.

41. You may not be able to recover, on a timely basis or at all, the full value of the outstanding amounts and/or the interest accrued thereon in connection with the Bonds.

Our ability to pay interest accrued on the Bonds and/or the principal amount outstanding from time to time in connection therewith would be subject to various factors inter-alia including our financial condition, profitability and the general economic conditions in India and in the global financial markets.

We cannot assure you that we would be able to repay the principal amount outstanding from time to time on the Bonds and/or the interest accrued thereon in a timely manner, or at all. Although our Company will create appropriate security in favour of the Debenture Trustee for the Bondholders on the assets adequate to ensure 100% asset cover for the Bonds, the realizable value of the Secured Assets, when liquidated, may be lower than the outstanding principal and/or interest accrued thereon in connection with the Bonds. A failure or delay to recover the expected value from a sale or disposition of the Secured Assets could expose you to a potential loss.

42. Debenture Redemption Reserve (“DRR”) would be created up to an extent of 50% for the Bonds.

The Department of Company Affairs General Circular No.9/2002 No.6/3/2001-CL.V dated April 18, 2002 specifies that NBFCs which are registered with the RBI under Section 45-IA of the Reserve Bank of India Act, 1934 shall create DRR to the extent of 50 per cent. of the value of the debentures issued through public issue. Therefore the Company will be maintaining debenture redemption reserve to the extent of 50% of the Bonds issued and the Bondholders may find it difficult to enforce their interests in the event of or to the extent of a default.

43. Any downgrading in credit rating of our Bonds may affect our the trading price of the Bonds

The Bonds proposed to be issued under this Issue have been rated ‘LAAA’ from ICRA. We cannot guarantee that this rating will not be downgraded. The ratings provided by ICRA may be suspended, withdrawn or revised at any time. Any revision or downgrading in the above credit rating may lower the value of the Bonds and may also affect the Company’s ability to raise further debt.

44. The Bondholders are required to comply with certain lock-in requirements

The Bondholders are required to hold the Bonds for a minimum period of five years before they can sell the same or utilise the buy-back option offered by the Company. This may lead to a lack of liquidity for the Bondholders during such periods (whether before or after the expiry of the Lock-in Period). Additionally, after the Lock-in Period, the Company will provide for buyback of the Series 3 Bonds and Series 4 Bonds on the Buyback Date in a manner as prescribed herein below. Other than on the Buyback Date, no Bondholder will be permitted to require a buyback of the Series 3 Bonds and Series 4 Bonds by the Company.

In the event that a Bondholder of Series 3 Bonds and/or Series 4 Bonds who has not opted for the buyback facility upfront in the Application Form fails to inform the Company during the Buyback Intimation Period of his or her intention to utilize the buyback facility offered by the Company, such Series 3 Bonds and/or Series 4 Bonds held by such Bondholder shall not be bought back by the Company on the Buyback Date. In such a case, a Bondholder may after the expiry of the Lock-in Period sell or dispose of those Series 3 Bonds and/or Series 4 Bonds on the Stock Exchanges.

In the event that a Bondholder of Series 3 Bonds and/or Series 4 Bonds who has opted for the buyback facility upfront in the Application Form, fails to inform the Company during the Buyback Intimation Period of his or her intention not to utilise the buyback facility offered by the Company, such Series 3 Bonds and/or Series 4 Bonds shall be compulsorily bought back by the Company on the Buyback Date.

45. Changes in interest rates may affect the price of the Company’s Bonds.

All securities where a fixed rate of interest is offered, such as the Company's Bonds, are subject to price risk. The price of such securities will vary inversely with changes in prevailing interest rates, i.e. when interest rates rise, prices of fixed income securities fall and when interest rates drop, the prices increase. The extent of fall or rise in the prices is a function of the existing coupon, days to maturity and the increase or decrease in the level of prevailing interest rates. Increased rates of interest, which frequently accompany inflation and/or a growing economy, are likely to have a negative effect on the price of the Company's Bonds.

46. Payments made on the Bonds is subordinated to certain tax and other liabilities preferred by law.

The Bonds will be subordinated to certain liabilities preferred by law such as to claims of the Government on account of taxes, and certain liabilities incurred in the ordinary course of the Company's trading or banking transactions. In particular, in the event of bankruptcy, liquidation or winding-up, the Company's assets will be available to pay obligations on the Bonds only after all of those liabilities that rank senior to these Bonds have been paid. In the event of bankruptcy, liquidation or winding-up, there may not be sufficient assets remaining, after paying amounts relating to these proceedings, to pay amounts due on the Bonds.

Further, there is no restriction on the amount of debt securities that the Company may issue that ranks above the Bonds. The issue of any such debt securities may reduce the amount recoverable by investors in the Bonds upon the Company's bankruptcy, winding-up or liquidation.

THE ISSUE

The following is a summary of the terms of the Bonds to be issued under the Prospectus-Tranche 1 for an amount not exceeding Rs. 34,000 million. This section should be read in conjunction with, and is qualified in its entirety by, more detailed information in the section entitled “Terms of the Issue” on page 77.

COMMON TERMS FOR ALL SERIES OF THE FIRST TRANCHE BONDS

Issuer	Infrastructure Development Finance Company Limited
Issue of Bonds	Public issue of long term infrastructure bonds in the nature of secured, redeemable, non-convertible debentures, having benefits under section 80 CCF of the Income Tax Act, of face value of Rs. 5,000 each, not exceeding Rs. 34,000 million, to be issued at par on the terms contained in this Prospectus - Tranche 1.
Face Value (Rs.)	5,000
Issue Price (Rs.)	5,000
Minimum Application	Two Bonds and in multiples of one Bond thereafter. For the purpose fulfilling the requirement of minimum subscription of two Bonds, an Applicant may choose to apply for two Bonds of the same series or two Bonds across different series.
Rating	“LAAA” from ICRA
Security	First <i>pari passu</i> floating charge over the Secured Assets and first fixed <i>pari passu</i> charge over specified immovable properties of the Company more particularly as detailed in the section entitled “Terms of Issue -Security” on page 86.
Security Cover	1.0 time the outstanding Bonds at any point of time.
Listing	NSE and BSE
Debenture Trustee	IDBI Trusteeship Services Limited
Depositories	National Securities Depository Limited and Central Depository Services Limited
Registrar	Karvy Computershare Private Limited
Mode of Payment	1. Electronic Clearing Services 2. At par cheques 3. Demand drafts
Issuance	Dematerialized form only. No physical Bond certificates will be issued.
Trading	Dematerialized form only following expiry of the Lock-in Period
Issue Opening Date	September 30, 2010
Issue Closing Date	October 18, 2010 The Issue shall remain open for subscription during the banking hours for Issue Period, except that the Issue may close on such earlier date as may be decided by the Board subject to necessary approvals. In the event of an early closure of the Issue, the Company shall ensure that notice of the same is provided to the prospective investors through newspaper advertisements at least three days prior to such earlier date of Issue closure.
Deemed Date of Allotment	The Deemed Date of Allotment shall be the date as may be determined by the Board of the Company and notified to the Stock Exchanges. The actual allotment may occur on a date other than the Deemed Date of Allotment.
Lead Managers	Citi, Enam, Kotak and IDFC Capital
Redemption/Maturity Date	10 years from the Deemed Date of Allotment
Lock In Period	5 years from the Deemed Date of Allotment
Buyback Date	One date, being the date falling five years and one day from the Deemed Date of Allotment.

SPECIFIC TERMS FOR EACH SERIES OF BONDS UNDER THE FIRST TRANCHE

Series	1	2	3	4
Frequency of Interest payment	Annual	Cumulative	Annual	Cumulative
Face Value per Bond	Rs. 5,000	Rs. 5,000	Rs. 5,000	Rs. 5,000
Buyback Facility	N.A.	N.A.	Yes	Yes
Buyback Date	N.A.	N.A.	Date falling five years and one day from the Deemed Date of Allotment	Date falling five years and one day from the Deemed Date of Allotment
Buyback Amount	N.A.	N.A.	Rs. 5,000 per Bond	Rs. 7,180 per Bond
Buyback Intimation Period	N.A.	N.A.	The period beginning not before nine months prior to the Buyback Date and ending not later than six months prior to the Buyback Date	The period beginning not before nine months prior to the Buyback Date and ending not later than six months prior to the Buyback Date
Maturity Date	10 years from the Deemed Date of Allotment	10 years from the Deemed Date of Allotment	10 years from the Deemed Date of Allotment	10 years from the Deemed Date of Allotment
Interest Rate	8.0% p.a.	N.A.	7.50% p.a.	N.A.
Maturity Amount per Bond	Rs. 5,000	Rs. 10,800	Rs. 5,000	Rs. 10,310
Yield on Maturity	8.0%	8.0% compounded annually	7.50%	7.50% compounded annually
Yield on Buyback	N.A.	N.A.	7.50%	7.50% compounded annually

For various modes of interest payment, please refer to the section entitled “Terms of the Issue – Manner and Mode of Payment” on page 84.

THE BONDS ARE CLASSIFIED AS “LONG TERM INFRASTRUCTURE BONDS” AND ARE BEING ISSUED IN TERMS OF SECTION 80CCF OF THE INCOME TAX ACT AND THE NOTIFICATION. IN ACCORDANCE WITH SECTION 80CCF OF THE INCOME TAX ACT, THE AMOUNT, NOT EXCEEDING RS. 20,000 PER ANNUM, PAID OR DEPOSITED AS SUBSCRIPTION TO LONG-TERM INFRASTRUCTURE BONDS DURING THE PREVIOUS YEAR RELEVANT TO THE ASSESSMENT YEAR BEGINNING APRIL 1, 2011 SHALL BE DEDUCTED IN COMPUTING THE TAXABLE INCOME OF A RESIDENT INDIVIDUAL OR HUF. IN THE EVENT THAT ANY APPLICANT APPLIES FOR THE BONDS IN EXCESS OF RS. 20,000 PER ANNUM, THE AFORESTATED TAX BENEFIT SHALL BE AVAILABLE TO SUCH APPLICANT ONLY TO THE EXTENT OF RS. 20,000 PER ANNUM.

SELECTED FINANCIAL INFORMATION

STATEMENT OF CONSOLIDATED PROFITS, AS RESTATED

	For the financial year ended March 31, 2006	For the financial year ended March 31, 2007	For the financial year ended March 31, 2008	For the financial year ended March 31, 2009	For the financial year ended March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
Income					
Operating Income	10,345.2	15,660.7	27,951.3	36,263.9	40,334.1
Other Income	22.4	51.9	113.6	104.0	267.6
Total	10,367.6	15,712.6	28,064.9	36,367.9	40,601.7
Expenditure					
Interest & Other Charges	5,008.3	8,554.6	14,829.0	20,812.1	19,534.7
Staff Expenses	314.5	480.0	1,676.9	1,771.9	3,072.4
Establishment Expenses	26.0	39.8	133.7	328.7	406.0
Other Expenses	166.5	256.9	648.2	1,326.5	1,597.9
Provisions and Contingencies	387.5	175.0	700.4	1,531.8	1,297.7
Depreciation and Amortisation	38.6	44.3	72.9	238.1	405.7
	5,941.4	9,550.6	18,061.1	26,009.1	26,314.4
Profit before Taxation	4,426.2	6,162.0	10,003.8	10,358.8	14,287.3
Less: Provision for Taxation					
Current Tax	639.7	1,292.5	2,484.8	3,206.3	3,999.6
Less: Deferred Tax	130.9	62.8	112.7	450.5	333.9
Add: Fringe Benefit Tax	8.1	11.3	108.3	25.9	-
	516.9	1,241.0	2,480.4	2,781.7	3,665.7
Profit after Taxation (before share of profit from Associates and adjustment for Minority Interest)	3,909.3	4,921.0	7,523.4	7,577.1	10,621.6
Add: Dilution effect due to change in holding in an Associate	-	-	47.9	-	-
Add / (Less) : Share of Net Profit / (Loss) from Associates (Equity method)	-	118.3	(2.0)	13.4	7.1
Less: Share of Profit of Minority	1.7	-	112.5	42.3	1.0
Less: Pre-acquisition profits of a Subsidiary	-	-	35.2	50.1	4.6
Profit after Taxation	3,907.6	5,039.3	7,421.6	7,498.1	10,623.1

STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES, AS RESTATED

	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
A. Fixed Assets					
Gross Block	770.5	794.0	858.6	5,111.6	5,184.2
Less : Depreciation and Amortisation	<u>262.5</u>	<u>304.6</u>	<u>367.2</u>	<u>612.5</u>	<u>907.4</u>
Net Block	508.0	489.4	491.4	4,499.1	4,276.8
Add: Capital Work-in-Progress	-	-	3,358.5	44.4	54.6
Add: Pre-operative Expenses pending capitalisation	-	-	-	-	83.7
	<u>508.0</u>	<u>489.4</u>	<u>3,849.9</u>	<u>4,543.5</u>	<u>4,415.1</u>
B. Goodwill on Consolidation	-	969.2	2,943.2	10,789.8	11,694.2
C. Investments	12,927.5	23,902.5	52,257.1	64,999.7	46,417.5
D. Infrastructure Loans	100,870.5	139,184.3	199,050.9	205,962.4	250,310.6
E. Deferred Tax Asset	794.1	856.9	972.1	1,425.0	1,766.2
F. Current Assets, Loans and Advances					
Income accrued on Investments	100.9	351.3	406.7	654.2	493.4
Interest accrued on Infrastructure Loans	590.7	846.4	1,644.4	2,498.0	3,598.2
Sundry Debtors	252.8	177.3	379.3	331.5	859.1
Cash and Bank balances	3,529.6	10,802.5	18,084.0	8,254.5	2,714.7
Loans and Advances	<u>3,321.3</u>	<u>6,068.0</u>	<u>9,379.8</u>	<u>7,542.1</u>	<u>25,830.2</u>
	7,795.3	18,245.5	29,894.2	19,280.3	33,495.6
Total Assets (A+B+C+D+E+F)	122,895.4	183,647.8	288,967.4	307,000.7	348,099.2
G. Liabilities and Provisions					
Loan Funds:					
Secured (Under CBLO)	-	4,980.3	1,649.2	-	-
Unsecured	93,739.3	144,279.7	222,384.8	235,481.2	265,438.7
Current Liabilities and Provisions	<u>3,469.0</u>	<u>4,911.8</u>	<u>8,759.2</u>	<u>9,475.9</u>	<u>12,482.9</u>
	97,208.3	154,171.8	232,793.2	244,957.1	277,921.6
H. Minority Interest	2.5	-	241.2	281.1	63.2
I. Deferred Tax Liability	0.0	0.0	0.1	3.8	11.1
J. Networth	25,684.6	29,476.0	55,932.9	61,758.7	70,103.3
K. Represented by					
Share Capital	11,224.5	11,259.3	12,943.0	12,952.8	13,006.1
Share Application Money	-	-	-	0.5	2.6
Reserves and Surplus	<u>14,460.1</u>	<u>18,216.7</u>	<u>42,989.9</u>	<u>48,805.4</u>	<u>57,094.6</u>
Networth	25,684.6	29,476.0	55,932.9	61,758.7	70,103.3
L. Contingent Liabilities and Commitments					

STATEMENT OF CONSOLIDATED CASH FLOWS, AS RESTATED

	For the financial year ended March 31, 2006	For the financial year ended March 31, 2007	For the financial year ended March 31, 2008	For the financial year ended March 31, 2009	For the financial year ended March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
A. CASH FLOW FROM OPERATING ACTIVITIES					
Profit Before Taxation	4,426.2	6,162.0	10,003.8	10,358.8	14,287.3
Adjustments for:					
Depreciation and Amortisation	38.6	44.3	72.9	238.1	405.7
Provision for Employee Benefits	12.9	0.8	17.0	17.6	11.0
ESOP compensation cost	2.2	0.6	29.4	123.1	53.4
Provision for Contingencies	295.0	498.5	575.2	1,583.5	1,026.2
Provision for Doubtful Loans, Debtors and Restructured Loans (Excluding Bad Debts)	182.4	(519.4)	(206.8)	(202.1)	36.0
Provision for Diminution in value of Investments (Gain) / Loss on Foreign Currency Revaluation	(90.3)	26.6	331.2	(61.0)	220.3
Amortisation of Premium / (Discount) on Investments	-	32.4	25.7	7.0	13.1
Increase in Foreign Currency Translation Reserve	-	-	-	8.7	(11.4)
Profit on sale of Investments (Profit) / Loss on sale of Assets	(1,448.8)	(1,411.2)	(2,865.3)	(3,179.3)	(4,286.1)
	(1.0)	0.4	(9.5)	(18.5)	(119.0)
CASH GENERATED FROM OPERATIONS	3,420.9	4,929.2	7,747.3	8,887.1	11,994.9
Infrastructure Loans disbursed (net of repayments)	(30,962.1)	(38,295.0)	(60,060.3)	(7,303.4)	(44,936.7)
Changes in:					
Current Assets, Loans and Advances	(387.4)	(2,748.7)	(3,024.5)	973.7	1,031.9
Current Liabilities and Provisions	464.1	1,386.3	2,891.5	(389.2)	2,008.9
Direct Taxes paid	(891.6)	(2,220.5)	(3,285.2)	(2,593.7)	(3,393.0)
NET CASH USED IN OPERATING ACTIVITIES	(28,336.1)	(36,948.7)	(55,731.2)	(425.5)	(33,294.0)
B. CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets (including Capital Work - in - Progress & and Pre-operative Expenses pending capitalisation)	(39.2)	(27.9)	(3,453.3)	(948.0)	(399.3)
Sale of Fixed Assets	6.1	1.7	29.4	35.1	240.8
Sale Proceeds of Investments	170,519.0	366,195.5	753,042.6	961,128.0	1,018,713.7
Purchase of Investments	(174,324.2)	(366,506.3)	(781,261.0)	(957,987.9)	(1,017,586.4)
Goodwill on acquisitions	-	(989.3)	(1,973.9)	(7,846.5)	(904.4)
Capital Reserve on increase of stake in Subsidiary/ Joint Venture	-	2.5	10.0	0.1	0.0
Opening Adjustment	-	-	-	-	24.1
NET CASH FROM / (USED) IN INVESTING ACTIVITIES	(3,838.3)	(10,303.8)	(33,606.2)	(15,599.2)	88.5
C. CASH FLOW FROM FINANCING ACTIVITIES					
Proceeds from fresh issue of shares (net of issue expenses)	4,077.2	60.7	20,822.4	17.6	207.5
Proceeds from Borrowings (net of repayment)	26,103.1	55,748.4	76,104.1	8,381.8	29,369.1
Dividend paid (including dividend tax)	(1,143.0)	(1,283.2)	(1,320.3)	(1,886.2)	(1,852.8)
Increase / (Decrease) in Minority Interest	1.7	(2.5)	128.7	(2.4)	(218.8)
NET CASH FROM FINANCING ACTIVITIES	31,039.0	54,523.4	95,734.9	6,510.8	27,504.0
Net increase/ (decrease) in cash and cash equivalent (A+B+C)	(1,135.4)	7,270.9	6,397.5	(9,513.9)	(5,701.5)
Cash and cash equivalents as at the beginning of the year (See Note below)	4,865.0	3,529.6	10,800.5	17,198.0	7,884.1
Cash and cash equivalents as at the end of the year (See Note below)	3,529.6	10,800.5	17,198.0	7,684.1	1,982.6
	1,135.4	(7,270.9)	(6,397.5)	9,513.9	5,701.5
Note:					
Cash and cash equivalents as per Annexure XII (Schedule 5)	3,529.6	10,802.5	18,084.0	8,254.5	2,714.7
Less: Current Accounts held for Unclaimed Dividend	-	2.0	3.3	6.0	7.7
Less: Bank Deposits under lien	-	-	882.7	584.4	724.4
Cash and cash equivalents as above	3,529.6	10,800.5	17,198.0	7,684.1	1,982.6

RECENT DEVELOPMENTS

I. LIMITED REVIEW STANDALONE AND CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE QUARTER ENDED JUNE 30, 2010

(a). Auditors' Report to the Board of Directors of Infrastructure Development Finance Company Limited

1. We have reviewed the accompanying statement of Unaudited Financial Results ("the Statement") of **INFRASTRUCTURE DEVELOPMENT FINANCE COMPANY LIMITED** ("the Company") for the quarter ended 30th June, 2010. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatements. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an opinion.
3. Based on our review conducted as stated above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the stock exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
4. Further, we also report that we have traced the number of shares as well as the percentage of shareholding in respect of the aggregate amount of public shareholding in terms of Clause 35 of the Listing Agreements from the details furnished by the Management and the particulars relating to the undisputed investor complaints from the details furnished by the Registrars.
5. We are informed that there is no promoter or promoter group of the Company.

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

Nalin M. Shah
(Partner)
(Membership No. 15860)

MUMBAI, 4th August, 2010

Unaudited Financial Results for the quarter ended 30th June, 2010

(Rs. in lakhs)

		Quarter ended 30.06.2010 (Reviewed)	Quarter ended 30.06.2009 (Reviewed)	Year ended 31.03.2010 (Audited)
1	Income from Operations	99,160.67	87,558.29	356,997.48
2	Expenditure			
	(a) Employees Costs	2,269.75	1,641.87	10,387.01
	(b) Other Expenditure	2,170.87	982.14	6,266.61
	(c) Provisions and Contingencies	4,443.67	(608.94)	13,036.28
	(d) Depreciation	775.50	773.64	3,283.91
	(e) Total	9,659.79	2,788.71	32,973.81
3	Profit from Operations before Other Income & Interest (1) -(2)	89,500.88	84,769.58	324,023.67
4	Other Income	542.93	230.44	2,713.15
5	Profit before Interest (3)+(4)	90,043.81	85,000.02	326,736.82
6	Interest and Other Charges	48,482.72	52,650.12	195,023.08
7	Profit from Ordinary Activities before tax (5)-(6)	41,561.09	32,349.90	131,713.74
8	Tax expense (net)	9,590.00	8,000.00	30,430.00
9	Net Profit for the period (7)-(8)	31,971.09	24,349.90	101,283.74
10	Paid-up Equity Share Capital (See Note 2)	130,164.47	129,549.91	130,061.24
	(Face Value Rs. 10)			
11	Reserves			552,224.47
12	Analytical Ratios			
	(i) Capital Adequacy Ratio	19.12%	21.92%	20.51%
	(ii) Earnings Per Share (EPS)			
	(a) Basic (Rs.)	2.46	1.88	7.82
	(b) Diluted (Rs.)	2.44	1.87	7.74
	(iii) NPA Ratio			
	(a) Amount of Gross Non Performing Assets	7,973.43	7,808.10	7,973.43
	(b) Amount of Net Non Performing Assets	4,286.35	4,552.29	4,286.35
	(c) % of Gross NPAs	0.27%	0.37%	0.31%
	(d) % of Net NPAs	0.15%	0.21%	0.17%
	(iv) Return on Assets (annualised)	3.44%	3.09%	3.16%
13	Public shareholding:			
	(a) Number of shares (See Note 2)	130,16,44,66 8	129,54,99,11 3	130,06,12,39 3
	(b) Percentage of shareholding	100%	100%	100%

		Quarter ended 30.06.2010	Quarter ended 30.06.2009	Year ended 31.03.2010
		(Reviewed)	(Reviewed)	(Audited)
14	Promoter and promoter group shareholding	Not Applicable	Not Applicable	Not Applicable

Notes:

- The Company's main business is infrastructure operations. All other activities revolve around the main business. As such, there are no reportable segments as per Accounting Standard 17 on 'Segment Reporting' as notified by Companies (Accounting Standards) Rules, 2006.
- During the quarter ended 30th June, 2010, the Company issued 1,032,275 equity shares of Rs. 10 each pursuant to exercise of stock options by employees under the employee stock option scheme.
- The status of complaints received during the quarter ended 30th June, 2010 is as under:

Complaints pending as at 1 st April, 2010	Nil
Complaints received during the quarter ended 30 th June, 2010	37
Complaints resolved during the quarter ended 30 th June, 2010	37
Complaints pending as at 30 th June, 2010	Nil

- The consolidated results are as follows:

(Rs. in lakhs)

	Quarter ended 30.06.2010	Quarter ended 30.06.2009	Year ended 31.3.2010
	(Reviewed)	(Reviewed)	(Audited)
Income from Operations	109,139.42	99,228.83	403,303.01
Net Profit for the period / year	33,511.13	27,243.61	106,229.16
Earnings Per Share (EPS)			
(a) Basic (Rs.)	2.58	2.10	8.20
(b) Diluted (Rs.)	2.56	2.09	8.12

- The above results were reviewed by the Audit Committee and approved by the Board of Directors and have been subjected to a "Limited Review" by the Statutory Auditors.
- Figures for the previous quarter / year have been regrouped wherever necessary, in order to make them comparable.
- In terms of our report attached.

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board

Nalin M. Shah
Partner

Rajiv B. Lall
Managing Director & CEO

Mumbai, 4th August, 2010.

(b). Auditors' Report to the Board of Directors of Infrastructure Development Finance Company Limited

1. We have reviewed the accompanying statement of Unaudited Consolidated Financial Results ("the Statement") of **INFRASTRUCTURE DEVELOPMENT FINANCE COMPANY LIMITED** ("the Company"), its subsidiaries and jointly controlled entities (the Company, its subsidiaries and jointly controlled entities constitute "the Group") and its share of the profit of the associate companies for the quarter ended 30th June, 2010. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors. Our responsibility is to issue a report on the Statement based on our review.
2. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatements. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an opinion.
3. The Statement reflects the Group's share of Revenues of Rs. 4,354.66 lakhs and Profit after Tax of Rs. 636.25 lakhs relating to seven subsidiaries and one joint venture whose results have been reviewed by other auditors and whose reports have been considered by us in submitting our report.
4. The financial results of five subsidiaries and one joint venture which reflect the Group's share of revenue of Rs. 595.21 lakhs and the Group's share of loss of Rs. 546.26 lakhs and the financial results of one associate which reflect the Group's net share of profit after tax of Rs. 28.12 lakhs which have not been reviewed by their auditors.
5. Based on our review conducted as stated above and subject to our comments in paragraph 4 above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the Accounting Standards referred to in Section 211 (3C) of the Companies Act, 1956 and other recognised accounting practices and policies, has not disclosed the information required to be disclosed in terms of Clause 41 of the Listing Agreements with the stock exchanges, including the manner in which it is to be disclosed, or that it contains any material misstatement.
6. Further, we also report that we have traced the number of shares as well as the percentage of shareholdings in respect of the aggregate amount of public shareholdings in terms of Clause 35 of the Listing Agreements from the details furnished by the Management and the particulars relating to the undisputed investor complaints from the details furnished by the Registrars.
7. We are informed that there is no promoter or promoter group of the Company.

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

Nalin M. Shah
(Partner)
(Membership No. 15860)

MUMBAI, 4th August, 2010

Unaudited Consolidated Financial Results for the quarter ended 30th June, 2010

(Rs. in lakhs)

		Quarter ended 30.06.2010	Quarter ended 30.06.2009	Year ended 31.03.2010
		(Reviewed)	(Reviewed)	(Audited)
1	Income from Operations	109,139.42	99,228.83	403,303.01
2	Expenditure			
	(a) Employees Costs	5,903.77	4,936.92	30,723.94
	(b) Other Expenditure	5,444.41	4,369.28	20,038.51
	(c) Provisions and Contingencies	4,453.28	(656.19)	12,977.11
	(d) Depreciation	970.41	953.98	4,057.42
	(e) Total	16,771.87	9,603.99	67,796.98
3	Profit from Operations before Other Income & Interest (1) - (2)	92,367.55	89,624.84	335,506.03
4	Other Income	583.82	232.40	2,675.77
5	Profit before Interest (3) + (4)	92,951.37	89,857.24	338,181.80
6	Interest and Other Charges	48,520.81	52,674.41	195,346.60
7	Profit from ordinary activities before tax (5) - (6)	44,430.56	37,182.83	142,835.20
8	Tax expense (net)	10,979.75	9,734.89	36,657.59
9	Net Profit (before profit of Associates and adjustment for Minority Interest) (7) - (8)	33,450.81	27,447.94	106,177.61
10	Share of profit / (loss) of Associates (Equity method)	28.12	(93.70)	107.54
11	Share of profit / (loss) of Minority Interest / Effect of increase in holding	(32.20)	-	10.05
12	Pre acquisition profits relating to increase in shareholding in a Subsidiary	-	110.63	45.94
13	Net Profit for the period (9) + (10) - (11) - (12)	33,511.13	27,243.61	106,229.16
14	Paid-up Equity Share Capital (See Note 3)	130,164.47	129,549.91	130,061.24
	(Face Value Rs. 10)			
15	Reserves			570,945.67
16	Earnings per Share (EPS)			
	(a) Basic (Rs.)	2.58	2.10	8.20
	(b) Diluted (Rs.)	2.56	2.09	8.12
17	Public shareholding			
	(a) Number of shares (See Note 3)	130,16,44,668	129,54,99,113	130,06,12,393
	(b) Percentage of shareholding	100%	100%	100%
18	Promoter and promoter group shareholding	Not Applicable	Not Applicable	Not Applicable

Notes:

1. The disclosure in terms of Accounting Standard 17 on 'Segment Reporting' as notified under the Companies (Accounting Standards) Rules, 2006.

(Rs. in lakhs)

Particulars	Consolidated		
	Quarter ended 30.06.2010	Quarter ended 30.06.2009	Year Ended 31.03.2010
	(Reviewed)	(Reviewed)	(Audited)
Segment Revenue			
Infrastructure operations	99,935.29	88,171.12	362,886.00
Others *	9,296.64	11,076.23	48,792.11
Unallocated	514.41	229.71	1,302.45
	109,746.34	99,477.06	412,980.56
Less: Inter Segment Revenue	3.10	15.83	7,001.78
Total Income	109,723.24	99,461.23	405,978.78

(Rs. in lakhs)

Particulars	Consolidated		
	Quarter ended 30.06.2010	Quarter ended 30.06.2009	Year Ended 31.03.2010
	(Reviewed)	(Reviewed)	(Audited)
Segment Results			
Infrastructure operations	41,385.15	32,349.27	126,374.35
Others *	3,045.41	4,833.56	16,460.85
Profit Before Tax	44,430.56	37,182.83	142,835.20
Capital Employed			
(Segment Assets - Segment Liabilities)			
Infrastructure operations	552,911.79	462,778.61	520,899.82
Others *	145,014.77	143,945.60	143,186.73
Unallocated	34,219.95	38,277.82	36,946.00
Total Capital Employed	732,146.51	645,002.03	701,032.55

* Others comprise asset management and investment banking and institutional broking.

The Group does not have any reportable geographic segment.

2. The Analytical Ratios and key data relating to Standalone results of Infrastructure Development Finance Company Limited are as under:

(Rs. in lakhs)

Particulars	Standalone		
	Quarter ended 30.06.2010	Quarter ended 30.06.2009	Year Ended 31.03.2010
	(Reviewed)	(Reviewed)	(Audited)
(i) Capital Adequacy Ratio	19.12%	21.92%	20.51%
(ii) NPA Ratio			
(a) Amount of Gross Non Performing Assets	7,973.43	7,808.10	7,973.43
(b) Amount of Net Non Performing Assets	4,286.35	4,552.29	4,286.35
(c) % of Gross NPAs	0.27%	0.37%	0.31%
(d) % of Net NPAs	0.15%	0.21%	0.17%
(iii) Return on Assets (annualised)	3.44%	3.09%	3.16%
(iv) Turnover (Income from Operations)	99,160.67	87,558.29	356,997.48
(v) Profit Before Tax	41,561.09	32,349.90	131,713.74

Particulars		Standalone		
		Quarter ended 30.06.2010	Quarter ended 30.06.2009	Year Ended 31.03.2010
		(Reviewed)	(Reviewed)	(Audited)
(vi)	Profit After Tax	31,971.09	24,349.90	101,283.74

3. During the quarter ended 30th June, 2010, the Company issued 1,032,275 equity shares of ` 10 each pursuant to exercise of stock options by employees under the employee stock option scheme.
4. The Status of complaints received during the quarter ended 30th June 2010, is as under:

Complaints pending as at 1 st April, 2010	Nil
Complaints received during the quarter ended 30 th June, 2010	37
Complaints resolved during the quarter ended 30 th June, 2010	37
Complaints pending as at 30 th June, 2010	Nil

5. The above results were reviewed by the Audit Committee and approved by the Board of Directors and have been subjected to a "Limited Review" by the Statutory Auditors.
6. The standalone financial results are available on the Company's website www.idfc.com and on the websites of BSE (www.bseindia.com) and NSE (www.nseindia.com).
7. Figures for the previous quarter / year have been regrouped wherever necessary, in order to make them comparable.
8. In terms of our report attached.

For Deloitte Haskins & Sells
Chartered Accountants

For and on behalf of the Board

Nalin M. Shah
Partner

Rajiv B. Lall
Managing Director & CEO

Mumbai, 4th August, 2010.

II. QUALIFIED INSTITUTIONS PLACEMENT OF EQUITY SHARES

The Company allotted 157,752,090 Equity Shares, at an issue price of Rs. 168.25 per Equity Share, on July 7, 2010 to various qualified institutional buyers pursuant to a qualified institutions placement, in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "QIP"). The Company raised an aggregate amount of Rs. 26,541.8 million through the QIP. For further details please see the section entitled "Capital Structure" on page 23.

III. PRIVATE PLACEMENT OF CCCPS

The Company allotted 84,000,000 CCCPS, at an issue price of Rs. 100 per CCCPS, on August 11, 2010 to Actis Hawk Limited and Sipadan Investments (Mauritius) Limited, in accordance with Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "Preferential Allotment"). The Company raised an aggregate amount of Rs. 8,400 million through the Preferential Allotment. For further details please see the section entitled "Capital Structure" on page 23.

SUMMARY OF BUSINESS

Overview

We believe that we are a leading knowledge-driven financial services company in India and play a central role in advancing infrastructure development in the country. We provide a full range of financing solutions to our clients and believe that we distinguish ourselves from other financiers by having developed extensive domain knowledge of infrastructure in India. We operate as a professionally managed commercial entity with the objective of maximizing shareholder value. We were established in 1997 as a private sector enterprise by a consortium of public and private investors and listed our Equity Shares in India pursuant to an initial public offering in August 2005. Following the listing of our Equity Shares, we steadily broadened our business activities from project financing and government advisory to cover a wide spectrum of financial intermediation services. Since our second major capital raising in July 2007 through a qualified institutions placement of our equity shares raising approximately Rs. 21,000.0 million, we have continued to grow and diversify our business and revenue streams through a mix of organic as well as inorganic growth, including acquisitions. In July 2010, we raised approximately Rs. 35,000.0 million on an aggregate basis, through a qualified institutions placement of our equity shares and a preferential allotment of our compulsorily convertible cumulative preference shares.

The Government has identified infrastructure development as a key priority in its five year plans. The Eleventh Five Year Plan (Fiscal 2008 to 2012) envisages investments of U.S. \$514.04 billion in the infrastructure sector. Given the scale of investment required, we expect a substantial proportion of the investment to be met through private financing or PPP. We believe that given our history, capabilities and financial strength, we are well placed to benefit from these opportunities, particularly with the increasingly conducive policy and regulatory environment in India for infrastructure development. In this connection, we have been reclassified by the RBI as an Infrastructure Finance Company, or IFC, which, among other things will allow us to diversify our borrowings, access long-term funds to a greater extent and give us the flexibility to increase our exposures to borrowers and groups.

We classify our business into the following four broad platforms, through which we not only provide project finance but also arrange and facilitate the flow of private capital to infrastructure development by creating appropriate structures and financing vehicles for a wide range of market participants:

- Corporate Finance and Investment Banking, which includes our project finance, principal investments and treasury operations, as well as the investment banking business of IDFC Capital and the institutional brokerage business of IDFC Securities, which were acquired in 2007;
- Public Markets Asset Management, which comprises the mutual funds business that we acquired from Standard Chartered Bank in 2008;
- Alternative Asset Management, which includes our private asset management and project management businesses; and
- Advocacy and Nation Building, through which we remain actively involved in providing policy formulation and advocacy, institutional capacity building to structure public-private partnerships, government transaction advisory services and corporate social responsibility initiatives.

These business platforms are supported by a shared services platform that includes information technology, human resources, legal and compliance, secretarial services, risk management, finance and facilities.

Our clients include prominent participants in infrastructure development in India and our product portfolio caters to the diverse needs of these clients across all layers of the capital structure. Our main focus has been on the energy, transportation and the telecommunications and information technology sectors, and we expect to see continued growth and significant financing opportunities in these sectors.

Our business has grown rapidly in recent years. Our balance sheet, total income and profit after tax, on a consolidated basis, grew at a compounded annual growth rate of 9.5 per cent., 20.3 per cent. and 19.6 per cent., respectively, from fiscal 2008 to fiscal 2010. As of March 31, 2010, our gross and net non-performing loans were Rs. 797.3 million and Rs. 428.6 million, respectively. These represent 0.3 per cent. and 0.2 per cent. of our total loan assets, respectively. Our capital to risk-weighted asset ratio as of March 31, 2010 was 20.5 per cent. and our return on average total assets in fiscal 2010 was 3.4 per cent. Our long term borrowings have been rated

LAAA by ICRA and AAA (ind) by Fitch, which are the highest credit ratings awarded by these rating agencies.

In view of our historical and intended growth and the increasingly interconnected nature of our businesses, in fiscal 2010 we launched the 'One Firm' initiative, which seeks to forge our identity and brand across our various platforms and businesses. We believe that this initiative will enable us to emerge as a better aligned and integrated firm that presents a unified value proposition to our clients.

Strengths

We believe that the following are our primary strengths:

Composite financial services platform focused on infrastructure. Infrastructure lending has been and remains the predominant contributor to our business; however, we have over the last few years strategically diversified into new businesses and believe that we are now a one-stop infrastructure financing group. We have grown some of our business organically, such as our Alternative Asset Management platform, which includes our private equity, project equity, funds of funds and project management and development businesses. We have also strategically acquired capabilities in investment banking, institutional brokerage and public markets asset management. Further, we have grouped our businesses under four interconnected platforms, which through our 'One Firm' initiative collectively enable us to offer comprehensive solutions and unified value proposition to our clients and also generate fee based sources of revenue in addition to interest income.

Reputation as a leading private sector infrastructure financier. We were established with the objective of promoting private financing of Indian infrastructure and we are now a significant lender in the private infrastructure financing sector. We believe that we distinguish ourselves among financiers to infrastructure projects in India by having developed domain knowledge, particularly with regard to project structuring, appraisal and risk evaluation. We have expertise in providing financing through a variety of products and have played a key role in introducing innovative financial products and structures, which allow a broader cross-section of lenders and investors to participate in infrastructure financing. We believe that these attributes have contributed to our being a leading infrastructure financing institution in India.

Experienced management team and dynamic professional staff. The members of our management team and professional staff are from diverse backgrounds, including leading commercial banks and lending institutions, finance companies, regulators, academia, rating agencies, investment banks and private equity firms. Our managers and professional staff have domestic and international expertise in areas such as project finance, principal investments, asset management, financial markets and investment banking as well as advisory services. Our managers and professional staff also have domain knowledge and experience in the various sectors we serve, which contributes to our understanding of the sector-specific aspects of our business.

Established relationships with government entities. Our strong relationship with the Government gives us access to decision makers in government entities and multilateral development agencies. As a consequence, we are able to play a significant role in the direction of infrastructure policy in the country. We believe that our policy-related initiatives have helped rationalize India's policy and regulatory frameworks across the infrastructure sector, which has encouraged an increased flow of private capital, including foreign capital, into infrastructure. In addition, we believe that our multidimensional relationship with governmental entities, in advisory as well as beneficiary capacities, gives us access to major financing and advisory opportunities in the infrastructure sector.

Well-developed client relationships. We have well-developed relationships with prominent private sector sponsors in India's infrastructure sector and many emerging participants in the sector. We were among the earliest providers of infrastructure financing for many of our clients, which has fostered our relationships in the industry. These relationships have enabled us to have a prominent role in prospective projects with such clients at an early stage and to obtain leadership roles in advising and financing infrastructure projects.

Financial strength to take advantage of market opportunities. We believe that our financial status provides us with the ability to grow our balance sheet and our return on assets and equity. Our leverage, which we define as average assets divided by average net worth, was 4.6 times as of March 31, 2010, and will be reduced through the proceeds raised in this Issue. We believe that this will enable us to increase the size of our balance sheet while remaining within a sustainable level of leverage and thereby access a broad range of opportunities. Further, as of March 31, 2010 our capital adequacy ratio was 20.5 per cent. and our return on assets was 3.4 per cent. Our long term borrowings have been rated LAAA by ICRA and AAA (ind) by Fitch, which are the highest

credit ratings awarded by these rating agencies. We believe that our financial position will be further strengthened with our recent classification as an Infrastructure Finance Company, as it allows us to diversify our borrowings, access long-term funds and increase our lending exposures to individual entities, corporations and groups, which will enable us to take advantage of further growth opportunities.

Strong asset quality. Our gross and net non-performing loans represented 0.3 per cent. and 0.2 per cent. of total loan assets, respectively, as of March 31, 2010. We believe that our strong asset quality has been achieved due in part to our comprehensive credit and project appraisal skills and disciplined risk management practices. Our credit process involves extensive screening and financial analysis to assess potential risks and devise appropriate risk mitigation mechanisms. We also have a systematic review process to continuously monitor and evaluate the projects in our portfolio.

Strategy

Our mission is to be the leading knowledge driven financial services firm, creating enduring value, promoting infrastructure and nation building in India and beyond. To enable us to achieve our mission, we are creating a unifying, company-wide culture and governance system based on the pillars of knowledge expertise, teamwork and stewardship. This initiative called 'One Firm', cuts across functional domains and is a cornerstone philosophy in executing our key strategies. The initiative is intended to minimize internal segregation and divisions across practice and product areas and emphasizes on collaboration across platforms and leveraging different capabilities across departments and businesses. Guided by our 'One Firm' framework, we are focused on enhancing shareholder value by pursuing strategies that enhance our profitability, return on assets and return on equity. The key elements of our business strategy are as follows:

Deliver profitability growth by:

- operating as a one stop provider of infrastructure financing by offering clients a diverse range of infrastructure financing options and other related services, which include project finance, principal investment, asset management, financial markets and investment banking services, and advisory services;
- continuing to diversify our revenue streams to increase fee-based income through our non-lending businesses such as asset management, investment banking, private equity and project equity and capturing a greater share of client revenues by cross-selling products and services that address clients' requirements;
- increasing our market share in the investment banking business by expanding our geographical reach and product base and the institutional brokerage business by capitalizing on existing corporate and institutional relationships;
- seeking transaction leadership roles in select projects in which we participate and working closely with clients, from the pre-bidding stage to project commissioning; and
- maintaining high levels of operational efficiency to lower our expense to assets ratio.

Achieve robust balance sheet growth by:

- utilizing our recently awarded IFC status to optimize our capital structure and long-term funding resources and thereby expand our financing operations while maintaining our competitive cost of funds;
- building on the strong relationships we have with sponsors of infrastructure projects to continue expanding our business activities and financing opportunities;
- focusing and capitalizing on our key sectors, including energy, transportation and the telecommunications and information technology sectors; and
- offering a broader array of financing solutions tailored to different risk appetites in order to expand funding options for infrastructure projects.

Pursue leadership in the Indian infrastructure sector by:

- using our structuring skills and knowledge of domestic and international capital markets to continuously develop and launch new products suitable to a wider array of domestic and international investors and lenders;
- advocating policy and regulatory frameworks in our areas of focus and tailoring global best practices to the Indian context;
- delivering high quality advisory services to clients and working with government entities in India, as well as with multilateral and bilateral development agencies, to seek removal of bottlenecks and encourage private investment into infrastructure; and
- attracting and retaining the best talent in the industry and offering them the opportunity to grow and excel within our organization.

GENERAL INFORMATION

Infrastructure Development Finance Company Limited

The Company was incorporated as a public company with limited liability in the Republic of India under the Companies Act, on January 30, 1997.

Registered Office

KRM Tower
8th Floor, No. 1
Harrington Road
Chetpet, Chennai 600 031

Corporate Office

Naman Chambers
C-32, G-Block, Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

Registration

Corporate Identification Number: L65191TN1997PLC037415 issued by the Registrar of Companies, Chennai, Tamil Nadu.

Certification of incorporation dated January 30, 1997 and certificate of commencement of business dated June 9, 1997.

Certification of Registration no.B-07-00718 dated April 25, 2002 issued by the RBI allowing the Company to commence/ carry on the business of non-banking financial institution, under section 45-IA of the RBI Act.

Certificate of Registration dated June 23, 2010 issued by the RBI reclassifying the Company as Infrastructure Finance Company, under section 45-IA of the RBI Act.

Compliance Officer

Mahendra N. Shah
Company Secretary
Naman Chambers
C-32, G-Block, Bandra-Kurla Complex
Bandra (East), Mumbai 400 051
Tel: (91 22) 4222 2000
Fax: (91 22) 2654 0354
Email: infrabond@idfc.com

Investors may contact the Registrar to the Issue or the Compliance Officer in case of any pre-issue or post Issue related issues such as non-receipt of letters of allotment, demat credit or refund orders.

Lead Managers

Citigroup Global Markets India Private Limited

12th Floor, Bakhtawar
Nariman Point, Mumbai 400 021
Tel: (91 22) 6631 9999
Fax: (91 22) 6646 6054
E-mail: idfc.publicissue@citi.com
Investor Grievance ID: investors.cgmib@citi.com
Website: www.citibank.co.in
Compliance Officer: Vinod Patil
Contact Person: Varun Chokhani

SEBI Registration No. INM000010718

Enam Securities Private Limited

801/ 802, Dalamal Towers
Nariman Point
Mumbai 400 021, India
Tel: (91 22) 6638 1800
Fax: (91 22) 2284 6824
E-mail: idfcbonds@enam
Investor Grievance Email: complaints@enam.com
Website: www.enam.com
Compliance Officer: M. Natrajan
Contact Person: Sonal Sinha
SEBI Reg. No. INM000006856

Kotak Mahindra Capital Company Limited

1st Floor, Bakhtawar
229 Nariman Point
Mumbai 400 021
Tel: (91 22) 6634 1100
Fax: (91 22) 2284 0492
E-mail: idfc.debtissue@kotak.com
Investor Grievance Email: kmccredressal@kotak.com
Website: www.kmcc.co.in
Compliance Officer: Ajay Vaidya
Contact Person: Chandrakant Bhole
SEBI Registration. No.: INM000008704

IDFC Capital Limited

Naman Chambers, C-32,
G-Block, Bandra- Kurla Complex
Bandra (East)
Mumbai 400 051
Tel: (91 22) 6622 2600
Fax: (91 22) 6622 2501
E-mail: idfc.publicissue@idfc.com
Investor Grievance Email: complaints@idfc.com
Website: www.idfccapital.com
Compliance Officer: Pritesh Dedhia
Contact Person: Hiren Raipancholia
SEBI Reg. No. INM000011336

Note - IDFC Capital Limited, which is a subsidiary of the Company, shall only be involved in marketing of the Issue.

Debenture Trustee

IDBI Trusteeship Services Limited

Asian Building, Ground Floor
17. R. Kamani Marg, Ballard Estate
Mumbai 400 001
Tel: (91 22) 4080 7022
Fax: (91 22) 6631 1776
E-mail: srikkanth.s@idbitrustee.co.in
Contact Person: Mr. Srikkanth S.
SEBI Reg. No. IND00000460

All the rights and remedies of the Bondholders under this Issue shall vest in and shall be exercised by the appointed Debenture Trustee for this Issue without having it referred to the Bondholders, subject to the terms of the Debenture Trust Deed. All investors under this Issue are deemed to have irrevocably given their authority

and consent to the Debenture Trustee so appointed by the Company for this Issue to act as their trustee and for doing such acts and signing such documents to carry out their duty in such capacity. Any payment by the Company to the Bondholders / Debenture Trustee, as the case may be, shall, from the time of making such payment, completely and irrevocably discharge the Company *pro tanto* from any liability to the Bondholders. For details on the terms of the Debenture Trust Deed, please refer to the section entitled “Terms of the Issue” on page 77.

Registrar

Karvy Computershare Private Limited

Plot no. 17-24, Vithalrao Nagar
 Madhapur, Hyderabad 500 081
 Tel: (91 40) 2342 0815 - 24
 Fax: (91 40) 2343 1551
 Email: idfc_infra@karvy.com
 Investor Grievance Email: idfc_infra@karvy.com
 Website: www.karvy.com
 Contact Person: M. Murali Krishna
 SEBI Registration No.: INR000000221

Statutory Auditor

Deloitte Haskins & Sells, Chartered Accountants
 12, Dr. Annie Besant Road,
 Opposite Shiv Sagar Estate, Worli
 Mumbai 400 018
 Tel: (91 22) 6667 9000
 Fax: (91 22) 6667 9100

Credit Rating Agency

ICRA Limited

Electric Mansion, 3rd Floor
 Appasaheb Marathe Marg
 Prabhadevi, Mumbai 400 025
 Tel: (91 22) 2433 1046
 Fax: (91 22) 2433 1390
 Email: mumbai@icraindia.com
 Website: www.icra.in
 Contact Person: Karthik Srinivasan

Legal Advisor to the Issue

Amarchand & Mangaldas & Suresh A. Shroff & Co.

Peninsula Chambers, Peninsula Corporate Park
 Ganpatrao Kadam Marg, Lower Parel
 Mumbai 400 013
 Tel: (91 22) 2496 4455
 Fax: (91 22) 2496 3666

Bankers to the Issue

<p>HDFC Bank Limited 2nd Floor, Process House Kamal Mills Compound Senapati Bapat Marg Lower Parel Mumbai 400 013 Tel: (91 22) 2498 8484 Fax: (91 22) 2496 3871</p>	<p>ICICI Bank Limited ICICI Bank Limited Capital Markets Division, 30, Mumbai Samachar Marg, Mumbai-400001, Tel: (91 22) 6631 0322 Fax: (91 22) 6631 0350 Email: anil.gadoo@icicibank.com</p>	<p>Kotak Mahindra Bank Limited Kotak Mahindra Bank 5th Floor, Dani Corporate Park, 158 CST Road, Kalina, Santacruz (E) Contact Person: Amit Kumar Tel: (91 22) 6759 5336 Fax: (91 22) 6759 5374</p>
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	Website:www.icicibank.com Contact Person: Mr. Anil Gadoo SEBI Registration No.: INBI00000004	Email: amit.kr@kotak.com Website: www.kotak.com SEBI Reg. No.:INBI00000927
IDBI Bank Limited Unit No.2, Corporate Park, Near Swastik Chambers, Sion-Trombay Road, Chembur, Mumbai-400071 Tel +91 22 66908402/66588264/9820203722 Fax +91 22 66908424 Email mn.kamat@idbi.co.in Website www.idbibank.com Contact Person Mr. M N Kamat- General Manager SEBI Reg. No. INBI00000076	Citibank N.A. 6 th Floor, Citigroup Centre Bandra-Kurla Complex, Bandra (E), Mumbai -400051 Tel: (91 22) 40015504 Fax :(91 22)26535824 Web: www.citibank.co.in	Axis Bank Limited Axis Bank Limited Fortune 2000, Ground Floor, Bandra-Kurla Complex, Bandra (East), Mumbai 400051. Tel: (91 22) 6148 3126/27/28, 09167002303 Fax: (91 22) 3062 0069 Email: muneeb.tungekar@axisbank.com, bkc.branchhead@axisbank.com Website: www.axisbank.com Contact Person: Mr. Muneeb Tungekar SEBI Registration No.: INBI00000017
Indusind Bank Limited Cash Management Services, IBL House, 1 st Floor , Cross “B” Road, MIDC, J.B. Nagar, Off Andheri- Kurla Road, Andheri (East), Mumbai – 400 059 Tel: (91 22) 6772 8721 Fax No: (91 22) 6641 2349 Email: Suresh.esaki@indusind.com Website: www.Indusind.com Contact Person: Suresh Esaki SEBI Reg. No.: INBI00000002	Dhanlaxmi Bank Limited Ground Floor, Plot No. 11/12 Janmabhoomi Bhavan Janmabhoomi Marg Fort, Mumbai - 400001 Tel: (91 22) 22871658 Fax: (91 22) 22871637 Email: sidhartha.routray@dhanbank.co.in Website: www.dhanbank.com Contact Person: Mr. Sidhartha Routray SEBI Registration No.: INBI00000025	

Banker to the Company

HDFC Bank Limited

2nd Floor, Process House
Kamal Mills Compound
Senapati Bapat Marg
Lower Parel
Mumbai 400 013
Tel: (91 22) 2498 8484
Fax: (91 22) 2496 3871

Brokers to the Issue

Kotak Securities Limited 1 st Floor, Nirlon House, Dr. A.B. Road, Worli Mumbai- 400 025 Contact Person: Mr. Sanjeev Kumar Das	Enam Securities Private Limited Khatau Building, 2 nd Floor 44 Bank Street, Fort, Mumbai – 400 001 Tel: (91 22) 2267 7901 Fax: (91 22) 2266 5613	Sharekhan Limited A-206, Phoenix House Phoenix Mills Compound Senapati Bapat Marg, Lower Parel Mumbai 400 013 Tel: (91 22) 6748 2000
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<p>Tel: (91 22) 6740 9431 Fax: (91 22) 6661 7041 Website: www.kotak.com Email: sanjeev.das@kotak.com SEBI Reg. No. NSE: INB230808130 BSE: INB010808153</p>	<p>Email: idfcbonds@enam.com Website: www.enam.com Contact Person: Mr. Ajay Sheth / Mr. Vinay Ketkar SEBI Reg. No. INM00000856</p>	<p>Fax: (91 22) 2498 2626 Contact Person: pankajp@sharekhan.com</p>
<p>JM Financial Services Private Limited 141 Maker Chamber III 13TH Floor, Nariman Point, Mumbai -400021 Tel: 022-30213500 Fax: 022-22665902 web: www.jmfinancial.in</p>	<p>ICIC Securities Limited ICICI Centre, H.T .Parikh Marg Mumbai -400020 Tel: 022 -22882460 Fax: 022-22826580 Web: www.icicisecurities.com</p>	<p>RR Equity Brokers (P) Limited 133A, 13th Floor, Mittal Tower, Nariman Point, Mumbai – 400021 Tel : 022 -22886627 Fax: 022-22851925 Web: www.rrfcl.com</p>
<p>SMC Global Securities Limited 11/6B, Shanti Chambers, Pusa Road, New Delhi – 110005 Tel: 09818620470 Fax:011-23261059 Web: www.smcindiaonline.com</p>	<p>Bajaj Capital Limited 5th Floor, 97 Bajaj House, Nehru Place, New Delhi – 110019 Tel: (91 22) 4009 9999 Fax: (91 22) 4009 9911 Website: www.bajajcapital.com</p>	<p>Almondz Global Securities Limited 23, 4th Floor, Vaswani Mansion, Dinsha Vachha Road, Churchgate, Mumbai – 400 020 Tel: (91 22) 2287 0580 Fax: (91 22) 2287 0581 Website: www.almondzglobal.com www.almondz.com</p>
<p>HDFC Securities Limited Office Floor 8, I Think Techno Campus, Building B alpha, Opposite Crompton Greaves Factory, Kanjurmarg(East), Mumbai-400042</p>	<p>NJ India Invest Private Limited 901, NJ Centre, Udhna Udyog Sangh Sahkari Complex Central Road No.10, Udhna, Surat -394210 Tel: 0261- 3985901 Fax: 0261-3985880 Web: www.njfundz.com</p>	<p>Karvy Stock Broking Limited Karvy House 46, Avenue 4, Street No. 1 Banjara Hills, Hyderabad –500 034 Tel: (91 40) - 2331 2454 Fax: (91 40) – 6662 1474 Web: www.karvy.com</p>

Credit Rating and Rationale

ICRA has vide its letter no. 2010-11/MUM/617 dated August 31, 2010 assigned a rating of LAAA to the Bonds proposed to be issued by the Company, pursuant to the Shelf Prospectus including the Bonds issued under this Prospectus - Tranche 1. This rating of the Bonds indicates stable outlook and is the highest credit quality rating assigned by ICRA. For details in relation to the rationale for the credit rating, please refer to the Annexure to this Prospectus - Tranche 1.

Minimum Subscription

In terms of the SEBI Debt Regulations, an issuer undertaking a public issue of debt securities is required to disclose the minimum amount of subscription that it proposes to raise through the issue in the offer document. In the event that an issuer does not receive the minimum subscription disclosed in the offer, all application moneys received in the public issue are required to be refunded forthwith.

SEBI has, by way of letter no. IMD/DF1/OW/17383/2010 dated August 25, 2010, exempted the Company from specifying the minimum level of subscription for the Issue. Consequently, there is no minimum subscription amount for the Bonds.

Issue Programme

The Issue shall remain open for subscription during the banking hours for the period indicated below, except

that the Issue may close on such earlier date as may be decided by the Company. In the event of an early closure of the Issue, the Company shall ensure that notice of the same is provided to the prospective investors through newspaper advertisements at least three days prior to such earlier date of Issue closure.

ISSUE OPENS ON	September 30, 2010	ISSUE CLOSES ON	October 18, 2010
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CAPITAL STRUCTURE

Details of share capital

The share capital of the Company as at the date of this Prospectus - Tranche 1 is set forth below:

	Amount (Rs. in millions)
Authorised share capital	
4,000,000,000 Equity Shares of Rs. 10 each	40,000
100,000,000 Preference Shares of Rs.100 each	10,000
Issued, subscribed and paid up share capital	
1,459,999,224 Equity Shares of Rs. 10 each, fully paid up	14,599.9
84,000,000 compulsorily convertible cumulative Preference Shares of Rs. 100 each, fully paid up	8,400
Securities premium account	47,479.6

Notes to Capital Structure

1. *Equity Share capital history of the Company:*

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of consideration	Cumulative Paid-up Share Capital	Cumulative Share Premium (Rs.)
February 20, 1997	2,000,000	10	10.00	Cash	20,000,000	-
March 30, 1998	998,000,000	10	10.00	Cash	10,000,000,000	-
May 16, 2005	2,453,512	10	17.48	Cash	10,024,535,120	18,352,269.76
August 5, 2005	120,000,000	10	34.00	Cash	11,224,535,120	2,898,352,269.76
July 7, 2006	2,947,194	10	17.48	Cash	11,254,007,060	2,920,397,280.88
October 6, 2006	77,573	10	17.48	Cash	11,254,782,790	2,920,977,526.92
January 29, 2007	73,207	10	17.48	Cash	11,255,514,860	2,921,525,115.28
March 30, 2007	376,564	10	17.48	Cash	11,259,280,500	2,924,341,814.00
June 4, 2007	2,540,827	10	17.48	Cash	11,284,688,770	2,943,347,199.96
July 11, 2007	165,354,330	10	127.00	Cash	12,938,232,070	22,289,803,809.96
July 23, 2007	221,116	10	17.48	Cash	12,940,443,230	22,291,457,757.64
August 7, 2007	191,940	10	17.48	Cash	12,942,362,630	22,292,893,468.84
December 6, 2007	62,700	10	17.48	Cash	12,942,989,630	22,293,362,464.84
June 16, 2008	918,038	10	17.48	Cash	12,952,170,010	22,300,229,389.08
December 11, 2008	59,060	10	17.48	Cash	12,952,760,610	22,300,671,157.88
April 29, 2009	30,000	10	17.48	Cash	12,953,060,610	22,300,895,557.88
June 23, 2009	188,252	10	17.48	Cash	12,954,943,130	22,302,303,682.84
June 23, 2009	4,800	10	121.64	Cash	12,954,991,130	22,302,839,554.84
October 23, 2009	576,781	10	17.48	Cash	12,960,758,940	22,307,153,876.72
October 23, 2009	5,210	10	121.64	Cash	12,960,811,040	22,307,735,521.12
October 23, 2009	9,000	10	138.80	Cash	12,960,901,040	22,308,894,721.12
December 28, 2009	481,417	10	17.48	Cash	12,965,715,210	22,312,495,720.28
December 28, 2009	4,000	10	55.43	Cash	12,965,755,210	22,312,677,440.28
December 28, 2009	1,240	10	121.64	Cash	12,965,767,610	22,312,815,873.88
February 19, 2010	88,891	10	17.48	Cash	12,966,656,520	22,313,480,778.56
February 19, 2010	4,500	10	55.43	Cash	12,966,701,520	22,313,685,213.56

Date of Allotment	No. of Equity Shares	Face Value (Rs.)	Issue Price (Rs.)	Nature of consideration	Cumulative Paid-up Share Capital	Cumulative Share Premium (Rs.)
February 19, 2010	620	10	121.64	Cash	12,966,707,720	22,313,754,430.36
March 24, 2010	647,646	10	17.48	Cash	12,973,184,180	22,318,598,822.44
March 24, 2010	3,262,475	10	50.05	Cash	13,005,808,930	22,449,260,946.19
March 24, 2010	500	10	146.06	Cash	13,005,813,930	22,449,328,976.19
March 24, 2010	30,000	10	121.64	Cash	13,006,113,930	22,452,678,176.19
March 24, 2010	1,000	10	55.43	Cash	13,006,123,930	22,452,723,606.19
April 13, 2010	216,799	10	17.48	Cash	13,008,291,920	22,454,345,262.71
April 13, 2010	290,000	10	50.05	Cash	13,011,191,920	22,465,959,762.71
April 13, 2010	3,500	10	55.43	Cash	13,011,226,920	22,466,118,767.71
April 13, 2010	6,000	10	78.68	Cash	13,011,286,920	22,466,530,847.71
May 19, 2010	100,271	10	17.48	Cash	13,012,289,630	22,467,280,874.79
May 19, 2010	372,705	10	50.05	Cash	13,016,016,680	22,482,207,710.04
May 19, 2010	3,500	10	55.43	Cash	13,016,051,680	22,482,366,715.04
May 19, 2010	12,000	10	72.84	Cash	13,016,171,680	22,483,120,795.04
May 19, 2010	13,500	10	121.64	Cash	13,016,306,680	22,484,627,935.04
May 19, 2010	14,000	10	146.06	Cash	13,016,446,680	22,486,532,775.04
July 7, 2010	157,752,090	10	168.25	Cash	14,593,967,580	47,450,801,017.54
July 14, 2010	170,036	10	17.48	Cash	14,595,667,940	47,452,072,886.82
July 14, 2010	6,000	10	55.43	Cash	14,595,727,940	47,452,345,466.82
July 14, 2010	23,575	10	121.64	Cash	14,595,963,690	47,454,977,379.82
July 14, 2010	188,250	10	50.05	Cash	14,597,846,190	47,462,516,792.32
July 14, 2010	15,000	10	146.06	Cash	14,597,996,190	47,464,557,692.32
August 27, 2010	106,850	10	50.05	Cash	14,599,064,690	47,468,837,034.82
August 27, 2010	14,355	10	121.64	Cash	14,599,208,240	47,470,439,627.02
August 27, 2010	3,900	10	17.48	Cash	14,599,247,240	47,470,468,799.02
August 27, 2010	6,000	10	76.68	Cash	14,599,307,240	47,470,868,879.02
August 27, 2010	9,000	10	138.80	Cash	14,599,397,240	47,472,028,079.02
August 27, 2010	51,000	10	146.06	Cash	14,599,907,240	47,478,967,139.02
August 27, 2010	5,500	10	131.70	Cash	14,599,962,240	47,479,636,489.02

2. Preference share capital history of the Company:

Date of Allotment	No. of Preference Shares	Face value (Rs.)	Issue price (Rs.)	Nature of Consideration	Cumulative paid-up preference share capital	Cumulative share premium
August 11, 2010	8,40,00,000	100	100	Cash	8,400,000,000	Nil

Important terms of the CCCPS – The compulsorily convertible cumulative preference shares issued by the Company having a face value of Rs. 100 each (the “CCCPS”). Each CCCPS entitles its holder to dividend on a cumulative basis, calculated at a fixed rate of 6% p.a. on the face value of the CCCPS commencing from the date of issue of the CCCPS. The holders of the CCCPS shall be entitled to such voting rights as provided under applicable law, including the Companies Act. CCCPS are convertible into Equity Shares at any time within 18 month from the date of issue of CCCPS at a conversion price of Rs. 176 (the “Conversion Price”). After 18 months from the date of issue of CCCPS, the CCCPS shall be automatically converted into Equity Shares at the Conversion Price.

3. Shareholding pattern of the Company as on September 17, 2010:

Category Code	Category of Shareholder	No. of Shareholders	Total No. of Shares	No. of Shares held in Dematerialized Form	Total shareholding as a percentage of total no. of shares	
					As a Percentage of (A+B)	As a Percentage of (A+B+C)
(A)	PROMOTER AND PROMOTER GROUP	0	0	0	0.00	0.00
	Total A	0	0	0	0.00	0.00

Category Code	Category of Shareholder	No. of Shareholders	Total No. of Shares	No. of Shares held in Dematerialized Form	Total shareholding as a percentage of total no. of shares	
					As a Percentage of (A+B)	As a Percentage of (A+B+C)
(B)	PUBLIC SHAREHOLDING					
(1)	Institutions					
(a)	Mutual Funds /UTI	112	57054250	57054250	3.9078	3.9078
(b)	Financial Institutions /Banks	29	55986830	55986830	3.8347	3.8347
(c)	Central Government / State Government(s)	1	261,400,000	261,400,000	17.90	17.90
(d)	Venture Capital Funds	0	0	0	0.00	0.00
(e)	Insurance Companies	21	147590779	147590779	10.10	10.10
(f)	Foreign Institutional Investors	543	756392823	755,877,067	51.8079	51.8079
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0.00
(h)	Others	0	0	0	0.00	0.00
	Sub-Total B(1):	706	1278424682	1278424682	87.56	87.56
(2)	Non-Institutions					
(a)	Bodies Corporate	2901	59812391	59812391	4.09	4.09
(b)	Individuals					
	(i) Individuals holding nominal share capital upto Rs.1 lakh	283779	82314963	82288139	5.63	5.63
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	615	29957543	29940543	2.0519	2.0519
(c)	Others					
	Non Resident Indians	3525	3916835	3916835	0.2683	0.2683
	Trusts	40	499639	499639	0.03	0.03
	Overseas Corporate Bodies	1	500	500	0.00	0.00
	Clearing Members	426	5069671	5069671	0.34	0.34
	Sub-Total B(2) :	291287	181571542	181527718	12.44	12.44
	Total B=B(1)+B(2) :	291993	1,459,996,224	1,459,952,400	100.00	100.00
	Total (A+B) :	291993	1,459,996,224	1,459,952,400	100.00	100.00
(C)	Shares held by custodians, against which					
	Depository Receipts have been issued	0	0	0	0.00	0.00
	Grand Total (A+B+C) :	291993	1,459,996,224	1,459,952,400	100.00	100.00

4. List of top 10 holders of Equity Shares of the Company as on September 17, 2010:

Sr. No.	Name of the Shareholder	Address	Total Equity Shares held	Percentage of the shareholding (%)
(i).	President of India	Department of Economics Affairs Ministry of Finance	261,400,000	17.90

Sr. No.	Name of the Shareholder	Address	Total Equity Shares held	Percentage of the shareholding (%)
		Banking Division Jeevanandam Building Parliament Street New Delhi 110 001		
(ii).	Sipadan Investments (Mauritius) Limited	C/O Standard Chartered Bank Securities Services 23-25, M.G. Road Fort, Mumbai 400 001	116,755,080	7.99
(iii).	Life Insurance Corporation of India	Investment Department 6 th Floor, West Wing Central Office, Yogakshema Jeevan Bima Marg Mumbai 400 021	52,390,469	3.59
(iv).	Morgan Stanley Mauritius Company Limited	HSBC Securities Services 2 nd Floor "Shiv", Plot No. 139-140B Western Express Highway Sahar Road Junction Vile Parle (E), Mumbai 400 057	43,453,510	2.98
(v).	LIC of India Market Plus – 1	Investment Department 6 th Floor, West Wing Central Office, Yogakshema Jeevan Bima Marg Mumbai 400 021	25,473,653	1.74
(vi).	LIC of India - Market Plus	Investment Department 6 th Floor, West Wing Central Office, Yogakshema Jeevan Bima Marg Mumbai 400 021	22,860,376	1.57
(vii).	State Bank of India	SBI SG Global Securities Service Private Limited Jeevan Seva Extension Building Ground Floor S. V. Road, Santacruz (W) Mumbai 400 054	22,752,761	1.56
(viii)				
(ix).	JP Morgan Asset Management (Europe) S.A.R.L./A/C FI	HSBC Securities Services 2 nd Floor "Shiv", Plot No. 139-140B Western Express Highway Sahar Road Junction Vile Parle (E), Mumbai 400 057	22,587,209	1.54
(x).	Housing Development Finance Corporation Limited	HDFC Bank Limited Custody Services, Lodha – I Think Techno Campus Office 8 th Floor, Next to Kanjurmarg Station Kanjurmarg (E), Mumbai 400 042	20,000,000	1.36
(xi).	LIC of India Money Plus	Investment Department 6 th Floor, West Wing Central Office, Yogakshema Jeevan Bima Marg Mumbai 400 021	19,589,136	1.34
TOTAL			607,262,194	41.58

5. List of the holders of CCCPs of the Company as on the date of the Prospectus - Tranche 1:

Sr. No.	Name of the Shareholders	Address	Total convertible cumulative Preference Shares held	Percentage of the shareholding (%)
(i).	Actis Hawk Limited	Les Cascades, Edith Cavell Street, Port Louis Mauritius	46,000,000	54.76
(ii).	Sipadan Investments (Mauritius) Limited	3 rd Floor, Raffles Tower 19 Cybercity, Ebene Mauritius	38,000,000	45.24
TOTAL			84,000,000	100.00

6. List of top 10 holders of non-convertible debentures of the Company as on August 31, 2010:

Sr. No.	Name of the Debenture holder	Address	Total number of Debentures held	Debenture of Holding Percentage (%)
(i).	Life Insurance Corporation of India -Investment Department	Life Insurance Corporation of India Investment Department 6 th Floor, West Wing Central Office, Yogakshema Jeevan Bima Marg Mumbai 400021	27,250	13.40
(ii).	ICICI Prudential Mutual Fund*	3 rd Floor, Hallmark Business Plaza Sant Dyaneshwar Marg Bandra (East), Mumbai 400 051 Custodian's Address: HDFC Bank Limited Custody Services, Lodha – I Think Techno Campus Office 8 th Floor, Next to Kanjurmarg Station Kanjurmarg (E), Mumbai 400 042	7,362	3.62
(iii).	Reliance Industries Limited	Maker Chambers Nariman Point Mumbai 400 021	7,000	3.44
(iv).	Central Board of Trustees a/c HSBC AMC Limited	Shram Shakti Bhawan Rafi Marg New Delhi 110001	6,138	3.02
(v).	Reliance Capital Trustee Company Limited - Reliance Mutual Fund*	11 th – 12 th Floor One Indiabulls Centre, Tower 1 Jupiter Mills Compound 841, Senapati Bapat Marg Elphinstone Road Mumbai 400 013 Custodian's Address: Deutsche Bank AG DB House, Hazarimal Somani Marg Post Box No. 1142, Fort Mumbai 400 001	6,000	2.95
(vi).	ICICI Prudential Life	Pru Life Towers	5,246	2.58

Sr. No.	Name of the Debenture holder	Address	Total number of Debentures held	Debenture of Holding Percentage (%)
	Insurance Company	1089 Appasaheb Marathe Marg Prabhadevi, Mumbai 400 02		
(vii).	State Bank of India	Vidhan Bhavan Marg Nariman Point Mumbai 400 021	4,750	2.34
(viii).	Barclays Merchant Bank (Singapore) Limited	23, Church Street #13-08, Capital Square Singapore 049 481	4,500	2.21
(ix).	HSBC Bank (Mauritius) Limited	HSBC Securities Services 2 nd Floor, Shiv Plot No. 139 - 140 B Western Express Highway Sahar Road Junction Vile Parle (East), Mumbai 400 057	4,450	2.19
(x).	Punjab National Bank	7, Bhikaiji Cama Place New Delhi 110 066	4,129	2.03
	TOTAL		76,825	37.78

*The holding of the mutual fund reflects the aggregate no. of non-convertible debentures held by such mutual fund through its various schemes.

7. List of top 10 holders of commercial paper of the Company as on August 31, 2010:

Sr. No.	Name of the Commercial Paper Holder	Address	Total units of Commercial Paper held	Commercial Paper Holding Percentage (%)
(i).	ICICI Prudential Mutual Fund*	3 rd Floor Hallmark Business Plaza Sant Dyaneshwar Marg Bandra (East), Mumbai 400 051 Custodian's Address: HDFC Bank Limited Custody Services, Lodha – I Think Techno Campus Office 8 th Floor, Next to Kanjurmarg Station Kanjurmarg (E) Mumbai 400 042	10,000	29.41
(ii).	SBI Mutual Fund*	191, Maker Towers "E" Colaba, Mumbai 400005 Custodian's Address: Citibank N A, Custody Services 3 rd Floor, Trent House G-Block, Plot No. 60 Bandra Kurla Complex Bandra (E), Mumbai 400 051	6,000	17.65
(iii).	State Bank of India	Vidhan Bhavan Marg Nariman Point Mumbai 400021	4,000	11.76
(iv).	J. P. Morgan Securities Asia Private Limited	168 Robinson Road 17 th Floor, Capital Tower Singapore 068 912	4,000	11.76
(v).	UTI Mutual Fund*	UTI Tower, "GN" Block	3,800	11.18

Sr. No.	Name of the Commercial Paper Holder	Address	Total units of Commercial Paper held	Commercial Paper Holding Percentage (%)
		Bandra Kurla Complex Bandra (East), Mumbai 400 051 Custodian's Address: UTI AMC Private Limited UTI Tower, "GN" Block Bandra Kurla Complex Bandra (East), Mumbai 400 051		
(vi).	IDBI Mutual Fund*	9 th Floor, Nariman Point Nariman Bhavan Mumbai, 400021 Custodian's Address: HDFC Bank Limited Custody Services, Lodha – I Think Techno Campus Office 8 th Floor, Next to Kanjurmarg Station Kanjurmarg (E) Mumbai 400 042	3,000	8.82
(vii).	JPMorgan Mutual Fund	J P Morgan Asset Management IndiaPrivate Limited Kalpataru Synergy, 3 rd Floor West Wing, Santacruz (E) Mumbai 400 055 Custodian's Address: Deutsche Bank AG DB House, Hazarimal Somani Marg Post Box No. 1142, Fort Mumbai 400 001	1,000	2.94
(viii).	Fortis Mutual Fund*	Fortis Mutual Fund 101, 10 th Floor, Sakhar Bhavan Nariman Point, Mumbai 400 021 Custodian's Address: Deutsche Bank AG DB House, Hazarimal Somani Marg Post Box No. 1142, Fort Mumbai 400 001	500	1.47
(ix).	Shinsei Mutual Fund*	5 th Floor, Harchandrai House 81, Maharshi Karve Road Marine Lines, Mumbai 400 002 Custodian's Address: Citibank NA Custody Services 3 rd Floor, Trent House, "G" Block Plot No. 60 Bandra Kurla Complex Bandra (East), Mumbai 400 051	500	1.47

Sr. No.	Name of the Commercial Paper Holder	Address	Total units of Commercial Paper held	Commercial Paper Holding Percentage (%)
(x).	JM Financial Mutual Fund*	A-502 Laxmi Tower Bandra Kurla Complex Bandra (East), Mumbai 400 051 Custodian's Address: HDFC Bank - Custody Services Trade World, "A" Wing Ground Floor, Kamala Mills Compound Senapati Bapat Marg Lower Parel (W) Mumbai 400 013	500	1.47
	TOTAL		33,300	97.93

*The holding of the mutual fund reflects the aggregate no. of units held by such mutual fund through its various schemes.

8. Long Term Debt - equity ratio:

The long term debt to equity ratio of the Company prior to this Issue is based on a total outstanding debt of Rs. 299,382.9 million, and shareholders' funds amounting to Rs. 107,361.0 million which was 2.5 times as on August 31, 2010. The debt to equity ratio post the Issue (assuming subscription of Rs. 34,000 million) is 2.8 times, based on a total outstanding debt of Rs. 333,382.9 million and shareholders' fund (as on August 31, 2010) of Rs. 107,361.0 million.

(In Rs. million)

Particulars	Prior to the Issue (As on August 31, 2010)	Post-Issue
Debt		
Short Term Debt	35,707.4	35,707.4
Long Term Debt	263,675.5	297,675.5
Total Debt	299,382.9	333,382.9
Share Capital		
Equity Share Capital	14,600	14,600
Preference Share Capital	8,400	8,400
Share application money pending allotment	0.6	0.6
Reserves and surplus	84,360.4	84,360.4
Total Shareholders' Funds	107,361.0	107,361.0
Long Term Debt to Equity Ratio	2.5	2.8*

*Assuming subscription of Rs. 34,000 million for the financial year 2010-2011. In the event that the subscription is less than Rs. 34,000 million, the ratio would be adjusted accordingly.

9. None of the Equity Shares of the Company are pledged or otherwise encumbered.
10. The Company has not issued any Equity Shares or debt securities issued for consideration other than cash, whether in whole or part.
11. Other than zero coupon bonds aggregating, at face value, to Rs. 49,387.0 million as at August 31, 2010, issued at a discount, the Company has not issued any debt securities at a premium or at a discount, or in pursuance of an option.
12. For details of the outstanding borrowings of the Company, please see the section entitled "Description of Certain Indebtedness" on page 69.

OBJECTS OF THE ISSUE

Issue Proceeds

The Company has filed this Prospectus - Tranche 1 for a public issue of the Bonds not exceeding Rs. 34,000 million for the financial year 2010-2011. The funds raised through this Issue will be utilized towards “infrastructure lending” as defined by the RBI in the regulations issued by it from time to time, after meeting the expenditures of, and related to, the Issue.

The Bonds will be in the nature of debt and will be eligible for capital allocation and accordingly will be utilized in accordance with statutory and regulatory requirements including requirements of the RBI and the Ministry of Finance.

The main objects clause of the Memorandum of Association of the Company permits the Company to undertake its existing activities as well as the activities for which the funds are being raised through this Issue.

Further, in accordance with the SEBI Debt Regulations, the Company will not utilize the proceeds of the Issue for providing loans to or acquisition of shares of any person who is a part of the same group as the Company or who is under the same management as the Company or any subsidiary of the Company.

The Issue proceeds shall not be utilized towards full or part consideration for the purchase or any other acquisition, *inter alia* by way of a lease, of any property.

Issue Expenses

A portion of the Issue proceeds will be used to meet Issue expenses. The following are the estimated Issue expenses:

Particulars	Amount (Rs. in Million)	Percentage of net proceeds of the Issue (in %)	Percentage of total expenses of the Issue (in %)
Fees to Intermediaries			
Fees paid to the Registrar to the Issue	10	0.02	1.09
Fees paid to the Lead Managers including selling and brokerage commission	600	1.76	65.93
Fees paid for advertising and marketing	200	0.58	21.97
Miscellaneous (including fees paid to Debenture Trustee)	5	0.01	0.54
Total	910	2.67	100

The fees detailed in the table above may also be paid by way of commission to various intermediaries, which may include subsidiaries of the Company. The above expenses are indicative and subject to change depending on the actual level of subscription, number of Allottees, market conditions and other relevant factors.

Monitoring of Utilization of Funds

There is no requirement for appointment of a monitoring agency in terms of the SEBI Debt Regulations. The Board of Directors of the Company shall monitor the utilisation of the proceeds of the Issue. The Company will disclose in the Company’s financial statements for the relevant financial year commencing from FY 2011, the utilization of the proceeds of the Issue under a separate head along with details, if any, in relation to all such proceeds of the Issue that have not been utilized thereby also indicating investments, if any, of such unutilized proceeds of the Issue. The Company shall also file these along with term sheets to the Infrastructure Division, Department of Economic Affairs, Ministry of Finance, within three months from the end of financial year.

STATEMENT OF TAX BENEFITS

Under the current tax laws the following tax benefits inter alia, will be available to the Bond Holder as mentioned below. The benefits are given as per the prevailing tax laws and may vary from time to time in accordance with amendments to the law or enactments thereto. The Bond Holder is advised to consider in his own case the tax implications in respect of subscription to the Bond after consulting his tax advisor as alternate views are possible. We are not liable to the Bond Holder in any manner for placing reliance upon the contents of this statement of tax benefits.

The Honourable Finance Minister has presented the Direct Tax Code Bill, 2010 ('DTC Bill') on August 30, 2010, which is proposed to be effective from April 1, 2012. This DTC Bill is likely to be presented before the Indian Parliament. Accordingly, it is currently unclear what effect the Direct Tax Code would have on the investors

A. TAX BENEFITS TO RESIDENT BOND HOLDERS

Deduction u/s 80CCF

1. According to section 80CCF, an amount not exceeding Rupees twenty thousand invested in long term infrastructure bonds shall be allowed to be deducted from the total income of an Individual or Hindu Undivided Family. This deduction shall be available over and above the aggregate limit of Rs. One Lakh as provided under sections 80C, 80CCC and 80CCD read with section 80CCE.

Section 80CCF reads as "In computing the total income of an assessee, being an individual or a Hindu undivided family, there shall be deducted, the whole of the amount, to the extent such amount does not exceed twenty thousand rupees, paid or deposited, during the previous year relevant to the assessment year beginning on the 1st day of April, 2011, as subscription to long term infrastructure bonds as may, for the purposes of this section, be notified by the Central Government"

Taxability of Interest

Taxability of interest on Bonds would depend upon the method of accounting adopted by the resident bondholder as mentioned in the provisions of the IT Act.

Withholding Tax

1. No income tax is deductible at source on interest on Bonds as per the provisions of the IT Act in respect of the following:
 - (a) On any securities issued by a company in a dematerialized form listed on recognized stock exchange in India.
 - (b) In case the payment of interest on Bonds held in physical form to resident individual Bond Holder by company by an account payee cheque and such Bonds being listed on a recognized stock exchange in India, provided the amount of interest or the aggregate of the amounts of such interest paid or likely to be paid during the financial year does not exceed Rs. 2,500;
 - (c) When the Assessing Officer issues a certificate on an application by a Bond Holder on satisfaction that the total income of the Bond Holder justifies nil/lower deduction of tax at source as per the provisions of Section 197(1) of the IT Act;
 - (d) When the resident Bond Holder (not being a company or a firm or a senior citizen) submits a declaration to the payer in the prescribed Form 15G verified in the prescribed manner to the effect that the tax on his estimated total income of the financial year in which such income is to be included in computing his total income will be "nil" as per the provisions of Section 197A(1A) of the IT Act. Under Section 197A(1B) of the IT Act, Form 15G cannot be submitted nor considered for exemption from deduction of tax at source if the aggregate of income of the nature referred to in the said section, viz. dividend, interest, etc as prescribed therein, credited or paid or likely to be credited or paid during the financial year in which such income is to be included exceeds the maximum amount which is not chargeable to tax. To

illustrate, the maximum amount of income not chargeable to tax in case of individuals (other than women assesseees and senior citizens) and HUFs is Rs 160,000, in case of women assesseees is Rs.190,000 and in case of senior citizens is Rs. 240,000 for financial year 2010-11. Senior citizens, who are 65 or more years of age at any time during the financial year, enjoy the special privilege to submit a self declaration to the payer in the prescribed Form 15H for non-deduction of tax at source in accordance with the provisions of section 197A(1C) of the IT Act even if the aggregate income credited or paid or likely to be credited or paid exceed the maximum amount not chargeable to tax i.e. Rs 240,000 for financial year 2010-11, provided tax on his estimated total income of the financial year in which such income is to be included in computing his total income will be nil.

In all other situations, tax would be deducted at source as per prevailing provisions of the IT Act.

Transfer before maturity

1. Under section 2(29A) of the IT Act, read with section 2(42A) of the IT Act, a listed bond is treated as a long term capital asset if the same is held for more than 12 months immediately preceding the date of its transfer.

Under section 112 of the IT Act, capital gains arising on the transfer of long term capital assets being listed securities are subject to tax at the rate of 10% of capital gains calculated without indexation of the cost of acquisition. The capital gains will be computed by deducting expenditure incurred in connection with such transfer and cost of acquisition of the bonds from the sale consideration.

In case of an individual or HUF, being a resident, where the total income as reduced by the long term capital gains is below the maximum amount not chargeable to tax i.e. Rs. 160,000 in case of all individuals (other than women assesseees and senior citizens) and HUFs, Rs. 190,000 in case of women and Rs. 240,000 in case of senior citizens, the long term capital gains shall be reduced by the amount by which the total income as so reduced falls short of the maximum amount which is not chargeable to income tax and the tax on the balance of such long-term capital gains shall be computed at the rate of ten per cent in accordance with and the proviso to sub-section (1) of section 112 of the IT Act read with CBDT Circular 721 dated September 13, 1995.

A 2% education cess and 1% secondary and higher education cess on the total income tax is payable by all categories of tax payers.

2. Short-term capital gains on the transfer of listed bonds, where bonds are held for a period of not more than 12 months would be taxed at the normal rates of tax in accordance with and subject to the provision of the IT Act.

The provisions related to minimum amount not chargeable to tax and education cess described at para 1 above would also apply to such short-term capital gains.

In case the bonds are held as stock in trade, the income on transfer of bonds would be taxed as business income or loss in accordance with and subject to the provisions of the IT Act

B. WEALTH TAX

Wealth-tax is not levied on investment in Bonds under section 2(ea) of the Wealth-tax Act, 1957.

C. GIFT TAX

Gift-tax is not levied on gift of Bonds in the hands of the donor as well as the donee.

OUR BUSINESS

Overview

We believe that we are a leading knowledge-driven financial services company in India and play a central role in advancing infrastructure development in the country. We provide a full range of financing solutions to our clients and believe that we distinguish ourselves from other financiers by having developed extensive domain knowledge of infrastructure in India. We operate as a professionally managed commercial entity with the objective of maximizing shareholder value. We were established in 1997 as a private sector enterprise by a consortium of public and private investors and listed our Equity Shares in India pursuant to an initial public offering in August 2005. Following the listing of our Equity Shares, we steadily broadened our business activities from project financing and government advisory to cover a wide spectrum of financial intermediation services. Since our second major capital raising in July 2007 through a qualified institutions placement of our equity shares raising approximately Rs. 21,000.0 million, we have continued to grow and diversify our business and revenue streams through a mix of organic as well as inorganic growth, including acquisitions. In July 2010, we raised approximately Rs. 35,000.0 million on an aggregate basis, through a qualified institutions placement of our equity shares and a preferential allotment of our compulsorily convertible cumulative preference shares.

The Government has identified infrastructure development as a key priority in its five year plans. The Eleventh Five Year Plan (Fiscal 2008 to 2012) envisages investments of U.S. \$514.04 billion in the infrastructure sector. Given the scale of investment required, we expect a substantial proportion of the investment to be met through private financing or PPP. We believe that given our history, capabilities and financial strength, we are well placed to benefit from these opportunities, particularly with the increasingly conducive policy and regulatory environment in India for infrastructure development. In this connection, we have been reclassified by the RBI as an Infrastructure Finance Company, or IFC, which, among other things will allow us to diversify our borrowings, access long-term funds to a greater extent and give us the flexibility to increase our exposures to borrowers and groups.

We classify our business into the following four broad platforms, through which we not only provide project finance but also arrange and facilitate the flow of private capital to infrastructure development by creating appropriate structures and financing vehicles for a wide range of market participants:

- Corporate Finance and Investment Banking, which includes our project finance, principal investments and treasury operations, as well as the investment banking business of IDFC Capital and the institutional brokerage business of IDFC Securities, which were acquired in 2007;
- Public Markets Asset Management, which comprises the mutual funds business that we acquired from Standard Chartered Bank in 2008;
- Alternative Asset Management, which includes our private asset management and project management businesses; and
- Advocacy and Nation Building, through which we remain actively involved in providing policy formulation and advocacy, institutional capacity building to structure public-private partnerships, government transaction advisory services and corporate social responsibility initiatives.

These business platforms are supported by a shared services platform that includes information technology, human resources, legal and compliance, secretarial services, risk management, finance and facilities.

Our clients include prominent participants in infrastructure development in India and our product portfolio caters to the diverse needs of these clients across all layers of the capital structure. Our main focus has been on the energy, transportation and the telecommunications and information technology sectors, and we expect to see continued growth and significant financing opportunities in these sectors.

Our business has grown rapidly in recent years. Our balance sheet, total income and profit after tax, on a consolidated basis, grew at a compounded annual growth rate of 9.5 per cent., 20.3 per cent. and 19.6 per cent., respectively, from fiscal 2008 to fiscal 2010. As of March 31, 2010, our gross and net non-performing loans were Rs. 797.3 million and Rs. 428.6 million, respectively. These represent 0.3 per cent. and 0.2 per cent. of our total loan assets, respectively. Our capital to risk-weighted asset ratio as of March 31, 2010 was 20.5 per cent. and our return on average total assets in fiscal 2010 was 3.4 per cent. Our long term borrowings have been rated

LAAA by ICRA and AAA (ind) by Fitch, which are the highest credit ratings awarded by these rating agencies.

In view of our historical and intended growth and the increasingly interconnected nature of our businesses, in fiscal 2010 we launched the 'One Firm' initiative, which seeks to forge our identity and brand across our various platforms and businesses. We believe that this initiative will enable us to emerge as a better aligned and integrated firm that presents a unified value proposition to our clients.

Strengths

We believe that the following are our primary strengths:

Composite financial services platform focused on infrastructure. Infrastructure lending has been and remains the predominant contributor to our business; however, we have over the last few years strategically diversified into new businesses and believe that we are now a one-stop infrastructure financing group. We have grown some of our business organically, such as our Alternative Asset Management platform, which includes our private equity, project equity, funds of funds and project management and development businesses. We have also strategically acquired capabilities in investment banking, institutional brokerage and public markets asset management. Further, we have grouped our businesses under four interconnected platforms, which through our 'One Firm' initiative collectively enable us to offer comprehensive solutions and unified value proposition to our clients and also generate fee based sources of revenue in addition to interest income.

Reputation as a leading private sector infrastructure financier. We were established with the objective of promoting private financing of Indian infrastructure and we are now a significant lender in the private infrastructure financing sector. We believe that we distinguish ourselves among financiers to infrastructure projects in India by having developed domain knowledge, particularly with regard to project structuring, appraisal and risk evaluation. We have expertise in providing financing through a variety of products and have played a key role in introducing innovative financial products and structures, which allow a broader cross-section of lenders and investors to participate in infrastructure financing. We believe that these attributes have contributed to our being a leading infrastructure financing institution in India.

Experienced management team and dynamic professional staff. The members of our management team and professional staff are from diverse backgrounds, including leading commercial banks and lending institutions, finance companies, regulators, academia, rating agencies, investment banks and private equity firms. Our managers and professional staff have domestic and international expertise in areas such as project finance, principal investments, asset management, financial markets and investment banking as well as advisory services. Our managers and professional staff also have domain knowledge and experience in the various sectors we serve, which contributes to our understanding of the sector-specific aspects of our business.

Established relationships with government entities. Our strong relationship with the Government gives us access to decision makers in government entities and multilateral development agencies. As a consequence, we are able to play a significant role in the direction of infrastructure policy in the country. We believe that our policy-related initiatives have helped rationalize India's policy and regulatory frameworks across the infrastructure sector, which has encouraged an increased flow of private capital, including foreign capital, into infrastructure. In addition, we believe that our multidimensional relationship with governmental entities, in advisory as well as beneficiary capacities, gives us access to major financing and advisory opportunities in the infrastructure sector.

Well-developed client relationships. We have well-developed relationships with prominent private sector sponsors in India's infrastructure sector and many emerging participants in the sector. We were among the earliest providers of infrastructure financing for many of our clients, which has fostered our relationships in the industry. These relationships have enabled us to have a prominent role in prospective projects with such clients at an early stage and to obtain leadership roles in advising and financing infrastructure projects.

Financial strength to take advantage of market opportunities. We believe that our financial status provides us with the ability to grow our balance sheet and our return on assets and equity. Our leverage, which we define as average assets divided by average net worth, was 4.6 times as of March 31, 2010, and will be reduced through the proceeds raised in this Issue. We believe that this will enable us to increase the size of our balance sheet while remaining within a sustainable level of leverage and thereby access a broad range of opportunities. Further, as of March 31, 2010 our capital adequacy ratio was 20.5 per cent. and our return on assets was 3.4 per cent. Our long term borrowings have been rated LAAA by ICRA and AAA (ind) by Fitch, which are the highest

credit ratings awarded by these rating agencies. We believe that our financial position will be further strengthened with our recent classification as an Infrastructure Finance Company, as it allows us to diversify our borrowings, access long-term funds and increase our lending exposures to individual entities, corporations and groups, which will enable us to take advantage of further growth opportunities.

Strong asset quality. Our gross and net non-performing loans represented 0.3 per cent. and 0.2 per cent. of total loan assets, respectively, as of March 31, 2010. We believe that our strong asset quality has been achieved due in part to our comprehensive credit and project appraisal skills and disciplined risk management practices. Our credit process involves extensive screening and financial analysis to assess potential risks and devise appropriate risk mitigation mechanisms. We also have a systematic review process to continuously monitor and evaluate the projects in our portfolio.

Strategy

Our mission is to be the leading knowledge driven financial services firm, creating enduring value, promoting infrastructure and nation building in India and beyond. To enable us to achieve our mission, we are creating a unifying, company-wide culture and governance system based on the pillars of knowledge expertise, teamwork and stewardship. This initiative, called 'One Firm', cuts across functional domains and is a cornerstone philosophy in executing our key strategies. The initiative is intended to minimize internal segregation and divisions across practice and product areas and emphasizes on collaboration across platforms and leveraging different capabilities across departments and businesses. Guided by our 'One Firm' framework, we are focused on enhancing shareholder value by pursuing strategies that enhance our profitability, return on assets and return on equity. The key elements of our business strategy are as follows:

Deliver profitability growth by:

- operating as a one stop provider of infrastructure financing by offering clients a diverse range of infrastructure financing options and other related services, which include project finance, principal investment, asset management, financial markets and investment banking services, and advisory services;
- continuing to diversify our revenue streams to increase fee-based income through our non-lending businesses such as asset management, investment banking, private equity and project equity and capturing a greater share of client revenues by cross-selling products and services that address clients' requirements;
- increasing our market share in the investment banking business by expanding our geographical reach and product base and the institutional brokerage business by capitalizing on existing corporate and institutional relationships;
- seeking transaction leadership roles in select projects in which we participate and working closely with clients, from the pre-bidding stage to project commissioning; and
- maintaining high levels of operational efficiency to lower our expense to assets ratio.

Achieve robust balance sheet growth by:

- utilizing our recently awarded IFC status to optimize our capital structure and long-term funding resources and thereby expand our financing operations while maintaining our competitive cost of funds;
- building on the strong relationships we have with sponsors of infrastructure projects to continue expanding our business activities and financing opportunities;
- focusing and capitalizing on our key sectors, including energy, transportation and the telecommunications and information technology sectors; and
- offering a broader array of financing solutions tailored to different risk appetites in order to expand funding options for infrastructure projects.

Pursue leadership in the Indian infrastructure sector by:

- using our structuring skills and knowledge of domestic and international capital markets to continuously develop and launch new products suitable to a wider array of domestic and international investors and lenders;
- advocating policy and regulatory frameworks in our areas of focus and tailoring global best practices to the Indian context;
- delivering high quality advisory services to clients and working with government entities in India, as well as with multilateral and bilateral development agencies, to seek removal of bottlenecks and encourage private investment into infrastructure; and
- attracting and retaining the best talent in the industry and offering them the opportunity to grow and excel within our organization.

Business Platforms

While we continue to focus on the business of infrastructure financing, our business structure and organisation has grown and developed over the years. In keeping with our goal of becoming a one stop provider of infrastructure financing and related services, in the recent past we have increasingly focused on diversifying the products and services that we offer to our clients. We believe that as competition increases, we may be able to distinguish ourselves by offering clients a broader suite of financing options, including risk capital and access to equity markets, which we expect will constitute higher margin businesses for us. At present we derive most of our income from net interest income from our infrastructure sector lending operations, which accounted for 48.3 per cent. of our net operating income in fiscal 2010. While we expect our interest income to grow in response to the lending opportunities in the infrastructure sector, we have in the last few years also diversified our business to areas such as investment banking, institutional brokerage and asset management where the revenue streams are non-interest income based. We expect these businesses to be growth drivers for us in the future and to contribute to a greater extent to our net operating income.

We classify our business into four broad platforms based on the fundamental nature of the underlying activities. These are:

- Corporate Finance and Investment Banking
- Public Markets Asset Management
- Alternative Asset Management
- Advocacy and Nation Building

The four business platforms are supported by a shared services platform that includes information technology, human resource, legal and compliance, secretarial services, risk management, finance and facilities.

Corporate Finance and Investment Banking

Project Finance

Through our project finance business we provide funded and non-funded products across the capital structure to infrastructure projects. Our project financing products include senior debt financing, which is provided through loans or in the form of subscriptions to debentures, securitized debt that is collateralized by the cash flow receivables of the project and mezzanine products, comprising preference capital and subordinated debt. We also make equity or equity-linked investments as part of our project financing portfolio and issue financial and performance guarantees on behalf of projects.

The following table sets forth, as of March 31, 2010, the allocation of our net approvals and outstanding disbursements by type of financing and by sector:

(Rs. in million)

	Energy	Transportation	Telecom and IT ⁽³⁾	Commercial and Industrial Infrastructure /Others ⁽⁴⁾	Total
Net approvals	234,521.7	146,888.1	218,500.1	130,551.3	730,461.2
Funded debt ⁽¹⁾	227,217.1	139,617.9	197,688.0	102,857.6	667,380.6
Non-funded debt ⁽²⁾	3,608.6	2,319.9	9,836.1	2,027.4	17,792.0
Equity and preference capital	3,696.2	4,950.3	10,975.9	25,666.3	45,288.7
Outstanding disbursements	103,417.8	55,478.2	57,245.3	62,703.8	278,845.1
Funded debt ⁽¹⁾	99,878.4	53,269.4	52,594.7	49,620.3	255,362.8
Non-funded debt ⁽²⁾	1,244.8	752.7	0.1	911.1	2,908.7
Equity and preference capital	2,294.6	1,456.0	4,650.6	12,172.4	20,573.6
Exposure	168,002.9	86,763.1	107,050.7	76,607.9	438,424.6
Percentage of Total Exposure	38.3%	19.8%	24.4%	17.5%	100%

Note:

- (1) Includes senior debt and subordinated debt financing.
(2) Includes letters of credit, guarantees, take-out financing and risk participation products.
(3) Includes Telecommunications and Information Technology.
(4) Includes Special Economic Zones (“SEZs”), IT parks, commercial infrastructure projects, tourism, urban services, healthcare and education.

On a cumulative basis, as of March 31, 2010, our gross approvals, including equity and non-funded assistance, were Rs. 1,096,826.5 million and gross disbursements, including equity were Rs. 571,297.0 million. As of March 31, 2010, our net approvals, i.e., gross approvals net of cancellations, were Rs. 730,461.1 million and our outstanding disbursements, i.e., gross disbursements net of repayments, were Rs. 278,845.2 million. As of March 31, 2010, our total exposure to infrastructure projects, including non-funded exposure and equity exposure, and excluding cancellations and repayments, was Rs. 438,424.7 million, of which energy accounted for the highest proportion at 38.3 per cent., followed by telecommunications and information technology at 24.4 per cent., transportation at 19.8 per cent., industrial and commercial infrastructure and others at 17.5 per cent.

In fiscal 2010, we recorded gross approvals and disbursements of Rs. 304,419.2 million and Rs. 129,615.5 million, respectively. This represented an increase of 195.1 per cent. and 60.3 per cent., respectively, over gross approvals and disbursements in fiscal 2009. In fiscal 2010, our exposure in the energy, transportation, the telecommunications and information technology, and commercial and industrial infrastructure and others grew by 34.4 per cent., 18.7 per cent., 220.2 per cent. and 0.6 per cent., respectively, over fiscal 2009.

The following is a sector-wise overview of our project finance activities:

Energy

We finance projects for electricity generation, transmission and distribution, as well as projects in the oil and gas industry, particularly pipelines for oil and gas transportation and city gas distribution businesses. During fiscal 2010, our total exposure in the energy sector was Rs. 168,002.9 million and we approved financing aggregating Rs. 91,309.5 million, compared to Rs. 21,797.5 million in fiscal 2009. Gross disbursements during fiscal 2010 aggregated Rs. 41,122.7 million compared to Rs. 18,653.2 million in fiscal 2009. Set out below is a brief overview of the regulatory position and description of our projects in electricity, renewable energy and oil and gas.

Electricity: The power sector continued to be characterized by shortages. The capacity addition in fiscal 2010 was 9,585 MW, the highest ever in a single year in India. The private sector played a major role as it contributed 45 per cent. of the capacity addition. Going forward, we expect the private sector to exceed the targeted capacity addition. (Source: Planning Commission of India.) The mid-term appraisal of the Eleventh Five Year Plan indicates that the private sector will be adding approximately 20,000 MW (as against the target of 15,000 MW). The Government has also modified the mega power policy, which makes available various fiscal benefits to large power projects. We provide financing support to the capital expenditure and efficiency improvement programme of private sector distribution utilities with strong financials. As regards transmission, there has been increased activity in the inter-state transmission sector with the award of three Ultra Mega Transmission Projects

("UMTP") to the private sector. The state transmission utilities are also awarding intra-state transmission projects based on competitive bidding. In view of these developments, we believe that there are significant opportunities in electricity generation, transmission and distribution businesses. (Source: Ministry of Power, <http://www.powermin.nic.in/>.)

We are the lead financial institution for a 1,005 MW coal fired power plant in Orissa, two 135 MW multi-fuel fired power plants in Gujarat, wind power projects in Andhra Pradesh, Gujarat, Tamil Nadu and Rajasthan aggregating to 202.4 MW. We are also in the process of negotiating terms of financing for UMTPs aggregating line length of 2,100 km and one intra-state transmission project of 100 km in Haryana. We were one of the main lenders for a 1,150 km transmission project connecting northern and eastern India. We have also financed major private distribution licensees in Delhi, Ahmedabad, Surat and Mumbai.

Renewable Energy: The Government is taking various steps to encourage the development of the renewable energy sector. Key initiatives on the policy side include: (a) Prime Minister's National Action Plan on Climate Change (NAPCC), which advocates a national level renewable portfolio standards (RPS) target of 15 per cent. by 2020; (b) higher return on equity proposed for renewable energy projects to attract investment in the sector; the normative return on equity has been fixed at 19 per cent. pre-tax for the first 10 years and 24 per cent. from the eleventh year; and (c) generation based incentive scheme at Rs. 0.50/kwh for energy generated by wind projects. Given the primary electricity generation feedstock shortage and prices, we believe that the development of renewable energy is set to be a focus area for the Government. We also believe that funding opportunities in the renewable energy sector will increase and that we are well positioned to play a significant role in respect of such opportunities. We will continue to support the funding requirements of large and medium sized renewable energy developers.

Oil and Gas: We believe that the increased focus on natural gas and LNG as alternatives to oil-based fuels and the development of various gas distribution projects offer significant opportunities for growth in the oil and gas sector in India. Natural gas availability has increased significantly since the commencement of gas production from the KG basin field. This development, coupled with the expected commencement of gas production from other fields over the next few years, is expected to result in an increased focus on the construction of trunk transportation and city gas distribution networks. We believe that if certain regulatory matters are addressed, the city gas distribution and trunk transportation sectors will witness significant investment activity. We continue to focus on these sectors for lending opportunities. We were the joint lead financiers for the east-west pipeline of a leading private Indian corporate. We are also lenders to a trunk pipeline network in Gujarat and are the lead financiers of a private sector city gas distribution business in Ahmedabad. Further, we have in the past financed a gas distribution within Ahmedabad.

Transportation

Project finance in the transportation segment comprises mainly of financing construction, operation and maintenance of roads, ports and airports. As of March 31, 2010 our total exposure in the transportation sector was Rs. 86,763.1 million. During fiscal 2010, we approved financing aggregating Rs. 49,118.9 million in the transportation sector compared to Rs. 15,670.0 million in fiscal 2009. Gross disbursements during fiscal 2010 aggregated Rs. 17,934.8 million compared to Rs. 14,761.7 million in fiscal 2009.

Roads: The Government has an ambitious target of building 35,000 km of national highways over a five year period (20 km per day). (Source: *Indian Economic Survey 2009-10.*) The Government has recently introduced a number of initiatives to facilitate road development including the implementation of the recommendations of the B K Chaturvedi Committee Report. The recommendations include changes to the bid document and model concession agreement to incentivize private sector participation. Going forward, more than three-fourths of the construction under the National Highways Development Programme ("NHDP") is envisaged to be undertaken through PPP (Toll or Annuity). Further, the National Highways Authority of India ("NHAI") proposes to award several mega road projects (400-700 km) in the next few years. NHAI is now awarding contracts for longer road sections and the concession periods have also increased. A number of road projects have been awarded recently and we believe that a large number of road projects are likely to be awarded over the next 2-3 years. In view of the above, we believe there are significant opportunities in financing roads. We also believe that our experience in financing road projects and our existing relationship with developers in the road sector enables us to selectively target projects.

Our activities in road financing have focused on projects involving the construction, operation and maintenance of new and existing stretches of national and state highways and expressways, as well as providing related

advisory services. We believe we have played a key role in opening up the road sector to private investment. We have financed a number of “build, operate and transfer” (“BOT”) highway projects. We represented and advised the NHAI in structuring a unique method for undertaking BOT projects known as the “annuity approach”. We have financed national and state highways, bridges and bypasses and participated in the securitization of toll receivables in existing road projects in a number of states across India. We are lead lenders in several prominent road projects, including national highways in Rajasthan, Andhra Pradesh, Punjab and Maharashtra. Further, pursuant to a circular dated April 23, 2010 the RBI has directed that banks may treat annuities under the BOT model in respect of road/highway projects and toll collection rights as tangible securities, provided that there are provisions to compensate the project sponsor if a certain level of traffic is not achieved and banks’ rights to receive annuities and toll collection rights are legally enforceable and irrevocable.

Ports: The port sector, in particular the container segment, has exhibited a consistent growth story and we expect the momentum to continue due to the expected increase in shipping and trade arising from India’s growing economy. Leading international port operators and domestic entities have invested significantly in developing major and non-major ports and terminals in India.

We believe we played a key role in opening up the major port sector for private participation. We were engaged by the Government to evolve the PPP framework including entry criteria, bid process and the model concession framework for major ports. We facilitated the processes of corporatizing the new major port of Ennore in South India. This was the first major port to be corporatized in India. We were engaged by the World Bank to advise on evolving an institutional and regulatory framework in consultation with the stakeholders for the Indian port sector. Further, we were nominated by the Government (to advise the Planning Commission) to chair the working group on ports which was mandated to evolve the medium term development strategy for enhancing PPP in ports.

We have advised several private international port operators and domestic players on entry and investment strategies in the ports business. We are one of the leading financiers in the port sector in India. We have a diversified portfolio covering (as financier and/or lead arranger and financier of debt) a wide range of geographical locations, a mix of major and non-major ports on the East and West coasts of India operated by international and domestic operators and several cargo categories including dry and liquid bulk and containers. We have further diversified our portfolio by financing several bulk terminals developed by prominent industrial groups. We were the lead arrangers for the first private port of India at Pipavav, and also the bulk terminals at Jaigarh.

Aviation: Investment opportunities in the Indian aviation sector include the expansion and development of urban airports. We provide financing in the aviation sector to airport projects as well as sub-concessions within an airport such as cargo handling, ground handling, etc. Growth in this sector has been driven by the Government’s adoption of a legal framework for private investment in airports. As a result of this liberalization, various consortia have developed greenfield airports at Hyderabad and Bangalore and are modernizing the airports at Delhi and Mumbai. We are the lead lender in the Hyderabad greenfield airport and a lender to the modernization of Delhi airport as well as three sub-concessions at the Delhi airport.

Telecommunications and Information Technology

We provide project financing to new projects and acquisition finance to enable strategic activity in the telecommunications sector. As of March 31, 2010, our total exposure in the telecommunications and information technology sector was Rs. 107,050.7 million. During fiscal 2010, we approved financing aggregating Rs. 124,010.0 million in the telecommunications and information technology sector compared to Rs. 41,500.0 million in fiscal 2009. Gross disbursements during fiscal 2010 aggregated Rs. 36,704.5 million compared to Rs. 28,845.0 million in fiscal 2009. In fiscal 2010 we arranged term financing for established telecom operators and also provided financing to several passive infrastructure providers for their capital expenditure and acquisition related requirements.

Until recently the telecommunications sector in India was dominated by a few large service providers. We believe that the entry of new service providers over the last one year has led to the market becoming extremely competitive. Further, we believe that the addition of approximately 18 million new wireless subscribers per month (*Source: TRAI Press releases 78/2009, 79/2009, 8/2010, 10/2010, 15/2010, 20/2010 and 24/2010.*) and roll out of 3G and broadband wireless access services will require significant investments in this sector and will provide funding opportunities for us. Our strategy in this sector is to finance the existing established players which require incremental financing for their capital expenditure for 2G expansion purposes and project financing for the roll out of 3G and broadband wireless access services. We also plan to selectively explore

opportunities to support new operators that have strong sponsors with experience of providing telecommunications services in a competitive market and a sustainable business model. We will continue to support the funding requirements of large independent passive infrastructure service providers. Further, we expect enhanced funding opportunities arising from any consolidation in the sector. We believe that we are well positioned to play a significant role in any such activity.

Commercial and Industrial Infrastructure and Others

Our commercial and industrial infrastructure sector financing includes project-based lending to private initiatives in commercial infrastructure projects and Special Economic Zones. As of March 31, 2010 our total exposure in the commercial and industrial infrastructure and other sectors was Rs. 76,608.0 million. During fiscal 2010, we approved financing aggregating Rs. 39,980.8 million in this sector, compared to Rs. 24,204.0 million in fiscal 2009. Gross disbursements during fiscal 2010 aggregated Rs. 33,853.5 million compared to Rs. 18,594.2 million in fiscal 2009.

In addition to the sectors discussed above, we continue to monitor growth opportunities in other sectors.

Principal Investments

We continuously explore opportunities that result in accepting a higher level of risk and provide financing to infrastructure companies through principal equity investments. Our focus is also to explore and develop innovative financing structures for our investments. This activity is carried out through our principal investment business. Our principal investments could be strategic in nature, which are made by us to strengthen or develop any of our business platforms; this includes investments for the acquisitions of SSKI (now renamed IDFC Capital Limited and IDFC Securities Limited) and the mutual fund business of Standard Chartered (now renamed IDFC Mutual Fund).

The Company had acquired 33.33% of equity share capital of S.S. Kantilal Ishwarlal Securities Private Limited (“SSKI”) in terms of a share purchase agreement dated September 25, 2006. The Company further acquired 33.34% of equity share capital of IDFC-SSKI Securities Limited in terms of an option and advance agreement dated March 13, 2007. Thereafter, the Company further acquired 13.13% of equity share capital of the IDFC-SSKI Securities Limited in terms of various purchase cum advance agreements during December 2007 with eligible employees. In terms of an agreement dated June 8, 2009, the Company purchased the remaining 20% equity share capital of IDFC-SSKI Securities Limited, thereby making IDFC-SSKI Securities Limited a wholly-owned subsidiary of the Company. IDFC-SSKI Securities Limited has been renamed as IDFC Securities Limited.

Further, in terms of an agreement between the Company and Standard Chartered PLC dated March 7, 2008, the Company acquired the entire equity share capital of Standard Chartered Asset Management Company Private Limited (“SCAMC”) and Standard Chartered Trustee Company Private Limited (“SCTCPL”), for a total cash consideration of approximately Rs. 8,339.9 million, before deductions for local taxes and deal expenses. SCAMC and SCTCPL represented the mutual fund business of Standard Chartered PLC in India. Standard Chartered PLC will continue to pursue its mutual fund distribution business in India. SCAMC and SCTCPL have been subsequently renamed as IDFC Asset Management Company Limited and IDFC AMC Trustee Company Limited, respectively.

We may also make financial investments which include investments in National Stock Exchange of India Limited, Securities Trading Corporation of India Limited and Asset Reconstruction Company of India Limited. These investments are long term in nature and are not meant for direct returns. We could also invest in venture capital units, for funds which are sponsored and managed by us and also infrastructure investments, which are generally made as co-investments along with the funds managed by us or in deals that do not meet the funds’ minimum size threshold.

The focus of our principal investments is on companies that have high quality sponsorship, good growth prospects and defined exit opportunities. We have made principal investments in infrastructure related companies that subsequently listed on stock exchanges, such as NHPC, Oil India Limited and JSW Energy Limited.

As of March 31, 2010, our total equity book (on a standalone basis) including strategic investments was at Rs. 34,287.8 million. Of this, Rs. 3,142.2 million was invested in companies that are publicly traded. Unrealized

capital appreciation on these investments was Rs. 1,002.6 million as of March 31, 2010. Outstanding disbursements excluding strategic investments, on the equity book, increased from Rs. 17,244.9 million on March 31, 2009 to Rs. 20,573.6 million on March 31, 2010.

Treasury Operations

We generally fund our assets, largely comprising infrastructure loans, with market borrowings of various maturities and subordinated debt. We borrow in the domestic market from insurance companies, banks and financial institutions and mutual funds through various instruments such as bonds, debentures, term loans, commercial paper, term money borrowings and certificates of deposit. Our subordinated debt has been provided by the Government. This subordinated debt has a term of 50 years, maturing in 2047. We also have foreign currency borrowings mainly from certain multilateral agencies.

Details of our primary categories of outstanding obligations as of March 31, 2009 and 2010 are set forth below:

	March 31,			
	2009		2010	
	(Rs. millions)	(% of total)	(Rs. millions)	(% of total)
Long-term funds				
Subordinated debt	6,500.0	2.8%	6,500.0	2.4%
Loan from Government of Karnataka	146.1	0.1%	146.1	0.1%
Bonds (Non Convertible)	113,810.6	48.3%	158,773.5	59.8%
Bonds (Convertible)	-	-	63.8	0.0%
Term loans from banks	61,991.3	26.3%	50,455.5	19.0%
Term loans from others	16,977.8	7.2%	11,656.3	4.3%
Short-term funds				
Commercial paper	14,126.1	6.0%	17,231.4	6.5%
Term loans from banks	17,529.3	7.4%	11,300.0	4.3%
Term loans from others	-	-	2,000.0	0.8%
Debentures (non Convertible)	4,400.0	1.9%	7,312.1	2.8%
Total	235,481.2	100.0%	265,438.7	100.0%

In accordance with our treasury policy, we aim to use our treasury to manage liquidity, provide a steady source of income with minimal risks and increase the overall return on assets. Our treasury policy lays down guidelines for the permissible types of investments we can make and their monitoring. Through our treasury operations, we maintain liquidity to repay borrowings as they mature and make new loans and investments as opportunities arise. Our investments are predominantly in fixed income securities, i.e., Government bonds and A+ to AAA (domestic) rated corporate debt as well as investments in units of mutual funds, bank deposits and inter-corporate deposits on a standalone basis, as summarized in the table below.

	March 31,			
	2009		2010	
	(Rs. millions)	(% of total)	(Rs. millions)	(% of total)
Long-term investments				
Mutual funds	-	-	-	-
Bonds and Pass Through Certificates	3,412.0	5.9%	11,869.9	23.0%
Government securities	-	-	256.3	0.5%
Current investments				
Bonds and Pass Through Certificates	5,145.9	9.0%	6,329.4	12.3%
Certificate of deposits	38,719.2	67.5%	3,709.8	7.2%
Commercial papers	-	-	1,403.5	2.7%
Mutual funds	1,279.0	2.2%	3,301.0	6.4%
Deposits with banks	7,837.7	13.7%	2,132.7	4.1%
Loan to financial institution	300.0	0.5%	300.0	0.6%
Inter corporate deposit	690.0	1.2%	22,200.0	43.2%
Total	57,383.8	100.0%	51,502.6	100.0%

As of March 31, 2010, our asset duration was 1.95 years while the liability duration was 1.75 years. Our treasury assets decreased from Rs. 57,383.8 million on March 31, 2009 to Rs. 51,502.6 million on March 31, 2010 and our net interest income from treasury operations decreased from Rs. 1,611.0 million in fiscal 2009 to Rs. 962 million in fiscal 2010. The uncertainties surrounding the length of liquidity and falling interest rates meant that the proprietary treasury book remained constrained.

Our long-term bonds are rated LAAA by ICRA and AAA (ind) by Fitch, the highest possible domestic ratings by such agencies. Our short-term borrowings are rated A1+ by ICRA, which is the highest possible domestic rating.

Investment Banking and Institutional Brokerage

The acquisition of the investment banking and institutional brokerage business was a part of our strategy to originate new forms of business and to diversify our revenue base and increase fee-based revenue streams. Our investment banking business has been restructured under IDFC Capital, while the institutional brokerage and research business is now undertaken by IDFC Securities. IDFC Capital is registered with SEBI as a Category I Merchant Banker. We utilize our in-house expertise and brand positioning to provide a wide range of advisory services across different areas, such as debt syndication, structured finance, corporate debt and equity market advisory. Our investment banking business and our institutional brokerage business generate advisory fees and transaction based brokerage fees, respectively, and therefore the returns are generally volatile and depend on prevailing conditions in the capital markets. Our total income from this business increased by 60.6 per cent. from Rs. 1,149.0 million in fiscal 2009 to Rs. 1,846.3 million in fiscal 2010.

IDFC Capital plays a leading role in debt and equity placements. Our institutional brokerage and research business has an experienced and independent research team which covers approximately 200 companies across 22 sectors primarily focused on infrastructure and banking. There was an increase in general activity levels in fiscal 2010 as compared to fiscal 2009 resulting in an increase in our brokerage income in fiscal 2010.

Public Markets Asset Management

Since its acquisition in 2008, our mutual fund business has grown based on various parameters including products, assets under management, market share, employees and geographic reach. IDFC Mutual Fund has in the last few years diversified its product portfolio to cover the entire spectrum of the public markets asset management business. Our public markets asset management business is administered through our asset management companies - IDFC AMC and IDFC Investment Advisors. The number of employees in this business has increased from 62 as of May 31, 2008 to 177 as of May 31, 2010. IDFC Mutual Fund now has a presence in over 38 cities compared to 17 cities as of May 31, 2008. During the same period the market share of our mutual funds business increased from 2.4 per cent. to 3.3 per cent and the average assets under management increased from Rs. 142,729.0 million to Rs. 266,147.0 million resulting in IDFC Mutual Fund having the tenth largest assets under management amongst mutual funds in India. (Source: Association of Mutual Funds of India, www.amfindia.com.)

IDFC AMC generates income through asset management fees and focuses on growing the assets under management by offering suitable products and channeling private and corporate savings into the debt and equity markets and structured products. We are also one of the six license holders of the recently introduced government led individual new pension scheme, which is administered by us through IDFC Pension Fund Management Company Limited.

We are actively engaged in mobilizing and managing third party funds for long-term equity investments (i.e. investments for periods exceeding five years) in the Indian infrastructure sector. IDFC Investment Advisors acts as the investment advisor to the India Infrastructure Opportunities Fund and provides advice on investments in listed equity. IDFC Investment Advisors also provides strategic advice on investing in structured products, listed and traded equities on public markets and unlisted equities. IDFC Investment Advisors is the investment manager for six funds and manages a corpus (included the committed capital amount) of Rs. 7,444.4 million as of May 31, 2010.

IDFC Mutual Fund was rated as the 'best performing fund house' by ET Quarterly MF Tracker for the first two quarters of fiscal 2010. Further, Business World and Business Standard voted Kenneth Andrade (Head – Investments) as the 'smartest fund manager of the year' for the year 2009 for IDFC Premier Equity Plan A.

Going forward, IDFC Mutual Fund intends to grow the alternate and managed accounts of high net worth individuals, increase the range of equity products, tie-up to provide a range of international fund products for domestic investors and build a dominant position in infrastructure products in the domestic markets. IDFC Mutual Fund also aims to focus on brand building initiatives and build a consumer centric brand. Further, we may also consider inducting a strategic partner in IDFC AMC.

Alternative Asset Management

Private Equity

We mobilize and manage third party private equity funds through our wholly owned subsidiary, IDFC Private Equity. IDFC Private Equity focuses on long-term private equity investment opportunities in companies in the infrastructure sector. The objective is to achieve risk-adjusted returns by providing growth or expansion capital to companies. IDFC Private Equity has a team of professionals with diverse investment experience including members with operating experience. IDFC Private Equity has also has a panel of highly regarded advisors, a network of corporate relationships and an experienced team.

IDFC Private Equity is the investment manager for three funds and manages a corpus of Rs. 59,918.0 million – (i) the IDFC Infrastructure Fund, of which India Development Fund is a unit scheme (the “IDF”) was formed in fiscal 2003, (ii) the IDFC Infrastructure Fund 2, of which IDFC Private Equity Fund II is a unit scheme (the “IDFC PE Fund”) was formed in fiscal 2006 and (iii) the IDFC Infrastructure Fund 3, of which IDFC Private Equity Fund III is a unit scheme (the “IDFC PE Fund III”) was formed in fiscal 2008. Since inception, these funds have made 30 investments in 26 companies and have had seven full exits, two partial exits and one liquidity event. These funds have invested in various infrastructure sectors including power, oil and gas, transportation (including airports, ports, roads and logistics), hotels, telecommunications, education, health care and renewable energy. IDF and IDFC PE Fund have fully committed their corpus, while 36.1 per cent. of the funds raised under the IDFC PE Fund III have been committed as of March 31, 2010.

IDF, which closed in March 2004 with capital commitments of Rs. 8,437.6 million, has paid back the original corpus to the investors. IDF has made 11 investments in various companies including GMR Infrastructure Limited, Gujarat State Petronet Limited, Gujarat Pipavav Port Limited, Chalet Hotels Limited, Hotel Leela Ventures Limited, L&T Infrastructure Development Projects Limited and Delhi International Airport Private Limited. IDFC Private Equity was involved in the successful IPOs of GMR Infrastructure Limited and Gujarat State Petronet Limited. IDF has completed five full exits, one partial exit and one liquidity event out of its investments.

IDFC PE Fund closed in June 2006 with capital commitments of Rs. 19,879.2 million and has paid back 8.0 per cent. of the capital commitment back to its investors. IDFC PE Fund has made 15 investments in various companies including Ashoka Buildcon Limited, Manipal Universal Learning Private Limited, Quippo Telecom Infrastructure Limited, DARCL Logistics Limited, PV Technologies India Limited, Doshion Limited, Goodearth Maritime Limited, Manipal Health Systems Private Limited, Emergent Ventures India Private Limited. IDFC PE Fund has completed two full exits and one partial exit.

IDFC PE Fund III closed in September 2008 with capital commitments of Rs. 31,601.2 million. IDFC PE Fund III has invested in Green Infra Limited, SE Forge Limited, Deepak Cables (India) Limited and Wireless TT Infoservices Limited.

Our Company is a sponsor investor in these funds and each fund has an independent investment committee. IDFC Private Equity receives management fees from the funds, which aggregated Rs. 968.5 million in fiscal 2010. In fiscal 2010, IDFC Private Equity’s total income was Rs. 990.6 million and profit before and after tax were Rs. 705.2 million and Rs. 468.2 million, respectively.

In fiscal 2010, IDFC Private Equity won three awards: (i) the Asian Infrastructure Fund Manager of the Year award by Infrastructure Investor, (ii) the Asian Infrastructure Deal of the Year award by Infrastructure Investor and (iii) the Best Private Equity Firm in India Award by Private Equity International.

Project Equity

IDFC Project Equity Company Limited (“IDFC Project Equity”) is our wholly owned subsidiary, and is the investment manager of the India Infrastructure Fund (the “Fund”). The Fund is focused on long-term equity

investments in a diversified portfolio of infrastructure projects in India in sectors such as power, roads, ports, airports, electricity and gas transmission and distribution networks. It was set up as a part of the India Infrastructure Financing Initiative, a collaborative effort between the Government (through India Infrastructure Finance Company Limited), Citigroup and our Company to provide equity capital for infrastructure projects in India (the "Initiative"). The Fund seeks to achieve attractive risk-adjusted returns over the long term by investing in infrastructure projects in India that exhibit strong, predictable and stable cash flows in the form of dividend distributions with low volatility of returns and have potential for capital growth. We believe that such investments have a lower risk-return profile compared to the pure private equity investments.

The Fund closed in June 2009 with total commitments of Rs. 38,367.2 million. Our Company has committed Rs. 4,000.0 million to the Fund. IDFC Project Equity is entitled to an annual management fee. The Fund has called 36.1 per cent of its capital commitments as of March 31, 2010 and has committed Rs. 17,499.0 million (equivalent to 45.6 per cent of its total commitments) to portfolio companies including GMR Kamalanga Energy Limited, Essar Power Limited, Hanjer Biotech Energies Private Limited, Ashoka Highways (Bhandara) Limited, Ashoka Highways (Durg) Limited, SMS Shivnath Infrastructure Limited, Jas Toll Road Company Limited and Karaikal Port Private Limited.

IDFC Projects

We established IDFC Projects Limited in 2007 as the development arm of our Company. The mandate of IDFC Projects is to develop, finance, execute and manage infrastructure projects in India. Over the last few years, IDFC Projects has forged successful relationships with reputed organisations with complementary technical expertise. IDFC Projects currently focuses on project opportunities in the power and roads sectors.

In February 2010, IDFC Projects acquired a majority stake in Dheeru Powergen Private Limited ("DPPL"), which is setting up a 1,050 MW coal-fired power plant in Korba, Chhattisgarh in central India. DPPL has received coal linkage from South Eastern Coalfields Limited and has obtained the environmental clearance from the Ministry of Environment and Forests, Government. The project is currently at the pre-construction stage. Further, since its establishment IDFC Projects has been shortlisted for 13 road projects and has submitted the financial bid for three projects. IDFC Projects continues to participate actively in the road sector in partnership with major international and domestic players.

Recently IDFC Projects were declared as the "Selected Bidder" by the NHAI for a project involving the four laning of Jetpur-Somnath section of the NH-8D for 127.6 kilometres in the state of Gujarat to be executed on a BOT basis.

IDFC Capital (Singapore)

IDFC Capital (Singapore) Pte Ltd was established in 2008 and is a global emerging markets private equity fund-of-funds business, focussed mainly on Asia. IDFC Capital (Singapore) Pte Ltd represents our first foray out of India and is part of our long-term strategy to develop a global asset management platform. A team of experienced emerging market investors lead the private equity fund-of-funds business. IDFC Capital (Singapore) Pte Ltd is currently in the process of raising its first fund, the Emerging Markets Private Equity Fund (EMPEF), which has targeted aggregated capital commitments of US\$350 million and is domiciled in Guernsey.

Over the last few years the financial crisis created a challenging fund raising environment. In view of this, we decided to proceed with the first closing of the EMPEF utilizing the anchor capital commitment of US\$50.0 million provided indirectly by our Company. Since then, EMPEF has committed US\$22.5 million in three funds whose investment strategies include investing in mid-market transactions in China, India and South East Asia.

In the second half of 2010, IDFC Capital (Singapore) Pte Ltd intends to focus on fund raising and developing its investment funds pipeline. We believe that IDFC Capital (Singapore) Pte Ltd is an important step towards building our global brand. Through IDFC Capital (Singapore), we are building insights on non-Indian market trends and developing brand awareness amongst a broader set of institutional investors. IDFC Capital (Singapore) Pte Ltd differentiates itself from its competitors by executing unique risk-mitigation investment strategy that integrates environmental, social and governance considerations into its investment process. We expect such initiatives to strengthen the IDFC franchise both domestically and globally.

Advocacy and Nation Building

We pursue our development agenda through a dedicated division of the Company, namely, IDFC Foundation (the “Foundation”). The Foundation’s activities are overseen by a Governing Board and comprise four core activities – policy advocacy, capacity building, government transaction advisory services and corporate social responsibility (CSR) initiatives.

Policy Advocacy

We have, since our inception, played a pivotal role in advising governments at various levels in developing policy, legal and regulatory frameworks that enable the sustainable growth and development of various infrastructure sectors, provide affordable and high quality services to users and encourage private investment in infrastructure. We believe that the telecommunications, roads, ports and airports sectors have witnessed significant progress in the last decade. The Foundation now focuses on energy, urban development, rail services, health care and education. The Foundation has constituted dedicated advisory boards – the Energy Advisory Board and Urban Advisory Board which comprise prominent and knowledgeable persons that advise on private financing issues as well as advocate policies to remove impediments to the growth of these sectors.

In the energy sector, the Foundation continues to focus on promoting initiatives to market development and competition as well as in enlarging the scope of power generation from cleaner and renewable sources of energy. In the urban sector, the focus is on advocating creative ways of using land to support sustainable urban growth, promoting guaranteed land title systems, and developing innovative financing models in areas such as water and waste water management. Specific initiatives are already underway to set up a centre for low carbon and develop a model PPP programme for rail development.

We, along with IIM, Ahmedabad and IIT, Kanpur publish an annual report, the ‘India Infrastructure Report’ (IIR). This report has emerged as a standard reference document for the infrastructure sector in the India.

Capacity Building Initiatives

One of the constraints to the development of infrastructure through public private partnerships (“PPPs”) is the lack of capacity in government departments, especially in states and urban local bodies in preparing projects under PPP frameworks. To help address this issue, we have set up the India PPP Capacity Building Trust as a dedicated entity that would provide capacity building and training to government officials in the area of PPPs. The Trust has been appointed by the Department of Economic Affairs, Ministry of Finance, Government as the executing agency for implementing a national capacity building programme for training officials of state governments, urban local bodies and select Central government departments, through existing institutes of public administration across seven states and three central training institutes. The first phase of this programme has been funded primarily by KfW Development Bank. The Trust is currently engaged in developing a syllabus, training material, course outlines and programmes for the training of trainers from these institutes. We expect that this initiative will result in improving capacities in preparing and managing PPP projects across various infrastructure sectors.

We have also conducted and organised several capacity building programmes across various states. Some of these programmes, which focus on the urban sector, have been conducted in partnership with the Administrative Staff College of India, Hyderabad. We have also conducted a few programmes overseas, in Nepal and Sri Lanka, on behalf of the United Nations Development Programme, Nepal and the Commonwealth Secretariat.

Government Transaction Advisory Services

The Foundation provides transaction advisory services to governmental departments and agencies engaged in infrastructure, with a particular focus on state highways, urban services, transport systems, railways, healthcare and education. The objective is to promote private sector engagement in areas that would substantially benefit from the flow of private capital and management expertise. For this purpose, we consciously focus on states which are considered to be “difficult”, but which have demonstrated a propensity to change. This activity clearly reflects our position as a pioneer, careful risk taker and thought leader in infrastructure.

A substantial part of this work is accomplished through our joint ventures with a certain state governments, namely Infrastructure Development Corporation (Karnataka) Limited (“iDeCK”), Uttarakhand Infrastructure Development Company Limited (“U-DeC”) and Delhi Integrated Multi-Modal Transit Systems Limited

(DIMTS). While iDeCK and U-DeC focus on all areas of infrastructure across the respective states, DIMTS assists in the development and improvement of public transport systems in Delhi. We believe that these agencies have made a substantial difference to the way PPPs have been used to develop infrastructure in these states.

Corporate Social Responsibility

Corporate Social Responsibility (“CSR”) in our Company is focused on making our business practices environmentally and socially responsible. In this regard, our objective is to (i) assess and mitigate the environmental and social impact of our investments in infrastructure projects, and (ii) minimize the environmental impact and carbon footprint of our operations through resource efficiency and conservation. CSR also includes an active volunteering program aimed at increasing our employees’ environmental and social sensitivities, besides high standards of corporate governance, maintaining our reputation for ethical and fair business practices and improving transparency in our interactions with our stakeholders.

In fiscal 2010, we became India’s first signatory to the Principles for Responsible Investment (“PRI”), a global, collaborative, investor network initiated by the United Nations in 2006, which aims to help investors integrate consideration of environmental, social, and governance (ESG) issues into their investment decision-making and ownership practices, and thereby improve long-term returns to beneficiaries. We have joined the PRI under the category “Investment Manager” for our private equity, project equity and fund-of-funds businesses. We continue to be a member of the United Nations Global Compact and a signatory investor and respondent to the Carbon Disclosure Project.

We launched our internal environment policy aimed at minimizing our environmental impact and carbon footprint under the “Go Green” initiative. We have submitted applications to obtain US Green Business Council’s LEED Gold Certification (Commercial Interiors) for our new office at Chennai. We have also completed the pre-assessment audit of our data centre located at Chennai to obtain certification for an Energy-Efficient Data Centre from TUV Rheinland, Germany and the final assessment is expected to be undertaken soon.

The Foundation has also set up the Inclusive Infrastructure Fund (“IIF”), a small corpus formed out of its own funds for funding social enterprises or innovative environmental projects. The IIF made its first equity investment in a company that provides emergency response ambulance services in Mumbai under an innovative business model. The IIF has also approved a second investment in a company that imparts civil construction skills to unemployed rural youth and places them directly with construction companies after training. The IIF is currently considering several other investment opportunities in areas such as rural solar lighting, municipal solid waste based biogas plants, etc.

Shared Services Platform

Our four business platforms are supported by the shared services platform that includes information technology, human resource, legal and compliance, secretarial services, risk management, finance and facilities.

Information Technology

We recognize the power of technology and continue to augment technology resources to streamline and standardize processes, provide faster response to clients and effectively network the different companies, branches and operations. In fiscal 2010, we realigned our technology operations to provide IT services in a shared manner across the group by centralizing the IT operations, creating helpdesk operations, outsourcing routine activities and upgrading and integrating all the networks. We also upgraded the hardware, storage and network with a view to be current on technology and to support the growth in operations. Our key offices are connected on an online basis to our network including our overseas office at Singapore. In addition to this upgrade, steps such as network segregation, critical equipment failure and redundancy and end point security were initiated to enhance network security, availability and robustness.

Our Company was recertified as an ISO 27001 compliant company through a comprehensive audit of our IT operations in September 2009. In March 2010, we subjected our IT operations to a comprehensive IT audit by a reputed external firm.

Human Resources

As of August 31, we had a total of 576 employees. The members of our professional staff have a wide range of prior experience, including working with leading commercial banks and lending institutions, finance companies, regulators, academia, rating agencies, investment banks and private equity firms.

In 2005, the Company adopted an employee share purchase scheme. In 2007, we adopted the Employee Stock Option Schemes (“ESOSs”) framed in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The ESOS 2007 was modified pursuant to a shareholders resolution in 2008. The schemes provide for grant of options to employees (including employees of the subsidiaries) to acquire Equity Shares of our Company that vest in a graded manner and that are to be exercised within a specified period.

Risk Management

We are exposed to three categories of risk: market risk, credit risk and operational risk. We are in the process of implementing an Enterprise Risk Management framework that adopts an integrated approach to managing all the three types of risks.

As regards market and credit risks, we believe we have a strong risk management framework in place. The focus of our risk management framework is on loan portfolio assessment, Asset-Liability Management (“ALM”), and loan pricing. With a view to enhancing the effectiveness of the current process of regular monitoring of liquidity and interest rate risks, we have sourced a sophisticated software-based ALM system. This software will enable us to capture data from various disparate platforms, and allow for more detailed and comprehensive analysis. In addition, we have also been developing various market risk modules. As regards credit risk, there is a comprehensive portfolio review of all our project assets and equity investments on a semi-annual basis. Each credit is analysed individually and then integrated at the portfolio level. The overall portfolio risk report is regularly presented to a Board Committee comprising of independent directors.

As a result of increase in volatility of interest rates and introduction of new products in the treasury portfolio, we have also increased the level of monitoring of market risk. This involves measuring interest rate risk on a regular basis as well as testing newer models for analysis. As the regulatory framework for banks and financial institutions is currently in transition to the Basel II environment, the risk measurement and monitoring framework is being accordingly enhanced. We have initiated efforts to align the capital allocation to different asset categories in line with the Basel II framework.

In fiscal 2010, we made a concerted effort to focus on organisation-wide operations risk management framework. The purpose of this initiative was to make every department across different business segments aware of the risks related to its operations and then work on managing some of the top risks in terms of probability of occurrence and impact. The exercise included identifying risks, classifying them in terms of probabilities and impact and devising control measures.

We have active sub-committees, which assess various forms of risks including the Portfolio Review Committee (for portfolio or credit risk), the Asset Liability Committee (for market risk) and the Operational Risk Committee (for operational risk). The managing director or his nominee and a Board member are part of these committees, in addition to other functional managers.

The One Firm Initiative in Practice

As set out in the ‘Strategy’ section, we undertook a company-wide initiative called ‘One Firm’ to create a common culture based on the pillars of knowledge expertise, teamwork and stewardship. We believe that this initiative will enable us to emerge as a better aligned and integrated firm that presents a unified value proposition to our clients. The following are recent examples of the ‘One Firm’ initiative in practice:

- **Energy** - Green Infra, a renewable energy-focused independent power producer, was set up in 2008 by funds managed by IDFC Private Equity with an equity commitment of Rs. 3,600 million. In May 2009, Green Infra successfully bid for a 99.4 MW portfolio of wind farms owned by BP Energy (India) Private Limited, (BPEIPL). Key challenges included financing the transaction in a deteriorating external environment. IDFC Project Finance and IDFC Private Equity worked in partnership to structure and underwrite the entire non-recourse long term loan. IDFC Capital also played a vital role

in syndicating the loan to the Indian Renewable Energy Development Agency and Axis Bank. We believe that the acquisition of the wind farms was possible in an accelerated timeframe primarily because of the partnership between IDFC Private Equity, IDFC Project Finance and IDFC Capital.

- **Roads** - IDFC Projects and IDFC Capital partnered together to enable PLUS Expressways Berhad (PLUS) to acquire a stake in a highway project in Tamil Nadu. Following an initial introduction by IDFC Projects, IDFC Capital provided a detailed evaluation of the project by accessing the target's business plan and financial model and negotiated the price, transaction structure and key covenants in the transaction documents on behalf of PLUS with the existing shareholders of the project company.
- **Telecommunications and information technology** - Our Company, along with IDFC Private Equity and IDFC Project Finance, assisted Quippo Telecom Infrastructure Limited ("QTIL") to become a leading tower operator in India. IDFC Private Equity was an initial investor in QTIL. IDFC Project Finance provided funding for the initial capital expenditure of QTIL and to support QTIL's acquisition of an equity stake and subsequent de-merger of tower assets into Wireless Tata Tele Info Services Limited ("WTTIL"). IDFC Project Finance also lent to support WTTIL's growth plans and to meet its high capital expenditure requirement and invested in the preference equity of WTTIL to meet its long term funding plans.

Competition

Our primary competitors are public sector banks, private banks (including foreign banks), financial institutions and other NBFCs. In relation to advisory services, our competitors are investment banks, credit rating agencies and consulting organizations. In asset management we face competition from other private equity firms and venture capital enterprises and managers of other types of third party funds.

We also face significant competition in the public markets asset management, investment banking and institutional brokerage and infrastructure development businesses which we have acquired or established over the last few years. Our competitors in these businesses are substantially larger and have considerably greater financing resources than those available to us. Also, some of our competitors may have greater technical, marketing and other resources and greater experience in these businesses. Such competitors also compete with us for management and other human resources and operational resources and capital.

Regulation

We are incorporated as a public limited company under the Companies Act and notified as a public finance institution under Section 4A of the Companies Act. Additionally, we are classified and regulated by the RBI as a systemically important non-deposit accepting NBFC. We are governed by the RBI Act and other directions issued by the RBI including the Non-Banking Financial (Non- Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007 (the "NBFC Directions"). The NBFC Directions relate to prudential norms applicable to non-deposit accepting or holding NBFCs. The prudential norms are in relation to, amongst others, income recognition, accounting of investments, asset classification, provisioning requirements, capital adequacy and concentration of credit/investment.

Recently, the RBI introduced a separate category for NBFCs engaged in infrastructure financing, known as Infrastructure Finance Companies, or IFCs and we have been classified as an IFC on June 23, 2010. The eligibility criteria for IFCs include minimum net owned funds, credit rating, capital to risk (weighted) asset ratio and deployment of assets in infrastructure loans.

Our financial intermediary activities, such as debenture trusteeship, underwriting and merchant banking and asset management, are regulated by SEBI. SEBI has issued specific guidelines to regulate the aforesaid activities. The SEBI regulations, amongst others, provide for eligibility criteria, scope of work and continuous obligations. SEBI has also framed the SEBI (Intermediaries) Regulations, 2008, to regulate the various intermediaries registered with SEBI.

Foreign investment in India is governed primarily by the foreign direct investment ("FDI") policy of the Government and the provisions of the FEMA and the rules and regulations thereunder. The FDI policy has been recently consolidated with effect from April 1, 2010 pursuant to Circular 1 of 2010, which is subject to review every six months. The Company is subject to the foreign investment regulations as an Indian company and an NBFC and financial institution, including in respect of the issue and transfer of securities of the Company, foreign ownership and control over the Company and investments by the Company.

HISTORY AND MAIN OBJECTS

Our Company was incorporated as a public limited company on January 30, 1997 with its registered office at Chennai and commenced business activities on June 9, 1997. IDFC was conceptualised to lead private capital to commercially viable infrastructure projects. Towards this objective, IDFC would nurture and develop bankable projects and create innovative instruments that unbundle and mitigate the risks for investors in the infrastructure sector. IDFC's role is to complement existing institutions undertaking infrastructure financing with focus on strengthening market mechanisms where these were evolving or had failed to develop. IDFC also works closely with the GOI and the state governments on conceptualizing and formulating policies that would be conducive for private sector participation in the infrastructure sector.

Main objects of the Company:

Our main objects as contained in our Memorandum of Association are:

1. To carry on the business of acting as a specialised financial institution for the purpose of developing and provision of wide range of financial products and services for the purpose of and in relation to the development and establishment of infrastructure projects and facilities in India, including without limitation provision of various kinds of guarantees and various kinds of credit enhancement and refinancing assurance including market making or provision of liquidity support of various kinds, development, encouragement and participation in securities market for infrastructure financing, development and implementation of various opportunities and schemes for domestic savers to participate in infrastructure development, mobilising capital from domestic and foreign investors including insurance and pension funds and from other financial investors and the management thereof.
2. To carry on the business of arranging or providing financial assistance independently or in association with any person, Government or any other agencies, whether incorporated or not, in the form of lending or advancing money by way of a loan (including long-term loan), working capital finance, overdraft, cash credit, refinance or in any other form, whether with or without security to institutions, banks, bodies corporate (whether or not incorporated), firms, associations authorities, bodies, trusts, agencies, societies or any other person or persons engaged in or in connection with either directly or indirectly and whether wholly or in part, for the purposes of infrastructure development work or providing infrastructure facility or engaged in infrastructure activities, which shall include work or facility or providing of services in relation to or in connection with setting up, development, construction, operation, maintenance, modernisation, expansion and improvement of any infrastructure project or facility including roads, highways, railways, airways, waterways, ports, transport systems, bridges, tele-communication and other communication systems, systems for generation or storage or transmission or distribution of power, irrigation and irrigation systems, sewerage, water supply, sanitation, health, tourism, education, oil & gas (excluding exploration), food and agriculture infrastructure and setting up of industrial areas.
3. To carry on the business of providing, whether in India or abroad, guarantees and counter guarantees, letters of credit, indemnities and other form of credit enhancements to companies engaged in development or financing of infrastructure work or activity, whether by way of personal covenant or by mortgaging or charging all or any part of the undertaking, property or assets of the company, both present and future, wherever situated or in any other manner and in particular to guarantee the payment of any principal moneys, interests or other moneys secured by or payable under contracts, obligations, debentures, bonds, debenture stocks, mortgages, charges, repayment of capital moneys and the payments of dividends in respect of stocks and shares or the performance of any other obligations by such companies.
4. To mobilise capital from financial investors and to manage the investment of such funds in infrastructure projects.
5. To carry on the business of negotiating loans and advances of all nature, to formulate schemes for the purpose of mobilisation of resources and extension of credit for infrastructure development projects and to act as underwriters to the issue of stocks, shares, bonds, debentures and security of every description of companies engaged wholly or in part in the development or financing of infrastructure development work or activity.

6. To promote the development of primary and secondary market for shares and securities of various kinds including equity, debt, quasi equity, subordinated debt, derivatives and such other securities as may be permissible, issued by companies engaged in infrastructure development work or projects and to provide assistance in placement of shares and securities by such companies with foreign and local investors, to subscribe to the shares and securities being issued by them and to generally do all activities and enter into all kinds of financial arrangements so as to enable mobilising of funds by such companies and ensuring liquidity for the investors investing in shares and securities issued by such companies.
7. To carry on all or any of the business of producers, manufacturers, generators, suppliers, distributors, transformers, converters, transmitters, processors, developers, stores, procurers, carriers and dealers in electricity, all forms of energy and any such products and by-products derived from such business including without limitation, steam, fuels, ash, conversion of ash into bricks and any product derived from or connected with any other form of energy, including, without limitation to conventional sources such as heat, thermal, hydel and/or from non-conventional sources such as tidal wave, wind, solar, geothermal, biological, biogas and CBM or any of the business of purchasers, creators, generators, manufacturers, producers, procurers, suppliers, distributors, converters, processors, developers, storers, carriers and dealers in, design or otherwise acquire to use, sell or transfer or otherwise dispose of electricity, steam, oil, gas, hydro or tidal, water, wind, solar, hydrocarbon fuels, fuel handling equipments and machinery and fuel handling facilities thereto and any products or by-products derived from any such business (including without limitation distillate fuel oil and natural gas whether in liquified or vaporized form), or other energy of every kind and description and stoves, cookers, heaters, geysers, biogas, plants, gas and steam turbines, boilers, generators, alternators, diesel generating sets and other energy devices and appliances of every kind and description.
8. To provide, develop, own, maintain, operate, instruct, execute, carry out, improve, construct, repair, work, administer, manage, control, transfer on a Build, Operate and Transfer (BOT), or Build, Own, Operate and Transfer (BOOT) or Build, Operate, Lease and Transfer (BOLT) basis or otherwise, make tenders, apply or bid for, acquire, transfer to operating companies in the infrastructure sector, any infrastructure facilities in India or abroad, including but not limited to power, roads, bridges, airports, ports, waterways, rail system, highway projects, water supply projects, pipelines, sanitation and sewerage systems, telecommunication facilities, IT parks, urban infrastructure, housing projects, industrial parks, commercial real estate projects, tourism, healthcare, education, oil and gas, retail logistics, Special Economic Zone (SEZ), mining, warehouses, factories, godowns, water treatment systems, solid waste management systems, steel, cement, other works or convenience of public or private utility involving public or private financial participation, either directly or through any subsidiary or group company, and to carry out the business on contractual basis, assign, convey, transfer, lease, auction, sell, the right to collect any rent, toll, compensation, charges or either income from infrastructure projects undertaken by the Company either individually or as joint venture, with any other company/ firm/ individual/ consultant, whether in India or abroad.
9. To carry on the business of arranging or providing financial assistance independently or in association with any person in India or abroad, Government or any other agencies, whether incorporated or not, in the form of lending or advancing money by way of a loan (including long term loan), working capital finance, overdraft, cash credit, refinancing, equity or quasi-equity financing or in any other form, whether with or without security to institution, banks, bodies corporate (whether or not incorporated), firms, associations authorities, bodies, trusts, agencies, societies or any other person or persons, engaged in the business of infrastructure of any nature or kind whatsoever, including those referred to in the main Object Clause, retail business, media and entertainment business, equipment manufacturer of any kind, exploration of oil and gas, steel, cement, mining activities and in search, production, refining, processing etc. of coal, tin, ore, oil or other minerals ferrous and non ferrous or their products, co-products, by-products, alloy and derivatives thereof.
10. To carry on the business of arranging or providing financial assistance independently or in association with any person, Government or any other agencies in India or abroad, whether incorporated or not, in the form of lending or advancing money by way of a loan (including long term loan), working capital finance, overdraft, case credit, refinancing, equity or quasi-equity financing or in any other form, whether with or without security to institution, banks, bodies corporate (whether or not incorporated), firms, associations authorities, bodies, trusts, agencies, societies or any other person or persons, engaged in the business of retail logistics, SEZ, media, broadcasting, telecasting, relaying, transmitting

or distributing in any manner, any audio, video or other programmes or software, communication and dubbing, recording, selling the same in any form.

11. To act, whether in India or abroad, as Asset Management Company and/or Trustees for any type of investment funds, mutual funds and for that purpose to set up, promote, sponsor, settle and execute trusts, devise and manage various schemes for raising funds in any manner from persons, bodies corporate, Trusts, Societies, Association of persons and to deploy, whether in India or abroad, funds raised and earn reasonable returns on their investments and to deal with, engage in and carry out all other functions, incidental thereto and such other activities as may be approved by the Securities and Exchange Board of India and/or other regulatory authorities and to undertake and carry on the functions, duties, activities and business of Asset Management Company and/or Trustees and to undertake and execute trusts of all kinds, whether public or private, including declaring the company itself as an Asset Management Company and/or Trustees in India or abroad and to carry out business of formulating, marketing, raising funds, plans and schemes, including mutual funds schemes, and to arrange for the sale, redemption, cancellation, revocation of the units and to distribute the proceeds thereof among the other unit holders or investors, beneficiaries or all persons entitled to the same periodically or otherwise in furtherance of any trust directions, discretion or other obligation or permission and generally to carry on what is usually known as trustee business and in particular and without limiting the generality of above, to act as Trustees.
12. To carry on business of finance and investment broking, underwriting, sub-underwriting and as consultants for and to purchase, acquire, hold, sell, buy, invest, trade, exchange, deal, barter, borrow, lend, guarantee, give comfort for pledge, hypothecate, charge and deal in investment instruments of all kinds and types whether securities or not including shares, stocks, debentures, bonds, cumulative convertible preference shares, certificates of deposits, commercial papers, participation certificates, other securities by original subscription, coupons, warrants, options and such other derivatives, and other mutual funds or any other securities issued by the Companies, Governments, Corporations, Co-operatives, Firms, Trusts, Societies, Authorities, whether situated in India or abroad, and to carry on financial operations of all kinds including credit rating, bought-out deals placement of shares, hedging. Also, to carry on the business of portfolio management services, Merchant Bankers and Advisors on all aspects of Corporate Financial and Commercial matters, whether in India or abroad.

The main objects clause and the objects incidental or ancillary to the main objects of our Memorandum of Association enable us to undertake our existing activities and the activities for which the funds are being raised through this Issue.

Material Agreements

Other than the agreements in relation to this Issue, the Company has not entered into material agreements which are not in the ordinary course of business.

OUR MANAGEMENT

Board of Directors

Under our Articles of Association, unless otherwise determined at a general meeting, we cannot have more than 15 Directors and our Board shall include one non-executive Chairman, four whole-time/executive Directors (including the Managing Director), five independent Directors, two Directors nominated by the GOI, three Directors nominated by the nomination committee of our Board from the panel of names proposed by the Domestic Institutions and the Foreign Investors.

The following table sets forth details regarding the Board as on the date of this Prospectus - Tranche 1:

Name	Designation	Other Directorships
<p>Deepak S. Parekh</p> <p><i>DIN:</i> 00009078</p> <p><i>Address:</i> Ramon House, 169 Backbay Reclamation, Mumbai 400 020</p> <p><i>Occupation:</i> Professional</p>	Non-Executive Chairman	<ul style="list-style-type: none"> • Airports Authority of India • Bharat Bijlee Limited⁽¹⁾ • Borax Morarji Limited⁽¹⁾ • Castrol India Limited • Exide Industries Limited⁽¹⁾ • GlaxoSmithKline Pharmaceuticals Limited • HDFC Asset Management Company Limited • HDFC ERGO General Insurance Company Limited • HDFC Standard Life Insurance Company Limited • Hindustan Oil Exploration Corporation • Hindustan Unilever Limited • Housing Development Finance Corporation Limited • Indian Institute for Human Settlements⁽²⁾ • Mahindra & Mahindra Limited • Siemens Limited • The Indian Hotels Company Limited • WNS Global Services Private Limited • Zodiac Clothing Company Limited⁽¹⁾
<p>G. C. Chaturvedi</p> <p><i>DIN:</i> 00110996</p> <p><i>Address:</i> 2B, Hudco Place, Andrew Ganj, New Delhi 110 049</p> <p><i>Occupation:</i> Service</p>	Non-Executive Director, nominee of GoI	<ul style="list-style-type: none"> • IDBI Bank Limited
<p>S. S. Kohli</p> <p><i>DIN:</i> 00169907</p> <p><i>Address:</i> S-376, 1st Floor, Panchsheel Park, New Delhi 110 017</p> <p><i>Occupation:</i> Professional</p>	Non-Executive Director, nominee of GoI	<ul style="list-style-type: none"> • Ahluwalia Contracts (India) Limited • Maharashtra Airport Development Company Limited • MBL Infrastructure Limited • SME Rating Agency of India Limited

Name	Designation	Other Directorships
<p>Abdul Rahim Abu Bakar⁽³⁾ DIN: 02436358 Address: UEM Builders Berhad, 15-1, Mercu UEM, Jalan Stesen Sentral 5, Kuala Lumpur Sentral, 50470 Kuala Lumpur, Malaysia Occupation: Company Executive</p>	<p>Non-Executive Director, nominee of Domestic Institutions and Foreign Investors</p>	<ul style="list-style-type: none"> • India SME Technology Services • Urban Transit Pte Limited
<p>Dimitris Tsitsiragos DIN: 02612228 Address: International Finance Corporation, 2121 Pennsylvania Avenue, NW, Washington DC 20433, USA Occupation: Company Executive</p>	<p>Non-Executive Director, nominee of Domestic Institutions and Foreign Investors</p>	<p>Nil</p>
<p>S. H. Khan DIN: 00006170 Address: 181, Antariksha, 95/96, Kaka Saheb Gadgil Marg, Prabhadevi, Mumbai 400 025 Occupation: Professional</p>	<p>Independent Director</p>	<ul style="list-style-type: none"> • Apollo Health Street Limited • Bajaj Allianz General Insurance Company Limited • Bajaj Allianz Life Insurance Company Limited • Bajaj Auto Limited • Bajaj Finserv Limited • Bajaj Holdings & Investment Limited • ITC Limited • J M Financial Asset Reconstruction Company Private Limited
<p>Gautam Kaji DIN: 02333127 Address: 7222 Farm Meadow Court #302, Mc Lean VA 22101, Washington, USA Occupation: Professional</p>	<p>Independent Director</p>	<ul style="list-style-type: none"> • Cabot Corporation Inc. • Centennial Group Inc. • Emerging Markets Forum • Satyam Computer Services Limited
<p>Donald Peck DIN: 00140734 Address: Flat No.314, 8 Dean Ryle St, London SW1P 4DA, United Kingdom</p>	<p>Independent Director</p>	<ul style="list-style-type: none"> • Bhartiya Samruddhi Finance Limited • Dalmia Bharat Sugar and Industries Limited • Janalakshmi Financial Services Private Limited • Rural Shores Business Services Private Limited

Name	Designation	Other Directorships
<p>Occupation: Professional</p>		<ul style="list-style-type: none"> • LMKR Holdings Limited • Kalpan Hydro Company Limited • Lok Capital LLC • Lok Capital II LLC
<p>Shardul Shroff <i>DIN:</i> 00009379 <i>Address:</i> Amarchand & Mangaldas & Suresh A. Shroff & Co., Amarchand Towers No.3, 216, Okhla Industrial Estate, Phase 3, New Delhi 110 020 Occupation: Professional</p>	Independent Director	<ul style="list-style-type: none"> • Amarchand Mangaldas Properties Private Limited • Amarchand Towers Property Holdings Private Limited • Ashok Leyland Limited • Baghbaan Properties (P) Limited • DE Shaw India Advisory Services Private Limited • Hindustan Media Ventures Limited • Jindal Power Limited • Jubilant Organosys Limited • Nokia HCL Mobile Internet Services Limited • PSNSS Properties Private Limited • Visa Power Limited
<p>Omkar Goswami <i>DIN:</i> 00004258 <i>Address:</i> CERG Advisory Private Limited, Ground Floor, D Block, 14-A, Factory Rd., New Delhi 110 029 Occupation: Professional</p>	Independent Director	<ul style="list-style-type: none"> • Ambuja Cements Limited • Avantha Power & Infrastructure Limited • Cairn India Limited • CERG Advisory Private Limited • Crompton Greaves Limited • Dr. Reddy's Laboratories Limited • DSP BlackRock Investment Managers Private Limited • Godrej Consumer Products Limited • Infosys Technologies Limited • Max India Limited • Max New York Life Insurance Company Limited
<p>Rajiv B. Lall <i>DIN:</i> 00131782 <i>Address:</i> IDFC Limited, Naman Chambers, 6th Floor, C-32, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai 400 051 Occupation: Company Executive</p>	Managing Director and chief executive officer	<ul style="list-style-type: none"> • Delhi Integrated Multi-Modal Transit System Limited • Dheeru Powergen Private Limited • Greatship (India) Limited • IDFC Asset Management Company Limited • IDFC Capital Limited • IDFC Private Equity Company Limited • IDFC Project Equity Company Limited • IDFC Projects Limited • IDFC Securities Limited • IDFC Trustee Company Limited

Name	Designation	Other Directorships
		<ul style="list-style-type: none"> • National Securities Depository Limited • National Stock Exchange of India Limited • Singapore Airport Terminal Services Pte Limited • Spandana Sphoorty Financial Limited
<p>Vikram Limaye</p> <p>DIN: 00488534</p> <p>Address: IDFC Limited, Naman Chambers, 6th Floor, C-32, G-Block, Bandra Kurla Complex, Bandra (E), Mumbai 400 051</p> <p>Occupation: Company Executive</p>	Whole-time Director	<ul style="list-style-type: none"> • Asset Reconstruction Company (India) Limited • E-Clerx Services Limited • Human Value Developers Private Limited • IDFC AMC Trustee Company Limited • IDFC Capital Limited • IDFC Investment Advisors Limited • IDFC Pension Fund Management Company Limited • IDFC Private Equity Company Limited • IDFC Project Equity Company Limited • IDFC Projects Limited • IDFC Securities Limited • IDFC Trustee Company Limited • Orbis Capital Limited • Securities Trading Corporation of India Limited • Sharekhan Limited

⁽¹⁾Other directorships are in his capacity as an alternate director.

⁽²⁾Incorporated under Section 25 of the Companies Act.

⁽³⁾Michael Fernandes is the alternate Director to Abdul Rahim Abu Bakar.

Other than Gautam Kaji, Dimitris Tsitsiragos, Abdul Rahim Abu Bakar and Donald Peck, all Directors of the Company are Indian residents.

Brief Profiles

Deepak S. Parekh, aged 65 years, an Indian national, has been a Director since inception and is the non-executive chairman of our Company. He is a Chartered Accountant by qualification and is a member of the Institute of Chartered Accountants, England and Wales. He began his career with Ernst & Ernst Management Consultancy Services and later worked with Grindlays Bank and Chase Manhattan Bank. Subsequently, he joined HDFC and has served as its chairman since 1993. He has been associated with various committees set up by the GoI. He was conferred the Padma Bhushan by the President of India in 2006. He has also received a lifetime achievement award by the Confederation of Real Estate Developers Associations of India, a special award from NDTV and CNN IBN for being part of the team that revived Mahindra Satyam Limited, the IMC Juran Quality Medal 2008, Outstanding Business Leader Award of the Year 2008 by CNBC, NDTV Business Leader of the Year Award – 2008 and the Priyadarshni Academy Award for his outstanding contribution to banking and financial services in 2008. Deepak S. Parekh is the Non-Executive Chairman.

G. C. Chaturvedi, aged 57 years, an Indian national, has been a Director since July 21, 2009. He is an Indian Administrative Services officer and is currently serving as Additional Secretary (Financial Services) to the GoI, Ministry of Finance. He has held the position of Joint Secretary in the Department of Economic Affairs, Banking and Insurance, Ministry of Finance. G.C. Chaturvedi also held the position of Mission Director and

Additional Secretary, Ministry of Health and Family Welfare. He has been nominated as a Director by the GoI.

S. S. Kohli, aged 65 years, an Indian national, has been a Director since April 27, 2005. He holds a degree in mechanical engineering and a diploma in industrial finance. He is also a certified associate of the Indian Institute of Banking. S.S. Kohli has 40 years of experience in the banking sector. He has been the chairman and managing director of the Punjab and Sind Bank and the Punjab National Bank. He has also served as the chairman and managing director of India Infrastructure Company Limited and has also held the chairmanship of the Indian Banks' Association and has chaired several committees associated with financial sector policy. S.S. Kohli has been nominated as a Director by the GoI.

Abdul Rahim Abu Bakar, aged 64 years, a Malaysian national, has been a Director since July 25, 2007. He graduated from Brighton College of Technology, United Kingdom, with a B.Sc. (Hons.) in electrical engineering. He began his career in 1969 with the National Electricity Board. Thereafter, he served with Pemas Charter Management Sdn Bhd and the Malaysia Mining Corporation Berhad. Subsequently, he worked with MMC Engineering Services Sdn Bhd. Mr. Bakar served as managing director of MMC Engineering Group Berhad and Petronas Gas Berhad. He became vice president of the Petronas petrochemicals business in 1999. At present, he is the chairman of UEM Builders Berhad and is also on the board of directors of TIME dotcom Berhad, Bank Pembangunan Malaysia Berhad, Scomi Engineering Berhad, Global Maritime Ventures Berhad and BI Credit & Leasing Berhad. He has been nominated as a Director by the Domestic Institutions and the Foreign Investors of the Company.

Dimitris Tsitsiragos, aged 47 years, a Greek national, has been a Director since April 30, 2003. He holds a management degree from George Washington University, U.S.A. He joined IFC in 1989. In 2004, he was appointed the director of global manufacturing and services, the second largest department in IFC. At present, he is based out of Washington D.C. and manages IFC operations for the South-Asia region. He has been nominated as a Director by the Domestic Institutions and the Foreign Investors of the Company.

S.H. Khan, aged 72 years, an Indian national, has been a Director since February 11, 1998. He holds a master's degree in commerce from the University of Bihar. He is also an alumnus of the International Management Development Institute, Lausanne. For over 20 years, he held senior positions at IDBI, having the responsibility for promotion, development and financing of Indian industry. He was also associated with the promotion of several capital market institutions and has served as chairman of NSE, NSDL and Credit Analysis and Research Limited in the past. He has served as a director on the boards of several national financial institutions including LIC, GIC, UTI, IFCI, EXIM Bank and SIDBI. Currently, he is an independent director on the boards of several companies, including ITC Limited, Bajaj Auto Limited, Bajaj Allianz Life Insurance Company Limited and Bajaj Allianz Life Insurance Company Limited. S.H. Khan is an independent Director.

Gautam Kaji, aged 69 years, a US national, has been a Director since July 22, 1998. He has been the managing director of operations of the World Bank, with responsibility for Africa, East Asia and the Pacific, and South Asia. He also led the World Bank's finance and private sector development programmes and served as chairman of the World Bank's Operations Committee, which reviews all projects put forward for World Bank support. He is currently chairman of the Centennial Group, a Washington D.C. based advisory firm, chairman of the Advisory Board of the Emerging Markets Forum and is a member of the boards of several US and Indian companies including Mahindra Satyam Limited. Gautam Kaji is an independent Director.

Donald Peck, aged 58 years, a national of the United Kingdom, has been a Director/alternate Director since 1999. He has a doctorate in economic history from Oxford University. Mr. Peck was the head of the South Asian private equity business of CDC and then Actis, based in India for over 12 years. He worked for 10 years in the emerging markets investment banking division at Lloyds Bank and Morgan Grenfell and for three years in the capital markets/private equity division at IFC. Donald Peck is an independent Director and was earlier nominated as a Director by the Domestic Institutions and the Foreign Investors of the Company.

Shardul Shroff, aged 54 years, an Indian national, has been a Director since December 1, 1997. He holds a bachelor's degree in law from the Government Law College, Mumbai. He is the managing partner of Amarchand & Mangaldas & Suresh A. Shroff & Co., an Indian law firm. As a corporate attorney for about three decades, he has extensive experience in areas of infrastructure, projects and project finance, privatisation and disinvestment, mergers and acquisitions, joint ventures, banking and finance, capital markets and commercial contracts. He is also an authority on legal matters related to media law, technology law, policy and regulatory practices and corporate governance. He is a member of several committees of the GoI and has been felicitated with the National Law Day Award in November 2009. The 2010 edition of Chambers Asia listed Mr.

Shroff as a leading lawyer for banking and mergers and acquisitions. Shardul Shroff is an independent Director.

Dr. Omkar Goswami, aged 54 years, an Indian national, has been a Director since January 24, 2003. A professional economist, he obtained a master's degree in economics from the Delhi School of Economics in 1978 and a doctorate from the Oxford University in 1982. Dr. Goswami is the founder and chairperson of CERG Advisory Private Limited. He taught and researched economics for 18 years at various universities including Oxford University, the Delhi School of Economics and Harvard University. He has been the editor of Business India. He has also served as the chief economist of the Confederation of Indian Industry and has been a consultant to the World Bank, the International Monetary Fund, ADB and the OECD. He has authored three books and several research papers on various areas such as economics, policy, bankruptcy laws and corporate finance. Dr. Omkar Goswami is an independent Director.

Dr. Rajiv B. Lall, aged 53 years, an Indian national, has been our managing Director and chief executive officer since January 10, 2005. He is a graduate of the Oxford University and has a doctorate in economics from the Columbia University, New York. He has earlier worked with the Asian Development Bank and the World Bank. Dr. Lall was executive director and the head of Asian economics research at Morgan Stanley, Hong Kong and has also worked with Warburg Pincus in Hong Kong, Singapore and New York. As a managing director and partner of Warburg Pincus, Dr. Lall was in charge of private equity investments in the area of financial services across Asia.

Vikram Limaye, aged 43 years, an Indian national, is serving as the Company's whole time Director with effect from September 15, 2008. He is a Chartered Accountant and holds a MBA in finance and multinational management from the Wharton School, University of Pennsylvania. He started his career with Arthur Andersen LLP. He has over 20 years of experience of working with global investment banks, international commercial banks and global accounting firms such as Ernst and Young and Citibank N.A. He has also worked with Credit Suisse First Boston, U.S. in a variety of roles including investment banking, capital markets, structured finance and credit portfolio management.

Michael Fernandes, aged 40 years, an Indian national, has been an alternate Director to Mr. Abdul Rahim Abu Bakar since July 18, 2008. He has obtained his post graduate diploma in management from the Indian Institute of Management, Kolkata and B.Sc. (Hons) in economics from St Xavier's College, Kolkata. He has served as an executive director of Nicholas Piramal India Limited. He has 13 years of experience as a consultant and has also served as a partner at McKinsey and Company.

Relationship with other Directors

None of our Directors are related to one another.

Borrowing Powers of our Directors

Pursuant to a resolution passed by the shareholders of our Company on June 28, 2010, and in accordance with the provisions of the Companies Act, the Board is authorised to borrow sums of money upon such terms and conditions and for such purposes as the Board may think fit, provided the aggregate indebtedness of our Company (i.e., monies to be borrowed, together with the monies already borrowed, apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed, at any given time, a sum of Rs. 800,000 million.

Interests of our Directors

All our Directors, including our independent Directors, may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or a committee thereof, as well as to the extent of other remuneration and reimbursement of expenses payable to them under our Articles of Association. All our non-executive Directors are entitled to sitting fees of Rs. 20,000 per meeting of the Board or a committee thereof. The non-executive Directors may also be paid remuneration by way of commission or otherwise of up to 1% of the net profits. The executive Directors may also be regarded as interested to the extent that they hold equity shares and any stock options, and to the extent of any dividend payable on such equity shares. Our Directors, including independent Directors, may also be regarded as interested in the equity shares held by the companies, firms and trust, in which they are interested as directors, members, partners or trustees.

Our Directors, including independent Directors, may also be regarded as interested, to the extent they, their

relatives or the entities in which they are interested as directors, members, partners or trustees, are allotted Bonds.

All Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by the Company with any company in which they hold directorships or any partnership firm in which they are partners as declared in their respective declarations.

Except as otherwise stated in the section entitled “Financial Statements – Related Party Transactions” beginning on page F-1, our Company has not entered into any contract, agreements or arrangements during the two years preceding the date of the Prospectus - Tranche 1, in which the Directors are interested directly or indirectly and no payments have been made to them in respect of such contracts, agreements or arrangements.

Shardul Shroff, one of our independent Directors is also a partner in Amarchand & Mangaldas & Suresh A. Shroff & Co., which provides legal services to us from time to time.

Omkar Goswami, one of our independent Directors is the founder and chairperson of CERG Advisory Private Limited, which provides advisory services to us from time to time.

Shareholding of Directors

None of the non-executive Directors holds any Equity Shares or Employee Stock Options in our Company.

The following table sets forth the shareholding of the executive Directors in our Company:

Name	Number of Equity Shares	Percentage (%)	Number of Employee Stock Options
Rajiv B. Lall	2,129,984	0.16	1,824,402
Vikram Limaye	517,728	0.04	2,176,158

Remuneration of the Directors

A. Executive Directors

Name of the Director	Remuneration
Rajiv B. Lall Managing Director and Chief Executive Officer	<p>Basic Salary: Rs. 0.30 million to Rs. 0.60 million per month</p> <p>Perquisites and allowances: In addition to the basic salary, he shall also be entitled to perquisites and allowances including:</p> <ul style="list-style-type: none"> • house rent allowance or rent free accommodation in lieu thereof; • house maintenance allowance; • variable pay/performance linked incentives; • conveyance allowance; • medical reimbursement; • leave travel allowance; • special allowance; • use of company car for official purposes; • telephone at residence; and • contribution to provident fund, superannuation fund and payment of gratuity <p>and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors, which term shall deemed to include any committee including the compensation committee or any sub-committee thereof constituted/ to be constituted by the Board to exercise its powers, with Dr. Rajiv B. Lall from time to time.</p> <p>The Board of Directors has been authorised by the shareholders through resolution dated July 20, 2009 to decide the remuneration (salary, perquisites and bonus)</p>

Name of the Director	Remuneration
	<p>payable to Dr. Rajiv B. Lall within the terms mentioned above.</p> <p>In any financial year if the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration subject to the requisite approval of the Central Government.</p>
Vikram Limaye Whole-time Director	<p>Basic Salary: Rs. 0.30 million to Rs. 0.60 million per month.</p> <p>Perquisites and allowances: In addition to the salary, he shall also be entitled to perquisites and allowances like:</p> <ul style="list-style-type: none"> • house rent allowance or rent free furnished accommodation in lieu thereof; • house maintenance allowance; • variable pay/ performance linked incentives; • conveyance allowance; • medical reimbursement; • leave travel allowance; • special allowance; • use of company car for official purposes; • telephone at residence; and • contribution to provident fund, superannuation fund and payment of gratuity <p>and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors, which term shall deemed to include any committee including “Compensation Committee” or any “Sub-Committee” thereof constituted/ to be constituted by the Board to exercise its powers, with Vikram Limaye from time to time.</p> <p>The Board of Directors has been authorised by the shareholders through resolution dated July 20, 2009 to decide the remuneration (salary, perquisites and bonus) payable to Vikram Limaye within the terms mentioned above.</p> <p>In any financial year if the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration subject to the requisite approval.</p>

The following table sets forth the details of remuneration paid to the executive Directors during the fiscal 2010:

(Rs. in million)

Name	Salary and Perquisites	Contribution to provident fund and other funds	Performance linked incentive	Total
Rajiv B. Lall	12.6	1.4	2.8	16.8
Vikram Limaye	13.6	1.5	2.0	17.0

B. Non-Executive Directors

The following table sets forth the details of sitting fees and commission paid to the non executive Directors during fiscal 2010:

(Rs. in million)

Name	Sitting Fees	Commission and others	Total
Deepak S. Parekh	0.5	2.0	2.5
Abdul Rahim Abu Bakar	-	0.9	0.9
Dimitris Tsitsiragos	-	-	-
S.H. Khan	0.4	1.4	1.8
Gautam Kaji	0.2	1.1	1.3
Donald Peck	0.3	0.3	0.6
Shardul Shroff	0.2	0.9	1.1
Omkar Goswami	0.3	1.4	1.7

Name	Sitting Fees	Commission and others	Total
Arun Ramanathan*	-	-	-
S. S. Kohli	-	-	-
G. C. Chaturvedi	-	-	-

* Ceased to be director w.e.f July 20, 2009.

Changes in Board in during the last three years

Sr. No.	Name	Date of Appointment	Date of Cessation
1.	Abdul Rahim Abu Bakar	July 25, 2007	-
2.	Mohan Rajasooria*	July 25, 2007	November 23, 2007
3.	Arun Ramanathan	February 19, 2008	July 20, 2009
4.	Michael Fernandes*	July 18, 2008	-
5.	Vikram Limaye	September 15, 2008	-
6.	G. C. Chaturvedi	July 21, 2009	-

*Appointed as alternate director to Abdul Rahim Abu Bakar.

Corporate Governance

Our Company is in compliance with the applicable corporate governance requirements, including under the Equity Listing Agreements and the Companies Act. The corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of committees of the Board, as required under law.

Committees of the Board of Directors

The Board has constituted committees of Directors, each of which functions in accordance with the relevant provisions of the Companies Act and the Equity Listing Agreements. These include, (i) Audit Committee, (ii) Nomination Committee; (iii) Investors' Grievance Committee, and (iv) Compensation Committee. The details of these committees are as follows:

A. Audit committee

The members of the Audit Committee are:

1. S.H. Khan, chairman
2. Shardul Shroff
3. Omkar Goswami
4. Gautam Kaji

The terms of reference of the Audit Committee are as provided in Clause 49 of the Equity Listing Agreements, as well as Section 292A of the Companies Act, including overview of the accounting systems, correctness of the financial reporting and internal controls of our Company.

B. Nomination Committee

The members of the Nomination Committee are:

1. Deepak Parekh, chairman
2. Gautam Kaji
3. Donald Peck
4. Omkar Goswami

The Nomination Committee assists the Board in the appointment of new Board members, and other related matters like succession planning.

C. Investors' Grievance Committee

The members of the Investors' Grievance Committee are:

1. S.H. Khan, chairman
2. Omkar Goswami
3. Rajiv Lall

The terms of reference of the Investors' Grievance Committee include investigation into any matter relating to redressing shareholders' and/or investors' complaints pertaining to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividend, duplicate share certificates and dematerialization or rematerialization of shares.

D. Compensation Committee

The members of the Compensation Committee are:

1. Omkar Goswami, chairman
2. S.S. Kohli
3. S.H. Khan
4. Shardul Shroff
5. Donald Peck

The Compensation Committee recommends to the Board the compensation terms of whole-time Directors and senior management personnel.

The Company has set up a risk management committee in accordance with the applicable RBI regulations.

E. Committee for Issue of Infrastructure Bonds

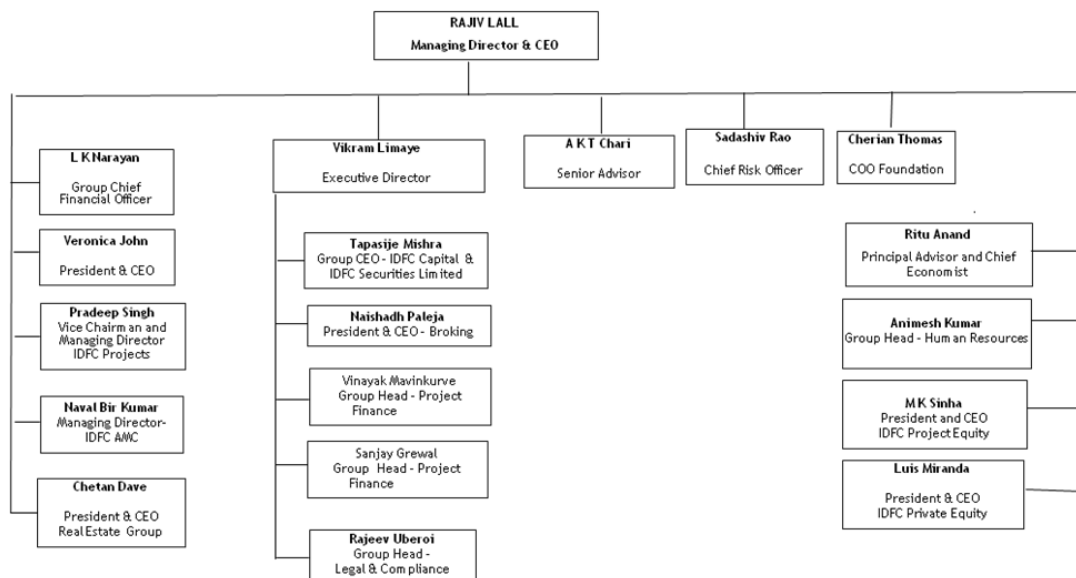
The members of the Committee for Issue of Infrastructure Bonds are:

1. Deepak Parekh, chairman
2. Omkar Goswami
3. Shardul Shroff
4. Rajiv B. Lall
5. Vikram Limaye

The Committee for Issue of Infrastructure Bonds has been constituted to do all such acts, matters, deeds and things as may be necessary for the purpose of the Issue.

Organization chart

Our Company's management organization structure is set forth below:



Key Managerial Personnel

A.K.T. Chari, senior advisor, aged 70 years, holds a degree in electrical engineering. Prior to joining us in 1999, he worked for IDBI for a period of 23 years in various capacities including as an advisor, infrastructure. He has cumulative work experience of over 49 years and is an expert in the field of infrastructure financing.

L.K. Narayan, group chief financial officer, aged 56 years, is a commerce graduate and has qualified as a Chartered Accountant, in addition to having a degree in law. Prior to joining our Company in 1997, he was the vice president – head of debt origination with DSP Merrill Lynch for a period of three years. Overall, he has around three decades of experience in the fields of risk management, debt capital markets, credit rating, resource mobilization and structured products.

M.K. Sinha, president and chief executive officer of IDFC Project Equity, aged 44 years, is a mechanical engineer from Indian Institute of Technology, Kharagpur and has a management degree from Indian Institute of Management, Ahmedabad. Prior to joining us on June 8, 2005, Mr. Sinha was a senior vice president with GE Energy Financial Services based in Stanford, USA. He has work experience of over 18 years and is an expert in the field of project finance, corporate finance, investment banking and private equity investments.

Cherian Thomas, group head and chief operating officer of IDFC Foundation, aged 48 years, is a mechanical engineer from Veermata Jeejabai Technological Institute, Mumbai. He also holds a degree in MMS Finance from S P Jain Institute of Management. Prior to joining us in 1998, Mr. Thomas was the senior manager - finance at Tata Industries Limited. He has over 23 years of experience in banking and finance with ICICI, SCICI and Citibank and his areas of expertise include project finance, corporate advisory, project structuring and resources.

Sadashiv Rao, group chief risk officer, aged 50 years, has a chemical engineering degree from the Indian Institute of Technology, Kanpur and has a management degree in finance/marketing from the Indian Institute of Management, Bangalore. His work profile includes managing enterprise, credit, portfolio, market and environment risk. Prior to joining us in 1997, Mr. Rao was the head of investment banking at Reliance Capital Limited. He has cumulative work experience of 23 years and is an expert in the field of project finance, investment banking and advisory services.

Luis Miranda, president and chief executive officer of IDFC Private Equity, aged 48 years, holds a degree in management from the University of Chicago and is qualified as a Chartered Accountant. Mr. Miranda has worked as a partner at ChrysCapital and was involved in setting up HDFC Bank. He has wide experience in dealing with early stage companies and private equity investing. Mr. Miranda will become the non-executive chairman of IDFC Private Equity by November 1, 2010. Until then, he will continue in his current role as president and chief executive officer of IDFC Private Equity. We will initiate steps to find a suitable person to assume the role of chief executive officer for IDFC Private Equity.

Pradeep Singh, vice chairman and managing director of IDFC Projects, aged 58 years, holds a masters degree in public administration from Harvard University and was a Rotary International Graduate Fellow at Stanford University, U.S.A. He also holds masters degrees in business administration and science (Physics). Mr. Singh has served as chief executive officer of IL&FS Infrastructure Development Corporation Limited, where he supervised the development of infrastructure projects in public private partnership formats. Mr. Singh has over 30 years of experience in the areas of project development, infrastructure and policy frameworks.

Naval Bir Kumar, president and chief executive officer of IDFC AMC, aged 45 years, holds a degree in management from the Indian Institute of Management, Kolkata, and is a graduate in Mathematics from Bombay University. Mr. Kumar has 20 years of experience in banking, investment banking and asset management services and has earlier worked at ANZ Grindlays Bank and Standard Chartered Bank.

Tapasije Mishra, group chief executive officer, investment banking, aged 41 years, holds a degree of management from Narsee Monjee Institute of Management Studies, Mumbai. Mr. Mishra has earlier worked as deputy manager with DSP Merrill Lynch Limited. He has about 20 years of experience in research, corporate finance and investment banking, with DSP Merrill and IDFC Securities Limited.

Veronica John, president and chief executive officer, IDFC Capital, Singapore, aged 45 years, holds a management degree from George Washington University, Washington D.C. Ms. John has over 20 years of experience in private equity focused fund-of-funds management, project management, privatisation, and investment banking with CDC, ADB, Central Asian American Enterprise Fund, American Management Systems, Central Europe Capital Inc. and Graham Rogers & Co.

Ritu Anand, principal advisor, chief economist, aged 56 years, holds a masters degree in economics from the London School of Economics and a bachelor degree in arts from Wellesley College, Massachusetts and St. Xavier's College, Mumbai. Ms. Anand has served as deputy managing director and chief economic adviser at the State Bank of India. She has also worked as the lead economist at the World Bank, Washington DC, U.S.A. She has over 33 years of extensive experience in working with banks, multilaterals and regulators in the areas of economics and policy.

Animesh Kumar, group head, human resources, corporate communication, aged 42 years, is an economics graduate and holds a post graduate diploma in human resources from XLRI, Jamshedpur. Mr. Kumar has earlier worked with ABN AMRO/ Royal Bank of Scotland group, Marico Industries Limited, Thomas Cook (India), Yes Bank and Standard Chartered Bank. He has over 16 years of extensive experience in managing human resources in the FMCG, services and banking sectors.

Rajeev Uberoi, general counsel and group head legal and compliance, aged 53 years, has a master's degree in business administration from Management Development Institute, Gurgaon, an LL.B. degree and a PhD in economics. Mr. Uberoi has earlier worked with Standard Chartered Bank, Citibank, ANZ Grindlays Bank and the Reserve Bank of India. He has over 30 years experience in financial services and compliance sector.

Naishadh Paleja, chief executive officer, IDFC Securities, aged 42 years, holds a bachelor's degree in engineering from Veermata Jijabai Technological Institute and a masters degree in business administration from K.J. Somaiya Institute of Management, Mumbai. Mr. Paleja has served as an associate director (sales) with Union Bank of Switzerland. He has more than 17 years of experience in the financial sector, including in broking and investment banking.

Vinayak Mavinkurve, group head project finance, aged 40 years, is an electrical engineer from Veermata Jijabai Technological Institute and holds a management degree from Narsee Monjee Institute of Management Studies, Mumbai. Mr. Mavinkurve manages our energy, steel, cement, commercial and industrial infrastructure segments which include hotels, hospitals, healthcare, real estate across infrastructure equity, debt and advisory services.

Sanjay Grewal, group head project finance, aged 42 years, holds a masters degree of business administration in international business from the University of Hartford and a bachelor degree of commerce in accounting. Mr. Grewal has served as principal investment officer with the International Finance Corporation, director in Citi's project and structured trade finance group in Hong Kong and New York, and an associate with the investment banking division of Lehman Brothers in Hong Kong. He has 18 years of experience in international finance and the infrastructure sector.

Chetan Dave, president and chief executive officer of real estate investments, aged 48 years, holds a diploma in architecture from Centre for Environment Planning and Technology, Ahmedabad, masters degree in architecture and urban design from Washington University, St. Louis, USA. He completed his master's degree in business administration from Columbia Business School, New York. Mr. Dave was the founding managing director and chief executive officer of Sun Apollo Real Estate Advisors Private Limited. He has more than 19 years of experience in the real estate sector including private equity, investments, development and design.

Shareholding of key managerial personnel

The key managerial personnel hold Equity Shares of the Company and have been granted stock options as per the Employee Stock Options Schemes of the Company.

Interest of Key Managerial Personnel

Except as stated in the section entitled “Financial Statements – Related Party Transactions” beginning on page F-1, and to the extent of their shareholding (and holding of stock options, as may be applicable) in our Company, and remuneration or benefits to which they are entitled as per the terms of their appointment and reimbursement of expenses incurred by them in the ordinary course of business, our Company's key managerial personnel do not have any other interest in our Company. The key managerial personnel may also be deemed to be interested in the Company to the extent they or their relatives are allotted Bonds in the Issue.

Payment or Benefit to Officers of our Company

No officer or other employee of our Company is entitled to any benefit upon termination of his employment in our Company, other than statutory benefits such as provident fund and gratuity.

The Company adopted its employee stock purchase scheme in 2005. Pursuant to the resolution passed by shareholders of the Company dated August 2, 2006, the Company has adopted the ESOS 2007, for the benefit of the Company's and its subsidiaries' employees. As of August 31, 2010, 21,514,925 options remained outstanding. The ESOS 2007 was modified pursuant to the approval of the shareholders at the annual general meeting held on July 18, 2008.

OUR SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

The following is the list of Subsidiaries of the Company:

1. Domestic Subsidiaries:

- (i). Dheeru Powergen Private Limited
- (ii). IDFC AMC Trustee Company Limited
- (iii). IDFC Asset Management Company Limited
- (iv). IDFC Capital Limited
- (v). IDFC Capital Company Limited
- (vi). IDFC Finance Limited
- (vii). IDFC Investment Advisors Limited
- (viii). IDFC Pension Fund Management Company Limited
- (ix). IDFC PPP Trusteeship Company Limited
- (x). IDFC Private Equity Company Limited
- (xi). IDFC Project Equity Company Limited
- (xii). IDFC Projects Limited
- (xiii). IDFC Securities Limited
- (xiv). IDFC - SSKI Stock Broking Limited
- (xv). IDFC Trustee Company Limited
- (xvi). India Infrastructure Initiative Trust
- (xvii). India PPP Capacity Building Trust

2. Foreign Subsidiaries:

- (i). IDFC Capital (Singapore) Pte. Ltd.
- (ii). IDFC General Partners Limited
- (iii). IDFC Fund of Funds Limited
- (iv). IDFC Capital (USA) Inc.

Emerging Markets Private Equity Fund LP is a limited partnership registered in Guernsey.

The following is the list of Associates of the Company:

- (i). Feedback Ventures Private Limited

The following is the list of joint venture companies of the Company:

1. Delhi Integrated Multi-Modal Transit System Limited
2. Infrastructure Development Corporation (Karnataka) Limited
3. Uttarakhand Infrastructure Development Company Limited

STOCK MARKET DATA FOR EQUITY SHARES AND DEBENTURES OF THE COMPANY

I. Equity Shares

The Company's Equity Shares are listed on the BSE and NSE. As the Company's shares are actively traded on the BSE and NSE, stock market data has been given separately for each of these Stock Exchanges.

1. *The high and low closing prices recorded on the BSE and NSE during the last three years and the number of Equity Shares traded on the days the high and low prices were recorded are stated below.*

NSE

Year ended March 31	High (Rs.)	Date of High	Volume on date of high (no. of shares)	Low (Rs.)	Date of Low	Volume on date of low (no. of shares)	Average price for the year (Rs.)
2010	178.00	November 18	11,574,838	57.60	April 1	9,071,380	139.81
2009	180.70	May 2	7,602,559	44.80	March 12	10,650,948	90.52
2008	232.50	January 1	9,187,155	78.25	April 3	3,032,386	154.94

Source: www.nse-india.com

The average price has been computed based on the daily closing price of Equity Shares.

BSE

Year ended March 31	High (Rs.)	Date of High	Volume on date of high (no. of shares)	Low (Rs.)	Date of Low	Volume on date of low (no. of shares)	Average price for the year (Rs.)
2010	177.40	November 18	2,079,930	57.55	April 1	2,375,552	139.76
2009	179.90	May 2	2,185,415	44.70	March 12	16,117,046	90.53
2008	232.10	January 2	1,586,915	78.05	April 3	1,149,090	154.89

Source: www.bseindia.com

The average price has been computed based on the daily closing price of Equity Shares.

2. *The high and low prices and volume of Equity Shares traded on the respective dates during the last six months are as follows:*

NSE

Month, Year	High (Rs.)	Date of High	Volume on date of high (No. of Equity Shares)	Low (Rs.)	Date of low	Volume on date of low (No. of Equity Shares)	Average Price for the month (Rs.)
August 2010	189.75	August 26	3,017,125	166.00	August 20	5,882,078	183.11
July 2010	196.35	July 16	15,025,232	177.05	July 1	11,942,058	187.24
June 2010	181.70	June 30	16,567,513	149.00	June 2	3,773,917	165.87
May 2010	168.15	May 3	1,695,370	142.60	May 25	5,564,440	158.28
April 2010	174.20	April 12	4,594,430	160.85	April 1	3,120,932	167.91
March 2010	166.40	March 12	4,743,553	158.40	March 23	3,164,329	162.55

Source: www.nse-india.com

The average price has been computed based on the daily closing price of Equity Shares.

BSE

Month, Year	High (Rs.)	Date of High	Volume on date of high (No. of Equity Shares)	Low (Rs.)	Date of low	Volume on date of low (No. of Equity Shares)	Average Price for the month (Rs.)
August 2010	189.80	August 25	507,965	175.30	August 31	355,213	183.06
July 2010	195.80	July 16	1,472,698	176.70	July 1	22634,802	187.03
June 2010	181.00	June 30	3,051,833	150.75	June 1	375,831	165.69
May 2010	167.95	May 3	254,912	142.6	May 25	1,076,997	156.08
April 2010	173.75	April 12	497,920	161	April 1	305,687	49.37
March 2010	166	March 12	1,064,452	158.4	March 23	624,963	99.71

Source: www.bseindia.com

The average price has been computed based on the daily closing price of Equity Shares.

II. Debentures

Debt securities issued by the Company, which are listed on NSE are infrequently traded with limited or no volumes. Consequently, there has been no material fluctuation in prices or volumes of such listed debt securities.

DESCRIPTION OF CERTAIN INDEBTEDNESS

1. The statement of standalone borrowings of the Company as on March 31, 2010 is provided below:

Particulars	Amount (Rs. in million)
Loan Funds (Unsecured)	
Subordinated Debt from Government of India	6,500.0
Debentures (Non Convertible)	162,866.0
Less: Unexpired discount on zero percent debentures	4,092.5
	158,773.5
Term Loans	
From Banks	50,455.5
From Others	11,656.3
	62,111.8
	227,385.3
Short Term Loans	
Debentures (Non Convertible)	7,500.0
Less: Unexpired discount on zero percent debentures	187.9
	7,312.1
Commercial Paper	17,500.0
Less: Unexpired discount on commercial papers	268.6
	17,231.4
From Banks	11,300.0
From Others	2,000.0
	37,843.5
	265,228.8

2. Set forth below is a brief summary of our standalone borrowings aggregating Rs. 303,240.4 million as of August 31, 2010:

Sr. No.	Category of Borrowing	Outstanding Amount (Rs. in million)
1.	Term loans	62,543.9
2.	Non-convertible debentures <i>(at face value)</i> *	203,387.0
3.	Commercial Paper <i>(at face value)</i> *	17,000.0
4.	Inter-corporate Deposits	2,000.0
5.	External commercial borrowings	11,809.5
6.	Subordinated debt	6,500.0

*This includes unamortized discount on commercial paper and non-convertible debentures aggregating to Rs. 3,857.5 million.

3. Trustee Arrangements entered into by the Company

Debenture Trustee Agreements

For the purpose of its various listed bond issuances on a private placement basis, the Company has executed debenture trustee agreements with IDBI Trusteeship Services Limited wherein the Company has appointed IDBI Trusteeship Services Limited as the debenture trustee.

Security Trustee Agreement

The Company has availed of credit facilities from various lenders under their respective loan agreements. The Company has executed a security trustee agreement appointing IDBI Trusteeship Services Limited as security

trustee for the benefit of the lenders.

4. Security Agreements entered into by the Company

Deed of Hypothecation for bonds issued up to May 31, 2010

The Company for the purpose of securing its existing bonds and for the benefit of its bond holders, has created security by way of a floating charge on a pari passu basis over receivables of the Company for all its outstanding bonds as on May 31, 2010. For the purpose of creating such security, the Company has executed a deed of hypothecation dated June 17, 2010 in favour of IDBI Trusteeship Services Limited who is acting as a debenture trustee for the Company's bond holders pursuant to its debenture trustee agreements.

The existing debentures of the Company are also secured by certain immovable properties of the Company being one residential premise in Mumbai.

The Bonds shall be secured by the same security as is available to the existing debenture holders of the Company and which is more particularly described in the section entitled "Terms of the Issue - Security" on page 86. The Company shall enter into the Debenture Trust Deed, *inter alia*, to create security for the Bonds. For further details, please see the section entitled "Terms of the Issue - Security" on page 86.

Deed of Hypothecation for borrowings up to May 31, 2010

The Company for the purpose of securing its existing borrowings from various lenders under their respective loan agreements has created security by way of a floating charge on a pari passu basis over receivables of the Company for all its outstanding borrowings as on May 31, 2010. For the purpose of creating such security, the Company has executed a deed of hypothecation in favour of IDBI Trusteeship Services Limited who is acting as a security trustee for the Company's lenders pursuant the security trustee agreement.

5. Services behaviour on existing debt securities, payment of due interest on due dates on term loans and debt securities

As on the date of this Prospectus - Tranche 1, there has been no default in payment of principle or interest on any term loan and debt security issued by the Company in the past.

OUTSTANDING LITIGATION AND DEFAULTS

Except as described below, we are not involved in any legal proceedings, and no proceedings are threatened, which may have, or have had, a material adverse effect on our business, properties, financial condition or operations. We believe that the number of proceedings in which we are involved in is not unusual for a company of its size in the context of doing business in India.

1. We are involved in a number of disputes pending with the Income Tax Department with respect to income tax assessments for the assessment years 1997-1998, 1999-2000, 2000-2001, 2001-2002, 2002-2003, 2003-2004, 2004-2005, 2005-2006, 2006-2007, 2007-2008 and 2008-2009. The aggregate income tax liability in dispute is Rs. 723.7 million.
2. In fiscal 2004, we sanctioned and disbursed a loan of Rs. 300 million to Data Access (India) Limited (“DAIL”) for use in connection with its Internet service provider business. As a result of a promoter dispute and a winding up petition filed by one of DAIL’s promoters, the High Court of Delhi on November 18, 2005 awarded a winding up order against DAIL and appointed an official liquidator (the “Official Liquidator”) to take charge of DAIL’s assets. As security against the loan, we hold a number of shares in DAIL. However, a group of new investors filed a suit against us seeking to prevent us from selling DAIL’s shares held by the Company, and the Madras High Court subsequently passed a temporary order preventing us from disposing of our shareholding in DAIL.

On August 26, 2005, the Company filed a recovery petition in the Debt Recovery Tribunal, New Delhi against the guarantors under the loan to DAIL, namely Siddharth Ray and SPA Enterprises Limited for recovery of an amount aggregating to Rs. 314.10 million. In November 2008, the aforesaid guarantors filed application for stay of proceedings before the Debt Recovery Tribunal which has been dismissed. The matter is pending.

In February 2008, the Company filed an application against DAIL and Canara Bank for recovery of Rs. 465.40 million in the Debt Recovery Tribunal, New Delhi. The Company prayed for issuing of a certificate of recovery in its favour by the Debt Recovery Tribunal. Canara Bank has filed its written statement alleging that the Company does not have first charge over the book debts and receivables of DAIL. The Company filed its rejoinder to the written statement in November 2009. The matter is pending.

3. Following Vodafone International Holdings BV’s (“Vodafone”) agreement with Hutchison Telecommunications International Limited (“HTIL”) for the acquisition of a controlling stake in Hutchison Essar Limited (“HEL”), an organization called the Telecom Watchdog filed a civil writ petition before the High Court of Delhi alleging breach of the 74% sectoral cap for foreign direct investment by Vodafone in HEL. The Government, along with 21 other entities, including our Company were made respondents under this writ petition. The petitioner has alleged that SMMS Investments Private Limited (which was held 49% by the Company, 49% by IDF and 2% by SSKI Corporate Finance Limited (now IDFC Capital Limited)) holds its 54.21% investment in Omega Telecom Holdings Private Limited (which in turn held 5.11% equity interest in HEL) as a nominee of HTIL. On May 7, 2007, the Ministry of Finance, Government approved the acquisition of a controlling stake in HEL by Vodafone. However on May 10, 2007 Telecom Watchdog filed an application before the High Court of Delhi for the revival of the civil writ petition. The High Court of Delhi issued revival notice and granted liberty to Telecom Watchdog to amend the writ petition. Telecom Watchdog filed writ petition involving Vodafone also as a party. The matter is pending.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Issue

The Board of Directors, at its meeting held on August 4, 2010, has approved the issue, in one or more tranches, of secured, redeemable, non-convertible debentures having benefits under Section 80CCF of the Income Tax Act of face value of Rs. 5,000 each, for an amount not exceeding Rs. 34,000 million for the financial year 2010-2011.

In terms of the Notification, the aggregate volume of issuance of long term infrastructure bonds (having benefits under Section 80CCF of the Income Tax Act) by the Company during the fiscal year 2011 shall not exceed 25% of the incremental infrastructure investment made by the Company during the fiscal year 2010. For the purpose of calculating the incremental infrastructure investment, the aggregate gross infrastructure investments made by the Company during the financial year 2009-2010 was considered which were Rs. 138,614.40 million and hence the limit for this Issue is Rs. 34,000 million.

Eligibility to come out with the Issue

The Company has not been restrained, prohibited or debarred by SEBI from accessing the securities market or dealing in securities and no such order or direction is in force.

Consents

Consents in writing of: (a) the Directors, the Compliance Officer, the Statutory Auditors, Bankers to the Issue; and (b) Lead Managers, Registrar to the Issue, Advisors to the Issue, Legal Advisors to the Issue, Credit Rating Agency and the Debenture Trustee to act in their respective capacities, have been obtained and shall be filed along with a copy of the Prospectus - Tranche 1 with the Registrar of Companies, Tamil Nadu.

IDBI Trusteeship Services Limited has given its consent for appointment as Debenture Trustee under regulation 4(4) of the SEBI Debt Regulations.

Expert Opinion

The Company has not obtained any expert opinions.

Common form of Transfer

The Company undertakes that there shall be a common form of transfer for the Bonds held in physical form and the provisions of the Companies Act and all applicable laws shall be duly complied with in respect of all transfer of the Bonds and registration thereof.

Minimum Subscription

In terms of the SEBI Debt Regulations, an issuer undertaking a public issue of debt securities is required to disclose the minimum amount of subscription that it proposes to raise through the issue in the offer document. In the event that an issuer does not receive the minimum subscription disclosed in the offer, all application moneys received in the public issue are required to be refunded forthwith.

SEBI has, by way of letter no. IMD/DF1/OW/17383/2010 dated August 25, 2010, exempted the Company from specifying the minimum level of subscription for the Issue. Consequently, there is no minimum subscription amount for the Bonds.

Previous Public or Rights Issues by the Company during last five years

The Company has not undertaken any public or rights Issue during the last five years.

Commission or Brokerage on Previous Public Issues

The Company paid an aggregate amount of Rs. 340.6 million on account of fees for management, underwriting and selling commission, and out of pocket expenses in relation to its public offer of equity shares undertaken in

August 2005.

Details regarding the capital issue during the last three years by listed companies, which may be considered under the same management with the Company, within the meaning of section 370(1B) of the Act

None of the companies under the same management with the Company, within the meaning of section 370(1B) of the Companies Act, are listed.

Change in auditors of the Company during the last three years

The Company has not changed its Statutory Auditors during the last three years.

Revaluation of assets

The Company has not revalued its assets in the last five years.

Utilisation of Proceeds

Statement by the Board of Directors:

- (i) All monies received out of the Issue of the Bonds to the public shall be transferred to a separate bank account other than the bank account referred to in sub-section (3) of section 73 of the Companies Act;
- (ii) Details of all monies utilised out of the Issue referred to in sub-item (i) shall be disclosed under an appropriate separate head in our balance sheet indicating the purpose for which such monies were utilised; and
- (iii) Details of all unutilised monies out of the Issue referred to in sub-item (i), if any, shall be disclosed under an appropriate separate head in our balance sheet indicating the form in which such unutilised monies have been invested.

The funds raised by us from previous bonds issues have been utilised for our business as stated in the respective offer documents.

Disclaimer clause of NSE

AS REQUIRED, A COPY OF THIS OFFER DOCUMENT HAS BEEN SUBMITTED TO NATIONAL STOCK EXCHANGE OF INDIA LIMITED (HEREINAFTER REFERRED TO AS NSE). NSE HAS GIVEN VIDE ITS LETTER REF.: NSE/LIST/147588-P DATED SEPTEMBER 23, 2010 PERMISSION TO THE ISSUER TO USE THE EXCHANGE'S NAME IN THIS OFFER DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THIS ISSUER'S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS DRAFT OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS ISSUER. IT IS TO BE DISTINCTLY UNDERSTOOD THAT THE AFORESAID PERMISSION GIVEN BY NSE SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY NSE; NOR DOES IT IN ANY MANNER WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; NOR DOES IT WARRANT THAT THIS ISSUER'S SECURITIES WILL BE LISTED OR WILL CONTINUE TO BE LISTED ON THE EXCHANGE; NOR DOES IT TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS ISSUER, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OF PROJECT OF THIS ISSUER.

EVERY PERSON WHO DESIRES TO APPLY FOR OR OTHERWISE ACQUIRE ANY SECURITIES OF THIS ISSUER MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION/ ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR ANY OTHER REASON WHATSOEVER."

A copy of the Draft Shelf Prospectus was been filed with NSE for public comments. A copy of the Shelf Prospectus has been filed with the NSE

Disclaimer clause of BSE

BOMBAY STOCK EXCHANGE (“THE EXCHANGE”) HAS GIVEN VIDE ITS LETTER DATED SEPTEMBER 21, 2010, PERMISSION TO THIS COMPANY TO USE THE EXCHANGE’S NAME IN THIS OFFER DOCUMENT AS ONE OF THE STOCK EXCHANGES ON WHICH THIS COMPANY’S SECURITIES ARE PROPOSED TO BE LISTED. THE EXCHANGE HAS SCRUTINIZED THIS OFFER DOCUMENT FOR ITS LIMITED INTERNAL PURPOSE OF DECIDING ON THE MATTER OF GRANTING THE AFORESAID PERMISSION TO THIS COMPANY. THE EXCHANGE DOES NOT IN ANY MANNER:

- (I) WARRANT, CERTIFY OR ENDORSE THE CORRECTNESS OR COMPLETENESS OF ANY OF THE CONTENTS OF THIS OFFER DOCUMENT; OR**
- (II) WARRANT THAT THIS COMPANY’S SECURITIES WILL BE LISTED AND WILL CONTINUE TO BE LISTED ON THE EXCHANGE; OR**
- (III) TAKE ANY RESPONSIBILITY FOR THE FINANCIAL OR OTHER SOUNDNESS OF THIS COMPANY, ITS PROMOTERS, ITS MANAGEMENT OR ANY SCHEME OR PROJECT OF THIS COMPANY,**

AND IT SHOULD NOT FOR ANY REASON BE DEEMED OR CONSTRUED THAT THIS OFFER DOCUMENT HAS BEEN CLEARED OR APPROVED BY THE EXCHANGE. EVERY PERSON WHO DESIRES TO APPLY FOR OR OTHERWISE ACQUIRES ANY SECURITIES OF THIS COMPANY MAY DO SO PURSUANT TO INDEPENDENT INQUIRY, INVESTIGATION AND ANALYSIS AND SHALL NOT HAVE ANY CLAIM AGAINST THE EXCHANGE WHATSOEVER BY REASON OF ANY LOSS WHICH MAY BE SUFFERED BY SUCH PERSON CONSEQUENT TO OR IN CONNECTION WITH SUCH SUBSCRIPTION/ACQUISITION WHETHER BY REASON OF ANYTHING STATED OR OMITTED TO BE STATED HEREIN OR FOR ANY OTHER REASON WHATSOEVER

A copy of the Draft Shelf Prospectus was been submitted to BSE. A copy of the Shelf Prospectus has been filed with the BSE.

Disclaimer clause of RBI

THE COMPANY IS HAVING A VALID CERTIFICATE OF REGISTRATION DATED JUNE 23, 2010 ISSUED BY THE RESERVE BANK OF INDIA UNDER SECTION 45I-A OF THE RESERVE BANK OF INDIA ACT, 1934. HOWEVER, THE RESERVE BANK OF INDIA DOES NOT ACCEPT ANY RESPONSIBILITY OR GUARANTEE ABOUT THE PRESENT POSITION AS TO FINANCIAL SOUNDNESS OF THE COMPANY OR CORRECTNESS OF ANY OF THE STATEMENTS OR REPRESENTATIONS MADE OR OPINIONS EXPRESSED BY THE COMPANY AND FOR REPAYMENT OF DEPOSITS / DISCHARGE OF LIABILITIES BY THE COMPANY.

Listing

The Bonds will be listed on NSE and BSE. The Company has applied to NSE and BSE for in-principle approvals for listing simultaneously with the filing of the Prospectus - Tranche 1.

If the permissions to deal in and for an official quotation of the Bonds are not granted by the Stock Exchanges, we shall forthwith repay, without interest, all such moneys received from the Applicants in pursuance of the Prospectus - Tranche 1. If such money is not repaid within eight days after we becomes liable to repay it (i.e. from the date of refusal or within seven days from the Issue Closing Date, whichever is earlier), then the Company and every Director of the Company who is an officer in default shall, on and from such expiry of eight days, be liable to repay the money, with interest at the rate of 15% p.a. on application money, as prescribed under Section 73 of the Companies Act.

The Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchange(s) mentioned above are taken within 7 Working Days from the date of Allotment.

Dividend

The following table sets forth certain details regarding the dividend paid by the Company on the Equity Shares for Fiscal 2008, 2009 and 2010:

(In Rs. million, except per share data)

Particulars	Fiscal 2008	Fiscal 2009	Fiscal 2010
Face value of Equity Shares (Rs. per share)	10	10	10
Interim dividend on Equity Shares (Rs. per share)	-	-	-
Final dividend of Equity Shares (Rs. per share)	1.2	1.2	1.5
Total dividend on Equity Shares	1,555.7	1,555.5	1,951.3
Dividend tax (gross)	264.4	264.3	324.1

Mechanism for redressal of investor grievances

Karvy Computershare Private Limited has been appointed as the Registrar to the Issue to ensure that investor grievances are handled expeditiously and satisfactorily and to effectively deal with investor complaints. The MoU between the Registrar to the Issue and the Company will provide for retention of records with the Registrar to the Issue for a period of at least three years from the last date of despatch of the letters of allotment, demat credit and refund orders to enable the investors to approach the Registrar to the Issue for redressal of their grievances. All grievances relating to the Issue should be addressed to the Registrar to the Issue giving full details of the Applicant, number of Bonds applied for, amount paid on application and the bank branch or collection centre where the application was submitted etc.

ISSUE STRUCTURE

The following is a summary of the issue structure for the first tranche of the Issue of Bonds under the Prospectus – Tranche 1, for an amount not exceeding Rs. 34,000 million. Please note that subsequent tranches may have a different structure which shall be specified by the Company in the respective tranche offer documents for such subsequent tranches.

Issue Structure

Particulars	Resident Individuals	HUFs
Minimum number of Bonds per application*	Two Bonds and in multiples of one Bond thereafter. For the purpose of fulfilling the requirement of minimum subscription of two Bonds, an Applicant may choose to apply for two Bonds of the same series or two Bonds across different series.	Two Bonds and in multiples of one Bond thereafter For the purpose of fulfilling the requirement of minimum subscription of two Bonds, an Applicant may choose to apply for two Bonds of the same series or two Bonds across different series.
Terms of Payment	Full amount with the Application Form	Full amount with the Application Form
Mode of Allotment	Compulsorily in dematerialized form	Compulsorily in dematerialized form
Trading Lot	One Bond	One Bond

**The Bonds are classified as "long-term infrastructure bonds" and are being issued in terms of Section 80CCF of the Income Tax Act and the Notification. In accordance with Section 80CCF of the Income Tax Act, the amount, not exceeding Rs. 20,000 per annum, paid or deposited as subscription to long-term infrastructure bonds during the previous year relevant to the assessment year beginning April 01, 2011 shall be deducted in computing the taxable income of a resident individual or HUF. In the event that any Applicant applies for the Bonds in excess of Rs. 20,000 per annum, the aforesaid tax benefit shall be available to such Applicant only to the extent of Rs. 20,000 per annum for the financial year 2010-2011.*

Particulars of the Bonds being issued under Prospectus – Tranche 1

The Company is offering the Bonds which shall have a fixed rate of interest. The Bonds will be issued with a face value of Rs. 5,000 each. Interest on the Bonds shall be payable on annual or cumulative basis depending on the series selected by the Applicants as provided below:

Bond Particulars

Series	1	2	3	4
Face Value per Bond	Rs. 5,000	Rs. 5,000	Rs. 5,000	Rs. 5,000
Frequency of Interest payment	Annual	Cumulative	Annual	Cumulative
Buyback Facility	N.A.	N.A.	Yes	Yes
Buyback Date	N.A.	N.A.	Date falling five years and one day from the Deemed Date of Allotment	Date falling five years and one day from the Deemed Date of Allotment
Buyback Amount	N.A.	N.A.	Rs. 5,000 per Bond	Rs. 7,180 per Bond
Buyback Intimation Period	N.A.	N.A.	The period beginning not before nine months prior to the Buyback	The period beginning not before nine months prior to the Buyback

			Date and ending not later than six months prior to the Buyback Date	Date and ending not later than six months prior to the Buyback Date
Interest Rate	8.0% p.a.	N.A.	7.5% p.a.	N.A.
Maturity Date	10 years from the Deemed Date of Allotment	10 years from the Deemed Date of Allotment	10 years from the Deemed Date of Allotment	10 years from the Deemed Date of Allotment
Maturity Amount	Rs. 5,000 per Bond	Rs. 10,800 per Bond	Rs. 5,000 per Bond	Rs. 10, 310 per Bond
Yield on Maturity	8.0%	8.0% compounded annually	7.50%	7.50% compounded annually
Yield on Buyback	N.A.	N.A.	7.50%	7.50% compounded annually

Terms of Payment

The entire Face Value per Bond is payable on application. In the event of allotment of a lesser number of Bonds than applied for, the Company shall refund the amount paid on application to the Applicant in accordance with the terms appearing hereafter.

TERMS OF THE ISSUE

The following are the terms and conditions of Bonds being offered under this Prospectus – Tranche 1 for an aggregate amount not exceeding Rs. 34,000 million for the financial year 2010-2011, which will be incorporated into the Debenture Trust Deed and are subject to the provisions of the Companies Act, the Application Form and other terms and conditions as may be incorporated in the Debenture Trust Deed, Letter(s) of Allotment and/or Consolidated Bond certificate(s). In addition, the Issue of Bonds under the Prospectus – Tranche 1 shall be subject to laws as applicable from time to time, including guidelines, rules, regulations, notifications and any statutory modifications or re-enactments relating to the issue of capital and listing of securities, or in relation to the Company, issued from time to time by SEBI, RBI, GOI, NSE and/or other authorities (collectively, the “Applicable Laws”) and other documents that may be executed in respect of the Bonds. The statements in these terms and conditions include summaries of and are subject to the detailed provisions of the Debenture Trust Deed.

Please note that the terms and conditions specified in this section are the terms and conditions for the issue of the first tranche of the Bonds under Prospectus – Tranche 1 and any subsequent tranches may have different terms and conditions which shall be specified by the Company in separate tranche offer documents for such tranches.

The 8 percent, non-cumulative Bonds (the “Series 1 Bonds”), the 8 percent, cumulative Bonds (the “Series 2 Bonds”), the 7.5 percent, non-cumulative Bonds with a buyback facility (the “Series 3 Bonds”) and the 7.5 percent, cumulative Bonds with a buyback facility (the “Series 4 Bonds”) (the Series 1 Bonds, the Series 2 Bonds, the Series 3 Bonds and the Series 4 Bonds are together referred to as the “Bonds”) for an aggregate amount not exceeding Rs. 34,000 million for the financial year 2010-2011. The Bonds are in each case constituted by a debenture trust deed (the “Debenture Trust Deed”) to be entered into between the Company and IDBI Trusteeship Services Limited (in its capacity as the “Debenture Trustee”, which expression shall include its successor(s)) as trustee for the holders of the Bonds (the “Bondholders”). Karvy Computershare Private Limited has been appointed as the registrar to the issue (the “Registrar” or “Registrar to the Issue”) pursuant to the registrar to the issue agreement/letter with Karvy Computershare Private Limited (as amended and/or supplemented and/or restated from time to time, the “Registrar Agreement”).

The Bonds are classified as “long-term infrastructure bonds” and are being issued in terms of Section 80CCF of the Income Tax Act and the Notification. In accordance with Section 80CCF of the Income Tax Act, the amount, not exceeding Rs. 20,000 per annum, paid or deposited as subscription to long-term infrastructure bonds during the previous year relevant to the assessment year beginning April 01, 2011 shall be deducted in computing the taxable income of a resident individual or HUF. In the event that any Applicant applies for the Bonds in excess of Rs. 20,000, the aforesaid tax benefit shall be available to such Applicant only to the extent of Rs. 20,000.

Words and expressions defined in the Debenture Trust Deed and the Tripartite Agreements (defined below) shall have the same meanings where used in these terms and conditions unless the context otherwise requires or unless otherwise stated.

Any reference to “Bondholders” or “holders” in relation to any Bond held in dematerialized form shall mean the persons whose name appears on the beneficial owners list as provided by the Depository and in relation to any Bond in physical form, such holder of the Bond (whose interest shall be as set out in a Consolidated Bonds Certificate (as defined below) whose name is appearing in the Register of Bondholders (as defined below). The Debenture Trustee acts for the benefit of the Bondholders in accordance with the provisions of the Debenture Trust Deed.

1. Authority for the Issue

The Board of Directors, at their meeting held on August 4, 2010, have approved the issue, in one or more tranches, of secured, redeemable, non-convertible debentures having benefits under Section 80CCF of the Income Tax Act of face value of Rs. 5,000 each, for an amount not exceeding Rs. 34,000 million for the financial year 2010-2011.

In terms of the Notification, the aggregate volume of issuance of long term infrastructure bonds (having benefits under Section 80CCF of the Income Tax Act) by the Company during the financial year 2010-

2011 shall not exceed 25% of the incremental infrastructure investment made by the Company during the financial year 2010-2011. For the purpose of calculating the incremental infrastructure investment, the aggregate gross infrastructure investments made by the Company during the financial year 2009-2010 was considered which were Rs. 138,614.40 million and hence the limit for this Issue is Rs. 34,000 million.

2. Issue, Status of Bonds

- 2.1. The public Issue of Bonds of the Company not exceeding Rs. 34,000 million for the financial year 2010-2011. These terms and conditions are for the Bonds issued in the first tranche under the Prospectus – Tranche 1.
- 2.2. The Bonds are constituted, issued and secured pursuant to a Debenture Trust Deed. The Bondholders are entitled to the benefit of the Debenture Trust Deed and are bound by and are deemed to have notice of all the provisions of the Debenture Trust Deed. The Company is issuing the Bonds in accordance with the Notification and pursuant to the Notification, the Bonds issued by the Company may be classified as ‘long term infrastructure bonds’ for the purposes of Section 80 CCF of the Income Tax Act.
- 2.3. The Bonds are issued in the form of secured, redeemable, non convertible debentures. The Bonds constitute direct and secured obligations of the Company and shall rank *pari passu* inter se and without any preference or priority among themselves. Subject to any obligations preferred by mandatory provisions of the law prevailing from time to time, the Bonds shall also, as regards the principal amount of the Bonds, interest and all other monies secured in respect of the Bonds, rank *pari passu* with all other present and future debenture holders of the Company. The security described in section 14 of the section entitled “- Security” on page 86 shall be *pari passu* with all the present and future borrowings of the Company from various lenders (although such lenders do not have the benefit of any security over immovable property). The claims of the Bondholders shall be superior to the claims of the unsecured creditors of the Company (subject to any obligations preferred by mandatory provisions of the applicable law prevailing from time to time).

3. Form, Face Value, Title and Listing etc

3.1. Form

- 3.1.1 The allotment of the Bonds shall only be in a dematerialized form (i.e., not in the form of physical certificates but fungible and represented by the statement issued through the electronic mode). The Company has made depository arrangements with National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”, and together with NSDL, the “Depositories”) for issue of the Bonds in a dematerialized form pursuant to the tripartite agreement between:

- (i). the Company, NSDL and the Registrar dated December 13. 2004; and

- (ii). the Company, CDSL and the Registrar dated December 21. 2004.

(together the “Tripartite Agreements”)

The Company shall take necessary steps to credit the Depository Participant account of the Applicants with the number of Bonds allotted. Subject to section 3.1.2 below, the Bondholders will hold the Bonds in dematerialised form and deal with the Bonds in accordance with the provisions of the Depositories Act and/or rules as notified by the Depositories from time to time.

- 3.1.2 The Bondholders may rematerialize the Bonds at any time after allotment, in accordance with the provisions of the Depositories Act, 1996 and/or rules as notified by the Depositories from time to time.
- 3.1.3 In case of Bonds that are rematerialized and held in physical form, the Company will issue one certificate to the Bondholder for the aggregate amount of the Bonds that are rematerialized and held by such Bondholder (each such certificate a “Consolidated Bond Certificate”). In respect of the Consolidated Bond Certificate(s), the Company will, upon receipt of a request from the Bondholder

within 30 days of such request, split such Consolidated Bond Certificates into smaller denominations in accordance with the Articles of Association, subject to a minimum denomination of one Bond. No fees will be charged for splitting any Consolidated Bond Certificates but, stamp duty, if payable, will be paid by the Bondholder. The request to split a Consolidated Bond Certificate shall be accompanied by the original Consolidated Bond Certificate which will, upon issuance of the split Consolidated Bond Certificates, be cancelled by the Company.

3.2. Face Value

The face value of each Bond is Rs. 5,000.

3.3. Title

3.3.1 In case of:

- (i) Bonds held in the dematerialized form, the person for the time being appearing in the register of beneficial owners maintained by the Depository; and
- (ii) the Bond held in physical form, the person for the time being appearing in the Register of Bondholders (as defined below) as Bondholder,

shall be treated for all purposes by the Company, the Debenture Trustee, the Depositories and all other persons dealing with such person as the holder thereof and its absolute owner for all purposes whether or not it is overdue and regardless of any notice of ownership, trust or any interest in it or any writing on, theft or loss of the Consolidated Bond Certificate issued in respect of the Bonds and no person will be liable for so treating the Bondholder.

- 3.3.2 No transfer of title of a Bond will be valid unless and until entered on the Register of Bondholders or the register of beneficial owners maintained by the Depository prior to the Record Date. In the absence of transfer being registered, interest, Buyback Amount and/or Maturity Amount, as the case may be, will be paid to the person, whose name appears first in the Register of Bondholders maintained by the Depositories and/or the Company and/or the Registrar, as the case may be. In such cases, claims, if any, by the purchasers of the Bonds will need to be settled with the seller of the Bonds and not with the Company or the Registrar. The provisions relating to transfer and transmission and other related matters in respect of the Company's shares contained in the Articles of Association of the Company and the Companies Act shall apply, *mutatis mutandis* (to the extent applicable) to the Bond(s) as well.

3.4. Listing

The Bonds will be listed on NSE and BSE.

3.5. Market Lot

- 3.5.1 In accordance with Section 68B of the Companies Act, the Bonds shall be allotted only in dematerialised form. As per the SEBI Debt Regulations, the trading of the Bonds on the Stock Exchanges shall be in dematerialised form only in multiples of one Bond ("Market Lot").

- 3.5.2 For details of allotment refer to chapter entitled "Procedure for Application" beginning on page 93.

3.6. Procedure for Rematerialisation of Bonds

Allotment of Bonds will be in dematerialized form only. However, Bondholders who wish to hold the Bonds in physical form may do so by submitting his or her request to his or her Depository Participant in accordance with the applicable procedure stipulated by the Depository Participant.

4. Transfer of the Bonds, Issue of Consolidated Bond Certificates etc

4.1. Register of Bondholders

The Company shall maintain at its registered office or such other place as permitted by law a register of Bondholders (the “Register of Bondholders”) containing such particulars as required by Section 152 of the Companies Act. In terms of Section 152A of the Companies Act, the Register of Bondholders maintained by a Depository for any Bond in dematerialized form under Section 11 of the Depositories Act shall be deemed to be a Register of Bondholders for this purpose.

4.2. Lock in Period

4.2.1. No Transfer during Lock-in Period

In accordance with the Notification, the Bondholders shall not sell or transfer the Bonds in any manner for a period of 5 years from the Deemed Date of Allotment (the “Lock-in Period”).

4.2.2. Transfer after Lock-in Period

- (a) The Bondholders may sell or transfer the Bonds after the expiry of the Lock-in Period on the stock exchange where the Bonds are listed.
- (b) If a request for transfer of the Bond is not received by the Registrar before the Record Date for maturity, the Maturity Amount for the Bonds shall be paid to the person whose name appears as a Bondholder in the Register of Bondholders. In such cases, any claims shall be settled inter se between the parties and no claim or action shall be brought against the Company.

4.3. Transfers

4.3.1 Transfer of Bonds held in dematerialized form:

In respect of Bonds held in the dematerialized form, transfers of the Bonds may be effected only through the Depository(ies) where such Bonds are held, in accordance with the provisions of the Depositories Act, 1996 and/or rules as notified by the Depositories from time to time. The Bondholder shall give delivery instructions containing details of the prospective purchaser’s Depository Participant’s account to his Depository Participant. If a prospective purchaser does not have a Depository Participant account, the Bondholder may rematerialize his or her Bonds and transfer them in a manner as specified in section 4.3.2 below.

4.3.2. Transfer of Bonds in physical form:

The Bonds may be transferred by way of a duly executed transfer deed or other suitable instrument of transfer as may be prescribed by the Company for the registration of transfer of Bonds. Purchasers of Bonds are advised to send the Consolidated Bond Certificate to the Company or to such persons as may be notified by the Company from time to time. If a purchaser of the Bonds in physical form intends to hold the Bonds in dematerialized form, the Bonds may be dematerialized by the purchaser through his or her Depository Participant in accordance with the provisions of the Depositories Act, 1996 and/or rules as notified by the Depositories from time to time.

4.4. Formalities Free of Charge

Registration of a transfer of Bonds and issuance of new Consolidated Bond Certificates will be effected without charge by or on behalf of the Company, but upon payment (or the giving of such indemnity as the Company may require) in respect of any tax or other governmental charges which may be imposed in relation to such transfer, and the Company being satisfied that the regulations concerning transfers of Bonds have been complied with.

5. Debenture Redemption Reserve (“DRR”)

Section 117C of the Companies Act requires any company that intends to issue debentures to create a

DRR to which adequate amounts shall be credited out of the profits of the company till the redemption of the debentures. However, the Ministry of Company Affairs (the "MCA") has, through its circular dated April 18, 2002, specified that NBFCs which are registered with the RBI under Section 45-IA of the RBI Act, 1934 shall create DRR to the extent of 50 percent of the value of the debentures issued through public issue. Accordingly, the Company shall create DRR of 50 per cent of the value of Bonds issued and allotted in terms of this Prospectus - Tranche 1, for the redemption of the Bonds. The Company shall credit adequate amounts to DRR from its profits every year until the Bonds are redeemed. The amounts credited to the DRR shall not be utilized by the Company for any purpose other than for the redemption of the Bonds.

6. Deemed Date of Allotment

The Deemed Date of Allotment shall be the date as may be determined by the Board of the Company and notified to the Stock Exchanges. All benefits under the Bonds including payment of interest will accrue to the Bondholders from the Deemed Date of Allotment. The actual allotment may occur on a date other than the Deemed Date of Allotment.

7. Subscription

7.1. Period of Subscription

The Issue shall remain open for:

Issue Opens on	September 30, 2010
Issue Closes on	October 18, 2010

The Issue shall remain open for subscription during banking hours for the period indicated above, except that the Issue may close on such earlier date as may be decided by the Board subject to necessary approvals. In the event of an early closure of the Issue, the Company shall ensure that notice of the same is provided to the prospective investors through newspaper advertisements at least three days prior to such earlier date of Issue closure.

7.2. Underwriting

This first tranche under the Prospectus – Tranche 1 is not underwritten.

7.3. Minimum Subscription

Under the SEBI Debt Regulations, the Company is required to stipulate a minimum subscription amount which it seeks to raise. The consequence of minimum subscription amount not being raised is that the Issue shall not proceed and the application moneys received are refunded to the Applicants.

However, SEBI has, by way of letter no. IMD/DF1/OW/17383/2010 dated August 25, 2010, exempted the Company from the requirements of prescribing a minimum subscription amount for the Bonds. Therefore, there is no minimum subscription amount for the Bonds.

8. Utilization of the proceeds

The proceeds of the Issue shall be utilized towards 'infrastructure lending' as defined by the RBI in the regulations issued by it from time to time. The end-use shall be duly reported in the annual reports and other reports submitted by the Company to the regulatory authority concerned, and specifically certified by the statutory auditor of the Company. The Company shall also file such reports along with the term sheets to the Infrastructure Division, Department of Economic Affairs, Ministry of Finance within 3 (three) months from the end of financial year.

9. Interest

9.1. Annual Payment of Interest

9.1.1 For Series 1 Bonds, interest at the rate of 8.0 % per annum will be paid annually commencing from the

Deemed Date of Allotment and on the equivalent date falling every year thereafter.

9.1.2 Subject to buyback of the Bonds as specified in the section 10.3 below, for Series 3 Bonds, interest at the rate of 7.5 % per annum will be paid annually commencing from the Deemed Date of Allotment and on the equivalent date falling every year thereafter.

9.2. Cumulative Payment of Interest

9.2.1 Interest on Series 2 Bonds shall be compounded annually at the rate of 8 % per annum commencing from the Deemed Date of Allotment and shall be payable on the Maturity Date.

9.2.2 Subject to buyback of the Bonds as specified in the section 10.3 below, interest on the Series 4 Bonds shall be compounded annually at the rate of 7.5 % per annum commencing from the Deemed Date of Allotment and shall be payable on the Maturity Date or the Buyback Date, as the case may be.

9.3. Day Count Convention

Interest shall be computed on a 365 days-a-year basis on the principal outstanding on the Bonds. However, where the interest period (start date to end date) includes February 29, interest shall be computed on 366 days-a-year basis, on the principal outstanding on the Bonds.

9.4. Interest on Application and Refund Money

9.4.1 Application Interest

The Company shall not pay any interest on the Application Amount.

9.4.2 Refund Interest

The Company shall not pay any interest on refund of Application Amount, in whole or part.

10. Redemption

10.1 Unless previously redeemed as provided under the Debenture Trust Deed, the Company shall redeem the Bonds on the Maturity Date.

10.2 Procedure for Redemption by Bondholders

The procedure for redemption is set out below:

10.2.1 Bonds held in electronic form:

No action is required on the part of Bondholders at the time of maturity of the Bonds.

10.2.2 Bonds held in physical form:

No action will ordinarily be required on the part of the Bondholder at the time of redemption and the Maturity Amount will be paid to those Bondholders whose names appear in the Register of Bondholders maintained by the Company on the Record Date fixed for the purpose of redemption. However, the Company may require that the Consolidated Bond Certificate(s), duly discharged by the sole holder or all the joint-holders (signed on the reverse of the Consolidated Bond Certificate(s)) to be surrendered for redemption on Maturity Date and shall be sent by the Bondholders by registered post with acknowledgment due or by hand delivery to the Registrar or Company or to such persons at such addresses as may be notified by the Company from time to time. Bondholders may be requested to surrender the Consolidated Bond Certificate(s) in the manner as stated above, not more than three months and not less than one month prior to the Maturity Date so as to facilitate timely payment. See the section entitled "Payment on Redemption and Buyback" on page 84.

10.3 Buyback of Bonds

- 10.3.1 An Applicant subscribing to the Series 3 Bonds and/or the Series 4 Bonds, shall at the time of submitting the Application Form indicate his or her preference for utilizing the buyback facility offered by the Company for the Series 3 Bonds and/or the Series 4 Bonds by opting for it in the Application Form and completing all formalities as may be prescribed therein.
- 10.3.2 A Bondholder may at any time during the currency of the Buyback Intimation Period, by submitting a duly completed intimation advice in a form as attached to the Letter of Allotment, inform the Company in writing of the following:
- (a) A Bondholder of Series 3 Bonds and/or Series 4 Bonds who has opted for buyback in a manner as specified in section 10.3.1 above may inform the Company of their intention not to utilize the buyback facility offered by the Company; or
 - (b) A Bondholder of Series 3 Bonds and/or Series 4 Bonds who has not opted for buyback in a manner as specified in section 10.3.1 above may inform the Company of their intention to utilize the buyback facility offered by the Company;
- 10.3.3 For the avoidance of doubt, the Bondholders may note that no action will be required on their part for the following:
- (a) In case of Bondholders who have opted in the Application Form for the buyback facility and intend to continue with the same; and
 - (b) In case of Bondholders who have not opted, in the Application Form, for the buyback and intend to continue with the same.
- 10.3.4 The buyback of the Series 3 Bonds and/or the Series 4 Bonds from their respective Bondholders shall be effected by the Company by payment of the Buyback Amount on the Buyback Date, subject to the terms set forth herein:
- (a) *Bonds held in dematerialized form*
- No action will be required on part of the Bondholder. Upon receiving instructions from the Company, the Registrar would undertake appropriate corporate action to effect the buyback.
- (b) *Bonds held in physical form*
- No action would ordinarily be required on part of the Bondholder on the Buyback Date and the Buyback Amount would be paid to those Bondholders whose names appear first in the Register of Bondholders. However, the Company may require the Bondholder to duly surrender the Consolidated Bond Certificate to the Company/Registrar for the buyback 30 Working Days prior to the Buyback Date.
- 10.3.5 No notice or letter or any other written instrument sent to the Company pursuant to section 10.3.2 above shall be accepted by the Company if it has been received after the lapse of the Buyback Intimation Period.
- 10.3.6 Upon payment of the Buyback Amounts on the Buyback Date, the principal amounts of the Bonds shall be deemed to have been repaid to the Bondholders of the Series 3 Bonds and/or Series 4 Bonds and all other rights of the Bondholders shall terminate and no interest shall accrue on such Bonds.
- 10.3.7 Subject to the provisions of the Companies Act, where the Company has bought back any Bond(s), the Company shall have and shall be deemed always to have had the right to keep such Bonds alive without extinguishment for the purpose of resale and in exercising such right, the Company shall have and be deemed always to have had the power to resell such Bonds.

11. Payments

11.1 Payment of Interest

Payment of interest on the Bonds will be made to those Bondholders of the Bonds, whose name appears first in the Register of Bondholders maintained by the Depositories and/or the Company and/or the Registrar, as the case may be as, on the Record Date.

11.2 Record Date

The record date for the payment of interest or the Buyback Amount or the Maturity Amount shall be 15 days prior to the date on which such amount is due and payable (“Record Date”).

11.3 Effect of holidays on payments

If the date of payment of interest or principal or any date specified does not fall on a Working Day, then the succeeding Working Day will be considered as the effective date. Interest and principal or other amounts, if any, will be paid on the succeeding Working Day. Payment of interest will be subject to the deduction of tax as per Income Tax Act or any statutory modification or re-enactment thereof for the time being in force. In case the Maturity Date falls on a holiday, the payment will be made on the next Working Day, without any interest for the period overdue.

11.4 Payment on Redemption or Buyback

The manner of payment on Maturity or Buyback is set out below:-

11.4.1 Bonds held in electronic form:

On the Maturity Date or the Buyback Date as the case may be, the Maturity Amount or the Buyback Amount as the case may be will be paid in a manner as detailed in the section entitled “- Modes of Payment” below. These payments will be as per the Depositories’ records on the Record Date fixed for this purpose. No action is required on the part of Bondholders.

11.4.2 Bonds held in physical form:

Payments with respect to maturity or buyback of Bonds will be made by way of cheques or pay orders or electronically. However, if the Company so requires, payments on maturity may be made on surrender of the Consolidated Bond Certificate(s). Dispatch of cheques or pay orders in respect of payments with respect to redemptions will be made on the Maturity Date or Buyback Date (if so requested by the Company in this regard) within a period of 30 days from the date of receipt of the duly discharged Consolidated Bond Certificate.

11.5 The Company’s liability to the Bondholders including for payment or otherwise shall stand extinguished from the Maturity Date or upon dispatch of the Maturity Amounts to the Bondholders. Further, the Company will not be liable to pay any interest, income or compensation of any kind from the Maturity Date.

12. Manner and Mode of Payment

12.1 Manner of Payment:

All payments to be made by the Company to the Bondholders shall be made in any of the following manners:

12.1.1 For Bonds applied or held in electronic form:

The bank details will be obtained from the Depositories for payments. Investors who have applied or who are holding the Bond in electronic form, are advised to immediately update their bank account details as appearing on the records of Depository Participant. Please note that failure to do so could result in delays in credit of the payments to investors at their sole risk and neither the Lead Managers

nor the Company shall have any responsibility and undertake any liability for such delays on part of the investors.

12.1.2 For Bonds held in physical form (upon rematerialisation by the holder):

The bank details will be obtained from the Registrar for effecting payments.

12.2 Mode of Payment:

All payments to be made by the Company to the Bondholders shall be made through any of the following modes:

12.2.1 Cheques or Demand drafts

By cheques or demand drafts made in the name of the Bondholders whose names appear in the Register of Bondholders as maintained by the Company and/or as provided by the Depositories. Cheques or demand drafts in excess of Rs. 1,500, as the case may be, shall be sent by registered/speed post at the Bondholder's sole risk under a certificate of posting.

12.2.2 National Electronic Clearing System ("NECS")

Through NECS for Applicants having an account at any of the centers notified by the RBI. This mode of payment will be subject to availability of complete bank account details including the Magnetic Ink Character Recognition ("MICR") code as appearing on a cheque leaf, from the Depositories.

Please note that the Company shall not be responsible for any delay to the Bondholder receiving credit of interest or refund or Buyback Amount or Maturity Amount so long as the Company has initiated the process in time.

12.3 Printing of Bank Particulars

As a matter of precaution against possible fraudulent encashment of Consolidated Bond Certificates due to loss or misplacement, the particulars of the Applicant's bank account are mandatorily required to be provided for printing on the Consolidated Bond Certificate. Applications without these details are liable to be rejected. However, in relation to Applications for dematerialised Bonds, these particulars will be taken directly from the Depositories. In case of Bonds held in physical form either on account of rematerialisation or transfer, the Bondholders are advised to submit their bank account details with the Registrar before the Record Date failing which the amounts will be dispatched to the postal address of the Bondholders as held in the records of the Bank. Bank account particulars will be printed on the Consolidated Bond Certificates which can then be deposited only in the account specified.

13. Taxation

13.1 The Applicants are advised to consider the tax implications of their respective investment in the Bonds.

13.2 The interest on Bonds will be subject to deduction of tax at source at the rates prevailing from time to time under the provisions of the Income Tax Act or any statutory modification or re-enactment thereof.

13.3 As per the current provisions of the Income Tax Act, on payment to all categories of resident Bondholders, tax will not be deducted at source from interest on Bonds, if such interest does not exceed Rs. 2,500 in a financial year.

13.4 As per clause (ix) of Section 193 of the Income Tax Act, no income tax is required to be withheld on any interest payable on any security issued by a company, where such security is in dematerialised form and is listed on a recognised stock exchange in India in accordance with the Securities Contracts Regulation Act, 1956, as amended, and the rules notified thereunder. Accordingly, no income tax will be deducted at source from the interest on Bonds held in dematerialised form. In case of Bonds held in a physical form no tax may be withheld in case the interest does not exceed Rs. 2,500. However, such interest is taxable income in the hands of resident Bondholders.

- 13.5** If interest on Bonds exceeds the prescribed limit of Rs. 2,500 in case of resident individual Bondholders, to ensure non-deduction or lower deduction of tax at source, as the case may be, the Bondholders are required to furnish either (a) a declaration (in duplicate) in the prescribed form i.e. Form 15G which may be given by all Bondholders other than companies, firms and non-residents subject to provisions of section 197A of the Income Tax Act; or (b) a certificate, from the assessing officer of the Bondholder, in the prescribed form under section 197 of the Income Tax Act which may be obtained by the Bondholders.
- 13.6** Senior citizens, who are 65 or more years of age at any time during the financial year, can submit a self-declaration in the prescribed Form 15H for non-deduction of tax at source in accordance with the provisions of section 197A even if the aggregate income credited or paid or likely to be credited or paid exceeds the maximum limit for the financial year. To ensure non-deduction/lower deduction of tax at source from interest on Bonds, a resident Bondholder is required to submit Form 15G/15H/certificate under section 197 of the Income Tax Act or other evidence, as may be applicable, with the Application Form, or send to the Registrar along with a copy of the Application Form on or before the closure of the Issue. Subsequently, Form 15G/15H/ original certificate issued under section 197 of the Income Tax Act or other evidence, as may be applicable, may be submitted to the Company or to such person at such address as may be notified by us from time to time, quoting the name of the sole or first Bondholder, Bondholder number and the distinctive number(s) of the Bond(s) held, at least one month prior to the interest payment date.
- 13.7** Bondholders are required to submit Form 15G or 15H or original certificate issued under section 197 of the Income Tax Act or other evidence in each financial year to ensure non-deduction or lower deduction of tax at source from interest on Bonds.
- 13.8** If the Bondholder is eligible to submit Form 15G or 15H, he or she is required to tick at the relevant place on the Application Form, to send a blank copy of the form to the Bondholders. Blank declaration form will be furnished to other Bondholders on request made at least two months prior to the interest payment date. This facility is being provided for the convenience of Bondholders and we will not be liable in any manner, whatsoever, in case the Bondholder does not receive the form.
- 13.9** As per the prevailing tax provisions, Form 15G cannot be submitted if the aggregate of income of the nature referred to in section 197A of the Income Tax Act viz. dividend, interest etc. as prescribed therein, credited or paid or likely to be credited or paid during the financial year in which such income is to be included exceeds the maximum amount which is not chargeable to tax.
- 13.10** Tax exemption certificate or document, if any, must be lodged at the office of the Registrar prior to the Record Date or as specifically required. Tax applicable on coupon will be deducted at source on accrual thereof in the Company's books and / or on payment thereof, in accordance with the provisions of the Income Tax Act and / or any other statutory modification, re-enactment or notification as the case may be. A tax deduction certificate will be issued for the amount of tax so deducted on annual basis.

14. Security

14.1 The principal amount of the Bonds to be issued upon the terms contained herein together with all interest, costs, charges, fees, remuneration of Debenture Trustee and expenses payable in respect thereof (the "Secured Obligations") shall be secured in favour of the Debenture Trustee in the following manner:

14.1.1 By way of a first floating *pari passu* charge over the certain receivables of the Company arising out of its:

- a) investments; and/or
- b) infrastructure loans; and/or
- c) current assets, loans and advances,

as appearing in the Company's balance sheet from time to time to the extent of 1.0 times of the

outstanding Secured Obligations (the “Secured Assets”),

provided however that the Secured Assets shall not include the following

- (a) any receivables of the Company arising from:
 - (i) any loan or debt granted by the Company to its subsidiaries and affiliates present or in the future; or
 - (ii) any investments in equity and / or preference share capital or investment through any other instrument made by the Company in, its subsidiaries and affiliates whether presently or in the future); and
- (b) Permitted Liens.

“**Permitted Liens**” for the purpose of the above means security on government securities or corporate bonds of the Company to secure short term debt of less than 365 day duration incurred by the Company under the Collateralized Borrowing and Lending Operations of Clearing Corporation of India Limited or under any repo or repurchase facility.

14.1.2 The Secured Obligations are also secured by first fixed *pari passu* charge over immovable property of the Company being flat number 311/312 at 2A, Raheja Classique, New Link Road, Andheri (West), Mumbai – 400053.

14.2 The Company agrees to maintain an asset cover of at least 1.0 times of the outstanding amount of Bonds, at all times, till the Bonds are completely redeemed. In case of reduction of security cover below 1.0 times for any reason whatsoever, the Company agrees to make-up the deficiency with equivalent amount of receivables, free from any charge of whatsoever nature, so as to maintain the minimum asset cover of 1.0 times.

14.3 The Company has created a floating charge on certain receivables as appearing in the balance sheet of the Company, as security for its existing borrowings (including the existing debentures), the aggregate value of which is at least equivalent to 1.00 times of the total outstanding borrowings (including the debentures) of the Company. The Company has secured its existing debentures by way of a charge on immovable property of the Company being flat number 311/312 at 2A, Raheja Classique, New Link Road, Andheri (West), Mumbai – 400053. The benefit of such security will be provided to the Bondholders. Since the terms of existing borrowings whether by way of loans or by way of debentures expressly allow further borrowings by the Company, no *pari passu* letters have been exchanged.

14.4 The Company shall ensure that the creation of security as contemplated in this section and all necessary formalities including execution of relevant security documents in relation thereto are completed within a period of 90 days from the Deemed Date of Allotment of the Bonds.

14.5 No prior consent for creation of Security is required from IDBI Trusteeship Services Limited in its capacity as debenture trustee for the existing debentures of the Company and IDBI Trusteeship Services Limited in its capacity as security trustee for the existing loans of the Company.

15. Events of Defaults

15.1 The Debenture Trustee at its discretion may, or if so requested in writing by the holders of not less than 75 percent in principal amount of the Bonds then outstanding or if so directed by a Special Resolution shall (subject to being indemnified and/or secured by the Bondholders to its satisfaction), give notice to the Company specifying that the Bonds and/or any particular Series of Bonds, in whole but not in part are and have become due and repayable at the Early Redemption Amount on such date as may be specified in such notice *inter alia* if any of the events listed in 15.2 below occurs.

15.2 The list given below is an indicative list of events of default and a complete list of event of default and its consequences shall be specified in the Debenture Trust Deed. Events of default shall include but not be limited to the following:

- (i) Default is made in any payment of the principal amount due in respect of Series 1 Bonds and/or Series 2 Bonds and/or Series 3 Bonds and/or Series 4 Bonds and such failure continues for a for a period of 3 days;
- (ii) Default is made in any payment of any installment of interest in respect of Series 1 Bonds and/or Series 3 Bonds or in the payment of cumulative interest on the Series 2 Bonds and/or Series 4 Bonds or any of them and such failure continues for a for a period of 30 days;
- (iii) Default is made in any payment of any other sum due in respect of Series 1 Bonds and/or Series 2 Bonds and/or Series 3 Bonds and/or Series 4 Bonds or any of them and such failure continues for a for a period of 15 (fifteen) days;
- (iv) The Company does not perform or comply with one or more of its other material obligations in relation to the Bonds or the Debenture Trust Deed which default is incapable of remedy or, if in the opinion of the Debenture Trustee capable of remedy, is not remedied within 30 days after written notice of such default shall have been given to the Company by the Debenture Trustee and which has a material adverse effect on the Company;
- (v) The Company is (or is deemed by law or a court to be) insolvent or bankrupt or unable to pay (in the opinion of the Debenture Trustee) a material part of its debts, or stops, suspends or threatens to stop or suspend payment of all or (in the opinion of the Debenture Trustee) a material part of (or of a particular type of) its debts; or
- (vi) Any encumbrancer takes possession or an administrative or other receiver or an administrator is appointed of the whole or (in the opinion of the Debenture Trustee) any substantial part of the property, assets or revenues of the Company (as the case may be) and is not discharged within 45 days.

15.3 The Early Redemption Amount payable upon the occurrence of an Event of Default shall be as detailed in the Debenture Trust Deed.

15.4 If an Event of Default occurs which is continuing, the Debenture Trustee may with the consent of the Bondholders, obtained in accordance with the provisions of the Debenture Trust Deed, and with a prior written notice to the Company, enforce the Security in terms of the Debenture Trust Deed.

15.5 In case of default in the redemption of Bonds, in addition to the payment of interest and all other monies payable hereunder on the respective due dates, the Company shall also pay interest on the defaulted amounts. Arrears of liquidated damages shall carry interest at 2% per annum on the defaulted amount and shall be payable on the footing of compound interest with quarterly rests.

16. Bondholder's Rights, Nomination Etc.

16.1 Bondholder Not a Shareholder

The Bondholders will not be entitled to any of the rights and privileges available to the equity and preference shareholders of the Company.

16.2 Rights of Bondholders

Some of the significant rights available to the Bondholders are as follows:

- (a) The Bonds shall not, except as provided in the Companies Act, confer upon the holders thereof any rights or privileges available to members of the Company including the right to receive notices or annual reports of, or to attend and / or vote, at the Company's general meeting(s). However, if any resolution affecting the rights of the Bondholders is to be placed before the shareholders, the said resolution will first be placed before the concerned registered Bondholders for their consideration. In terms of Section 219(2) of the Companies Act, holders of Bonds shall be entitled to a copy of the balance sheet on a specific request made to the Company.

- (b) The rights, privileges and conditions attached to the Bonds may be varied, modified and / or abrogated with the consent in writing of the holders of at least three-fourths of the outstanding amount of the Bonds or with the sanction of a Special Resolution passed at a meeting of the concerned Bondholders, provided that nothing in such consent or resolution shall be operative against the Company, where such consent or resolution modifies or varies the terms and conditions governing the Bonds, if modification, variation or abrogation is not acceptable to the Company.
- (c) The registered Bondholder or in case of joint-holders, the person whose name stands first in the Register of Bondholders shall be entitled to vote in respect of such Bonds, either by being present in person or, where proxies are permitted, by proxy, at any meeting of the concerned Bondholders summoned for such purpose and every such Bondholder shall be entitled to one vote on a show of hands and on a poll, his or her voting rights shall be in proportion to the outstanding nominal value of Bonds held by him or her on every resolution placed before such meeting of the Bondholders.
- (d) Bonds may be rolled over with the consent in writing of the holders of at least three-fourths of the outstanding amount of the Bonds or with the sanction of a Special Resolution passed at a meeting of the concerned Bondholders after providing at least 21 days prior notice for such roll-over and in accordance with the SEBI Debt Regulations. The Company shall redeem the Bonds of all the Bondholders, who have not given their positive consent to the roll-over.

The above rights of Bondholders are merely indicative. The final rights of the Bondholders will be as per the Debenture Trust Deed to be executed by the Company with the Debenture Trustee.

Special Resolution for the purpose of this section is a resolution passed at a meeting of Bondholders of at least three-fourths of the outstanding amount of the Bonds, present and voting.

16.3 Succession

Where Bonds are held in joint names and one of the joint holders dies, the survivor(s) will be recognized as the Bondholder(s). It will be sufficient for the Company to delete the name of the deceased Bondholder after obtaining satisfactory evidence of his death. Provided, a third person may call on the Company to register his name as successor of the deceased Bondholder after obtaining evidence such as probate of a will for the purpose of proving his title to the Bonds. In the event of demise of the sole or first holder of the Bonds, the Company will recognise the executors or administrator of the deceased Bondholders, or the holder of the succession certificate or other legal representative as having title to the Bonds only if such executor or administrator obtains and produces probate or letter of administration or is the holder of the succession certificate or other legal representation, as the case may be, from an appropriate court in India. The directors of the Company in their absolute discretion may, in any case, dispense with production of probate or letter of administration or succession certificate or other legal representation.

Where a non-resident Indian becomes entitled to the Bonds by way of succession, the following steps have to be complied with:

- (a) Documentary evidence to be submitted to the Legacy Cell of the RBI to the effect that the Bonds were acquired by the non-resident Indian as part of the legacy left by the deceased Bondholder.
- (b) Proof that the non-resident Indian is an Indian national or is of Indian origin.

Such holding by a non-resident India will be on a non-repatriation basis

16.4 Nomination Facility to Bondholder

- 16.4.1 In accordance with Section 109A of the Act, the sole Bondholder or first Bondholder, along with other joint Bondholders (being individual(s)) may nominate any one person (being an individual) who, in the event of death of the sole holder or all the joint-holders, as the case may be, shall become entitled to the Bond. A person, being a nominee, becoming entitled to the Bond by reason of the death of the

Bondholders, shall be entitled to the same rights to which he will be entitled if he were the registered holder of the Bond. Where the nominee is a minor, the Bondholders may make a nomination to appoint any person to become entitled to the Bond(s), in the event of his death, during the minority. A nomination shall stand rescinded upon sale of a Bond by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. When the Bond is held by two or more persons, the nominee shall become entitled to receive the amount only on the demise of all the Bondholders. Fresh nominations can be made only in the prescribed form available on request at the Company's registered or administrative office or at such other addresses as may be notified by the Company.

- 16.4.2 The Bondholders are advised to provide the specimen signature of the nominee to the Company to expedite the transmission of the Bond(s) to the nominee in the event of demise of the Bondholders. The signature can be provided in the Application Form or subsequently at the time of making fresh nominations. This facility of providing the specimen signature of the nominee is purely optional.
- 16.4.3 In accordance with Section 109B of the Act, any person who becomes a nominee by virtue of the provisions of Section 109A of the Act, shall upon the production of such evidence as may be required by the Company's Board or Committee of Directors, as the case may be, elect either:
- (a) to register himself or herself as the holder of the Bonds; or
 - (b) to make such transfer of the Bonds, as the deceased holder could have made.
- 16.4.4 Further, the Company's Board or Committee of Directors, as the case may be, may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Bonds, and if the notice is not complied with, within a period of 90 days, the Company's Board or Committee of Directors, as the case may be, may thereafter withhold payment of all interests or other monies payable in respect of the Bonds, until the requirements of the notice have been complied with.
- 16.4.5 Notwithstanding anything stated above, since the allotment of Bonds in this Issue will be made only in dematerialised mode, there is no need to make a separate nomination with the Company. Nominations registered with the respective Depository Participant of the Bondholder will prevail. If the Bondholders require changing their nomination, they are requested to inform their respective Depository Participant.

17. Debenture Trustees

- 17.1 The Company has appointed IDBI Trusteeship Services Limited to act as the Debenture Trustee for the Bondholders. The Company intends to enter into a Debenture Trust Deed with the Debenture Trustee, the terms of which will govern the appointment and functioning of the Debenture Trustee and shall specify the powers, authorities and obligations of the Debenture Trustee. Under the terms of the Debenture Trust Deed, the Company will covenant with the Debenture Trustee that it will pay the Bondholders the principal amount on the Bonds on the relevant Maturity Date and also that it will pay the interest due on Bonds on the rate specified under the Debenture Trust Deed.
- 17.2 The Bondholders shall, without further act or deed, be deemed to have irrevocably given their consent to the Debenture Trustee or any of their agents or authorised officials to do all such acts, deeds, matters and things in respect of or relating to the Bonds as the Debenture Trustee may in their absolute discretion deem necessary or require to be done in the interest of the Bondholders. Any payment made by the Company to the Debenture Trustee on behalf of the Bondholders shall discharge the Company *pro tanto* to the Bondholders. All the rights and remedies of the Bondholders shall vest in and shall be exercised by the Debenture Trustee without reference to the Bondholders. No Bondholder shall be entitled to proceed directly against the Company unless the Debenture Trustee, having become so bound to proceed, failed to do so.
- 17.3 The Debenture Trustee will protect the interest of the Bondholders in the event of default by the Company in regard to timely payment of interest and repayment of principal and they will take necessary action at the Company's cost.

18. Miscellaneous

18.1 Loan against Bonds

The Bonds cannot be pledged or hypothecated for obtaining loans from scheduled commercial banks during the Lock-in Period.

18.2 Lien

The Company shall have the right of set-off and lien, present as well as future on the moneys due and payable to the Bondholder, whether in single name or joint name, to the extent of all outstanding dues by the Bondholder to the Company.

18.3 Lien on Pledge of Bonds

The Company, at its discretion, may note a lien on pledge of Bonds if such pledge of Bond is accepted by any bank or institution for any loan provided to the Bondholder against pledge of such Bonds as part of the funding.

18.4 Right to Reissue Bond(s)

Subject to the provisions of the Act, where the Company has redeemed or repurchased any Bond(s), the Company shall have and shall be deemed always to have had the right to keep such Bonds alive without extinguishment for the purpose of resale or reissue and in exercising such right, the Company shall have and be deemed always to have had the power to resell or reissue such Bonds either by reselling or reissuing the same Bonds or by issuing other Bonds in their place. This includes the right to reissue original Bonds.

18.5 Joint-holders

Where two or more persons are holders of any Bond (s), they shall be deemed to hold the same as joint holders with benefits of survivorship subject to Articles and applicable law.

18.6 Sharing of Information

The Company may, at its option, use its own, as well as exchange, share or part with any financial or other information about the Bondholders available with the Company, its subsidiaries and affiliates and other banks, financial institutions, credit bureaus, agencies, statutory bodies, as may be required and neither the Company nor its subsidiaries and affiliates nor their agents shall be liable for use of the aforesaid information.

18.7 Notices

All notices to the Bondholders required to be given by the Company or the Debenture Trustees shall be published in one English language newspaper having wide circulation and one regional language daily newspaper in Chennai and Mumbai and/or, will be sent by post/courier to the registered Bondholders from time to time.

18.8 Issue of Duplicate Consolidated Bond Certificate(s)

If any Consolidated Bond Certificate is mutilated or defaced it may be replaced by the Company against the surrender of such Consolidated Bond Certificates, provided that where the Consolidated Bond Certificates are mutilated or defaced, they will be replaced only if the certificate numbers and the distinctive numbers are legible.

If any Consolidated Bond Certificate is destroyed, stolen or lost then upon production of proof thereof to the Bank's satisfaction and upon furnishing such indemnity/security and/or documents as we may deem adequate, duplicate Consolidated Bond Certificate(s) shall be issued.

18.9 Future Borrowings

The Company shall be entitled to borrow or raise loans or create encumbrances or avail financial assistance in whatever form, and also issue promissory notes or debentures or other securities in any manner having such ranking, *pari passu* or otherwise and change the capital structure including the issue of shares of any class, on such terms and conditions as the Company may deem appropriate, without the consent of, or intimation to the Bondholders or the Debenture Trustee in this connection.

18.10 Jurisdiction

The Bonds, the Debenture Trust Deed, the Tripartite Agreements with the Depositories and other relevant documents shall be governed by and construed in accordance with the laws of India. The Company has in the Debenture Trust Deed agreed, for the exclusive benefit of the Debenture Trustee and the Bondholders, that the courts of Mumbai are to have jurisdiction to settle any disputes which may arise out of or in connection with the Debenture Trust Deed or the Bonds and that accordingly any suit, action or proceedings (together referred to as "Proceedings") arising out of or in connection with the Debenture Trust Deed and the Bonds may be brought in the courts of Mumbai.

PROCEDURE FOR APPLICATION

This section applies to all Applicants. Please note that all Applicants are required to make payment of the full Application Amount along with the Application Form.

The Prospectus - Tranche 1 and the Application Forms together with the abridged prospectus may be obtained from our Corporate Office, from the Lead Managers or from the Lead Brokers. In addition, Application Forms would also be made available to NSE and BSE where listing of the Bonds is sought, and to brokers, being members of NSE and BSE, upon their request.

Application Form

Applicants are required to submit their Applications through the Bankers to Issue. Such Applicants shall only use the specified Application Form bearing the stamp of the Banker to the Issue or the Lead Managers for the purpose of making an Application in terms of the Prospectus - Tranche 1.

WHO CAN APPLY

The following categories of persons are eligible to apply in the Issue:

- Indian nationals resident in India who are not minors in single or joint names (not more than three); and
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Applicant should specify that the Application is being made in the name of the HUF in the Application Form as follows: "Name of Sole or First Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Applications by HUFs would be considered at par with those from individuals.

Please note that non-resident investors including NRIs, FIIs and OCBs are not eligible to participate in the Issue.

Application Size

Applications are required to be for a minimum of two Bonds and multiples of one Bond thereafter.

For the purpose fulfilling the requirement of minimum subscription of two Bonds, an Applicant may choose to apply for two Bonds of the same series or two Bonds across different series.

INSTRUCTIONS FOR COMPLETING THE APPLICATION FORM

Applications must be:

- (a) Made only in the prescribed Application Form.
- (b) Completed in block letters in English as per the instructions contained herein and in the Application Form, and are liable to be rejected if not so completed. Applicants should note that the Bankers to the Issue will not be liable for errors in data entry due to incomplete or illegible Application Forms.
- (c) In single name or in joint names (not more than three, and in the same order as their Depository Participant details).
- (d) Applications are required to be for a minimum of two Bonds and in multiples of one Bond thereafter. For the purpose fulfilling the requirement of minimum subscription of two Bonds, an Applicant may choose to apply for two Bonds of the same series or two Bonds across different series.
- (e) Thumb impressions and signatures other than in English/ Hindi/ Marathi or any of the other languages specified in the Eighth Schedule to the Constitution of India must be attested by a Magistrate or Notary Public or a Special Executive Magistrate under his official seal.
- (f) No receipt would be issued by the Company for the Application money. However, the Bankers to the

Issue, on receiving the applications will acknowledge receipt by stamping and returning the acknowledgment slip to the Applicant.

IN CASE THE DP ID, CLIENT ID AND PAN MENTIONED IN THE APPLICATION FORM DO NOT MATCH WITH THE DP ID, CLIENT ID AND PAN AVAILABLE IN THE RECORDS WITH THE DEPOSITORIES, THE APPLICATION FORM IS LIABLE TO BE REJECTED.

The demat accounts for Applicants for which PAN details have not been verified shall be “suspended for credit” and no credit of Bonds pursuant to the Issue shall be made into accounts of such Applicants.

GENERAL INSTRUCTIONS

Do’s:

1. Check if you are eligible to apply.
2. Read all the instructions carefully and complete the Application Form.
3. Applications are required to be in single or joint names (not more than three).
4. Ensure that the details about the Depository Participant and beneficiary account are correct and the demat account is active as Allotment of the Bonds will be in the dematerialised form only.
5. In case of an HUF applying through its Karta, the Applicant is required to specify the name of an Applicant in the Application Form as “XYZ Hindu Undivided Family applying through PQR”, where PQR is the name of the Karta.
6. Applicant’s Bank Account Details:

The Bonds shall be allotted in dematerialised form only. The Registrars to the Issue will obtain the Applicant’s bank account details from the Depository. The Applicant should note that on the basis of the name of the Applicant, Depository Participant’s (DP) name, Depository Participants identification number and beneficiary account number provided by them in the Application Form, the Registrar to the Issue will obtain from the Applicant’s DP A/c, the Applicant’s bank account details. The Applicants are advised to ensure that bank account details are updated in their respective DP A/cs as these bank account details would be printed on the refund order(s), if any. Please note that failure to do so could result in delays in credit of refunds to Applicants at the Applicants sole risk and neither the Lead Managers nor our Company nor the Refund Bank nor the Registrar shall have any responsibility and undertake any liability for the same.

7. Applications under Power of Attorney: Unless the Company specifically agree in writing, and subject to such terms and conditions as the Company may deem fit, in the case of Applications made under Power of Attorney, a certified copy of the Power of Attorney is required to be lodged separately, along with a copy of the Application Form at the office of the Registrar to the Issue simultaneously with the submission of the Application Form, indicating the name of the Applicant along with the address, Application number, date of submission of the Application Form, name of the bank and branch where it was deposited, Cheque/Demand Draft Number and the bank and branch on which the Cheque/Demand Draft was drawn.
8. Permanent Account Number: All Applicants should mention their PAN allotted under the Income Tax Act in the Application Form. In case of joint applicants the PAN of the first Applicant should be provided and for HUFs, PAN of the HUF should be provided. The PAN would be the sole identification number for participants transacting in the securities markets, irrespective of the amount of the transaction. Any Application Form without the PAN is liable to be rejected. It is to be specifically noted that Applicants should not submit the GIR Number instead of the PAN as the Application is liable to be rejected on this ground.
9. Joint Applications: Applications may be made in single or joint names (not exceeding three). In the case of joint Applications, all payments will be made out in favour of the first Applicant. All communications will be addressed to the first named Applicant whose name appears in the Application

Form at the address mentioned therein.

10. Multiple Applications:
 - (a) An Applicant is required to submit only one Application (and not more than one) for the total number of Bonds required. Two or more Applications in same names will be deemed to be multiple Applications if the sole/first Applicant is one and the same.
 - (b) Separate Application Forms should not be submitted in physical and electronic form.
 - (c) The Company reserves the right to reject, in its sole and absolute discretion, all or any multiple Applications in any/ all categories.
11. Applicants are requested to write their names and Application serial number on the reverse of the instruments by which the payments are made.
12. Tax Deduction at Source: Persons (other than companies and firms) resident in India claiming interest on bonds without deduction of tax at source are required to submit Form 15G/Form 15H at the time of submitting the Application Form, in accordance with and subject to the provisions of the Income Tax Act. Other Applicants can submit a certificate under section 197 of the Income Tax Act. For availing the exemption from deduction of tax at source from interest on Bonds the Applicant is required to submit Form 15G/ 15H/ certificate under section 197 of the Income Tax Act/ valid proof of exemption, as the case may be along with the name of the sole/ first Applicant, Bondholder number and the distinctive numbers of Bonds held to us on confirmation of Allotment. Applicants are required to submit Form 15G/ 15H/ certificate under section 197 of the Income Tax Act/ valid proof of exemption each financial year.
13. Category: All Applicants are requested to tick the relevant column “Category of Investor” in the Application Form.
14. Ensure that the appropriate box with respect to the buyback facility is duly ticked.
15. Ensure that the Applications are submitted to the Bankers to the Issue or collection centre(s)/ agents as may be specified before Issue Closing Date;
16. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form.

Don'ts:

1. Do not make an application for lower than the minimum Application size.
2. Do not submit another Application Form after you have submitted an Application Form to the Bankers to the Issue.
3. Do not pay the Application Amount in cash, by money order or by postal order or by stockinvest.
4. Do not send Application Forms by post; instead submit the same to a Banker to the Issue only.
5. Do not submit the GIR number instead of the PAN as the Application Form is liable to be rejected on this ground.
6. Do not submit the Application Forms without the full Application Amount.

For further instructions, please read the Application Form carefully.

PAYMENT INSTRUCTIONS

Escrow Mechanism

The Company shall open Escrow Account(s) with one or more Escrow Collection Bank(s) in whose favour the Applicants shall make out the cheque or demand draft in respect of his or her Application. Cheques or demand drafts received for the Application Amount from Applicants would be deposited in the Escrow Account.

The Escrow Collection Banks will act in terms of the Prospectus - Tranche 1 and the Escrow Agreement. The Escrow Collection Banks, for and on behalf of the Applicants, shall maintain the monies in the Escrow Account until the creation of security for the Bonds. The Escrow Collection Banks shall not exercise any lien whatsoever over the monies deposited therein and shall hold the monies therein in trust for the Applicants. On the Designated Date, the Escrow Collection Banks shall transfer the funds represented by Allotment of the Bonds from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Issue Account maintained with the Bankers to the Issue. The amount representing the Applications that have been rejected shall be transferred to the Refund Account. Payments of refund to the Applicants shall be made from the Refund Account as per the terms of the Escrow Agreement and the Prospectus - Tranche 1.

The Applicants should note that the escrow mechanism is not prescribed by SEBI or the Stock Exchanges and has been established as an arrangement between the Company, the Lead Managers, the Escrow Collection Banks and the Registrar to facilitate collection from the Applicants.

Payment into Escrow Account

Each Applicant shall draw a cheque or demand draft or remit the funds electronically through the RTGS mechanism for the Application Amount as per the following terms:

- (a). All Applicants would be required to pay the full Application Amount at the time of the submission of the Application Form.
- (b). The Applicants shall, with the submission of the Application Form, draw a payment instrument for the Application Amount in favour of the Escrow Account and submit the same to Bankers to the Issue. If the payment is not made favouring the Escrow Account along with the Application Form, the Application shall be rejected.
- (c). The payment instruments for payment into the Escrow Account should be drawn in favour of “**IDFC Infra Bonds**”.
- (d). The monies deposited in the Escrow Account will be held for the benefit of the Applicants until the Designated Date.
- (e). On the Designated Date, the Escrow Collection Banks shall transfer the funds from the Escrow Account as per the terms of the Escrow Agreement into the Public Issue Account with the Bankers to the Issue. The Escrow Collection Bank shall also transfer all amounts payable to Applicants whose Applications have been rejected by the Company to the Refund Account with the Refund Bank. The Refund Bank shall refund all the amounts to the Applicants in terms of the Escrow Agreement.
- (f). Payments should be made by cheque, or a demand draft drawn on any bank (including a Co-operative bank), which is situated at, and is a member of or sub-member of the bankers’ clearing house located at the centre where the Application Form is submitted. Outstation cheques/bank drafts drawn on banks not participating in the clearing process will not be accepted and applications accompanied by such cheques or bank drafts are liable to be rejected.
- (g). Cash/ stockinvest/money orders/ postal orders will not be accepted.

Submission of Application Forms

All Application Forms duly completed and accompanied by account payee cheques or drafts shall be submitted

to the Bankers to the Issue during the Issue Period.

No separate receipts shall be issued for the money payable on the submission of Application Form. However, the collection centre of the Bankers to the Issue will acknowledge the receipt of the Application Forms by stamping and returning to the Applicants the acknowledgement slip. This acknowledgement slip will serve as the duplicate of the Application Form for the records of the Applicant.

Online Applications

The Company may decide to offer an online Application facility for the Bonds, as and when permitted by Applicable Laws, subject to the terms and conditions prescribed.

Bonds in dematerialised form with NSDL or CDSL

As per the provisions of Section 68B of the Companies Act, the Allotment of Bonds in this Issue shall be only in a de-materialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode).

As per the provisions of the Depositories Act, the Bonds can be held in a dematerialised form, i.e., they shall be fungible and be represented by a statement issued through electronic mode. In this context:

- (i). The following two tripartite agreements have been signed amongst the Company, the respective Depositories and the Registrar:
 - Tripartite Agreement dated December 13, 2004 between us, the Registrar and NSDL for offering depository option to the Bondholders.
 - Tripartite Agreement dated December 21, 2004 between us, the Registrar and CDSL for offering depository option to the Bondholders.
- (ii). All Applicants can seek Allotment only in dematerialised mode. Applications without relevant details of his or her depository account are liable to be rejected.
- (iii). An Applicant applying for the Bonds must have at least one beneficiary account with either of the Depository Participants of either NSDL or CDSL prior to making the Application.
- (iv). The Applicant must necessarily fill in the details (including the Beneficiary Account Number and Depository Participant's identification number) appearing in the Application Form.
- (v). Allotment to an Applicant will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Applicant.
- (vi). Names in the Application Form should be identical to those appearing in the account details in the Depository. In case of joint holders, the names should necessarily be in the same sequence as they appear in the account details in the Depository.
- (vii). If incomplete or incorrect details are given under the heading 'Applicants Depository Account Details' in the Application Form, it is liable to be rejected.
- (viii). The Applicant is responsible for the correctness of his or her Demographic Details given in the Application Form vis-à-vis those with his or her Depository Participant.
- (ix). Bonds in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. NSE and BSE where the Bonds are proposed to be listed has electronic connectivity with CDSL and NSDL.
- (x). The trading of the Bonds shall be in dematerialised form only.

Allottees will have the option to re-materialise the Bonds so Allotted as per the provisions of the Companies Act and the Depositories Act.

Communications

All future communications in connection with Applications made in the Issue should be addressed to the Registrar to the Issue, quoting all relevant details regarding the Applicant/Application. Applicants may address our Compliance Officer as well as the contact persons of the Lead Managers and the Registrar to the Issue in case of any pre-Issue related problems such as non-receipt of letters of Allotment/credit of Bonds in the Depository's beneficiary account/refund orders, etc.

Rejection of Applications

The Company reserves its full, unqualified and absolute right to accept or reject any Application in whole or in part and in either case without assigning any reason thereof.

Application would be liable to be rejected on one or more technical grounds, including but not restricted to:

- Number of Bonds applied for is less than the minimum Application size;
- Applications not duly signed by the sole/joint Applicants;
- Application amount paid not tallying with the number of Bonds applied for;
- Applications for a number of Bonds which is not in a multiple of one;
- Investor category not ticked;
- Bank account details not given;
- Applications by persons not competent to contract under the Indian Contract Act, 1872, as amended, including a minor without a guardian name;
- In case of Applications under Power of Attorney where relevant documents not submitted;
- Application by stockinvest;
- Applications accompanied by cash;
- Applications without PAN;
- DP ID, Client ID and PAN mentioned in the Application Form do not match with the DP ID, Client ID and PAN available in the records with the depositories; and
- Multiple Applications (as defined on page 95).

The collecting bank shall not be responsible for rejection of the Application on any of the technical grounds mentioned above.

Application form received after the closure of the Issue shall be rejected.

In the event, if any Bond(s) applied for is/are not allotted, the Application monies of such Bonds will be refunded, as may be permitted under the provisions of applicable laws.

Basis of Allotment

The Company shall finalise the Basis of Allotment in consultation with the Designated Stock Exchange. The executive director (or any other senior official) of the Designated Stock Exchange along with the Lead Managers and the Registrar shall be responsible for ensuring that the Basis of Allotment is finalised in a fair and proper manner.

Subject to the provisions contained in the Prospectus - Tranche 1, the Articles of Association of the Company and the approval of the Designated Stock Exchange, the Board will proceed to Allot the Bonds under the Prospectus – Tranche 1 in the following order of priority:

- (a). Full Allotment of Bonds to the Applicants on a first come first basis up to the Issue Closing Date for the Prospectus – Tranche 1 or the date falling one day prior to the Oversubscription Date, whichever is earlier.
- (b). For Applications received on the Oversubscription Date, the Bonds shall be Allotted in the following order of priority:
 - (i) Allotment to the Applicants for Series 2 Bonds

- (ii) Allotment to the Applicants for Series 1 Bonds
- (iii) Allotment to the Applicants for Series 4 Bonds
- (iv) Allotment to the Applicants for Series 3 Bonds

Provided, however, that in the event of oversubscription in any series of Bonds mentioned in (i), (ii), (iii) and (iv) above, the Bonds shall be Allotted proportionately in that respective series, subject to the overall limit of Rs. 34,000 million and the Applications for the Bonds in subsequent series shall be rejected.

- (c). All Applications received after the Oversubscription Date shall be rejected by the Company.

For the purposes of this section, Oversubscription Date shall mean the date on which the amount of Applications exceed Rs. 34,000 million.

Letters of Allotment/ Refund Orders

The Company reserves, in its absolute and unqualified discretion and without assigning any reason thereof, the right to reject any Application in whole or in part. The unutilised portion of the Application money will be refunded to the Applicant by an account payee cheque/demand draft. In case the cheque payable at par facility is not available, we reserve the right to adopt any other suitable mode of payment.

The Company shall credit the allotted Bond to the respective beneficiary accounts/dispatch the Letter(s) of Allotment or Letter(s) of Regret/ Refund Orders in excess of Rs. 1,500, as the case may be, by registered/speed post at the Applicant's sole risk, within 10 weeks from the date of closure of the Issue. Refund Orders up to Rs. 1,500 will be sent under certificate of posting.

Further,

- (a). Allotment of the Bonds shall be made within 30 days of the Issue Closing Date;
- (b). credit to dematerialised accounts will be made within two Working Days from the date of Allotment;
- (c). the Company shall pay interest at 15% per annum if the Allotment has not been made and/ or the Refund Orders have not been dispatched to the Applicants within 30 days from the date of the closure of the Issue, for any delay beyond 30 days.

The Company will provide adequate funds to the Registrar to the Issue, for this purpose.

Filing of the Prospectus - Tranche 1 with the ROC

A copy of the Prospectus - Tranche 1 shall be filed with the Registrar of Companies, Tamil Nadu in terms of Sections 56 and 60 of the Companies Act.

Pre-Issue Advertisement

Subject to Section 66 of the Companies Act, the Company shall, on or before the Issue Opening Date, publish a pre-Issue advertisement, in the form prescribed by the SEBI Debt Regulations, in one national daily newspaper with wide circulation.

IMPERSONATION

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 68 A of the Companies Act, which is reproduced below:

"Any person who:

- (a) *makes in a fictitious name, an application to a company for acquiring or subscribing for, any shares*

therein, or

- (b) *otherwise induces a company to allot, or register any transfer of shares, therein to him, or any other person in a fictitious name, shall be punishable with imprisonment for a term which may extend to five years.”*

Issue of Letter of Allotment

Letter(s) of Allotment will be dispatched at the sole risk of the Applicant, through registered/speed post, within 10 weeks from the date of closure of the Issue, or such extended time as may be permitted under Applicable Laws.

Listing

The Bonds will be listed on NSE and BSE. The Company has applied to NSE and BSE for in-principle listing approvals, simultaneously with the filing of the Prospectus - Tranche 1. NSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in and for an official quotation of the Bonds are not granted by the Stock Exchanges, we shall forthwith repay, without interest, all such moneys received from the Applicants in pursuance of the Prospectus - Tranche 1. If such money is not repaid within eight days after we becomes liable to repay it (i.e. from the date of refusal or within seven days from the Issue Closing Date, whichever is earlier), then the Company and every Director of the Company who is an officer in default shall, on and from such expiry of eight days, be liable to repay the money, with interest at the rate of 15% p.a. on application money, as prescribed under Section 73 of the Companies Act.

The Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges are taken within seven Working Days from the date of Allotment.

Utilisation of Application Money

The sums received in respect of the Issue will be kept in the Escrow Account and we will have access to such funds after creation of security for the Bonds as disclosed in the Prospectus - Tranche 1.

Undertaking by the Issuer

We undertake that:

- (a) the complaints received in respect of the Issue shall be attended to by us expeditiously and satisfactorily;
- (b) we shall take necessary steps for the purpose of getting the Bonds listed in the concerned stock exchange(s) within the specified time;
- (c) the funds required for dispatch of refund orders/Allotment letters/certificates by registered post shall be made available to the Registrar to the Issue by us;
- (d) necessary cooperation to the credit rating agency(ies) shall be extended in providing true and adequate information till the debt obligations in respect of the Bonds are outstanding;
- (e) we shall forward the details of utilisation of the funds raised through the Bonds duly certified by our statutory auditors, to the Debenture Trustee at the end of each half year;
- (f) we shall disclose the complete name and address of the Debenture Trustee in our annual report;
- (g) we shall provide a compliance certificate to the Debenture Trustee (on yearly basis) in respect of compliance of with the terms and conditions of issue of Bonds as contained in the Prospectus - Tranche 1.

MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

1. *Modification of Shareholders Rights*

As per Article 13 of the Articles of Association, if at any time the share capital of the Company by any reason is divided into different classes of shares, all or any of the rights and privileges attached to each class will be effective and binding after approvals, if any, required from the Government of India and may, subject to the provisions of Sections 106 and 107 of the Act, and whether or not the Company is being wound up, be varied, modified, abrogated or dealt with, with the consent in writing of the holders of not less than three fourths of the issued shares of that class, or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class and all the provisions contained in the Articles as to General Meetings (including the provisions relating to quorum at such meetings) shall *mutatis mutandis* apply to every such meeting. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall not, unless otherwise expressly prohibited by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

2. *Share Consolidation and Splitting*

As per Article 24 of the Articles of the Company, every member or allottee of shares shall be entitled, without payment, to receive one certificate for all the shares of each class or denomination registered in his name or, if the directors may from time to time determine, to several such Certificates, each for one or more such shares. Further as per Article 25 of the Articles, share certificates shall be generally issued in marketable lots and where share certificates are issued in lots other than marketable lots, subdivision/consolidation of share certificates into marketable lots shall be done by the Company free of charge. As per Article 26, the Company may issue such fractional certificates as the Board Directors may approve in respect of any of the shares of the Company on such terms as the Board of Directors may think fit including the term relating to the period within which the fractional certificates are to be converted into share certificates. Further as per Article 28, unless the conditions of issue of the shares provide otherwise, such certificates shall be delivered to the shareholders, within three months after the allotment of any shares, and within one month after the application for the registration of the transfer, transmission, sub-division, consolidation or renewal of any such shares has been lodged with the Company.

3. *Forfeiture and Lien*

Forfeiture

- (a) As per Article 40, if any member fails to pay any call or installment of a call on or before the day appointed for the payment of the same or any such extension thereof as aforesaid, the Board of Directors may, at any time thereafter while the call or installment remains unpaid, give notice to him requiring him to pay the same together with any interest that may have accrued and all expenses that may have been incurred by the Company by reason of such non payment.
- (b) As per Article 41, the notice shall name a day (not being less than fourteen days from the date of the notice) and a place or places, on and at which such call or installment and such interest and expenses as aforesaid are to be paid. The notice shall also state that in the event of non-payment on or before the time and at the place appointed, the shares in respect of which the call was made or installment is payable, will be liable to be forfeited.
- (c) As per Article 42, if the requirements of any such notice as aforesaid are not complied with, any shares in respect of which such notice has been given may, at any time thereafter and before payment of all calls or installments, interest and expenses due in respect thereof be forfeited by a resolution of the Board of Directors to that effect. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
- (d) As per Article 43, when any share shall have been so forfeited notice of the forfeiture shall be given to the member in whose name it stood immediately prior to the forfeiture and an entry

of the forfeiture, with the date thereof, shall forthwith be made in the Register.

- (e) As per Article 44, any share so forfeited, shall be deemed to be the property of the Company, and may be sold, re-allotted or otherwise disposed of, either to the original holder thereof or to any other person, upon such terms and in such manner as the Board of Directors may think fit.
- (f) As per Article 45, the Board of Directors may, at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of, annul the forfeiture thereof upon such conditions as it thinks fit.
- (g) As per Article 46, any member whose shares have been forfeited shall, notwithstanding the forfeiture, be liable to pay and shall forthwith pay to the Company, on demand, all calls, installments, interest, expenses and other moneys owing upon or in respect of such shares at the time of the forfeiture together with further interest thereon from the time of the forfeiture until payment at such rate as the Directors may determine and the Directors may enforce the payment of the whole or a portion thereof if they think fit but shall not be under any obligation to do so.
- (h) As per Article 47, On the trial or hearing of any action or suit brought by the Company against any members or their representatives for the recovery of any money claimed to be due to the Company in respect of whose shares the money is sought to be recovered, appears entered on the register of members as the holder, at or subsequent to the date at which the money sought to be recovered is alleged to have become due on the shares in respect of which such money is sought to be recovered in the minutes books; and that notice of such call was duly given to the member or his representatives in pursuance of these Articles; and that it shall not be necessary to prove the appointment of directors who made such call, nor that a quorum of directors was present at the board at which any call was made was duly convened or constituted nor any other matters whatsoever, but the proof of the matters aforesaid shall be conclusive evidence of the debt
- (i) As per Article 48, the forfeiture of a share shall involve extinction, at the time of the forfeiture, of all interest in and all claims and demands against the Company, in respect of the share and all other rights incidental to the share, except only such of those rights as by these presents are expressly saved.
- (j) As per Article 53, neither a judgment nor a decree in favour of the Company for calls or other moneys due in respect of any shares nor any part payment or satisfaction there under nor the receipt by the Company of a portion of any money which shall from time to time be due from any Member in respect of any shares either by way of principal or interest nor any indulgence granted by the Company in respect of payment of any money shall preclude the forfeiture of such shares as herein provided.
- (k) As per Article 54, a certificate in writing under the hand of any Director or the Company Secretary or such other person as may be authorised, from time to time that, the call in respect of a share was made and that the forfeiture of the share was made by a resolution of the Directors to that effect, shall be conclusive evidence of the fact stated therein as against all persons entitled to such share.
- (l) As per Article 55, the provisions of the Articles as to forfeiture shall apply in the case of non-payment of any sum which by the terms of the issue of a share becomes payable at a fixed time, whether on account of the amount of the share or by way of premium as if the same had been payable by virtue of a call duly made and notified.

Lien

- (a) As per Article 49, the Company shall have no lien on its fully paid up shares. In the case of partly paid up shares, the Company shall have a first and paramount lien only to the extent of all moneys called or payable at a fixed time in respect of such shares. Otherwise such partly paid up shares shall be free from any lien of the Company. Any lien on shares shall extend to all dividends and bonuses from time to time declared in respect of such shares. Provided

always that if the Company shall register a transfer of any shares upon which it has such a lien as aforesaid without giving to the transferee notice of its claim the said shares shall be freed and discharged from the lien of the Company. The Board may at any time declare any shares, wholly or in part, to be exempt from the provisions of this Article.

- (b) As per Article 50, for the purpose of enforcing such lien, the Board of Directors may sell the shares subject thereto in such manner as they shall think fit, but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until notice in writing of the intention to sell, shall have been served on such member, or the person (if any) entitled by transmission to the shares and default shall have been made by him in payment of the sum payable as aforesaid for fourteen days after such notice.
- (c) As per Article 51, the net proceeds of any such sale after payment of the costs of such sale shall be applied in or towards satisfaction of all moneys called and payable in respect of such shares and the residue (if any) paid to such member or the person (if any) entitled by transmission to the shares so sold. Provided that the amount so paid to such member or person shall not exceed the amount received by the Company from such member or person towards such shares.
- (d) As per Article 52, upon any sale after forfeiture or for enforcing a lien in purported exercise of the powers hereinbefore given, the Board of Directors may appoint some person to execute an instrument of transfer of the shares so sold and cause the purchaser's name to be entered in the Register in respect of the shares sold, and the purchaser shall not be bound to see to the regularity of the proceedings or to the application of the purchase money and after his name has been entered in the Register in respect of such shares, the validity of the sale shall not be impeached by any person and the remedy (if any) of any person aggrieved by the sale shall be in damages only and against the Company exclusively.

4. *Transfer and Transmission of Shares*

- (a) As per Article 57, in the case of transfer of Shares or other marketable securities where the Company has not issued provisions of the Depositories Act, 1996 shall apply in so far as the same is not contrary or inconsistent with the provisions of the Companies Act, 1956 or the Securities Contracts (Regulations) Act, 1956 relating to transfer of physical share certificates.
- (b) As per Article 58, in the case of transfer of Shares where the Company has issued share certificates, no transfer shall be registered unless a proper instrument of transfer has been delivered to the Company. Every such instrument of transfer shall be duly stamped and executed both by the transferor and transferee and duly attested. The transferor shall be deemed to remain as the holder of such share until the name of the transferee shall have been entered in the Register in respect thereof.
- (c) As per Article 59, the instrument of transfer of any share shall be in the prescribed form and in accordance with the requirements of Section 108 of the Act. Provided that where on an application in writing made to the Company by the transferee and bearing the stamp required for an instrument of transfer, it is proved to the satisfaction of the Board of Directors that the instrument of transfer signed by or on behalf of the transferor and by or on behalf of the transferee has been lost, the Company may register the transfer on such terms as to indemnity as the Board may think fit.
- (d) As per Article 60, subject to the provisions of the Act and the Securities Contracts (Regulation) Act, 1956, the Directors may, at their own absolute and uncontrolled discretion and by giving reasons, decline to register or acknowledge any transfer of shares whether fully paid or not and the right of refusal, shall not be affected by the circumstances that the proposed transferee is already a Member but in such cases, the Board shall within one month from the date on which the instrument of transfer was lodged with the Company, send to the transferee and the transferor a notice of the refusal to accept such transfer. Provided that registration of transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons is indebted to the Company on any account whatsoever, except when the Company has a lien on the shares, transfer of shares in

whatsoever lot shall not be refused.

- (e) As per Article 61, in the case of transfer of shares where the Company has issued certificates, every instrument of transfer shall be presented to the Company duly stamped for registration accompanied by the certificate or certificates of the shares to be transferred and such other evidence as the Board of Directors may require to prove the title of the transferor, his right(s) to transfer the shares and generally under and subject to such condition and regulation as the Board of Directors shall from time to time prescribe; and every registered instrument of transfer shall remain in the custody of the Company until destroyed by order of the Board of Directors. But any instrument of transfer which the Board of Directors may decline to register shall be returned to the person lodging the same.
- (f) As per Article 62, no fee shall be charged for registration of transfer or for effecting transmission or for registering any probates, succession certificates, letters of administration, certificate of death and marriage, power of attorney and other similar documents.
- (g) As per Article 63, the Board of Directors shall have power on giving not less than seven days previous notice by advertisement in some newspaper circulating in the district in which the Company's Registered Office is situated, to close the transfer books, the register of members and/or the Register of Bondholders at such time or times and for such period or periods, not exceeding thirty days at a time and not exceeding in the aggregate forty five days in each year, as the Board may deem expedient.
- (h) As per Article 64, the executors or administrators of a deceased member shall be the only persons recognised by the Company as having any title to his share except in cases of joint holders, in which case the surviving holder or holders or the executors or administrators of the last surviving holders shall be the only persons entitled to be so recognised; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share jointly held by him. The Company shall not be bound to recognise such executor or administrator, unless he shall have obtained probate or letters of administration or other legal representation, as the case may be, from a competent court in India.
- (i) Provided nevertheless that in cases, which the Board in its discretion considers to be special cases and in such cases only, it shall be lawful for the Board to dispense with the production of probates or letters of administration or such other legal representations upon such terms as to indemnity, publication of notice or otherwise as the Board may deem fit.
- (j) As per Article 65, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any member or by any lawful means other than by a transfer in accordance with these presents, may, with the consent of the Board (which the Board shall not be under any obligation to give), upon producing such evidence that he sustains the character in respect of which he proposes to act under the Article, or of his title, as the Board of Directors think sufficient, be registered as a member in respect of such shares, or may, subject to the regulations as to transfer hereinabove contained, transfer such shares. This clause is hereinafter referred to as "the transmission clause".
- (k) As per Article 66, every transmission of a share shall be verified in such manner as the Directors may require and the Company may refuse to register any such transmission until the same be so verified or until or unless an indemnity be given to the Company with regard to such registration which the Directors at their discretion shall consider sufficient, provided nevertheless that there shall not be any obligation on the Company or the Directors to accept any indemnity.
- (l) As per Article 67, the Company shall incur no liability or responsibility whatsoever in consequence of its registering or giving any effect to any transfer of shares, made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of a person having or claiming any equitable right, title or interest to or in the said shares notwithstanding that the Company may have had notice of such equitable right, title or interest, or notice prohibiting registration of such transfer and may have entered such notice referred hereto in any book or record of the Company, and the Company shall not

be bound or required to regard or to attend or give effect to any notice which may be given to it of any equitable right, title or interest, or be under any liability whatsoever for refusing or neglecting so to do, notwithstanding that the notice may have been entered in or referred to in some book or record of the Company, but the Company shall nevertheless, be at liberty to regard and attend to any such notice, and give effect thereto if the Board of Directors shall so think fit.

- (m) As per Article 68, the Board may in its absolute discretion refuse applications for the subdivision of share certificates, debenture or bond certificates into denominations of less than the marketable lot except when such subdivision is required to be made to comply with a statutory provision or an order of a competent court of law.
- (n) As per Article 69, the provisions of these Articles shall mutatis mutandis apply to the transfer of debentures and other securities of the Company or transmission thereof by operation of law.

5. *Votes of Members*

- (a) As per Article 110, subject to the provisions of the Act and these Articles, votes may be given either personally or by an attorney or by proxy or, in the case of a body corporate, by a representative duly authorised under Section 187 of the Act.
- (b) As per Article 111, Subject to any rights or restrictions for the time being attached to any class or classes of shares:
 - (i) on a show of hands, every member present in person shall have one vote; and
 - (ii) on a poll, the voting rights of members shall be as laid down in Section 87 of the Act
- (c) As per Article 112, No member not personally present shall be entitled to vote on a show of hands unless such member is represented by an attorney or unless such member is a body corporate present by a representative duly authorised under Section 187 of the Act in which case such attorney or representative may vote on a show of hands as if he were a member of the Company.
- (d) As per Article 113, A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee or other legal guardian and any such committee or guardian may, on a poll, vote by proxy.
- (e) As per Article 114, a body corporate (whether a company within the meaning of the Act or not) may if it is a Member duly authorised by a resolution of its Directors or other governing body, appoint a person to act as its representative at any meeting in accordance with the provisions of Section 187 of the Act. The production at the meeting of a copy of such resolution duly signed by one Director of such body corporate or by a member of its governing body and certified by him as being a true copy of the resolution shall on production at the meeting be accepted by the Company as sufficient evidence of the validity of his appointment.
- (f) As per Article 115, any person entitled under the transmission clause (in the relevant Article herein) to transfer any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares, provided that at least forty-eight hours before the time of holding the meeting or adjourned meeting, as the case may be, at which he proposes to vote, he shall satisfy the Board of Directors or any persons authorised by the Board of Directors in that behalf of his right to transfer such shares, or the Directors shall have previously admitted his right to transfer such shares or his right to vote at such meeting in respect thereof.
- (g) As per Article 116, where there are any joint registered holders of any share, any one of the joint holders may vote at any meeting either personally or by an Attorney duly authorised under a power of attorney or by proxy in respect of such share as if he were solely entitled

thereto; and if more than one of such joint holders be personally present at any meeting, then one of the said persons so present whose name stands first or higher in the Register in respect of such share shall be entitled to vote in respect thereof.

- (h) As per Article 117,
 - (i) Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint any other person (whether a member or not) as his proxy to attend and vote instead of himself, but a proxy so appointed shall not have any right to speak at the meeting.
 - (ii) The instrument appointing the proxy shall be in writing under the hand of the appointer or of his Attorney duly authorised in writing or if such appointer is a company, under its common seal or be signed by an officer or an attorney duly authorised by it. A person may be appointed a proxy though he is not a member of the Company, but such proxy shall not have any right to speak at any meeting
- (i) As per Article 118, every notice convening a General Meeting of the Company shall state that a member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself and that a proxy need not be a member of the Company
- (j) As per Article 119, the instrument appointing a proxy and the power of Attorney or other authority (if any) under which it is signed or a materially certified copy of that power of authority shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting at which the person named in the instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid
- (k) As per Article 120, a vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy or transfer of the share in respect of which the vote is given provided no intimation in writing of the death, revocation or transfer shall have been received at the Registered Office of the Company or by the Chairman of the meeting at which the vote is given.
- (l) As per Article 121, every instrument of proxy whether for a specified meeting or otherwise shall, as nearly as circumstances shall admit, be in any of the forms set out in Schedule IX of the Act.
- (m) As per Article 122, every member entitled to vote at a meeting of the Company according to the provisions of these Articles on any resolution to be moved thereat shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three days notice in writing of the intention so to inspect is given to the Company.
- (n) As per Article 123, no member shall be entitled to vote at any General Meeting either personally or by proxy or as proxy for another member or be reckoned in a quorum while any call or other sum shall be due and payable to the Company in respect of any of the shares of such member or in respect of any shares on which the Company has or had exercised any right of lien.

6. Dividends

- (a) As per Article 177, the profits of the Company subject to any special rights relating thereto created or authorised to be created by the Memorandum or the Articles and subject to the provisions of any law for the time being in force and subject to these Articles shall be divisible among the members in proportion to the amount of capital paid up on the shares held by them respectively. Provided always that (subject as aforesaid) any capital paid up on a share during the period in respect of which a dividend is declared shall, unless the Directors otherwise determine, only entitle and shall be deemed always to have only entitled, the holder of such share to an apportioned amount of such dividend as from the date of payment.

- (b) As per Article 178, the Company in General Meeting may subject to Sections 205, 205A and other applicable provisions of the Act declare dividends, to be paid to members according to their respective rights and interests in the profits but subject to any law for the time being in force and may fix the time for payment but no dividend shall exceed the amount recommended by the Board of Directors. However, the Company in General Meeting may declare a smaller dividend than recommended by the Board of Directors.
- (c) As per Article 178, no dividend shall be paid otherwise than out of profits of the year or any other undistributed profits or otherwise than in accordance with the provisions of Sections 205, 205A, 206 and 207 of the Act or any other law for the time being in force and no dividend shall carry interest as against the Company unless required by law. The declaration of the Directors as to the amount of the net profits of the Company shall be conclusive.
- (d) As per Article 180, Subject to the provisions of the Act and any other law for the time being in force the Board of Directors may, from time to time, pay to the Members interim dividends as, in their judgment, the position of the Company justifies.
- (e) As per Article 181, where Capital is paid in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate in profits.
- (f) As per Article 182, all dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid but if any share is issued on terms providing that it shall rank for dividends as from a particular date such shares shall rank for dividend accordingly.
- (g) As per Article 183, the Board of Directors may, if they so think fit, retain the dividends payable upon shares in respect of which any person is (under the relevant Article herein) entitled to become a member or which any person under that Article is entitled to transfer until such person shall become a member in respect of such shares or shall duly transfer the same.
- (h) As per Article 184, no member shall be entitled to receive payment of any interest or dividend in respect of his share or shares, whilst any money may be due or owing from him to the Company in respect of such share or shares or otherwise, howsoever, either alone or jointly with any other person or persons; and the Directors may without prejudice to any other right or remedy of the Company deduct from the interest or dividend payable to any member all sums or money so due from him to the Company.
- (i) As per Article 185, a transfer of shares shall not pass the right to any dividend declared thereon before the registration of the transfer.
- (j) As per Article 186, any one of several persons who are registered as the joint holders of any share may give effectual receipt for all dividends and payments on account of dividends in respect of such share
- (k) As per Article 187, unless otherwise directed any dividend may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled or in the case of joint holders to the registered address of that one of the joint holders who is first named in the Register. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant lost in transmission or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the fraudulent or improper recovery thereof by any executors or administrators of a deceased member in whose sole name any share stands, shall for the purposes of this clause be deemed to be joint holders thereof
- (l) As per Article 188, no unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law

- (m) As per Article 189, where a dividend has been declared by the Company but has not been paid, or the warrant in respect thereof has not been posted within forty two days from the date of the declaration, to any shareholder entitled to the payment of the dividend, the Company shall, within seven days from the date of expiry of the said period of forty-two days, transfer the total amount of dividend which remains unpaid or in relation to which no dividend warrant has been posted within the said period of forty-two days, to a special account to be opened by the Company in that behalf in any Scheduled Bank to be called "Unpaid Dividend Account of INFRASTRUCTURE DEVELOPMENT FINANCE COMPANY LIMITED." and all the other provisions of Section 205A of the Act in respect of any such unpaid dividend or any part thereof shall be applicable, observed, performed and complied with. Any money transferred to the unpaid dividend account of the Company, which remains unpaid or unclaimed for a period of three years from the date of such transfer, shall be transferred by the Company shall be transferred by the Company in accordance with the provisions of section of the Act
- (n) As per Article 190, no dividend shall be payable except in cash; Provided that nothing in this Article shall be deemed to prohibit the capitalisation of profits of the Company for the purpose of issuing fully paid up bonus shares or paying up any amount for the time being unpaid on any shares held by the Members of the Company
- (o) As per Article 191, any General Meeting declaring a dividend may make a call on the members of such amount as the meeting fixes but so that the call on each member shall not exceed the dividend payable to him, and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged between the Company and the members be set off against the calls.

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by the Company or entered into more than two years before the date of this Prospectus - Tranche 1) which are or may be deemed material have been entered or are to be entered into by the Company. These contracts and also the documents for inspection referred to hereunder, may be inspected at the Corporate Office of the Company situated at Naman Chambers, C-32, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai 400 051, from 10.00 a.m. to 1.00 p.m., from the date of this Prospectus - Tranche 1 until the date of closure of the Issue.

MATERIAL CONTRACTS

1. The Memorandum of Understanding between the Company and the Lead Managers dated September 13, 2010.
2. The Memorandum of Understanding between the Company and Registrar to the Issue dated September 22, 2010.
3. Debenture Trust Deed dated on or about the date of Allotment of the Bonds.

MATERIAL DOCUMENTS

1. The Memorandum and Articles of Association of the Infrastructure Development Finance Company Limited.
2. Copy of the Board resolution dated August 4, 2010 approving the Issue.
3. Copy of the resolution dated September 9, 2010 passed by the Committee of Directors approving the terms of the issue and the Prospectus - Tranche 1.
4. Consents of the Directors, Compliance Officer of the Company, Lead Managers to the Issue, Legal Advisor, Registrars to the Issue, Banker to the Issue and the Debenture Trustee to include their names in the Prospectus - Tranche 1 to act in their respective capacities.
5. Consent from the Auditors of the Company, for inclusion of their report on the Accounts in the form and context in which they appear in the Prospectus - Tranche 1 and also on the Tax Benefits mentioned therein.
6. Auditor's report dated September 8, 2010 on Consolidated Summary Statements of Assets and Liabilities, Profit and Loss and Cash Flows, as regrouped under Indian GAAP (including subsidiaries) for the period of 5 (five) financial years ended March 31, 2010.
7. Annual Report of the Company for last five Financial Years.
8. Credit rating letter dated August 31, 2010 issued by ICRA Limited.
9. Application for the in-principle listing approval made to NSE and BSE dated September 9, 2010 and September 9, 2010, respectively.
10. In-principle listing approval obtained from NSE letter no. NSE/LIST/147588-P dated September 23, 2010.
11. In-principle listing approval obtained from BSE letter no. DCS/IPO/SI/IPO-IP/1023/20010-11 dated September 21, 2010.
12. Due Diligence Certificate dated September 23, 2010 from the Citi, Enam and Kotak.
13. Due Diligence Certificate from the Debenture Trustee.
14. Tripartite Agreement between the National Securities Depository Limited, the Company and

Registrar dated December 13, 2004.

15. Tripartite Agreement between the Central Depository Services (India) Limited, the Company and the Registrar dated December 21, 2004.
16. SEBI letter no. IMD/DF1/OW/17383/2010 dated August 25, 2010.
17. Draft Shelf Prospectus dated September 13, 2010 for the Issue of the Bonds filed with the Designated Stock Exchange for comments from the public.
18. Shelf Prospectus dated September 23, 2010 for the Issue of the Bonds filed with the Stock Exchanges and SEBI.
- 19.

Any of the contracts or documents mentioned above may be amended or modified any time without reference to the holders in the interest of the Company in compliance with the applicable laws.

FINANCIAL STATEMENTS

AUDITOR'S REPORT

The Board of Directors
Infrastructure Development Finance Company Limited
KRM Tower, 8th Floor
No.1 Harrington Road
Chetpet
Chennai 600 031

Dear Sirs:

1. We have examined the financial information of **INFRASTRUCTURE DEVELOPMENT FINANCE COMPANY LIMITED** (the "Company") annexed to this report and initialled by us for identification. The said financial information has been prepared by the Company in accordance with the requirements of paragraph B(1) of Part II of Schedule II to the Companies Act, 1956 ("the Act") and the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008, as amended ("SEBI Regulations") issued by the Securities and Exchange Board of India, in pursuance of Section 11 of the Securities and Exchange Board of India Act, 1992, and related clarifications and in terms of our engagement agreed with you in accordance with our engagement letter dated August 27, 2010, in connection with the Company's Proposed Issue of Secured, Redeemable, Non-Convertible Debentures, having Benefits Under Section 80CCF of the Income Tax Act, 1961. The financial information has been prepared by the Company.
2. **Financial Information as per Audited Financial Statements**

We have examined the attached 'Statement of Profits, as Restated (Unconsolidated)' of the Company for each of the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 (Annexure I), 'Statement of Assets and Liabilities, as Restated (Unconsolidated)' of the Company as at March 31, 2006, 2007, 2008, 2009 and 2010 (Annexure II), and 'Statement of Cash Flows, as Restated (Unconsolidated)' of the Company for each of the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 (Annexure III), collectively referred to as 'Restated Summary Statements (Unconsolidated)'. The Restated Summary Statements (Unconsolidated) have been extracted from the unconsolidated financial statements of the Company. The unconsolidated financial statements of the Company as at and for the years ended March 31, 2006 and 2007 have been audited by M/s S.B. Billimoria & Co., Chartered Accountants and adopted by the members. The unconsolidated financial statements of the Company as at and for the financial years ended March 31, 2008, 2009 and 2010 have been audited by us and adopted by the members. Based on our examination of these Restated Summary Statements (Unconsolidated), we state that:

- i. These have to be read in conjunction with the Significant Accounting Policies and Notes to Accounts given in Annexure IV and V respectively to this report.

- ii. The restated profits have been arrived at after charging all expenses, including depreciation and after making such adjustments and regroupings, as in our opinion are appropriate, in the year to which they relate.
- iii. There are no extraordinary items that need to be disclosed separately in the Restated Summary Statements (Unconsolidated).
- iv. There are no qualifications in the auditors' report on the unconsolidated financial statements, that require adjustments to the Restated Summary Statements (Unconsolidated).

We further state that the Restated Summary Statements (Unconsolidated) are subject to the following:

- v. As mentioned in Note '3(iv)' of Annexure V, the Company has not been able to determine the effect on profits, reserves and net assets, of the changes in accounting policies, as stated therein, had they been given effect to in each of the accounting years preceding the year of change; accordingly, adjustments to profits, reserves and net assets have been made in the year of the change.
- vi. As mentioned in Note '2' of Annexure V, the Company has not adjusted the discount on zero percent bonds issued prior to October 1, 2009 against the Securities Premium Account.

3. Other Financial Information:

We have examined the following information relating to the Company as at and for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 annexed to this report:

- i. Significant Accounting Policies on the Restated Summary Statements (Unconsolidated) (Annexure IV)
- ii. Significant Notes to Accounts on the Restated Summary Statements (Unconsolidated) (Annexure V)
- iii. Related Party Information as at and for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 (Annexure VI)
- iv. Statement of Accounting Ratios for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 (Unconsolidated) (Annexure VII)
- v. Statement of Dividends Paid for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 (Annexure VIII)

- vi. Statement of Tax Shelter for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 (Annexure IX)
 - vii. Capitalisation Statement as at March 31, 2010 and August 31, 2010 (Unconsolidated) (Annexure X)
 - viii. Statement of Consolidated Profits, as Restated, for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 (Annexure XI)
 - ix. Statement of Consolidated Assets and Liabilities, as Restated, as at March 31, 2006, 2007, 2008, 2009 and 2010 (Annexure XII)
 - x. Statement of Consolidated Cash Flows, as Restated, for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 (Annexure XIII)
 - xi. Significant Accounting Policies on the Restated Consolidated Summary Statements as at and for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 given in Annexure XIV.
 - xii. Significant Notes to Accounts on the Restated Consolidated Summary Statements as at and for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 given in Annexure XV.
 - xiii. Statement of Accounting Ratios (Consolidated) for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 (Annexure XVI)
4. The Consolidated Statements, as referred to in paragraphs 3(viii) to 3(xiii) above, have been extracted from the Consolidated Financial Statements of the Company. The Consolidated Financial Statements as at and for the two financial years ended March 31, 2006 and 2007 have been audited by S.B. Billimoria & Co., Chartered Accountants and for the three financial years ended March 31, 2008, 2009 and 2010 have been audited by us. The 'Statement of Consolidated Profits, as Restated' for each of the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 (Annexure XI), 'Statement of Consolidated Assets and Liabilities, as Restated' as at March 31, 2006, 2007, 2008, 2009 and 2010 (Annexure XII) and 'Statement of Consolidated Cash Flows, as Restated', for each of the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 (Annexure XIII) are collectively referred to as 'Restated Consolidated Summary Statements'. Based on our examination of these Restated Consolidated Summary Statements, we state that:
- i. These have to be read in conjunction with the Significant Accounting Policies and Notes to Accounts given in Annexure XIV and XV respectively to this report.

- ii. The restated consolidated profits have been arrived at after charging all expenses, including depreciation and after making such adjustments and regroupings as, in our opinion, are appropriate in the year to which they relate.
- iii. There are no extraordinary items that need to be disclosed separately in the Restated Consolidated Summary Statements.

We further state that the Restated Consolidated Summary Statements are subject to the following:

- iv. The Statutory Auditor's of the Company for the respective years did not audit the financial statements of certain subsidiaries and jointly controlled entities and associates whose financial statements reflect the following information.

(Rs. millions)

	As at and for the financial years ended March 31				
	2006	2007	2008	2009	2010
Number of Subsidiaries	2	4	4	6	13
Number of Jointly Controlled entities	1	1	1	2	1
Total Assets (net)	213.5	506.1	765.3	713.6	1,868.0
Revenues	304.2	587.4	620.2	1,322.8	2,107.8
Cash Flows (net)	(22.1)	631.5	(246.0)	(79.4)	1,396.4
Number of Associates	-	3	1	1	1
Group's share of Profit in Associates	-	118.3	71.1	15.2	5.8

These financial statements have been audited by other auditors whose reports have been furnished to us and, our opinion, in so far as it relates to the amounts included in respect of these subsidiaries, jointly controlled entities and associates, is based solely on the reports of the other auditors.

- v. The Restated Consolidated Summary Statements include the unaudited financial statements of one joint venture whose financial statements reflect total assets (net) of Rs. 78.0 million and Rs. 126.3 million, as at March 31, 2008 and 2010 respectively; total revenues (net) of Rs. 63.2 million and Rs. 179.5 million for the years ended March 31, 2008 and 2010 respectively and net cash flows of Rs. 242.4 million and Rs. 28.9 million for the years ended March 31, 2008 and 2010 respectively. The Restated Consolidated Financial Statements also includes the Company's share of net profit / (loss) amounting to Rs. (9.1) million, Rs. (1.9) million and Rs. 1.2 million for the years ended March 31, 2008, 2009 and 2010 respectively based on unaudited financial statements of one associate.
- vi. As mentioned in Note '5(iv)' of Annexure XV, the Group has not been able to determine the effect on profits, reserves and net assets, of the changes in accounting policies as stated therein, had they been given effect to in each of the accounting years

preceding the year of change; accordingly, adjustments to profits, reserves and net assets have been made in the year of the change.

- vii. As mentioned in Note '3' of Annexure XV, the Holding Company has not adjusted the discount on zero percent bonds issued prior to October 1, 2009 against the Securities Premium Account.
5. Based on our examination of these Summary Statements and subject to our comments in paragraphs 2(v), 2(vi), 4(iv), 4(v), 4(vi) and 4(vii) above, we state that in our opinion, the 'Financial Information as per Audited Financial Statements' and 'Other Financial Information' mentioned above, as at and for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 have been prepared in accordance with Part II B of Schedule II of the Act and the SEBI Regulations.
6. This report should not, in any way, be construed as a reissuance or redating of any of the previous audit reports nor should this be construed as a new opinion on any of the financial statements referred to herein.
7. This report is intended solely for your information and for inclusion in the Letter of Offer, in connection with the Proposed Issue of Secured, Redeemable, Non-Convertible Debentures, having Benefits Under Section 80CCF of the Income Tax Act, 1961 and is not to be used, referred to or distributed for any other purpose without our prior written consent.

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

Sanjiv V. Pilgaonkar
Partner
(Membership No. 39826)

MUMBAI, 8th September, 2010
SVP/ZFB/PG

Infrastructure Development Finance Company Limited
ANNEXURE - I
STATEMENT OF PROFITS, AS RESTATED (UNCONSOLIDATED)

The Statement of Profits of the Company, as restated, for each of the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 together with the Schedules and related notes appearing hereunder are as set out below. Figures for the two financial years ended March 31, 2006 and 2007 are based on the accounts of the Company audited by M/s S. B. Billimoria & Co., Chartered Accountants. The figures for the financial years ended March 31, 2008, 2009 and 2010 are based on the accounts of the Company audited by us.

	Schedule	For the financial	For the financial	For the financial	For the financial	For the financial
		year ended	year ended	year ended	year ended	year ended
		March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
		Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
Income						
Operating Income	1	10,007.8	15,005.5	25,236.6	33,132.5	35,699.8
Other Income	2	20.8	51.5	117.6	94.5	271.3
		<u>10,028.6</u>	<u>15,057.0</u>	<u>25,354.2</u>	<u>33,227.0</u>	<u>35,971.1</u>
Expenditure						
Interest & Other Charges	3	5,008.4	8,554.6	14,802.5	20,795.4	19,502.3
Staff Expenses	4	262.5	361.1	657.7	652.1	1,038.7
Establishment Expenses	5	20.9	30.3	67.5	138.1	171.9
Other Expenses	6	122.1	181.1	360.8	295.8	454.8
Provisions and Contingencies	7	387.4	173.8	688.2	1,494.5	1,303.6
Depreciation & Amortisation		34.4	40.8	47.0	201.9	328.4
		<u>5,835.7</u>	<u>9,341.7</u>	<u>16,623.7</u>	<u>23,577.8</u>	<u>22,799.7</u>
Profit before Taxation		4,192.9	5,715.3	8,730.5	9,649.2	13,171.4
Less : Provision for Taxation						
Current Tax		560.0	1,140.0	2,040.0	2,720.0	3,393.0
Less: Deferred Tax		130.0	62.3	98.7	440.0	350.0
Add: Fringe Benefit Tax		6.5	8.9	97.5	10.0	-
		<u>436.5</u>	<u>1,086.6</u>	<u>2,038.8</u>	<u>2,290.0</u>	<u>3,043.0</u>
Profit after Taxation		3,756.4	4,628.7	6,691.7	7,359.2	10,128.4

Infrastructure Development Finance Company Limited
SCHEDULES TO THE STATEMENT OF PROFITS, AS RESTATED (UNCONSOLIDATED)

	For the financial year ended March 31, 2006	For the financial year ended March 31, 2007	For the financial year ended March 31, 2008	For the financial year ended March 31, 2009	For the financial year ended March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
Schedule 1					
Operating Income					
Interest on Infrastructure Loans (See Note 1 below)	7,183.0	11,256.4	17,199.6	24,176.5	25,669.0
Interest on Deposits and Loan to Financial Institution and Others	291.6	661.9	2,104.3	1,169.0	571.5
Interest on Investments (See Note 2 below)	378.7	851.8	1,499.6	2,959.4	2,548.2
Dividend on Investments (See Notes 2 and 3 below)	71.9	91.2	61.6	541.6	1,321.5
Fees	638.3	655.7	1,514.5	1,032.1	1,184.0
Profit on assignment / sale of Loans	-	105.1	6.1	24.0	26.9
Profit on sale / redemption of Investments (Net) (See Note 2 below)	1,444.3	1,383.4	2,850.9	3,134.7	4,252.6
Sale of Power	-	-	-	95.2	126.1
	10,007.8	15,005.5	25,236.6	33,132.5	35,699.8
Notes:					
1. Interest on Infrastructure Loans include exchange gains	-	-	-	266.6	56.9
2. The following amounts of income in respect of current investments have been recorded under the following heads					
Interest on Investments	375.5	360.7	761.8	2,688.5	2,298.8
Dividend on Investments	-	-	7.4	-	624.2
Profit on sale/ redemption of Investments (Net)	182.6	100.8	552.5	1,402.7	1,026.3
3. Dividend on Investments include amount received from a Subsidiary Company	-	-	0.9	400.0	600.0
Schedule 2					
Other Income					
Interest on Income Tax Refund	17.5	49.7	100.0	65.5	127.9
Other Interest	0.1	0.0	0.0	6.9	0.6
Profit/ (Loss) on Sale of Fixed Assets (net)	1.1	(0.4)	15.3	18.5	127.4
Miscellaneous Income (See Note 1 below)	2.1	2.2	2.3	3.6	15.4
	20.8	51.5	117.6	94.5	271.3
Note:					
1. Miscellaneous Income includes exchange gain	-	-	-	0.2	-
Schedule 3					
Interest & Other Charges					
Interest					
On Fixed Loans	4,940.0	8,417.9	14,700.0	20,479.9	19,346.8
On Others	0.1	0.9	1.4	2.2	2.5
	4,940.1	8,418.8	14,701.4	20,482.1	19,349.3
Other Charges (See Note 1 below)	68.3	135.8	101.1	313.3	153.0
	5,008.4	8,554.6	14,802.5	20,795.4	19,502.3
Note:					
1. Other Charges include exchange gain/ (loss)	0.5	(4.1)	307.4	(525.9)	(61.3)
Schedule 4					
Staff Expenses					
Salaries (See Notes 1 and 2 below)	228.0	322.2	581.7	565.6	911.2
Contribution to Provident and Other Funds	24.9	26.5	51.5	62.5	37.0
Staff Welfare Expenses	9.6	12.4	24.5	24.0	90.5
	262.5	361.1	657.7	652.1	1,038.7
Notes:					
1. Salaries is net of recoveries from Subsidiary Companies and a Jointly Controlled Entity	0.6	0.6	37.7	118.5	32.2
2. ESOP compensation cost included in Salaries	2.2	9.6	29.4	123.1	53.4

Infrastructure Development Finance Company Limited

SCHEDULES TO THE STATEMENT OF PROFITS, AS RESTATED (UNCONSOLIDATED)

	For the financial year ended March 31, 2006	For the financial year ended March 31, 2007	For the financial year ended March 31, 2008	For the financial year ended March 31, 2009	For the financial year ended March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
Schedule 5					
Establishment Expenses					
Rent	8.3	15.7	49.7	110.4	84.9
Rates & Taxes	0.7	0.6	1.4	10.1	15.5
Electricity	4.3	4.0	6.8	8.9	17.9
Repairs and Maintenance					
Buildings	2.7	4.0	3.1	1.4	31.8
Equipments	1.9	1.7	1.6	1.8	18.8
Others	0.3	0.2	0.2	0.1	0.4
	4.9	5.9	4.9	3.3	51.0
Insurance Charges	2.7	4.1	4.7	5.4	2.6
	<u>20.9</u>	<u>30.3</u>	<u>67.5</u>	<u>138.1</u>	<u>171.9</u>
Schedule 6					
Other Expenses					
Travelling and Conveyance	32.2	38.6	58.6	42.0	52.6
Printing and Stationery	5.6	12.6	13.2	20.4	12.4
Postage, Telephone and Fax	8.6	23.4	25.5	32.1	34.8
Advertising and Publicity	8.2	14.6	28.5	16.6	14.5
Professional Fees	33.5	54.5	106.7	108.9	182.7
Directors' Fees	0.8	1.7	1.7	2.0	1.9
Commission to Directors	-	-	-	11.5	5.6
Miscellaneous Expenses	29.6	30.5	120.7	53.8	140.1
Auditors' Remuneration	3.6	5.2	5.9	8.5	10.2
	<u>122.1</u>	<u>181.1</u>	<u>360.8</u>	<u>295.8</u>	<u>454.8</u>
Schedule 7					
Provisions and Contingencies					
Provision for Contingencies [including provision u/s. 36(1)(vii) of Income - tax Act, 1961]	295.0	498.5	574.3	1,563.5	1,026.2
Provision for Doubtful Loans, Debtors and Restructured Loans	182.7	(351.2)	(217.3)	0.2	48.9
Provision for Diminution in Value of Investments (Net)	(90.3)	26.5	331.2	(69.2)	228.5
	<u>387.4</u>	<u>173.8</u>	<u>688.2</u>	<u>1,494.5</u>	<u>1,303.6</u>

Infrastructure Development Finance Company Limited
ANNEXURE - II
STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED (UNCONSOLIDATED)

The Statement of Assets and Liabilities of the Company, as restated, for each of the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 together with the Schedules and related notes appearing hereunder are as set out below. Figures for the two financial years ended March 31, 2006 and 2007 are based on the accounts of the Company audited by M/s S. B. Billimoria & Co., Chartered Accountants. The figures for the financial years ended March 31, 2008, 2009 and 2010 are based on the accounts of the Company audited by us.

	Schedule	As at	As at	As at	As at	As at
		March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
		Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
A. Fixed Assets	1					
Gross Block		749.0	768.0	769.4	4,377.1	4,332.6
Less : Depreciation and Amortisation		251.2	290.3	323.8	511.9	754.5
		497.8	477.7	445.6	3,865.2	3,578.1
Add : Capital Work - in - Progress		-	-	2,913.5	40.0	46.4
Net Block		497.8	477.7	3,359.1	3,905.2	3,624.5
B. Investments	2	12,948.7	24,976.1	55,175.1	75,783.9	57,788.4
C. Infrastructure Loans	3	100,795.0	139,155.2	199,024.1	205,918.0	250,270.0
D. Deferred Tax Asset		792.0	854.3	953.0	1,393.0	1,743.0
E. Current Assets, Loans and Advances						
Income accrued on Investments		100.8	351.3	406.7	654.3	493.1
Interest accrued on Infrastructure Loans		590.0	846.2	1,644.4	2,497.6	3,598.2
Sundry Debtors	4	77.4	150.8	168.0	123.2	459.3
Cash and Bank Balances	5	3,349.0	9,719.3	16,053.2	6,561.5	320.3
Loans and Advances	6	3,287.6	6,022.9	9,023.1	6,805.5	25,107.8
		7,404.8	17,090.5	27,295.4	16,642.1	29,978.7
Total Assets (A +B+ C+D+E)		122,438.3	182,553.8	285,806.7	303,642.2	343,404.6
F. Liabilities and Provisions						
Loan Funds	7					
Secured		-	4,980.3	1,649.2	-	-
Unsecured		93,602.9	144,141.1	222,234.5	235,330.4	265,228.8
Current Liabilities and Provisions	8	3,393.5	4,612.1	7,379.2	8,020.0	9,944.7
		96,996.4	153,733.5	231,262.9	243,350.4	275,173.5
G. Networth		25,441.9	28,820.3	54,543.8	60,291.8	68,231.1
H. Represented by						
Share Capital		11,224.5	11,259.3	12,943.0	12,952.8	13,006.1
Share Application Money		-	-	-	0.5	2.6
Reserves and Surplus		14,217.4	17,561.0	41,600.8	47,338.5	55,222.4
Networth		25,441.9	28,820.3	54,543.8	60,291.8	68,231.1
I. Contingent Liabilities and Commitments	9					

SCHEDULES TO THE STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED (UNCONSOLIDATED)

Rs. in Million

Schedule 1 Fixed Assets Description	Gross Block					Depreciation and Amortisation					Net Block				
	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
Tangible															
Buildings															
Own Use	613.4	613.4	593.1	2,935.2	2,773.2	171.5	193.6	206.3	138.7	220.3	441.9	419.8	386.8	2,796.5	2,552.9
Under Operating Lease	-	-	-	188.1	188.1	-	-	-	81.5	86.9	-	-	-	106.6	101.2
Leasehold Improvements	-	-	-	-	34.4	-	-	-	-	10.0	-	-	-	-	24.4
Computer Hardware	38.3	45.5	52.7	65.4	82.4	28.4	33.1	36.6	44.7	52.2	9.9	12.4	16.1	20.7	30.2
Furniture, Fittings and Office Equipments															
Owned	73.1	77.1	85.3	123.6	155.1	46.9	51.3	58.4	62.6	57.2	26.2	25.8	26.9	61.0	97.9
Under Operating Lease	-	-	-	3.6	4.4	-	-	-	0.9	1.1	-	-	-	2.7	3.3
Windmills	-	-	-	1,012.5	1,012.5	-	-	-	150.2	282.4	-	-	-	862.3	730.1
Vehicles	5.8	7.0	8.5	8.8	9.6	2.5	3.4	4.5	5.0	5.5	3.3	3.6	4.0	3.8	4.1
Intangible															
Computer Software	18.4	25.0	29.8	39.9	72.9	1.9	8.9	18.0	28.3	38.9	16.5	16.1	11.8	11.6	34.0
Total	749.0	768.0	769.4	4,377.1	4,332.6	251.2	290.3	323.8	511.9	754.5	497.8	477.7	445.6	3,865.2	3,578.1

Infrastructure Development Finance Company Limited

SCHEDULES TO THE STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED (UNCONSOLIDATED)

Schedule 2

	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
Investments					
I. Long Term					
Equity Shares (See Notes 1 and 2 below)	4,724.2	6,237.0	13,027.2	20,004.5	20,631.9
Preference Shares	110.0	375.2	7,280.4	5,540.3	7,820.0
Venture Capital Units	259.0	953.7	1,182.1	2,983.2	3,783.6
Mutual Funds	-	1,365.0	2,795.0	-	-
Bonds & Debentures	-	2,915.5	5,133.9	2,982.2	11,869.9
Government Securities	-	5,286.4	602.6	-	256.3
Pass Through Certificates	-	-	449.8	429.9	-
Security Receipts	-	-	248.9	220.8	220.0
Trust Units	-	-	90.5	110.0	110.0
Total	5,093.2	17,132.8	30,810.4	32,270.9	44,691.7
II. Current					
Equity Shares (See Notes 1 and 2 below)	-	-	-	-	871.8
Bonds & Debentures	2,892.9	2,395.3	6,945.3	3,830.8	5,226.8
Pass Through Certificates	1,401.9	773.9	2,087.2	1,315.1	1,102.6
Certificate of Deposits with Scheduled Banks	1,190.1	2,686.3	10,941.6	38,719.2	3,709.8
Commercial Papers	141.7	-	-	-	1,403.5
Mutual Funds	2,292.1	2,110.0	4,351.3	-	1,375.9
Convertible Warrants	-	-	-	-	0.1
Government Securities	-	-	453.6	-	-
Total	7,918.7	7,965.5	24,779.0	43,865.1	13,690.5
GRAND TOTAL (I + II)	13,011.9	25,098.3	55,589.4	76,136.0	58,382.2
Less : Provision for Diminution in Value of Investments (See Note 6 below)	63.2	122.2	414.3	352.1	593.8
	12,948.7	24,976.1	55,175.1	75,783.9	57,788.4

Notes:

(1) Aggregate amount of quoted investments					
Cost	874.8	1,218.1	3,503.9	3,370.3	3,142.2
Market Value	3,678.4	3,409.5	6,730.8	3,302.0	4,144.8
(2) Aggregate amount of unquoted investments - Cost	12,137.1	23,880.2	52,085.5	72,765.7	53,864.0
(3) Equity shares included under Long Term Investments which are subject to a lock-in-period	550.0	250.0	1,444.7	910.0	17.6
(4) Equity shares included under Long Term Investments which are subject to restrictive covenants	-	540.0	540.0	540.0	540.0
(5) Investments exclude equity shares held by the Company where the Company has no beneficial interest (at Face Value)	-	-	-	53.1	135.6
(6) Provision for Diminution in Value of Investments includes amortised premium/ (discount) on purchase of Long term investments	-	32.4	(6.6)	0.3	13.5

Schedule 3

Infrastructure Loans (See Note 1 below)

A. Loans	96,646.1	134,367.3	194,731.6	201,315.0	248,837.3
B. Debentures	6,488.4	5,356.6	2,496.7	6,942.4	6,516.8
C. Pass Through Certificates	-	1,750.4	4,277.5	1,688.7	-
	103,134.5	141,474.3	201,505.8	209,946.1	255,354.1
Less : Provision for Doubtful Infrastructure Loans	505.9	275.0	282.5	325.6	368.7
Provision against Restructured Loans	794.9	506.9	87.7	27.5	14.2
Provision for Contingencies	1,038.7	1,537.2	2,111.5	3,675.0	4,701.2
	100,795.0	139,155.2	199,024.1	205,918.0	250,270.0
Note:					
1. Of the above, Secured Infrastructure Loans are	103,134.5	138,424.3	199,225.8	207,946.1	247,614.1

Infrastructure Development Finance Company Limited

SCHEDULES TO THE STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED (UNCONSOLIDATED)

Schedule 4

	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
Sundry Debtors (Unsecured)					
Considered good - Less than six months	69.5	138.6	168.0	123.2	459.3
- Over six months	7.9	12.2	-	-	-
	<u>77.4</u>	<u>150.8</u>	<u>168.0</u>	<u>123.2</u>	<u>459.3</u>
Considered doubtful					
Over six months	6.0	6.4	15.8	15.2	35.0
Others	1.3	0.0	0.3	0.9	0.2
	<u>7.3</u>	<u>6.4</u>	<u>16.1</u>	<u>16.1</u>	<u>35.2</u>
Debtors	84.7	157.2	184.1	139.3	494.5
Less : Provision for Doubtful Debts	7.3	6.4	16.1	16.1	35.2
	<u>77.4</u>	<u>150.8</u>	<u>168.0</u>	<u>123.2</u>	<u>459.3</u>

Schedule 5

Cash and Bank Balances

Cash and Cheques on Hand

With Scheduled Banks

Cash and Cheques on Hand	131.0	35.0	36.4	4.9	40.5
With Scheduled Banks					
Current Accounts	16.2	4.1	81.8	351.1	279.8
Deposit Accounts	3,201.8	9,680.2	15,935.0	6,205.5	-
	<u>3,218.0</u>	<u>9,684.3</u>	<u>16,016.8</u>	<u>6,556.6</u>	<u>279.8</u>
	<u>3,349.0</u>	<u>9,719.3</u>	<u>16,053.2</u>	<u>6,561.5</u>	<u>320.3</u>

Schedule 6

Loans and Advances (Unsecured)

Considered good					
Interest accrued on Deposits & Loan to Financial Institutions	51.8	272.5	1,251.6	209.8	24.1
Advances recoverable in cash or in kind or for value to be received	68.9	151.2	81.1	2,976.0	414.4
Loan to Financial Institutions	300.0	300.0	1,800.0	300.0	300.0
Inter Corporate Deposits	1,000.0	1,000.0	1,896.4	690.0	22,200.0
Advance against Investments	222.7	1,645.2	695.6	114.9	440.0
Other Deposits	60.7	188.4	224.4	250.4	174.5
Advance payment of Income Tax (Net of provision)	1,583.5	2,465.6	3,074.0	2,264.4	1,554.8
	<u>3,287.6</u>	<u>6,022.9</u>	<u>9,023.1</u>	<u>6,805.5</u>	<u>25,107.8</u>
Considered doubtful					
Advance against Investments	-	-	184.6	-	-
	<u>3,287.6</u>	<u>6,022.9</u>	<u>9,207.7</u>	<u>6,805.5</u>	<u>25,107.8</u>
Less: Provision against Doubtful Advances	-	-	184.6	-	-
	<u>3,287.6</u>	<u>6,022.9</u>	<u>9,023.1</u>	<u>6,805.5</u>	<u>25,107.8</u>

Infrastructure Development Finance Company Limited

SCHEDULES TO THE STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED (UNCONSOLIDATED)

Schedule 7

	As at March 31, 2006		As at March 31, 2007		As at March 31, 2008		As at March 31, 2009		As at March 31, 2010	
	Rate of Interest	Rs. in Million	Rate of Interest	Rs. in Million	Rate of Interest	Rs. in Million	Rate of Interest	Rs. in Million	Rate of Interest	Rs. in Million
Loan Funds										
A. SECURED										
Under Collateralised Borrowing and Lending Obligation (CBLO)										
Repayable on / from	-	-	30.00 % to 50.00% 2nd Apr 07	4,980.3	8.45% 01st Apr 08	1,649.2	-	-	-	-
Total		-		4,980.3		1,649.2		-		-
B. UNSECURED										
Subordinated Debt from Government of India										
Repayable on / from	8.01% 17th Mar 47 to 29th Sep 47	6,500.0	8.01% 17th Mar 47 to 29th Sep 47	6,500.0	8.01% 17th Mar 47 to 29th Sep 47	6,500.0	8.01% 17th Mar 47 to 29th Sep 47	6,500.0	8.01% 17th Mar 47 to 29th Sep 47	6,500.0
Bonds in the nature of Promissory Notes										
Repayable on / from	9.0% 4th Sep 06	2,300.0	-	-	-	-	-	-	-	-
Debentures (Non Convertible) [See Note 1 below]										
		43,482.0		71,266.0		116,803.2		115,530.0		162,866.0
Less: Unexpired discount on zero percent debentures [See Note 2 below]		3,643.2		3,182.8		2,160.4		1,719.4		4,092.5
Repayable on / from	Up to 8.50% 28th Mar 07 to 17th Jan 26	39,838.8	Up to 10.38% 28th Apr 07 to 17th Jan 26	68,083.2	Up to 11.21% 11th Apr 08 to 17th Jan 26	114,642.8	Up to 11.73% 28th Apr 09 to 17th Jan 26	113,810.6	Up to 1.73% 6th Apr 10 to 17th Jan 26	158,773.5
Term Loan from Banks										
International Borrowings										
Floating Rate	*	1,087.1	*	1,089.8	*	1,002.0	*	1,268.5	*	1,123.5
Repayable on / from	24th May 10		24th May 10 to 15th Apr 17		24th May 10 to 15th Apr 17		24th May 10 to 15th Apr 17		24th May 10 to 15th Apr 17	
Domestic Borrowings										
Rupee denominated	5.39% to 6.90%	28,528.3	6.25% to 10.00%	40,246.3	6.25% to 10.25%	59,713.4	6.30% to 13.50%	60,722.8	6.80 %to 12.50%	49,332.0
Repayable on / from	9th Dec 06 to 30th Jun 10		28th Dec 07 to 30th Jun 10		15th Sep 08 to 11th Mar 11		12th June 09 to 24th Jan 16		30th Jun 10 to 24th January 16	
Term Loan from Others										
International Borrowings										
Floating Rate	-	-	*	9,807.7	*	11,896.4	*	13,477.8	*	11,656.3
Repayable on / from			15th Oct 07 to 15th Feb 17		15th Apr 12 to 15th Apr 17		15th Apr 12 to 15th Apr 17		15th Apr 12 to 15th Apr 17	
Domestic Borrowings										
Rupee denominated	6.50%	4,000.0	6.50% to 7.00%	4,000.0	6.50%	4,000.0	6.40% to 6.50%	3,500.0	-	-
Repayable on / from	23rd Dec 08 to 30th Mar 10		23rd Dec 08 to 30th Mar 10		23rd Dec 08 to 30th Mar 10		23rd Dec 09 to 30th Mar 10			
Commercial Paper										
		1,950.0		4,000.0		5,400.0		15,010.0		17,500.0
Less: Unexpired discount on commercial papers (See Note 2 below)		78.9		39.1		170.4		883.9		268.6
Repayable from	8.40% to 8.58%	1,871.1	7.65% to 7.95%	3,960.9	8.40% to 10.35%	5,229.6	7.75% to 12.5%	14,126.1	5.40% to 6.60%	17,231.4
	22nd Jun 06 to 28th Mar 07		13th Apr 07 to 27th Jun 07		22nd May 08 to 9th Oct 08		7th Jul 09 to 9th Mar 10		12th May 10 to 17th Sep 10	
Short Term Debentures (Non Convertible) (See Note 1 below)										
		-		-		-		4,400.0		7,500.0
Less: Unexpired Discount on zero percent Debentures (See Note 2 below)		-		-		-		-		187.9
Repayable on / from							10.75% to 12.50%	4,400.0	6.10% to 6.35%	7,312.1
							10th Jul 09 to 26th Oct 09		21st Jun 10 to 29 Sep 10	
Short Term Loans from Banks										
	5.80% to 8.00%	9,477.6	7.75% to 10.00%	9,453.2	8.50% to 10.00%	19,250.3	7.58% to 13.25%	17,524.6		11,300.0
Repayable on / from	31st May 06 to 23rd Mar 07		24th May 07 to 26 Jun 09		21st Apr 08 to 19 Feb 09		18th May 09 to 16th Mar 10		6.75% to 9.10% 2nd June 10 to 30 Dec 10	
Short Term Loans from Others										
Repayable on	-	-	9.12%	1,000.0	-	-	-	-	6.30% to 6.50 %	2,000.0
			8th Feb 08						4th Dec 10 to 24th Dec 10	
Total		93,602.9		144,141.1		222,234.5		235,330.4		265,228.8
GRAND TOTAL (A+B)		93,602.9		149,121.4		223,883.7		235,330.4		265,228.8

* At varying rates based on USD Libor

Notes:

- 1 Debentures aggregating to the values as indicated are secured by a mortgage of certain immovable properties up to a value of Rs. 1.00 million.

	42,482.0	70,266.0	113,553.2	115,530.0	162,866.0
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- 2 Unexpired discount is net of Interest Accrued but not due

	19.0	425.4	1,445.4	821.8	1,631.4
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- 3 In terms of the various Reserve Bank of India circulars as applicable for the respective periods, no loans remained overdue as on March 31, 2006, 2007, 2008, 2009 and 2010.

Infrastructure Development Finance Company Limited

SCHEDULES TO THE STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED (UNCONSOLIDATED)

	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
Schedule 8					
Current Liabilities & Provisions					
Current Liabilities					
Sundry Creditors	110.1	684.8	1,295.1	347.7	1,321.1
Interest Accrued but not due on Loan Funds	1,667.0	2,331.1	3,529.2	4,909.4	5,501.5
Fees / Other Amounts Received in Advance	279.3	218.5	640.6	910.3	683.3
Other Liabilities	36.2	39.1	71.6	68.6	236.3
	<u>2,092.6</u>	<u>3,273.5</u>	<u>5,536.5</u>	<u>6,236.0</u>	<u>7,742.2</u>
Provisions					
Proposed Dividend	1,122.5	1,125.9	1,553.2	1,554.3	1,951.0
Tax on Proposed Dividend (See Note 1 below)	157.4	191.4	264.0	196.2	222.1
Provision for Employee Benefits	17.0	16.8	20.2	27.0	23.1
Provision for Wealth Tax (Net of advance payment of tax)	2.6	3.0	2.8	2.6	2.4
Provision for Fringe Benefit Tax (Net of advance payment of tax)	1.4	1.5	2.5	3.9	3.9
	<u>1,300.9</u>	<u>1,338.6</u>	<u>1,842.7</u>	<u>1,784.0</u>	<u>2,202.5</u>
	<u>3,393.5</u>	<u>4,612.1</u>	<u>7,379.2</u>	<u>8,020.0</u>	<u>9,944.7</u>

Notes:

1. Tax on proposed dividend is net of dividend distribution tax paid by a Subsidiary Company under Section 115O of the Income tax Act, 1961

Infrastructure Development Finance Company Limited

Schedule 9

Contingent Liabilities and Commitments

		As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
		(Rs. in Millions)	(Rs. in Millions)	(Rs. in Millions)	(Rs. in Millions)	(Rs. in Millions)
(a)	Capital Commitments	1,733.1	1,170.1	643.1	8,292.4	6,259.3
(b)	Estimated amount of contracts remaining to be executed on capital account (net of advances)	-	-	635.1	17.0	38.1
(c)	Claims not acknowledged as debts in respect of : Income-tax demands disputed by the Company (net of amounts provided). The matters in dispute are under appeal. The demands have been paid / adjusted and will be received as refund if the matters are decided in favour of the Company	174.6	262.8	380.1	382.3	639.2
(d)	Guarantees issued: As a part of project assistance, the Company has provided the following guarantees:					
	1. Financial Guarantees	5,791.5	6,912.5	8,941.1	2,989.6	2,211.8
	2. Performance Guarantees	55.0	205.0	2,865.3	195.0	403.0
	3. Risk Participation Facility	382.8	1,164.0	651.1	720.0	293.9
	4. Take Out Facility	516.8	422.8	455.8	-	-

ANNEXURE - III

STATEMENT OF CASH FLOWS, AS RESTATED (UNCONSOLIDATED)

The Statement of Cash Flows of the Company, as restated, for each of the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 together with the Schedules and related notes appearing hereunder are as set out below. Figures for the two financial years ended March 31, 2006 and 2007 are based on the accounts of the Company audited by M/s S. B. Billimoria & Co., Chartered Accountants. The figures for the financial years ended March 31, 2008, 2009 and 2010 are based on the accounts of the Company audited by us.

	For the financial year ended March 31, 2006	For the financial year ended March 31, 2007	For the financial year ended March 31, 2008	For the financial year ended March 31, 2009	For the financial year ended March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
A. Cash Flow from Operating Activities					
Profit before Taxation	4,192.9	5,715.3	8,730.5	9,649.2	13,171.4
Adjustments for :					
Depreciation and Amortisation	34.4	40.8	47.0	201.9	328.4
Provision for Employee Benefits	11.4	(0.2)	3.4	6.8	(3.9)
ESOP compensation cost	2.2	9.6	29.4	123.1	53.4
Provision for Contingencies	295.0	498.5	574.3	1,563.5	1,026.2
Provision for Doubtful Loans, Debtors and Restructured Loans	182.7	(519.8)	(217.3)	(201.8)	48.9
Provision for Diminution in value of Investments	(90.3)	26.6	331.2	(69.2)	228.5
(Gain) / Loss on Foreign Currency Revaluation	3.5	85.2	(206.2)	33.3	358.4
Profit on sale of Investments	(1,444.3)	(1,383.4)	(2,850.9)	(3,134.7)	(4,252.6)
Amortisation of Premium / (Discount) on Investments	-	32.4	25.7	7.0	13.1
(Profit)/Loss on sale of Fixed Assets	(1.1)	0.4	(15.3)	(18.5)	(127.4)
CASH GENERATED FROM OPERATIONS	3,186.4	4,505.4	6,451.8	8,160.6	10,844.4
Infrastructure Loans disbursed (net of repayments)	(30,955.6)	(38,341.4)	(60,062.4)	(7,286.0)	(44,940.4)
Changes in:					
Current Assets, Loans and Advances	(76.6)	(2,726.6)	(1,729.2)	(13.0)	2,085.7
Current Liabilities	467.2	1,161.8	1,837.6	(147.1)	674.0
	390.6	(1,564.8)	108.4	(160.1)	2,759.7
Direct Taxes paid	(825.8)	(2,030.6)	(2,745.1)	(1,919.3)	(2,683.6)
NET CASH USED IN OPERATING ACTIVITIES	(28,204.4)	(37,431.4)	(56,247.3)	(1,204.8)	(34,019.9)
B. Cash flow from Investing Activities					
Purchase of Fixed Assets (including Capital Work - in - Progress)	(32.2)	(22.9)	(2,941.9)	(764.2)	(157.0)
Sale of Fixed Assets	5.7	1.7	28.6	34.7	236.7
Investments in Subsidiaries	-	(10.5)	(3,310.0)	(8,402.3)	(1,410.0)
Other Investments	(173,831.2)	(365,111.7)	(775,636.2)	(950,865.6)	(1,011,977.5)
Sale proceeds of Investments in Subsidiaries	-	-	-	-	80.0
Sale proceeds of Other Investments	170,105.1	354,419.4	748,844.7	944,562.6	1,013,804.0
NET CASH FROM / (USED) IN INVESTING ACTIVITIES	(3,752.6)	(10,724.0)	(33,014.8)	(15,434.8)	576.2
C. Cash flow from Financing activities					
Proceeds from fresh issue of shares	4,077.2	60.7	20,822.5	17.4	207.5
Proceeds from Borrowings (net of repayments)	28,102.1	55,746.2	76,092.4	8,946.2	28,744.1
Dividend paid (including dividend tax)	(1,143.0)	(1,283.2)	(1,320.2)	(1,818.4)	(1,750.8)
NET CASH FROM FINANCING ACTIVITIES	31,036.3	54,523.7	95,594.7	7,145.2	27,200.8
Net increase/ (decrease) in cash and cash equivalents (A+B+C)	(920.7)	6,368.3	6,332.6	(9,494.4)	(6,242.9)
Cash and cash equivalents as at the beginning	4,269.7	3,349.0	9,717.3	16,049.9	6,555.5
Cash and cash equivalents as at the end of the year [See Note below]	3,349.0	9,717.3	16,049.9	6,555.5	312.6
	920.7	(6,368.3)	(6,332.6)	9,494.4	6,242.9
Note:					
Cash and cash equivalents as per Annexure II (Schedule 5)	3,349.0	9,719.3	16,053.2	6,561.5	320.3
Less: Current Accounts held for Unclaimed Dividend	-	2.0	3.3	6.0	7.7
Cash and cash equivalents as above	3,349.0	9,717.3	16,049.9	6,555.5	312.6

ANNEXURE – IV

Significant Accounting Policies of the Company annexed to the Statement of Profits, as restated (Unconsolidated) for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 and the Statement of Assets and Liabilities, as restated (Unconsolidated) as at March 31, 2006, 2007, 2008, 2009 and 2010.

A. ACCOUNTING CONVENTION

These accounts have been prepared in accordance with historical cost convention, applicable Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006, relevant provisions of the Companies Act, 1956 and the applicable guidelines issued by the Reserve Bank of India (RBI).

B. SYSTEM OF ACCOUNTING

The Company adopts the accrual concept in the preparation of the accounts. The preparation of financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the reporting period. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

C. INFLATION

Assets and liabilities are recorded at historical cost to the Company. These costs are not adjusted to reflect the changing value in the purchasing power of money.

D. INVESTMENTS

The Company is regulated as a Non Banking Financial Company (NBFC) by the RBI. Accordingly, Investments are classified under two categories i.e. Current and Long Term and are valued in accordance with the RBI guidelines and Accounting Standard 13 on 'Accounting for Investments' as notified by the Companies (Accounting Standards) Rules, 2006.

- 'Long Term Investments' are carried at acquisition cost. A provision is made for diminution other than temporary on an individual basis.
- 'Current Investments' are carried at the lower of cost or fair value on an individual basis.

E. INFRASTRUCTURE LOANS AND ADVANCES

In accordance with the RBI guidelines, all loans and advances are classified under any of four categories i.e. (i) Standard Assets, (ii) Sub-standard Assets, (iii) Doubtful Assets and (iv) Loss Assets.

F. FIXED ASSETS

Fixed assets are stated at cost of acquisition, including any cost attributable for bringing the asset to its working condition, less accumulated depreciation.

G. INTANGIBLE ASSETS

Intangible Assets comprising of system software are stated at cost of acquisition, including any cost attributable for bringing the asset to its working condition, less accumulated amortisation. Any technology support cost or annual maintenance cost for such software is charged annually to the Profit and Loss Account.

H. PROVISIONS AND CONTINGENCIES

- Adequate provision for diminution is made as per the regulatory guidelines applicable to Non-Performing Advances and the provisioning policy of the Company in respect of Loans, Debentures and Pass Through Certificates in the nature of an advance.
- Provision on restructured advances is computed in accordance with the RBI guidelines.
- Provision for Contingencies is made as per the provisioning policy of the Company, which includes provision under Section 36(1)(viii) of the Income - tax Act, 1961.

I. DEPRECIATION AND AMORTISATION

• TANGIBLE ASSETS

Depreciation on Fixed Assets, excluding certain electronic items, is provided on the written down value method, at the rates prescribed by Schedule XIV of the Companies Act, 1956. Certain electronic items are depreciated over a period of two years on straight line method based on the Management's estimate of the useful life of assets. Depreciation on additions during the year is provided on a pro-rata basis. Assets costing less than Rs 5,000 each are written off in the year of capitalisation. Depreciation in respect of Leasehold Improvements is provided on the straight - line method over the primary period of lease.

• INTANGIBLE ASSETS

Intangible assets consisting of computer software are being amortised over a period of three years on straight line method.

J. OPERATING LEASES

Leases of assets under which all the risks and benefits of ownership are effectively retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Profit and Loss Account, on a straight line basis, over the lease term. Lease rental income in respect of leases is recognised in accordance with the Accounting Standard 19 on 'Leases' as notified by the Companies (Accounting Standards) Rules, 2006. Initial direct cost incurred specifically for operating lease is recognised as expense in the year in which they are incurred.

K. EMPLOYEE BENEFITS

DEFINED CONTRIBUTION PLAN

- The Company's contribution to Provident Fund is deposited with Regional Provident Fund Commissioner and is charged to the Profit and Loss Account every year.
- The Company has taken a superannuation policy, for future payment of superannuation and the Company's contribution paid / payable during the year is charged to the Profit and Loss Account every year.

DEFINED BENEFIT PLAN

- The net present value of the Company's obligation towards Gratuity to employees is funded and actuarially determined as at the Balance Sheet date based on the projected unit credit method. Actuarial gains and losses are recognised in the Profit & Loss Account.

OTHER LONG TERM EMPLOYEE BENEFIT

- Liability for compensated absences in respect of sick leave which is of a long term nature is actuarially determined as at the Balance Sheet date based on the projected unit credit method.

L. INCOME-TAX

The accounting treatment for income-tax in respect of the Company's income is based on the Accounting Standard 22 on 'Accounting for Taxes on Income' as notified by the Companies (Accounting Standards) Rules, 2006. The provision made for income-tax in the accounts comprises both, the current tax and the deferred tax. The deferred tax assets and liabilities for the year, arising on account of timing differences, are recognised in the Profit & Loss Account and the cumulative effect thereof is reflected in the Balance Sheet.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax asset is recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised. In situations where the Company has unabsorbed depreciation or carried forward losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that the same can be realised against future taxable profits.

M. REVENUE RECOGNITION

- (a) Interest and other dues are accounted on accrual basis, except in the case of non - performing assets ("NPAs") where it is recognised upon realisation, as per the income recognition and asset classification norms prescribed by the RBI.
- (b) Income on discounted instruments is recognised over the tenure of the instrument on straight line basis.
- (c) Dividend is accounted on accrual basis when the right to receive is established.
- (d) Front end fees on processing of loans are recognised upfront as income.
- (e) All other fees are recognised when reasonable right of recovery is established, revenue can be reliably measured and as and when they become due, except commission income on guarantees which is recognised pro-rata over the period of the guarantee.
- (f) Premium on interest rate reduction is accounted on accrual basis over the residual life of the loan.
- (g) Profit on securitisation is recognised over the residual life of the loan in terms of the RBI guidelines. Profit on sale of loan assets through direct assignment, without any recourse obligation, is recognised at the time of sale. Net loss arising on account of securitisation and direct assignment of loan assets is recognised at the time of sale.
- (h) Revenue from Sale of Power is accounted on accrual basis.
- (i) Grants are recognised on accrual basis.

N. FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are accounted at the exchange rates prevailing on the dates of the transactions. Foreign currency monetary items outstanding as at the Balance Sheet date are reported using the closing rate. Gains and losses resulting from the settlement of such transactions and translation of monetary assets and liabilities denominated in foreign currencies are recognised in the Profit and Loss Account. Premium in respect of forward contracts is accounted over the period of the contract. Forward contracts outstanding as at the Balance Sheet date are revalued at the closing rate.

O. DERIVATIVES

- **INTEREST RATE SWAPS**

Interest rate swaps in the nature of hedge are recorded on an accrual basis and these transactions are not marked to market. Any resultant gain or loss on termination of hedge swaps is amortised over the life of swap or underlying asset / liability, whichever is shorter.

- **CURRENCY INTEREST RATE SWAPS**

Currency interest rate swaps in the nature of hedge are recorded on an accrual basis and these transactions are not marked to market. Any resultant gain or loss on termination of hedge swaps is amortised over the life of swap or underlying asset / liability, whichever is shorter. The foreign currency balances on account of principal of cross currency swaps outstanding as at the Balance Sheet date is revalued using the closing rate.

P. EMPLOYEE STOCK OPTION SCHEME

The Company has formulated Employee Stock Option Schemes (ESOS) in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The Schemes provide for grant of options to employees (including employees of the subsidiaries) to acquire equity shares of the Company that vest in a graded manner and that are to be exercised within a specified period. In accordance with the SEBI Guidelines, the excess, if any, of the closing market price on the day prior to the grant of the options under ESOS over the exercise price is amortised on a straight line basis over the vesting period.

Infrastructure Development Finance Company Limited

ANNEXURE – V

The Significant Notes to Accounts annexed to the Statement of Profits, as restated (Unconsolidated) for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 and the Statement of Assets and Liabilities, as restated (Unconsolidated) as at March 31, 2006, 2007, 2008, 2009 and 2010.

1. The Company granted to eligible employees 12,698,517 options during the financial year ended March 31, 2006, 540,000 options during the financial year ended March 31, 2007, 2,486,203 options during the financial year ended March 31, 2008, 17,073,250 options during the financial year ended March 31, 2009 and 603,000 during the financial year ended March 31, 2010 under the Employee Stock Option Schemes. The details of outstanding options are as under:

Particulars	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
Options outstanding as at beginning	-	11,138,379	7,194,683	6,276,139	21,766,956
Add: Options granted during the year	12,698,517	540,000	2,486,203	17,073,250	603,000
Less: Options exercised during the year	-	34,74,538	3,016,583	977,098	5,336,332
Less: Options lapsed during the year	1,560,138	1,009,158	388,164	605,335	485,356
Options outstanding at the end of the year	11,138,379	7,194,683	6,276,139	21,766,956	16,548,268

2. The Company has utilised Securities Premium Account under Section 78 of the Companies Act, 1956, towards discount on zero percent bonds issued after October 1, 2009. No adjustments have however been done for similar issuances for the earlier periods.
3. In accordance with Accounting Standard 15 on 'Employee Benefits' as notified by the Companies (Accounting Standards) Rules, 2006 the following disclosures have been made:

- i. The Company has recognised the following amounts in the Profit and Loss Account towards contribution to defined contribution plans which are included under Contribution to Provident and Other Funds:

	March 31, 2008 (Rs.in Million)	March 31, 2009 (Rs.in Million)	March 31, 2010 (Rs.in Million)
Provident Fund	15.4	15.7	17.9
Superannuation Fund	17.3	19.1	21.5

- ii. The details of the Company's post – retirement benefit plans for gratuity for its employees are given below which is certified by the actuary and relied upon by the auditors:

	March 31, 2008 (Rs.in Million)	March 31, 2009 (Rs.in Million)	March 31, 2010 (Rs.in Million)
Change in the Defined Benefit Obligations:			
Liability at the beginning of the year	20.5	38.5	58.4
Current Service Cost	5.0	9.1	11.8
Interest Cost	1.6	3.6	5.4
Liabilities Extinguished on Settlement	-	-	5.4
Benefits Paid	2.7	5.7	3.7
Actuarial Loss	14.1	12.9	0.7
Liability at the end of the year	38.5	58.4	67.2
Fair Value of Plan Assets:			
Fair Value of Plan Assets at the beginning of the year	18.4	31.0	58.5
Expected Return on Plan Assets	1.5	2.6	4.5
Contributions	14.0	38.0	-
Benefits paid	2.7	5.7	3.7
Actuarial Loss / (Gain) on Plan Assets	0.2	7.4	(12.9)
Fair Value of Plan Assets at the end of the year	31.0	58.5	72.2

	March 31, 2008	March 31, 2009	March 31, 2010
	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)
Total Actuarial Loss / (Gain) to be recognised	14.3	20.3	(12.2)
Actual Return on Plan Assets:			
Expected Return on Plan Assets	1.5	2.6	4.5
Actuarial Loss / (Gain) on Plan Assets	0.2	7.4	(12.9)
Actual Return on Plan Assets	1.3	(4.8)	17.4
Amount recognised in the Balance Sheet:			
Liability at the end of the year	38.5	58.4	67.2
Fair Value of Plan Assets at the end of the year	31.0	58.5	72.2
Amount recognised in the Balance Sheet under "Provision for Employee Benefits"	7.5	-	-
Expense recognised in the Profit and Loss Account:			
Current Service Cost	5.0	9.1	11.8
Interest Cost	1.6	3.6	5.4
Expected Return on Plan Assets	1.5	2.6	4.5
Net Actuarial Loss / (Gain) to be recognised	14.3	20.3	(12.2)
Expense recognised in the Profit and Loss Account under staff expenses	19.4	30.4	0.5
Reconciliation of the Liability Recognised in the Balance Sheet:			
Opening Net Liability	2.1	7.5	0.2
Expense recognised	19.4	30.4	0.5
Contribution by the Company	14.0	38.0	-
Amount recognised in the Balance Sheet under "Provision for Employee Benefits"	7.5	-	-
Expected Employer's Contribution for Next Year	30.0	7.5	10.0

Experience Adjustments:	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)
Defined Benefit Obligation	20.5	38.5	58.4	67.2
Plan Assets	18.4	31.0	58.5	72.2
Surplus / (Deficit)	(2.1)	(7.5)	0.1	5.0
Experience Adjustments on Plan Liabilities	(0.2)	8.0	14.5	(5.4)
Experience Adjustments on Plan Assets	(0.3)	(0.2)	(7.4)	12.9
		March 31, 2008	March 31, 2009	March 31, 2010
		(%)	(%)	(%)
Investment Pattern:				
Insurer Managed Funds		100.0	100.0	100.0
Government Securities		28.5	10.1	7.7
Deposit and Money Market Securities		0.8	38.2	16.8
Debentures / Bonds		30.9	28.3	53.1
Equity Shares		39.8	23.4	22.4

Principal Assumptions:	(%)	(%)	(%)
Discount Rate (p.a.)	7.8	8.0	8.1
Expected Rate of Return on Assets (p.a.)	8.0	8.0	8.0
Salary Escalation Rate (p.a.)	7.0	7.0	8.0

- (iii) The estimate for future salary increase, considered in the actuarial valuation takes account of inflation, seniority, promotion and other relevant factors.
- (iv) The adoption of AS -15 on Employee Benefits as notified by the Companies (Accounting Standards) Rules,2006 is with effect from April 1, 2007. The principles and assumptions brought in by the revised AS - 15 are significantly different and this would require a fresh actuarial valuation on each of the earlier Balance Sheet dates. It would be difficult to re-compute the impact with retrospective effect and restate the financial statements accordingly, as this may involve significant subjectivity in estimating the conditions existing at those Balance Sheet dates and also the relevant information would not be available as the accounting systems were designed to comply with the Accounting Standards applicable at those times. Hence no disclosures have been made for the financial years ended March 31, 2006 and 2007.
4. The Company's main business is to provide finance for infrastructure projects including through ownership of infrastructure assets. All other activities revolve around the main business. The Company does not have any geographic segments. As such, there are no separate reportable segments as per Accounting Standard 17 on 'Segment Reporting' as notified by the Companies (Accounting Standards) Rules, 2006.
5. In accordance with the Accounting Standard 19 on 'Leases' as notified by the Companies (Accounting Standards) Rules, 2006, the following disclosures in respect of Operating Leases is made:

- i. The Company has taken vehicles for certain employees under Operating Leases, which expire as under:

As at	Expiry Period between
March 31, 2007	September 2008 to October 2011
March 31, 2008	September 2008 to June 2012
March 31, 2009	September 2009 to June 2013
March 31, 2010	June 2010 to November 2013

Miscellaneous expenses include gross rental expenses as under:

For the financial Year ended	Gross Rental Expenses (Rs. in Million)
March 31, 2007	0.7
March 31, 2008	3.5
March 31, 2009	3.6
March 31, 2010	3.4

The committed lease rentals in the future are:

Particulars	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)
Not later than one year	-	2.5	4.8	7.2	5.4
Later than one year and not later than five years	-	4.9	6.3	7.2	5.2

- ii. The Company has taken office premises under Operating Leases, which expire as under:

As at	Expiry Period on/ between
March 31, 2008	October 2016
March 31, 2009	October 2016
March 31, 2010	October 2016 to September 2018

Rent include gross rental expenses as under:

For the Year ended	Gross Rental Expenses (Rs. in Million)
March 31, 2008	22.4
March 31, 2009	70.0
March 31, 2010	67.3

The committed lease rentals in the future are:

Particulars	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)
Not later than one year	53.8	53.8	68.3
Later than one year and not later than five years	241.1	257.2	320.4
Later than five years	270.0	200.1	167.3

- iii. The Company has given an office premise under non cancellable operating Lease during year ended March 31, 2010, which expires on October 31, 2012. Miscellaneous Income includes income from such leases during year ended March 31, 2010 amounting to Rs. 8.2 million. The future minimum lease payment are as follows:

Particulars	March 31, 2010
	(Rs.in Million)
Not later than one year	19.6
Later than one year and not later than five years	31.0

6. In compliance with the Accounting Standard 22 relating to 'Accounting for Taxes on Income' as notified by the Companies (Accounting Standards) Rules, 2006, the major components of deferred tax assets and liabilities arising on account of timing differences are:

(Rs.in Million)

		As at March 31, 2006		As at March 31, 2007		As at March 31, 2008		As at March 31, 2009		As at March 31, 2010	
		Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
(a)	Depreciation	-	24.6	-	29.2	-	35.1	-	132.0	-	200.3
(b)	Provisions	811.2	-	835.8	-	1,059.4	-	1,525.0	-	1,932.0	-
(c)	Others	5.4	-	47.7	-	-	71.3	-	-	11.3	-
		816.6	24.6	883.5	29.2	1,059.4	106.4	1,525.0	132.0	1,943.3	200.3
	Net Deferred Tax Asset	792.0		854.3		953.0		1,393.0		1,743.0	

7. In compliance with the Accounting Standard 27 on 'Financial Reporting of Interests in Joint Ventures' as notified by the Companies (Accounting Standards) Rules, 2006, the Company has interests in the following jointly controlled entities, which are incorporated in India:

(Rs. in Million)

Name of Companies	Percentage of Shareholding (%)	Amount of Interest based on Accounts for the financial year ended March 31, 2006				
		Assets	Liabilities	Income	Expenditure	Contingent Liability
Infrastructure Development Corporation (Karnataka) Limited	49.5	233.7	150.2	34.4	18.5	-
Uttarakhand Infrastructure Development Company Limited	49.9	11.3	6.9	10.8	8.9	-

(Rs. in Million)

Name of Companies	Percentage of Shareholding (%)	Amount of Interest based on Accounts for the financial year ended March 31, 2007				
		Assets	Liabilities	Income	Expenditure	Contingent Liability
Infrastructure Development Corporation (Karnataka) Limited	49.5	254.8	162.7	43.3	31.3	2.3
Uttarakhand Infrastructure Development Company Limited	49.9	15.0	9.1	10.3	7.8	-

(Rs. in Million)

Name of Companies	Percentage of Shareholding (%)	Amount of Interest based on Accounts for the financial year ended March 31, 2008				
		Assets	Liabilities	Income	Expenditure	Contingent Liability
Infrastructure Development Corporation (Karnataka) Limited	49.5	264.0	160.0	47.9	29.9	2.7
Uttarakhand Infrastructure Development Company Limited	49.9	10.9	4.6	6.8	6.2	-
Delhi Integrated Multi-Modal Transit System Limited	50.0	565.1	487.1	63.6	39.7	-

(Rs. in Million)

Name of Companies	Percentage of Shareholding (%)	Amount of Interest based on Accounts for the financial year ended March 31, 2009				
		Assets	Liabilities	Income	Expenditure	Contingent Liability
Infrastructure Development Corporation (Karnataka) Limited	49.5	283.0	162.7	57.7	33.6	2.8
Uttarakhand Infrastructure Development Company Limited	49.9	9.9	4.0	5.4	5.8	-
Delhi Integrated Multi-Modal Transit System Limited	50.0	475.3	371.3	162.1	111.6	-

(Rs. in Million)

Name of Companies	Percentage of Shareholding (%)	Amount of Interest based on Accounts for the financial year ended March 31, 2010				
		Assets	Liabilities	Income	Expenditure	Contingent Liability
Infrastructure Development Corporation (Karnataka) Limited	49.5	340.7	186.2	88.2	43.4	2.5
Uttarakhand Infrastructure Development Company Limited	49.9	8.2	3.6	3.0	4.1	-
Delhi Integrated Multi-Modal Transit System Limited	50.0	500.5	374.2	180.5	150.0	-

8. The Company has entered into Interest Rate Swaps in the nature of “Fixed /Floating” or Floating / Fixed” for varying maturities linked to various benchmarks for asset liability management and hedging.

Particulars	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)
Notional Principal	23,115.3	26,000.0	24,600.0	18,600.0	16,600.0

The Company has foreign currency borrowings against which the Company has undertaken currency interest rate swaps/ (CCIRS) and forward contracts to hedge foreign currency risk.

Particulars	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	AS at March 31, 2009	As at March 31, 2010
	(USD in Million)	(USD in Million)	(USD in Million)	(USD in Million)	(USD in Million)
Foreign Currency Borrowings	25.0	250.0	450.6	517.9	488.3
CCIRS & Forward Contracts	8.5	233.4	314.9	405.9	383.2

9. The following additional information is disclosed in terms of various RBI circulars as applicable for the respective periods:

(a) Capital to Risk Assets Ratio (CRAR):

Items	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
CRAR (%)	25.6	19.9	23.1	23.8	20.5
CRAR – Tier I Capital (%)	19.2	16.0	20.3	20.1	17.4
CRAR – Tier II Capital (%)	6.4	3.9	2.8	3.7	3.1

(b) Exposures to Real Estate Sector*:

Category		As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
(a)	Direct exposure	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)
	(i) Commercial Real Estate	47,519.2	45,772.0	39,374.0
	Lending fully secured by mortgage (including securities in the process of being created) on commercial real estates (office building, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels, land acquisition, development and construction, etc.) Exposure would also include non-fund based (NFB) limits.			
	(ii) Investments in Mortgage Backed Securities (MBS) and other securitised exposures			
	a. Residential	17.6	15.2	13.0
	b. Commercial Real Estate	-	-	-
(b)	Indirect exposure			
	Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).	1,580.7	300.0	2,502.0

* Based on amounts sanctioned.

There is no disclosure of comparative figures for the financial years ended March 31, 2006 and 2007 since financial year ended March 31, 2008 was the first year of the above disclosure requirement in terms of the RBI guidelines.

(c) Maturity pattern of certain items of assets and liabilities

March 31, 2009

(Rs. in Million)

	1 day to 30/31 days (one month)	Over one month to two months	Over two months to three months	Over three months to six months	Over six months to one year	Over one year to three years	Over three years to five years	Over five years	Total
Liabilities									
Borrowing from Banks	-	6,395.2	17,287.0	7,983.8	37,950.0	7,342.5	-	2,557.4	79,515.9
Market Borrowing	2,593.7	2,350.0	2,500.0	18,570.0	21,372.2	42,700.4	30,790.2	34,938.0	155,814.5
Assets (Gross)									
Advances	5,230.0	2,458.3	2,975.0	6,963.7	16,037.0	65,115.9	44,967.1	66,199.1	209,946.1
Investments	38,757.1	10.9	9.0	732.9	705.1	1,955.5	1,118.1	32,847.4	76,136.0

March 31, 2010

(Rs. in Million)

	1 day to 30/31 days (one month)	Over one month to two months	Over two months to three months	Over three months to six months	Over six months to one year	Over one year to three years	Over three years to five years	Over five years	Total
Liabilities									
Borrowing from Banks	-	6,123.5	14,015.4	7,350.0	25,494.0	6,215.2	-	2,557.4	61,755.5
Market Borrowing	5,990.4	15,476.0	5,921.9	17,350.7	28,480.3	65,734.7	18,266.6	46,252.7	203,473.3
Assets (Gross)									
Advances	2,532.2	2,926.8	1,839.1	23,438.0	18,196.1	70,700.2	49,520.5	86,201.2	255,354.1
Investments	5,032.3	469.6	2.5	902.5	1,758.0	3,584.9	1,892.7	44,739.7	58,382.2

There is no disclosure of comparative figures for the financial year ended March 31, 2006, 2007 and 2008 since financial year ended March 31, 2009 was the first year of the above disclosure requirement in terms of the RBI guidelines.

(d) Borrower group-wise classification of assets financed:

Category		March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
		Amount Net of Provision * (Rs. in Million)	Amount Net of Provision * (Rs. in Million)	Amount Net of Provision * (Rs. in Million)	Amount Net of Provision * (Rs. in Million)
1.	Related Parties				
	(a) Subsidiaries	-	-	-	-
	(b) Companies in the same Group	-	-	-	-
	(c) Other Related Parties	2,482.0	1,058.2	-	-
2.	Other than Related Parties	138,210.4	200,077.4	209,593.0	254,971.2
	Total	140,692.4	201,135.6	209,593.0	254,971.2

*Excludes Provision for Contingencies.

There is no disclosure of comparative figures for the financial year ended March 31, 2006 since the above additional information is effective vide RBI Circular (Ref.No.DNBS.193 DG(VL)-2007 dated February 22, 2007.

(e) Investor group wise classification of all investments (Current and Long Term) in shares and securities (both Quoted and Unquoted):-

Category		31-Mar-07		31-Mar-08		31-Mar-09		31-Mar-10	
		(Rs.in Million)		(Rs.in Million)		(Rs.in Million)		(Rs.in Million)	
		Market Value / Break up Value / Fair Value / NAV	Book Value Net of Provision	Market Value / Break up Value / Fair Value / NAV	Book Value Net of Provision	Market Value / Break up Value / Fair Value / NAV	Book Value Net of Provision	Market Value / Break up Value / Fair Value / NAV	Book Value Net of Provision
1	Related Parties								
	(a) Subsidiaries	723.3	221.5	3,664.8	3,531.5	4,529.9	11,933.8	893.8	13,263.8
	(b) Companies in the same group	-	-	-	-	-	-	-	-
	(c) Other Related Parties	1,191.8	2,117.0	1,268.2	2,624.6	833.5	745.8	601.0	435.8
2	Other than Related Parties	24,461.3	22,637.6	53,659.0	49,019.0	63,762.3	63,104.3	46,749.3	44,088.8
	Total	26,376.4	24,976.1	58,592.0	55,175.1	69,125.7	75,783.9	48,244.1	57,788.4

There is no disclosure of comparative figures for the financial year ended March 31, 2006 since the above additional information effective vide RBI Circular (Ref.No.DNBS.193 DG(VL)-2007 dated February 22, 2007.

(f) Other information:

Particulars		March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
		(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
1.	Gross Non – Performing Assets				
	(a) Related Parties	-	-	-	-
	(b) Other than Related parties	275.0	350.7	780.8	797.3
2.	Net Non – Performing Assets				
	(a) Related Parties	-	-	-	-
	(b) Other than Related parties	-	68.1	455.2	428.6
3.	Assets acquired in satisfaction of debt	-	-	-	-

There is no disclosure of comparative figures for the financial year ended March 31, 2006 since the above additional information is effective vide RBI Circular (Ref.No.DNBS.193 DG(VL)-2007 dated February 22, 2007.

Infrastructure Development Finance Company Limited

ANNEXURE – VI

Related Party Disclosures

As per the Accounting Standard 18 on 'Related Party Disclosures' as notified by the Companies (Accounting Standards) Rules, 2006, the related parties of the Company are as follows:

I. Subsidiaries:

(a) Direct

- IDFC AMC Trustee Company Limited (with effect from May 30, 2008)
- IDFC Asset Management Company Limited (with effect from May 30, 2008)
- IDFC Capital Company Limited (incorporated on October 24, 2007)
- IDFC Finance Limited
- IDFC PPP Trusteeship Company Limited (incorporated on October 09, 2007)
- IDFC Private Equity Company Limited
- IDFC Project Equity Company Limited (with effect from March 26, 2007)
- IDFC Projects Limited (incorporated on December 11, 2007)
- IDFC Securities Limited (formerly IDFC - SSKI Securities Limited) (with effect from April 01, 2007)
- IDFC Trustee Company Limited

(b) Through Subsidiaries

- Dheeru Powergen Private Limited (with effect from February 5, 2010)
- IDFC Capital Limited (formerly IDFC - SSKI Private Limited) (with effect from April 01, 2007)
- IDFC Capital (Singapore) Pte. Ltd. (with effect from April 30, 2008)
- IDFC Fund of Funds Limited (with effect from October 28, 2009)
- IDFC General Partners Limited (with effect from November 30, 2009)
- IDFC - SSKI Stock Broking Limited (with effect from April 01, 2007)
- IDFC Investment Advisors Limited (with effect from August 18, 2006)
- IDFC Pension Fund Management Company Limited (Incorporated on March 31, 2009)

II. Jointly Controlled Entities:

- Delhi Integrated Multi-Modal Transit System Limited (with effect from July 05, 2007)
- Infrastructure Development Corporation (Karnataka) Limited
- Uttarakhand Infrastructure Development Company Limited

III. Associates:

- Athena Energy Ventures Private Limited (with effect from November 28, 2007 up to July 23, 2009)
- Feedback Ventures Private Limited (with effect from May 23, 2006)
- Gayatri Jhansi Roadways Limited (with effect from June 01, 2007 up to September 18, 2008)
- Gayatri Lalitpur Roadways Limited (with effect from June 01, 2007 up to September 18, 2008)
- IDFC Securities Limited (formerly IDFC - SSKI Securities Limited) (with effect from April 01, 2006 up to March 31, 2007)
- Jas Toll Road Company Limited (with effect from March 16, 2007 up to September 18, 2008)
- SMS Shivnath Infrastructure Limited (with effect from October 15, 2007 up to September 18, 2008)
- SMMS Investments Private Limited (with effect from August 07, 2006 up to June 07, 2007)

IV. Entities over which control is exercised:

Emerging Markets Private Equity Fund LP (with effect from October 28, 2009)
 (Controlled by IDFC Fund of Funds Limited)
 India Infrastructure Initiative Trust (with effect from April 1, 2009)
 India PPP Capacity Building Trust (with effect from April 1, 2009)

V. Key Management Personnel:

Dr. Rajiv B. Lall – Managing Director and CEO
 Mr. Vikram Limaye – Whole - time Director (with effect from September 15,2008)

The nature and volume of transactions carried out with the above related parties in the ordinary course of business are as follows: -

Name of related party and Nature of relationship	Particulars	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
		(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
(a) Subsidiaries:						
IDFC AMC Trustee Company Limited	Subscription of Equity Shares	-	-	-	0.4	-
IDFC Asset Management Company Limited	Sale of Fixed Assets	-	-	-	2.7	-
	Sale of Investments	-	-	-	-	80.0
	Advance given and recovered	-	-	-	7.5	-
	Purchase of Fixed Assets	-	-	-	0.7	-
	Sundry Creditors - Balance outstanding	-	-	-	0.5	-
IDFC Capital Company Limited	Advances Recoverable - Balance outstanding	-	-	0.8	0.8	0.8
	Subscription of Equity Shares	-	-	0.5	-	-
IDFC Capital Limited	Fees Shared	-	-	18.8	79.1	58.1
	Professional Fees paid	-	-	-	23.0	65.9
	Interest – Other Charges	-	-	-	0.2	-
	Sundry Creditors – Balance outstanding	-	-	16.2	14.9	-
IDFC Finance Limited	Advance given & recovered	-	-	-	-	0.0
	Inter Corporate Deposits placed and redeemed	-	-	370.0	-	-
	Interest received	-	-	9.4	-	-
IDFC Investment Advisors Limited	Subscription of Equity Shares	-	9.5	20.0	50.0	-
	Management Fees paid	-	-	-	-	7.8
	Advances Recoverable - Balance outstanding	-	35.3	20.8	3.2	4.1
	Sale of Fixed Assets	-	1.5	-	-	-
IDFC Pension Fund Management Company Limited	Subscription of Equity Shares	-	-	-	-	50.0

Name of related party and Nature of relationship		Particulars	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
			(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
	IDFC PPP Trusteeship Company Limited	Advances Recoverable - Balance outstanding	-	-	0.1	-	-
		Subscription of Equity Shares	-	-	0.5	-	-
	IDFC Private Equity Company Limited	Dividend received	-	-	-	400.0	600.0
		Rent recovered	-	-	0.3	0.1	-
		Advance given and recovered	-	-	445.0	-	-
		Purchase of Equity Shares	-	0.1	-	-	-
		Purchase of Venture Capital Units	-	0.1	-	-	-
	IDFC Projects Limited	Subscription of Equity Shares	-	-	0.0	-	250.0
		Fees received	-	-	-	-	4.1
		Advance given	-	-	-	20.0	116.5
		Advance recovered	-	-	-	20.0	-
		Advances Recoverable - Balance outstanding	-	-	7.1	-	116.5
		Sundry Creditors - Balance outstanding	-	-	-	1.5	-
	IDFC Project Equity Company Limited	Advance given and recovered	-	-	-	11.2	-
		Fees Received	-	-	-	-	1.8
		Sale of Fixed Assets	-	-	-	0.8	0.5
		Rent recovered	-	-	-	-	0.4
		Advances Recoverable - Balance outstanding	-	0.8	18.2	0.2	-
		Subscription of Equity Shares	-	0.5	-	-	-
	IDFC Securities Limited	Brokerage paid	-	-	2.7	2.5	5.7
		Inter Corporate Deposits placed & repaid	-	-	6,448.5	1,940.0	5,819.0
		Interest received on Inter Corporate Deposits	-	-	5.0	1.8	2.2
		Dividend received	-	-	0.9	-	-
		Sale of Fixed Assets	-	-	0.6	-	-
	IDFC Trustee Company Limited	Advance given and recovered	-	-	-	-	0.1
		Purchase of Equity Shares	-	0.1	-	-	-
(b)	Jointly Controlled Entities:						
	Delhi Integrated Multi-Modal Transit System Limited	Subscription of Equity Shares	-	-	73.0	-	0.0
		Fees received	-	-	1.4	8.4	-
		Sponsorship Fees paid	-	-	-	-	0.5
		Miscellaneous Income	-	-	-	-	0.1

Name of related party and Nature of relationship		Particulars	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
			(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
	Infrastructure Development Corporation (Karnataka) Limited	Fees paid	4.4	6.3	5.7	3.1	1.1
		Fees received	-	-	-	0.1	-
		Rent paid	-	0.1	0.1	0.1	0.1
		Sundry Creditors - Balance outstanding	3.4	2.1	1.2	0.3	0.8
	Uttarakhand Infrastructure Development Company Limited	Fees paid	-	1.6	2.9	1.5	-
		Sundry Creditors - Balance outstanding	-	1.5	-	1.3	-
(c)	Associates:						
	Athena Energy Ventures Private Limited	Subscription of Equity Shares	-	-	420.0	-	-
		Miscellaneous Income	-	-	0.1	0.1	0.0
		Debtors - Balance outstanding	-	-	-	0.1	-
	Feedback Ventures Private Limited	Fees paid	-	5.8	9.9	1.2	-
		Dividend received	-	-	-	-	3.7
		Miscellaneous Income	-	0.0	0.0	0.1	0.1
		Debtors - Balance outstanding	-	-	-	-	0.1
		Sundry Creditors - Balance outstanding	-	0.9	-	0.0	-
		Subscription of Preference Shares	-	30.0	-	-	-
		Fees received	-	0.5	-	-	-
	Gayatri Jhansi Roadways Limited	Interest received	-	-	13.4	18.6	-
		Fees received	-	-	7.1	5.6	-
		Infrastructure Loans	-	-	403.1	-	-
		Subscription of Equity Shares	-	-	53.5	-	-
		Debtors - Balance outstanding	-	-	3.3	-	-
	Gayatri Lalitpur Roadways Limited	Interest received	-	-	6.9	12.7	-
		Infrastructure Loans disbursed	-	-	179.5	100.0	-
		Fees received	-	-	5.3	3.0	-
		Subscription of Equity Shares	-	-	40.1	-	-
		Debtors - Balance outstanding	-	-	1.8	-	-
	IDFC Securities Limited	Brokerage paid	-	0.1	-	-	-

Name of related party and Nature of relationship		Particulars	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
			(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
	Jas Toll Road Company Limited	Dividend received	-	10.9	-	23.3	-
		Interest received	-	1.8	41.0	16.8	-
		Infrastructure Loans	-	487.1	475.6	-	-
		Subscription of Equity Shares	-	629.0	27.3	-	-
	SMMS Investments Private Limited	Subscription of Preference Shares	-	235.2	5,000.0	-	-
		Redemption of Preference Shares	-	-	235.2	-	-
		Dividend received	-	-	0.0	-	-
		Fees received	-	12.0	25.0	-	-
		Interest received	-	134.9	72.5	-	-
		Infrastructure Loans	-	1,994.9	-	-	-
	SMS Shivnath Infrastructure Limited	Subscription of Equity Shares	-	-	1,128.7	61.1	-

Name of related party and Nature of relationship		Particulars	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
			(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
(d)	Entities over which control is exercised:						
	India PPP Capacity Building Trust	Fees paid	-	-	-	68.0	32.6
		Sundry Creditors - Balance outstanding	-	-	-	23.4	22.9
	India Infrastructure Initiative Trust	Subscription of Trust Units	-	-	-	19.5	-
(e)	Key Management Personnel:						
	Dr. Rajiv B. Lall	Remuneration paid	5.8	10.0	16.5	25.0	16.8
		Sale of Fixed Assets	0.3	-	-	-	-
	Mr. Vikram Limaye	Remuneration paid	-	-	-	8.1	17.0

Infrastructure Development Finance Company Limited

ANNEXURE - VII

Statement of Accounting Ratios

[Calculation of Earnings per Share (EPS) - Unconsolidated]

Earnings per share calculations are done in accordance with Accounting Standard - 20 "Earnings per Share", as notified by Companies Accounting Standards Rules, 2006.

Particulars		Financial Year ended March 31				
		2006	2007	2008	2009	2010
Net Profit after tax attributable to equity shareholders (Rs. in Millions)	a	3,756.4	4,628.7	6,691.7	7,359.2	10,128.4
Weightage average number of equity shares outstanding during the year. (for Basic EPS)	b	1,080,726,367	1,124,668,564	1,248,046,048	1,295,043,809	1,295,934,260
Equity shares for no consideration arising on grant of stock options under ESOP	c	8,353,664	6,969,258	4,504,061	2,581,411	12,596,753
Weightage average number of equity shares outstanding during the year. (for Diluted EPS) (b+c)	d	1,089,080,031	1,131,637,822	1,252,550,109	1,297,625,220	1,308,531,013
Earnings per Share (Basic) Rs. (a/b)		3.5	4.1	5.4	5.7	7.8
Earnings per Share (Diluted) Rs. (a/d)		3.4	4.0	5.3	5.7	7.7

Infrastructure Development Finance Company Limited

ANNEXURE - VII

Statement of Accounting Ratios

[Calculation of Return on Net Worth (RONW)- Unconsolidated]

(Rs. in Millions)

Particulars		Financial Year ended March 31				
		2006	2007	2008	2009	2010
SHAREHOLDERS FUNDS						
Share Capital		11,224.5	11,259.3	12,943.0	12,952.8	13,006.1
Share application money pending allotment		-	-	-	0.5	2.6
Reserves and Surplus		14,217.4	17,561.0	41,600.8	47,338.5	55,222.4
Net Worth as at the end of the year	a	25,441.9	28,820.3	54,543.8	60,291.8	68,231.1
Net Profit after Tax	b	3,756.4	4,628.7	6,691.7	7,359.2	10,128.4
Return on Net Worth (%) (b/a)	c	14.8%	16.1%	12.3%	12.2%	14.8%

Infrastructure Development Finance Company Limited

ANNEXURE - VII

Statement of Accounting Ratios

[Calculation of Net Asset Value (NAV) Per Equity Share - Unconsolidated]

(Rs. in Millions)

Particulars		As at March 31,				
		2006	2007	2008	2009	2010
SHAREHOLDERS FUNDS						
Share Capital		11,224.5	11,259.3	12,943.0	12,952.8	13,006.1
Share application money pending allotment		-	-	-	0.5	2.6
Reserves and Surplus		14,217.4	17,561.0	41,600.8	47,338.5	55,222.4
Net Worth as at the end of the year	a	25,441.9	28,820.3	54,543.8	60,291.8	68,231.1
Number of Equity Shares outstanding as at the end of the year	b	1,122,453,512	1,125,928,050	1,294,298,963	1,295,276,061	1,300,612,393
Net Asset Value per Equity Share (Rs.) (a/b)	c	22.7	25.6	42.1	46.5	52.5

Infrastructure Development Finance Company Limited

ANNEXURE - VIII

Statement of Dividends

(Rs. in million)

	Financial Year ended March 31, 2006	Financial Year ended March 31, 2007	Financial Year ended March 31, 2008	Financial Year ended March 31, 2009	Financial Year ended March 31, 2010
Equity Share Capital	11,224.5	11,259.3	12,943.0	12,952.8	13,006.1
No. of Shares	1,122,453,512	1,125,928,050	1,294,298,963	1,295,276,061	1,300,612,393
Dividend %	10.0 (See Note 1)	10.0 (See Note 2)	12.0 (See Note 3)	12.0 (See Note 4)	15.0 (See Note 5)
Dividend	1,124.9	1,128.9	1,555.7	1,555.4	1,951.3

Notes:

- 1 In respect of equity shares issued pursuant to Employees' Share Purchase Scheme, the Company paid dividend of Rs. 2.5 million for 2004-05, as approved by the shareholders at the Annual General Meeting held on 16th June, 2005.
- 2 In respect of equity shares issued pursuant to Employee Stock Option Scheme, the Company paid dividend of Rs. 2.9 million for 2005-06, as approved by the shareholders at the Annual General Meeting held on 2nd August, 2006.
- 3 In respect of equity shares issued pursuant to Employee Stock Option Scheme, the Company paid dividend of Rs. 2.5 million for the year 2006-07, as approved by the shareholders at the Annual General Meeting held on 28th June, 2007.
- 4 In respect of equity shares issued pursuant to Employee Stock Option Scheme, the Company paid dividend of Rs. 1.1 million for the year 2007-08, as approved by the shareholders at the Annual General Meeting held on July 18, 2008.
- 5 In respect of equity shares issued pursuant to Employee Stock Option Scheme, the Company paid dividend of Rs. 0.2 million for the year 2008-09, as approved by the shareholders at the Annual General Meeting held on July 20, 2009.

ANNEXURE IX

STATEMENT OF TAX SHELTER

(Rs. in Million)

	For the Financial year ended March 31, 2006	For the Financial year ended March 31, 2007	For the Financial year ended March 31, 2008	For the Financial year ended March 31, 2009	For the Financial year ended March 31, 2010
Profit Before Tax	4,192.9	5,715.3	8,730.5	9,649.2	13,171.4
Tax Rate	33.66%	33.99%	33.99%	33.99%	33.22%
Tax at notional rate on profits	1,411.3	1,942.6	2,967.5	3,279.8	4,375.2
Less:					
(A) Permanent Differences:					
- Income exempt from tax	762.8	313.2	524.0	140.4	626.4
- Deduction u/s. 36(1)(vii)(c)	25.3	60.7	137.9	154.4	179.5
- Deduction u/s. 36(1)(viii)	186.7	467.5	295.5	132.2	448.8
- Indexation benefit	-	4.3	14.3	265.8	85.9
- Other adjustments	6.5	19.2	54.5	307.0	(8.4)
Sub Total (A)	981.3	864.9	1,026.2	999.8	1,332.2
(B) Timing Differences:					
- Depreciation	5.2	4.4	5.9	96.9	70.4
- Provisions	(130.4)	(10.8)	(222.5)	(441.5)	(437.4)
- Other adjustments	(4.8)	(55.9)	117.9	(95.4)	17.0
Sub Total (B)	(130.0)	(62.3)	(98.7)	(440.0)	(350.0)
Net Adjustments (A) + (B)	851.3	802.6	927.5	559.8	982.2
Provision for tax	560.0	1,140.0	2,040.0	2,720.0	3,393.0
Deferred Tax Adjustment	(130.0)	(62.3)	(98.7)	(440.0)	(350.0)
Fringe Benefit Tax	6.5	8.9	97.5	10.0	-
Total Provision for Tax	436.5	1,086.6	2,038.8	2,290.0	3,043.0

Infrastructure Development Finance Company Limited

ANNEXURE - X

CAPITALISATION STATEMENT

	(Rs. in Millions)		
Particulars	Pre Issue as at March 31, 2010 (Audited)	Pre Issue as at August 31, 2010 (Un-audited)	As adjusted for issue * (Un-audited)
<u>Debt</u>			
Short Term Debt	37,843.5	35,707.4	35,707.4
Long Term Debt	227,385.3	263,675.5	297,675.5
Total	265,228.8	299,382.9	333,382.9
<u>Shareholders' Funds</u>			
<u>Share Capital</u>			
Equity Share Capital	13,006.1	14,600.0	14,600.0
Preference Share Capital	-	8,400.0	8,400.0
Share application money pending allotment	2.6	0.6	0.6
Reserves and Surplus	55,222.4	84,360.4	84,360.4
Total	68,231.1	107,361.0	107,361.0
Long Term Debt/ Equity Ratio	3.3	2.5	2.8

* Assuming issue size of Rs. 34,000.0 million

Infrastructure Development Finance Company Limited
ANNEXURE - XI
STATEMENT OF CONSOLIDATED PROFITS, AS RESTATED

The Statement of Consolidated Profits of the Company, as restated, for each of the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 together with the Schedules and related notes appearing hereunder are as set out below. Figures for the two financial years ended March 31, 2006 and 2007 are based on the accounts of the Company audited by M/s S. B. Billimoria & Co., Chartered Accountants. The figures for the financial years ended March 31, 2008, 2009 and 2010 are based on the accounts of the Company audited by us.

Schedule	For the financial year ended March 31, 2006	For the financial year ended March 31, 2007	For the financial year ended March 31, 2008	For the financial year ended March 31, 2009	For the financial year ended March 31, 2010	
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	
Income						
Operating Income	1	10,345.2	15,660.7	27,951.3	36,263.9	40,334.1
Other Income	2	22.4	51.9	113.6	104.0	267.6
Total		10,367.6	15,712.6	28,064.9	36,367.9	40,601.7
Expenditure						
Interest & Other Charges	3	5,008.3	8,554.6	14,829.0	20,812.1	19,534.7
Staff Expenses	4	314.5	480.0	1,676.9	1,771.9	3,072.4
Establishment Expenses	5	26.0	39.8	133.7	328.7	406.0
Other Expenses	6	166.5	256.9	648.2	1,326.5	1,597.9
Provisions and Contingencies	7	387.5	175.0	700.4	1,531.8	1,297.7
Depreciation and Amortisation		38.6	44.3	72.9	238.1	405.7
		5,941.4	9,550.6	18,061.1	26,009.1	26,314.4
Profit before Taxation		4,426.2	6,162.0	10,003.8	10,358.8	14,287.3
Less : Provision for Taxation						
Current Tax		639.7	1,292.5	2,484.8	3,206.3	3,999.6
Less: Deferred Tax		130.9	62.8	112.7	450.5	333.9
Add: Fringe Benefit Tax		8.1	11.3	108.3	25.9	-
		516.9	1,241.0	2,480.4	2,781.7	3,665.7
Profit after Taxation (before share of profit from Associates and adjustment for Minority Interest)		3,909.3	4,921.0	7,523.4	7,577.1	10,621.6
Add: Dilution effect due to change in holding in an Associate		-	-	47.9	-	-
Add / (Less) : Share of Net Profit / (Loss) from Associates (Equity method)		-	118.3	(2.0)	13.4	7.1
Less: Share of Profit of Minority		1.7	-	112.5	42.3	1.0
Less: Pre-acquisition profits of a Subsidiary		-	-	35.2	50.1	4.6
Profit after Taxation		3,907.6	5,039.3	7,421.6	7,498.1	10,623.1

Infrastructure Development Finance Company Limited

SCHEDULES TO THE CONSOLIDATED STATEMENT OF PROFITS, AS RESTATED

	For the financial year ended March 31, 2006	For the financial year ended March 31, 2007	For the financial year ended March 31, 2008	For the financial year ended March 31, 2009	For the financial year ended March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
Schedule 1					
Operating Income					
Interest on Infrastructure Loans	7,192.1	11,260.2	17,202.9	24,181.3	25,674.7
Interest on Deposits and Loan to Financial Institution	298.2	692.7	2,274.6	1,316.7	693.6
Interest on Investments (See Note 1 below)	378.7	851.7	1,499.6	2,959.4	2,548.2
Dividend on Investments (See Note 1 below)	72.7	101.2	70.3	221.2	796.6
Profit on assignment/sale of Loans	-	105.1	6.1	24.0	26.8
Profit on sale/ redemption of Investments (Net) (See Note 1 below)	1,448.6	1,411.2	2,885.3	3,179.3	4,286.1
Brokerage	-	-	990.8	547.0	702.0
Fees	954.9	1,238.6	3,021.7	3,739.8	5,480.0
Sale of Power	-	-	-	95.2	126.1
	<u>10,345.2</u>	<u>15,660.7</u>	<u>27,951.3</u>	<u>36,263.9</u>	<u>40,334.1</u>
Note:					
1. The following amounts of income in respect of current investments have been recorded under the following heads:					
Interest on Investments	375.5	360.7	761.8	2,688.5	2,298.3
Dividend on Investments	0.9	10.0	16.8	79.3	699.3
Profit on sale/ redemption of Investments (Net)	186.8	128.6	572.0	1,444.8	1,036.3
Schedule 2					
Other Income					
Interest on Income Tax Refund	18.0	49.8	100.0	67.5	130.2
Other Interest	0.1	0.0	0.1	7.1	1.4
Profit/ (Loss) on Sale of Fixed Assets (Net)	1.0	(0.4)	9.5	18.5	119.0
Miscellaneous Income	3.3	2.5	4.0	10.9	17.0
	<u>22.4</u>	<u>51.9</u>	<u>113.6</u>	<u>104.0</u>	<u>267.6</u>
Schedule 3					
Interest					
On Fixed Loans	4,940.0	8,417.9	14,700.0	20,479.8	19,346.8
On Others	0.1	0.9	15.5	8.9	28.3
	<u>4,940.1</u>	<u>8,418.8</u>	<u>14,715.5</u>	<u>20,488.7</u>	<u>19,375.1</u>
Other Charges	68.2	135.8	113.5	323.4	159.6
	<u>5,008.3</u>	<u>8,554.6</u>	<u>14,829.0</u>	<u>20,812.1</u>	<u>19,534.7</u>
Schedule 4					
Staff Expenses					
Salaries (See Note 1 below)	273.9	428.4	1,557.6	1,588.1	2,850.4
Contribution to Provident and Other Funds	28.4	32.8	83.0	120.9	93.7
Staff Welfare Expenses	12.2	18.8	36.3	62.9	128.3
	<u>314.5</u>	<u>480.0</u>	<u>1,676.9</u>	<u>1,771.9</u>	<u>3,072.4</u>
Note:					
1. ESOP compensation cost included in Salaries					
	2.2	9.6	29.4	123.1	53.4

Infrastructure Development Finance Company Limited

SCHEDULES TO THE CONSOLIDATED STATEMENT OF PROFITS, AS RESTATED

	For the financial year ended March 31, 2006	For the financial year ended March 31, 2007	For the financial year ended March 31, 2008	For the financial year ended March 31, 2009	For the financial year ended March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
Schedule 5					
Establishment Expenses					
Rent	12.0	23.5	97.9	250.9	260.8
Rates & Taxes	0.7	0.7	1.5	12.7	23.9
Electricity	5.2	4.9	13.2	17.5	38.3
Repairs and Maintenance:					
Buildings	2.7	4.0	7.1	18.3	33.0
Equipments	1.9	1.8	3.6	16.6	23.0
Others	0.7	0.7	3.4	4.6	21.0
	5.3	6.5	14.1	39.5	77.0
Insurance Charges	2.8	4.2	7.0	8.1	6.0
	<u>26.0</u>	<u>39.8</u>	<u>133.7</u>	<u>328.7</u>	<u>406.0</u>
Schedule 6					
Other Expenses					
Travelling and Conveyance	40.8	51.3	112.6	134.4	193.2
Printing and Stationery	7.0	14.8	20.7	37.5	32.2
Postage, Telephone and Telex	10.4	27.5	41.5	79.2	84.9
Advertising and Publicity	8.2	14.6	60.5	130.8	114.3
Professional Fees	54.9	86.1	193.0	725.0	483.8
Loss on Foreign Exchange Fluctuation (Net)	0.0	0.0	2.6	8.8	0.2
Directors' Fees	1.0	2.2	2.4	3.0	4.0
Commission to Directors	-	-	2.2	12.6	5.6
Other Operating Expenses	-	-	31.4	62.4	442.4
Miscellaneous Expenses	39.6	53.9	167.7	113.3	211.6
Auditors' Remuneration	4.6	6.5	13.6	19.5	25.7
	<u>166.5</u>	<u>256.9</u>	<u>648.2</u>	<u>1,326.5</u>	<u>1,597.9</u>
Schedule 7					
Provisions and Contingencies					
Provision for Contingencies	295.0	498.5	575.2	1,563.5	1,026.2
Provision for Doubtful Loans, Debtors and Restructured Loans	182.8	(350.1)	(206.0)	29.3	51.2
Provision for Diminution in Value of Investments	(90.3)	26.6	331.2	(61.0)	220.3
	<u>387.5</u>	<u>175.0</u>	<u>700.4</u>	<u>1,531.8</u>	<u>1,297.7</u>

ANNEXURE - XII

STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES, AS RESTATED

The Statement of Consolidated Assets and Liabilities of the Company, as restated, for each of the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 together with the Schedules and related notes appearing hereunder are as set out below. Figures for the two financial years ended March 31, 2006 and 2007 are based on the accounts of the Company audited by M/s S. B. Billimoria & Co., Chartered Accountants. The figures for the financial years ended March 31, 2008, 2009 and 2010 are based on the accounts of the Company audited by us.

	Schedule	As at	As at	As at	As at	As at
		March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
		Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
A. Fixed Assets	1					
Gross Block		770.5	794.0	858.6	5,111.6	5,184.2
Less : Depreciation and Amortisation		262.5	304.6	367.2	612.5	907.4
Net Block		508.0	489.4	491.4	4,499.1	4,276.8
Add: Capital Work-in-Progress		-	-	3,358.5	44.4	54.6
Add: Pre-operative Expenses pending capitalisation		-	-	-	-	83.7
		508.0	489.4	3,849.9	4,543.5	4,415.1
B. Goodwill on Consolidation		-	969.2	2,943.2	10,789.8	11,694.2
C. Investments	2	12,927.5	23,902.5	52,257.1	64,999.7	46,417.5
D. Infrastructure Loans	3	100,870.5	139,184.3	199,050.9	205,962.4	250,310.6
E. Deferred Tax Asset		794.1	856.9	972.1	1,425.0	1,766.2
F. Current Assets, Loans and Advances						
Income accrued on Investments		100.9	351.3	406.7	654.2	493.4
Interest accrued on Infrastructure Loans		590.7	846.4	1,644.4	2,498.0	3,598.2
Sundry Debtors	4	252.8	177.3	379.3	331.5	859.1
Cash and Bank balances	5	3,529.6	10,802.5	18,084.0	8,254.5	2,714.7
Loans and Advances	6	3,321.3	6,068.0	9,379.8	7,542.1	25,830.2
		7,795.3	18,245.5	29,894.2	19,280.3	33,495.6
Total Assets (A+B+C+D+E+F)		122,895.4	183,647.8	288,967.4	307,000.7	348,099.2
G. Liabilities and Provisions						
Loan Funds:						
Secured (Under CBLO)		-	4,980.3	1,649.2	-	-
Unsecured	7	93,739.3	144,279.7	222,384.8	235,481.2	265,438.7
Current Liabilities and Provisions	8	3,469.0	4,911.8	8,759.2	9,475.9	12,482.9
		97,208.3	154,171.8	232,793.2	244,957.1	277,921.6
H. Minority Interest		2.5	-	241.2	281.1	63.2
I. Deferred Tax Liability		0.0	0.0	0.1	3.8	11.1
J. Networth		25,684.6	29,476.0	55,932.9	61,758.7	70,103.3
K. Represented by						
Share Capital		11,224.5	11,259.3	12,943.0	12,952.8	13,006.1
Share Application Money		-	-	-	0.5	2.6
Reserves and Surplus		14,460.1	18,216.7	42,989.9	48,805.4	57,094.6
Networth		25,684.6	29,476.0	55,932.9	61,758.7	70,103.3
L. Contingent Liabilities and Commitments	9					

SCHEDULES TO THE STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES, AS RESTATED

Rs. in Million

Schedule 1

Fixed Assets

Description	Gross Block					Accumulated Depreciation					Net Block				
	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
Tangible															
Land - Freehold	-	-	-	-	50.6	-	-	-	-	-	-	-	-	-	50.6
Buildings															
Own Use	613.4	613.4	593.0	3,646.9	3,296.8	171.5	193.6	206.3	221.3	247.6	441.9	419.8	386.7	3,425.6	3,049.2
Under Operating Lease	-	-	-	-	188.1	-	-	-	-	86.9	-	-	-	-	101.2
Leasehold Improvements	7.7	7.7	7.7	23.7	89.5	5.5	6.5	7.3	4.6	25.5	2.2	1.2	0.4	19.1	64.0
Computer Hardware	43.7	53.6	85.6	144.7	164.3	31.4	37.1	53.1	93.6	107.2	12.3	16.5	32.5	51.1	57.1
Furniture, Fittings and Office Equipments															
Owned	79.8	85.4	125.4	207.0	246.0	49.1	54.3	74.8	93.7	87.0	30.7	31.1	50.6	113.3	159.0
Under Operating Lease	-	-	-	3.6	4.3	-	-	-	0.9	1.0	-	-	-	2.7	3.3
Windmills	-	-	-	1,012.5	1,012.5	-	-	-	150.2	282.4	-	-	-	862.3	730.1
Vehicles	7.5	8.7	10.5	11.2	13.5	3.0	4.2	5.6	6.1	7.3	4.5	4.5	4.9	5.1	6.2
Intangible															
Computer Software	18.4	25.2	36.4	60.9	117.5	2.0	8.9	20.1	42.1	62.4	16.4	16.3	16.3	18.8	55.1
Tenancy Rights	-	-	-	1.1	1.1	-	-	-	0.0	0.1	-	-	-	1.1	1.0
Total	770.5	794.0	858.6	5,111.6	5,184.2	262.5	304.6	367.2	612.5	907.4	508.0	489.4	491.4	4,499.1	4,276.8

SCHEDULES TO THE STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES, AS RESTATED

	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
Schedule 2					
Investments					
I. Long Term					
Investment in Associates:					
Equity Shares (See Note 1 and 2 below)	-	1,110.7	520.9	620.9	200.9
Less: Goodwill on acquisition of Associates	-	969.3	75.6	98.0	98.0
	-	141.4	445.3	522.9	102.9
Add: Adjustment for post - acquisition share of profit of Associates (Equity Method)	-	118.3	57.7	71.1	87.9
	-	259.7	503.0	594.0	190.8
Other Investments:					
Equity Shares (See Note 1 and 2 below)	4,471.4	4,863.0	8,895.5	7,568.6	7,267.5
Preference Shares	110.0	375.2	7,280.4	5,342.4	7,622.1
Venture Capital Units	259.1	953.6	1,182.1	2,983.2	3,979.4
Mutual Funds	-	1,365.0	2,795.0	-	-
Debentures and Bonds	-	2,915.5	5,133.9	2,982.2	11,869.9
Government Securities	-	5,286.4	602.6	-	256.3
Pass Through Certificates	-	-	449.7	429.8	-
Security Receipts	-	-	248.9	220.8	220.0
Trust Units	-	-	90.5	110.0	5.0
	4,840.5	15,758.7	26,678.6	19,637.0	31,220.2
Total	4,840.5	16,018.4	27,181.6	20,231.0	31,411.0
II. Current					
Equity Shares	-	-	-	-	871.7
Mutual Funds	2,523.7	2,150.8	5,077.2	1,279.0	3,301.0
Debentures and Bonds	2,892.9	2,395.3	6,945.3	3,830.8	5,226.8
Government Securities	-	-	453.7	-	-
Pass Through Certificates	1,401.8	773.9	2,087.2	1,315.1	1,102.6
Certificate of Deposits with Scheduled Banks	1,190.1	2,686.3	10,941.5	38,719.2	3,709.8
Commercial Paper	141.7	-	-	-	1,403.5
	8,150.2	8,006.3	25,504.9	45,144.1	15,615.4
Total (I + II)	12,990.7	24,024.7	52,686.5	65,375.1	47,026.4
Less : Provision for Diminution in Value of Investments (See Note 3 below)	63.2	122.2	429.4	375.4	608.9
	<u>12,927.5</u>	<u>23,902.5</u>	<u>52,257.1</u>	<u>64,999.7</u>	<u>46,417.5</u>
Notes:					
(1) Aggregate amount of quoted investments					
Cost	874.8	1,218.1	3,504.0	3,370.3	3,142.2
Market Value	3,678.4	3,409.5	6,730.8	3,302.0	4,144.8
(2) Aggregate amount of unquoted investments - Cost	12,115.9	22,806.6	49,182.5	62,004.8	43,884.2
(3) Provision for Diminution in Value of Investments include the following figures in respect of amortised premium/(discount) on purchase of Long term Investments	-	32.4	(6.6)	0.3	13.5
Schedule 3					
Infrastructure Loans					
Loans (See Note 1 below)	96,721.6	136,146.8	194,758.6	201,359.4	248,877.9
Debentures	6,488.4	5,356.6	2,496.6	6,942.4	6,516.8
Pass Through Certificates	-	-	4,277.5	1,688.7	-
	103,210.0	141,503.4	201,532.7	209,990.5	255,394.7
Less Provision for Doubtful Infrastructure Loans	505.9	275.0	282.6	325.6	368.7
Provision against Restructured Loans	794.9	506.9	87.7	27.5	14.2
Provision against Standard Assets	1,038.7	1,537.2	2,111.5	3,675.0	4,701.2
	<u>100,870.5</u>	<u>139,184.3</u>	<u>199,050.9</u>	<u>205,962.4</u>	<u>250,310.6</u>
Note:					
1. Secured Loans included under loans	103,210.0	138,453.4	199,252.7	207,990.5	247,654.8

Infrastructure Development Finance Company Limited

SCHEDULES TO THE STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES, AS RESTATED

	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
Schedule 4					
Sundry Debtors (Unsecured)					
Considered good					
Over six months	174.2	14.0	16.1	71.6	25.0
Others	78.6	163.3	363.2	259.9	834.1
	252.8	177.3	379.3	331.5	859.1
Considered doubtful					
Over six months	6.0	6.6	26.7	37.3	45.2
Others	1.3	0.2	0.3	0.9	0.2
	7.3	6.8	27.0	38.2	45.4
	260.1	184.1	406.3	369.7	904.5
Less : Provision for Doubtful Debts	7.3	6.8	27.0	38.2	45.4
	252.8	177.3	379.3	331.5	859.1
Schedule 5					
Cash and Bank Balances					
Cash	131.3	35.0	36.4	5.2	41.6
Balance with Scheduled Banks					
- in Saving Accounts	-	-	-	-	2.0
- in Current Accounts	22.6	14.5	194.8	392.6	500.9
- in Deposit Accounts	3,375.7	10,753.0	17,852.8	7,837.7	2,132.7
	3,398.3	10,767.5	18,047.6	8,230.3	2,635.6
Balance with Non-Scheduled Banks in Current Accounts	-	-	-	19.0	37.5
	3,529.6	10,802.5	18,084.0	8,254.5	2,714.7
Schedule 6					
Loans and Advances (Unsecured)					
Considered good :					
Interest accrued on Deposits & Loan to Financial Institutions and Others	52.4	289.5	1,305.9	276.4	66.8
Advances recoverable in cash or in kind or for value to be received	81.2	126.5	189.4	3,128.8	421.7
Loan to Financial Institutions	300.0	300.0	1,800.0	300.0	300.0
Inter Corporate Deposits	1,000.0	1,000.0	1,896.4	690.0	22,200.0
Advance against Investments	234.4	1,656.9	707.3	126.6	454.2
Other Deposits	68.3	196.4	279.9	467.3	389.9
Advance payment of Income Tax (Net of provision)	1,585.0	2,498.3	3,200.8	2,548.2	1,996.6
Advance payment of Fringe Benefit Tax (Net of provision)	-	0.4	0.1	4.8	1.0
	3,321.3	6,068.0	9,379.8	7,542.1	25,830.2
Considered doubtful :					
Advance against Investments	-	-	184.6	9.2	-
Advances recoverable in cash or in kind or for value to be received	-	-	0.9	-	8.2
	-	-	185.5	9.2	8.2
	3,321.3	6,068.0	9,565.3	7,551.3	25,838.4
Less: Provision against Doubtful Advances	-	-	185.5	9.2	8.2
	3,321.3	6,068.0	9,379.8	7,542.1	25,830.2

Infrastructure Development Finance Company Limited

SCHEDULES TO THE STATEMENT OF CONSOLIDATED ASSETS AND LIABILITIES, AS RESTATED

	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
Schedule 7					
Loan Funds (Unsecured)					
Subordinated Debt from Government of India	6,500.0	6,500.0	6,500.0	6,500.0	6,500.0
Loan from Government of Karnataka	136.4	138.6	143.6	146.1	146.1
Bonds in the nature of Promissory Notes	2,300.0	-	-	-	-
Debentures (Non Convertible) [See Note 1 below]	43,482.0	71,266.0	116,803.2	115,530.0	162,866.0
Less: Unexpired discount on zero percent debentures [See Note 2 below]	<u>3,643.2</u>	<u>3,182.8</u>	<u>2,160.4</u>	<u>1,719.4</u>	<u>4,092.5</u>
	39,838.8	68,083.2	114,642.8	113,810.6	158,773.5
Debentures (Convertible)	-	-	-	-	63.8
Term Loans					
From Banks	29,615.4	41,336.1	60,715.3	61,991.3	50,455.5
From Others	<u>4,000.0</u>	<u>13,807.7</u>	<u>15,896.4</u>	<u>16,977.8</u>	<u>11,656.3</u>
	33,615.4	55,143.8	76,611.7	78,969.1	62,111.8
	<u>82,390.6</u>	<u>129,865.6</u>	<u>197,898.1</u>	<u>199,425.8</u>	<u>227,595.2</u>
Short Term Loans					
Debentures (Non Convertible)	-	-	-	4,400.0	7,500.0
Less: Unexpired discount on zero percent debentures [See Note 2 below]	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>187.9</u>
	-	-	-	4,400.0	7,312.1
Commercial Paper	1,950.0	4,000.0	5,400.0	15,010.0	17,500.0
Less: Unexpired discount on commercial papers [See Note 2 below]	<u>78.9</u>	<u>39.1</u>	<u>170.4</u>	<u>883.9</u>	<u>268.6</u>
	1,871.1	3,960.9	5,229.6	14,126.1	17,231.4
From Banks	9,477.6	9,453.2	19,257.1	17,529.3	11,300.0
From Others	<u>-</u>	<u>1,000.0</u>	<u>-</u>	<u>-</u>	<u>2,000.0</u>
	11,348.7	14,414.1	24,486.7	36,055.4	37,843.5
	<u>93,739.3</u>	<u>144,279.7</u>	<u>222,384.8</u>	<u>235,481.2</u>	<u>265,438.7</u>

Notes:

1. Debentures aggregating to the values as indicated are secured by a mortgage of certain immovable properties up to a value of Rs. 1.00 million.

42,482.0 70,266.0 113,553.2 115,530.0 162,866.0

2. Unexpired discount is net of Interest Accrued but not due

19.0 425.4 1,445.4 821.8 1,631.4

SCHEDULES TO THE CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES, AS RESTATED

	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
Schedule 8					
Current Liabilities					
Sundry Creditors	127.5	731.4	2,330.7	1,379.2	2,988.8
Interest Accrued but not due on Loan Funds	1,667.0	2,331.2	3,529.1	4,909.3	5,501.6
Fees / Other Amounts Received in Advance	329.5	464.5	873.8	1,250.2	1,043.6
Other Liabilities	37.4	41.8	153.4	124.7	651.7
	<u>2,161.4</u>	<u>3,568.9</u>	<u>6,887.0</u>	<u>7,663.4</u>	<u>10,185.7</u>
Provisions					
Proposed Dividend	1,122.5	1,125.9	1,553.2	1,554.3	1,951.0
Tax on Proposed Dividend	157.4	191.3	264.0	196.1	222.1
Provision for Employee Benefits	19.8	20.6	37.6	55.2	66.2
Provision for Income Tax (Net of advance payment of tax)	3.9	0.0	11.8	0.1	50.7
Provision for Wealth Tax (Net of advance payment of tax)	2.6	3.0	2.8	2.6	2.3
Provision for Fringe Benefit Tax (Net of advance payment of tax)	1.4	2.1	2.8	4.2	4.9
	<u>1,307.6</u>	<u>1,342.9</u>	<u>1,872.2</u>	<u>1,812.5</u>	<u>2,297.2</u>
	<u>3,469.0</u>	<u>4,911.8</u>	<u>8,759.2</u>	<u>9,475.9</u>	<u>12,482.9</u>

Infrastructure Development Finance Company Limited

Schedule 9

Contingent Liabilities and Commitments

(Rs. in Million)

	Particulars	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
(a)	Capital Commitments	1,733.1	1,170.1	643.1	8,292.4	6,896.6
(b)	Estimated amount of contracts remaining to be executed on capital account (net of advances) (See Note 1 below)	-	2.8	684.7	42.9	42.8
(c)	Claims not acknowledged as debts in respect of Income-tax demands under appeal (See Note 2 below)	174.7	265.2	411.6	428.4	723.7
(d)	Guarantees issued by Holding Company					
	1.Financial Guarantees	5,791.5	6,912.5	8,941.1	2,989.6	2,801.2
	2.Performance Guarantees	55.0	205.0	2,865.3	195.0	403.0
	3.Risk Participation Facility	382.8	1,164.0	651.1	720.0	293.9
	4.Take Out Facility	516.8	422.8	455.8	-	-

Note:

- Includes amount on account of proportionate share in an associate company and a jointly controlled entity as given below:

(Rs. in Million)

Particulars	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
Share in an Associate Company	1.3	2.4	1.8	1.3
Share in a Jointly controlled entity	-	0.5	0.3	0.7

- Includes amount on account of proportionate share in jointly controlled entities as given below:

(Rs. in Million)

Particulars	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
Share in Jointly controlled entities	2.3	2.3	2.5	12.2

ANNEXURE - XIII

STATEMENT OF CONSOLIDATED CASH FLOWS, AS RESTATED

The Statement of Consolidated Cash Flows of the Company, as restated, for each of the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 together with the Schedules and related notes appearing hereunder are as set out below. Figures for the two financial years ended March 31, 2006 and 2007 are based on the accounts of the Company audited by M/s S. B. Billimoria & Co., Chartered Accountants. The figures for the financial year ended March 31, 2008, 2009 and 2010 are based on the accounts of the company audited by us.

	For the financial year ended March 31, 2006	For the financial year ended March 31, 2007	For the financial year ended March 31, 2008	For the financial year ended March 31, 2009	For the financial year ended March 31, 2010
	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million	Rs. in Million
A. CASH FLOW FROM OPERATING ACTIVITIES					
Profit Before Taxation	4,426.2	6,162.0	10,003.8	10,358.8	14,287.3
Adjustments for:					
Depreciation and Amortisation	38.6	44.3	72.9	238.1	405.7
Provision for Employee Benefits	12.9	0.8	17.0	17.6	11.0
ESOP compensation cost	2.2	9.6	29.4	123.1	53.4
Provision for Contingencies	295.0	498.5	575.2	1,563.5	1,026.2
Provision for Doubtful Loans, Debtors and Restructured Loans (Excluding Bad Debts)	182.4	(519.4)	(206.8)	(202.1)	36.0
Provision for Diminution in value of Investments	(90.3)	26.6	331.2	(61.0)	220.3
(Gain) / Loss on Foreign Currency Revaluation	3.5	85.2	(206.3)	33.2	358.4
Amortisation of Premium / (Discount) on Investments	-	32.4	25.7	7.0	13.1
Increase in Foreign Currency Translation Reserve	-	-	-	6.7	(11.4)
Profit on sale of Investments	(1,448.6)	(1,411.2)	(2,885.3)	(3,179.3)	(4,286.1)
(Profit)/ Loss on sale of Assets	(1.0)	0.4	(9.5)	(18.5)	(119.0)
CASH GENERATED FROM OPERATIONS	3,420.9	4,929.2	7,747.3	8,887.1	11,994.9
Infrastructure Loans disbursed (net of repayments)	(30,962.1)	(38,295.0)	(60,060.3)	(7,303.4)	(44,936.7)
Changes in:					
Current Assets, Loans and Advances	(367.4)	(2,748.7)	(3,024.5)	973.7	1,031.9
Current Liabilities and Provisions	464.1	1,386.3	2,891.5	(389.2)	2,008.9
Direct Taxes paid	(891.6)	(2,220.5)	(3,285.2)	(2,593.7)	(3,393.0)
NET CASH USED IN OPERATING ACTIVITIES	(28,336.1)	(36,948.7)	(55,731.2)	(425.5)	(33,294.0)
B. CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets (including Capital Work - in - Progress & and Pre-operative Expenses pending capitalisation)	(39.2)	(27.9)	(3,453.3)	(948.0)	(399.3)
Sale of Fixed Assets	6.1	1.7	29.4	35.1	240.8
Sale Proceeds of Investments	170,519.0	356,195.5	753,042.6	951,128.0	1,018,713.7
Purchase of Investments	(174,324.2)	(365,506.3)	(781,261.0)	(957,967.9)	(1,017,586.4)
Goodwill on acquisitions	-	(969.3)	(1,973.9)	(7,846.5)	(904.4)
Capital Reserve on increase of stake in Subsidiary/ Joint Venture	-	2.5	10.0	0.1	0.0
Opening Adjustment	-	-	-	-	24.1
NET CASH FROM / (USED) IN INVESTING ACTIVITIES	(3,838.3)	(10,303.8)	(33,606.2)	(15,599.2)	88.5
C. CASH FLOW FROM FINANCING ACTIVITIES					
Proceeds from fresh issue of shares (net of issue expenses)	4,077.2	60.7	20,822.4	17.6	207.5
Proceeds from Borrowings (net of repayment)	28,103.1	55,748.4	76,104.1	8,381.8	29,368.1
Dividend paid (including dividend tax)	(1,143.0)	(1,283.2)	(1,320.3)	(1,886.2)	(1,852.8)
Increase / (Decrease) in Minority Interest	1.7	(2.5)	128.7	(2.4)	(218.8)
NET CASH FROM FINANCING ACTIVITIES	31,039.0	54,523.4	95,734.9	6,510.8	27,504.0
Net increase/ (decrease) in cash and cash equivalent (A+B+C)	(1,135.4)	7,270.9	6,397.5	(9,513.9)	(5,701.5)
Cash and cash equivalents as at the beginning of the year (See Note below)	4,665.0	3,529.6	10,800.5	17,198.0	7,684.1
Cash and cash equivalents as at the end of the year (See Note below)	3,529.6	10,800.5	17,198.0	7,684.1	1,982.6
	1,135.4	(7,270.9)	(6,397.5)	9,513.9	5,701.5
Note:					
Cash and cash equivalents as per Annexure XII (Schedule 5)	3,529.6	10,802.5	18,084.0	8,254.5	2,714.7
Less: Current Accounts held for Unclaimed Dividend	-	2.0	3.3	6.0	7.7
Less: Bank Deposits under lien	-	-	882.7	564.4	724.4
Cash and cash equivalents as above	3,529.6	10,800.5	17,198.0	7,684.1	1,982.6

ANNEXURE – XIV

Significant Accounting Policies of the Group annexed to the Statement of Consolidated Profits, as restated for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 and the Consolidated Statement of Assets and Liabilities, as restated as at March 31, 2006, 2007, 2008, 2009 and 2010.

A. ACCOUNTING CONVENTION

These accounts have been prepared in accordance with historical cost convention, applicable Accounting Standards notified by the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of the Companies Act, 1956.

B. SYSTEM OF ACCOUNTING

The Group adopts the accrual concept in the preparation of the accounts. The preparation of financial statements requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) as of the date of the financial statements and the reported income and expenses during the period. Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates.

C. INFLATION

Assets and liabilities are recorded at historical cost. These costs are not adjusted to reflect the changing value in the purchasing power of money.

D. INVESTMENTS

(i) Non Banking Financial Company (NBFC)

The Holding Company, a subsidiary company and a jointly controlled entity are regulated as NBFCs by the Reserve Bank of India (RBI). Accordingly, Investments are classified under two categories i.e. Current and Long Term and are valued in accordance with the RBI guidelines and Accounting Standard 13 on 'Accounting for Investments' as notified by the Companies (Accounting Standards) Rules, 2006.

- 'Long Term Investments' are carried at acquisition cost. A provision is made for diminution other than temporary on an individual basis.
- 'Current Investments' are carried at the lower of cost and fair value on an individual basis.

(ii) Other than NBFC

'Long Term Investments' are valued at cost, except where there is a diminution in value other than temporary, in which case the carrying value is reduced to recognise the decline. 'Current Investments' are valued at lower of cost or market value.

E. INFRASTRUCTURE LOANS AND ADVANCES

In accordance with the RBI guidelines, all loans and advances are classified under any of four categories i.e. (i) Standard Assets, (ii) Sub-standard Assets, (iii) Doubtful Assets and (iv) Loss Assets.

F. FIXED ASSETS

Fixed assets are stated at cost of acquisition, including any cost attributable for bringing the asset to its working condition, less accumulated depreciation.

G. INTANGIBLE ASSETS

Intangible Assets comprising of system software are stated at cost of acquisition, including any cost attributable for bringing the asset to its working condition, less accumulated amortisation. Any technology support cost or annual maintenance cost for such software is charged annually to the Profit and Loss Account. Consideration paid by a subsidiary for transfer of Tenancy Rights is capitalised as an Intangible Asset.

H. PROVISIONS AND CONTINGENCIES

- Adequate provision for diminution is made as per the regulatory guidelines applicable to Non-Performing Advances and the provisioning policy of the Holding Company in respect of Loans, Debentures and Pass Through Certificates in the nature of advances.
- Provision on restructured advances is arrived at in accordance with the regulatory guidelines.

Provision for Contingencies is made as per the provisioning policy of the Holding Company, which includes provision under Section 36(1) (viiia) of the Income - tax Act, 1961.

I. DEPRECIATION AND AMORTISATION

• TANGIBLE ASSETS

Depreciation on Fixed Assets, excluding certain electronic items, is provided on the written down value method, at the rates prescribed by Schedule XIV of the Companies Act, 1956. Certain electronic items are depreciated over a period of two years on straight line method based on the Management's estimate of the useful life of assets. Depreciation on additions during the year is provided on a pro-rata basis. Assets costing less than Rs 5,000 each are written off in the year of capitalisation. Leasehold improvements are amortised on straight line method over the primary period of the lease, except in case of a subsidiary where leasehold improvements are amortised on straight line method over period of extended lease or five years whichever is shorter.

• INTANGIBLE ASSETS

Intangible assets consisting of computer software is being depreciated over a period of 3 years on straight line method. Tenancy Rights are amortised over a period of ten years on straight line method.

J. OPERATING LEASES

Leases of assets under which all the risks and benefits of ownership are effectively retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Profit and Loss Account on a straight line basis over the lease term. Lease rental income is recognised in accordance with the Accounting Standard 19 on 'Leases' as notified by the Companies (Accounting Standards) Rules, 2006. Initial direct costs incurred specifically for operating lease are recognised as expenses in the year in which they are incurred.

K. EMPLOYEE BENEFITS

• DEFINED CONTRIBUTION PLANS

The Group's contribution paid / payable during the year towards Provident Fund and Superannuation Fund is charged to the Profit and Loss Account.

• DEFINED BENEFIT PLAN

The net present value of the Group's obligation towards Gratuity to employees is actuarially determined as at the Balance Sheet date based on the projected unit credit method. Actuarial gains and losses are recognised in the Profit & Loss Account.

- **OTHER LONG TERM EMPLOYEE BENEFIT**

The Group's Liability for compensated absences in respect of leave which is of a long term nature is actuarially determined as at the Balance Sheet date based on the projected unit credit method.

L. INCOME-TAX

The accounting treatment for income-tax is based on Accounting Standard 22 on 'Accounting for Taxes on Income' as notified by the Companies (Accounting Standards) Rules, 2006. The provision made for income-tax in the accounts comprises both, the current tax and deferred tax. The deferred tax assets and liabilities for the year, arising on account of timing differences, are recognised in the Profit & Loss Account and the cumulative effect thereof is reflected in the Balance Sheet.

Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the Balance Sheet date. Deferred tax asset, other than on carry forward losses and unabsorbed depreciation, is recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax asset can be realised. Deferred tax asset on carry forward losses and unabsorbed depreciation is recognised only to the extent there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income.

M. REVENUE RECOGNITION

- (a) Interest and other dues are accounted on accrual basis except in the case of non - performing assets ("NPAs") where they are recognised upon realisation, as per the income recognition and asset classification norms prescribed by the RBI.
- (b) Income on discounted instruments is recognised over the tenure of the instrument on straight line method.
- (c) Dividend is accounted on accrual basis when the right to receive is established.
- (d) Front end fees on processing of loans are recognised upfront as income.
- (e) Brokerage is recognised on trade date basis and is net of statutory payments.
- (f) Management Fees are recognised on accrual basis.
- (g) Performance Fees relating to Investment Advisory services are recognised on an annual basis.
- (h) All other fees are recognised when reasonable right of recovery is established, revenue can be reliably measured and as and when they become due, except commission income on guarantees which is recognised pro-rata over the period of the guarantee.
- (i) Premium on interest rate reduction is accounted on accrual basis over the residual life of the loan.
- (j) Profit on securitisation is recognised over the residual life of the loan in terms of the RBI guidelines. Profit on sale of loan assets through direct assignment, without any recourse obligation, is recognised at the time of sale. Net loss arising on account of securitisation and direct assignment of loan assets is recognised at the time of sale.
- (k) Revenue from Sale of Power is accounted on accrual basis.
- (l) Grants are recognised on accrual basis.

N. FOREIGN CURRENCY TRANSACTIONS

Foreign currency transactions are accounted at the exchange rates prevailing on the dates of the transactions. Foreign currency monetary items outstanding as at the Balance Sheet date are reported using the closing rates of exchange. Gains and losses resulting from the settlement of such transactions and translation of monetary assets and liabilities denominated in foreign currencies are recognised in the Profit and Loss Account. Premium in respect of forward contracts is accounted over the period of the contract. Forward contracts outstanding as at the Balance Sheet date are revalued at the closing rate.

O. DERIVATIVES

- **INTEREST RATE SWAPS**

Interest rate swaps in the nature of hedge are recorded on an accrual basis and these transactions are not marked to market. Any resultant gain or loss on termination of hedge swaps is amortised over the life of swap or underlying asset / liability, whichever is shorter.

- **CURRENCY INTEREST RATE SWAPS**

Currency interest rate swaps in the nature of hedge are recorded on an accrual basis and these transactions are not marked to market. Any resultant gain or loss on termination of hedge swaps is amortised over the life of swap or underlying asset / liability, whichever is shorter. The foreign currency balances on account of principal of cross currency swaps outstanding as at the Balance Sheet date are revalued using the closing rate.

P. EMPLOYEE STOCK OPTION SCHEME

The Holding Company has formulated Employee Stock Option Schemes (ESOS) in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The Schemes provide for grant of options to employees of the Holding Company and its Subsidiaries to acquire equity shares of the Holding Company that vest in a graded manner and that are to be exercised within a specified period. In accordance with the SEBI Guidelines, the excess, if any, of the closing market price on the day prior to the grant of the options under ESOS over the exercise price is amortised on a straight line basis over the vesting period.

The Significant Notes to Accounts annexed to the Statement of Consolidated Profits, as restated for the five financial years ended March 31, 2006, 2007, 2008, 2009 and 2010 and the Consolidated Statement of Assets and Liabilities, as restated as at March 31, 2006, 2007, 2008, 2009 and 2010.

1. BASIS OF CONSOLIDATION

- I. The Consolidated Financial Statements comprise the individual financial statements of Infrastructure Development Finance Company Limited ('the Holding Company'), its subsidiaries, jointly controlled entities and associates as on the Balance Sheet dates and for the years ended on that date. The Consolidated Financial Statements have been prepared on the following basis:
 - i. The financial statements of the Holding Company and its subsidiaries have been consolidated on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra - group balances and intra - group transactions resulting in unrealised profits or losses as per Accounting Standard 21 on 'Consolidated Financial Statements' as notified by the Companies (Accounting Standards) Rules, 2006.
 - ii. The financial statements of the jointly controlled entities have been considered on a line by line basis by adding together the book values of like items of assets, liabilities, income and expenses, after eliminating intra - group balances and intra - group transactions resulting in unrealised profits or losses as per Accounting Standard 27 on 'Financial Reporting of Interests in Joint Ventures' as notified by the Companies (Accounting Standards) Rules, 2006 using the "proportionate consolidation" method
 - iii. The Holding Company's investments in associates are accounted under the equity method and its share of pre-acquisition profits / losses is reflected as Capital Reserve / Goodwill in accordance with Accounting Standard 23 on 'Accounting for Investments in Associates in Consolidated Financial Statements' as notified by the Companies (Accounting Standards) Rules, 2006
 - iv. The financial statements of the subsidiaries, the jointly controlled entities and the associates used in the consolidation are drawn up to the same reporting date as that of the Holding Company, i.e. as on March 31 of the respective years.
 - v. The excess of the cost to the Holding Company of its investment in the subsidiaries, the jointly controlled entities and the associates over the Holding Company's portion of equity is recognised in the financial statements as Goodwill and is tested for impairment on an annual basis.
 - vi. The excess of the Holding Company's portion of equity of the subsidiaries, the jointly controlled entities and the associates on the acquisition date over its cost of investment is treated as Capital Reserve.
 - vii. Minority interest in the net assets of the subsidiaries consists of the amount of equity attributable to minorities at the date on which investment in a subsidiary is made. Net Profit for the year of the subsidiaries attributable to minorities is identified and adjusted against the Profit After Tax of the Group.
 - viii. In case of foreign subsidiaries, being non-integral operations, revenue items are consolidated at the average rate prevailing during the year. All assets and liabilities are converted at the rates prevailing at the end of the year. Any exchange difference arising on consolidation is recognised in the Foreign Currency Translation Reserve.

- II. (a) The financial statements of the following subsidiaries have been consolidated as per Accounting Standard 21 on 'Consolidated Financial Statements' as notified by the Companies (Accounting Standards) Rules, 2006:

Name of Subsidiary	Proportion of Ownership Interest (%)				
	AS AT				
	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
Dheeru Powergen Private Limited (Subsidiary of IDFC Projects Limited)	-	-	-	-	51.0*
Emerging Markets Private Equity Fund LP (Subsidiary of IDFC Capital Limited)	-	-	-	-	100.0*
IDFC AMC Trustee Company Limited	-	-	-	100.0*	100
IDFC Asset Management Company Limited	-	-	-	100.0*	100
IDFC Capital Limited (formerly IDFC - SSKI Limited) (Subsidiary of IDFC Securities Limited)	-	-	79.8*	80.0*	100.0*
IDFC Capital Company Limited	-	-	100.0*	100	100
IDFC Capital (Singapore) Pte. Ltd. (Subsidiary of IDFC Capital Limited)	-	-	-	80.0*	100.0*
IDFC Finance Limited	100.0	100.0	100.0	100.0	100.0
IDFC Fund of Funds Limited (Subsidiary of IDFC Capital Limited)	-	-	-	-	100.0*
IDFC General Partners Limited (Subsidiary of IDFC Capital Limited)	-	-	-	-	100.0*
IDFC Investment Advisors Limited (Subsidiary of IDFC Asset Management Company Limited)	-	100.0*	100.0	100.0	100.0
IDFC Pension Fund Management Company Limited (Subsidiary of IDFC Asset Management Company Limited)	-	-	-	-	100.0*
IDFC PPP Trusteeship Company Limited	-	-	100.0*	100.0	100.0

Name of Subsidiary	Proportion of Ownership Interest (%)				
	AS AT				
	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
IDFC Private Equity Company Limited	98.8	100.0*	100	100.0	100.0
IDFC Project Equity Company Limited	-	100.0*	100	100.0	100.0
IDFC Projects Limited	-	-	100.0*	100.0	100.0
IDFC Securities Limited (formerly IDFC – SSKI Securities Limited)	-	-	79.8*	80.0*	100.0*
IDFC - SSKI Stock Broking Limited (Subsidiary of IDFC Securities Limited)	-	-	79.8*	80.0*	100.0*
IDFC Trustee Company Limited	98.8	100.0*	100	100	100
India Infrastructure Initiative Trust	-	-	-	-	60.0*
India PPP Capacity Building Trust (See Note (iii) below)	-	-	-	-	100.0*

All the subsidiaries are incorporated in India, except

IDFC Capital (Singapore) Pte. Ltd., a Company incorporated in Singapore.

IDFC General Partners Limited, a Company incorporated in Guernsey.

IDFC Fund of Funds Limited, a Company incorporated in Guernsey.

Emerging Markets Private Equity Fund LP, a Limited Partnership registered in Guernsey.

* Consequent to the formation / acquisition of these subsidiaries, the impact on the financial statements for the respective periods is as under:

(Rs. in Million)

Impact on	Year ended			
	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
Consolidated Net Worth	(15.8)	480.9	(95.1)	(108.8)
Consolidated Profit after Tax	(18.3)	215.4	(68.8)	(7.0)

(b) (i) The financial statements of the following jointly controlled entities have been consolidated as per Accounting Standard 27 on 'Financial Reporting of Interests in Joint Ventures' as notified by the Companies (Accounting Standards) Rules, 2006.

Name of Jointly Controlled Entity	Proportion of Ownership Interest (%)				
	AS AT				
	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
Delhi Integrated Multi-Modal Transit System Limited	-	-	50.0	50.0	50.0
Infrastructure Development Corporation (Karnataka) Limited (See Note (iv) below)	49.5	49.5	49.5	49.5	49.5
Uttarakhand Infrastructure Development Company Limited	50.4*	50.4*	50.4*	50.4*	50.4*

All the jointly controlled entities are incorporated in India.

* By virtue of 1.1% holding by Infrastructure Development Corporation (Karnataka) Limited in Uttarakhand Infrastructure Development Company Limited, the effective proportion of ownership interest in Uttarakhand Infrastructure Development Company Limited is 50.4%.

(ii) The following amounts are included in the Financial Statements in respect of the jointly controlled entities referred to in Note (b) (i) above, based on the proportionate consolidation method:

	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
ASSETS					
Fixed Assets (Net Block)	3.0	2.1	12.1	22.1	22.5
Investments	41.6	40.0	44.8	44.7	56.3
Infrastructure Loans	75.5	29.1	27.0	44.4	40.7
Deferred Tax Asset	0.3	0.7	3.8	3.0	1.6
Interest accrued on Infrastructure Loans	0.7	0.3	0.1	0.3	-
Sundry Debtors	10.0	16.5	23.3	28.7	46.9
Cash and Bank Balances	83.0	141.4	568.0	525.5	598.6
Loans and Advances	20.5	26.0	146.7	49.4	82.3
LIABILITIES					
Unsecured Loans	136.4	138.7	150.4	150.7	146.1
Current Liabilities	10.5	19.7	484.3	334.4	377.3
Provisions	1.2	0.7	3.2	3.5	40.4
Deferred Tax Liability	0.0	0.0	0.0	0.0	0.1
INCOME					
Interest on Infrastructure Loans	9.2	3.8	3.4	4.8	4.9
Interest on Deposits and Loan to Financial Institution and Others	5.1	11.1	43.8	48.4	39.8
Dividend on Investments	0.9	1.1	1.3	1.4	1.4
Profit on sale of Investments	0.4	0.4	0.9	1.0	19.2
Fees	29.6	37.0	68.6	168.5	204.4
Profit / (Loss) on sale of Fixed Assets	Nil	Nil	0.0	0.1	(0.2)

	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
	Rs.(In million)	Rs.(In million)	Rs.(In million)	Rs.(In million)	Rs.(In million)
Other Interest	Nil	Nil	Nil	0.1	0.8
Miscellaneous Income	0.2	0.3	0.5	1.5	1.0
EXPENSES					
Interest	Nil	Nil	0.0	0.2	Nil
Staff Expenses	9.3	12.7	19.5	54.9	67.1
Establishment Expenses	1.2	1.3	4.7	5.8	8.1
Other Expenses	16.1	22.7	49.7	81.1	115.9
Provisions and Contingencies	0.1	1.1	1.1	2.4	(1.4)
Depreciation	0.8	1.2	2.7	3.4	5.3
Provision for Taxation	3.7	4.0	11.3	32.4	21.2

(iii) India PPP Capacity Building Trust has made investment in jointly controlled entities, Buddha Smriti Udhyaan Development Company Limited and Project Development Fund which have not been consolidated as per Accounting Standard 27 on 'Financial Reporting of Interests in Joint Ventures' as notified by the Companies (Accounting Standards) Rules, 2006 since the amounts involved in respect of the same are not material.

(iv) Infrastructure Development Corporation (Karnataka) Limited had made an investment of 48% in a jointly controlled entity, Rail Infrastructure Development Company (Karnataka) Limited which has not been consolidated as per Accounting Standard 27 on 'Financial Reporting of Interests in Joint Ventures' as notified by the Companies (Accounting Standards) Rules, 2006 since the amounts involved in respect of the same are not material.

(c) The Holding Company has investments in the following associates, which are accounted for on the Equity Method in accordance with the Accounting Standard 23 on 'Accounting for Investments in Associates in Consolidated Financial Statements' as notified by the Companies (Accounting Standards) Rules, 2006:

Name of Associate	Proportion of Ownership Interest (%)				
	AS AT				
	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
Athena Energy Ventures Private Limited	-	-	28.0	28.0	-
Feedback Ventures Private Limited	-	20.8	15.4	24.6	24.6
Gayatri Jhansi Roadways Limited (See Note below)	-	-	24.8	-	-
Gayatri Lalitpur Roadways Limited (See Note below)	-	-	24.8	-	-
Jas Toll Road Company Limited (See Note below)	-	36.0	36.0	-	-
SMS Shivnath Infrastructure Limited (See Note below)	-	-	48.4	-	-
IDFC Securities Limited (formerly IDFC -SSKI Securities Limited)	-	33.3	-	-	-
SMMS Investments Private Limited	-	49.0	-	-	-

Note:

Out of above, the Investments in Jas Toll Road Company Limited for financial year ended March 31,2007 and 2008, Gayatri Jhansi Roadways Limited, Gayatri Lalitpur Roadways Limited and SMS Shivnath Infrastructure Limited for the financial year ended March 31,2008 had not been accounted for on Equity Method, in accordance with the Accounting Standard 23 on 'Accounting for Investments in Associates in Consolidated Financial Statements' as notified by the Companies (Accounting Standards) Rules, 2006 as the investments are acquired and held exclusively with a view to its subsequent disposal in the near future and have been disposed off in the financial year ended March 31,2009.

2. The Holding Company granted 12,698,517 options during the financial year ended March 31, 2006, 540,000 options during the financial year ended March 31, 2007, 2,486,203 options during the financial year ended March 31, 2008, 17,073,250 options during the financial year ended March 31, 2009 and 603,000 Options during the financial year ended March 31,2010. The details of outstanding options are as under:

Particulars	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
Options outstanding as at beginning	Nil	11,138,379	7,194,683	6,276,139	21,766,956
Add: Options granted during the year	12,698,517	540,000	2,486,203	17,073,250	603,000
Less: Options exercised during the year	Nil	3,474,538	3,016,583	977,098	5,336,332
Less: Options lapsed during the year	1,560,138	1,009,158	388,164	605,335	485,356
Options outstanding at the end of the year	11,138,379	7,194,683	6,276,139	21,766,956	16,548,268

3. The Holding Company has utilised Securities Premium Account under Section 78 of the Companies Act, 1956, towards discount on zero percent bonds issued after October 1, 2009. No adjustments have however been done for similar issuances for the earlier periods.
4. Secured Loans comprises of borrowings under Collateralised Borrowing and Lending Obligation (CBLO) secured against Investments in Government of India Loans.
5. In accordance with Accounting Standard 15 on 'Employee Benefits' as notified by the Companies (Accounting Standards) Rules, 2006, the following disclosures have been made:
- i. The Group has recognised the following amounts in the Profit and Loss Account towards contribution to defined contribution plans which are included under Contribution to Provident and Other Funds:

	March 31, 2008	March 31, 2009	March 31, 2010
	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)
Provident Fund	29.5	43.4	52.7
Superannuation Fund	20.8	26.7	32.6

- ii The details of post – retirement benefit plans for gratuity are given below which is certified by the actuary and relied upon by the auditors:

	March 31, 2008		March 31, 2009		March 31, 2010	
	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)
	Funded	Non Funded	Funded	Non Funded	Funded	Non Funded
Change in the Defined Benefit Obligations:						
Liability at the beginning of the year	27.1	1.4	48.6	1.5	72.3	16.1
Current Service Cost	8.8	0.1	13.3	11.1	21.1	6.3
Interest Cost	2.4	0.1	4.6	0.3	7.2	1.5
Liabilities Extinguished on Settlement	-	-	-	-	5.4	-
Benefits Paid	5.1	-	5.8	1.2	3.8	2.2
Actuarial (Loss) / Gain	(15.6)	0.1	(11.6)	(4.4)	5.5	0.5
Liability at the end of the year	48.6	1.5	72.3	16.1	85.9	21.2

	March 31, 2008		March 31, 2009		March 31, 2010	
	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)
	Funded	Non Funded	Funded	Non Funded	Funded	Non Funded
Fair Value of Plan Assets:						
Fair Value of Plan Assets at the beginning of the year	24.0	-	35.1	-	66.8	-
Expected Return on Plan Assets	1.9	-	3.2	-	5.3	-
Contributions	14.4	-	41.7	-	2.0	-
Benefits paid	5.1	-	5.8	-	3.8	-
Actuarial (Loss) / Gain on Plan Assets	(0.1)	-	(7.4)	-	12.6	-
Fair Value of Plan Assets at the end of the year	35.1	-	66.8	-	82.9	-
Total Actuarial (Loss) / Gain to be recognised	(15.7)	0.1	(19.0)	(4.4)	18.1	0.5

Actual Return on Plan Assets:						
Expected Return on Plan Assets	1.9	-	3.2	-	5.3	-
Actuarial (Loss) / Gain on Plan Assets	(0.1)	-	(7.4)	-	12.6	-
Actual Return on Plan Assets	1.8	-	(4.2)	-	17.9	-

Amount recognised in the Balance Sheet:						
Liability at the end of the year	48.6	1.5	72.3	16.1	85.9	21.2
Fair Value of Plan Assets at the end of the year	35.1	-	66.8	-	82.9	-
Amount recognised in the Balance Sheet under "Provision for Employee Benefits"	13.5	1.5	5.5	16.1	3.0	21.2

Expense recognised in the Profit and Loss Account:						
Current Service Cost	8.8	0.1	13.3	11.1	21.1	6.3
Interest Cost	2.4	0.1	4.6	0.3	7.2	1.5
Expected Return on Plan Assets	1.9	-	3.2	-	5.3	-
Net Actuarial (Loss) / Gain to be recognised	(15.7)	0.1	(19.0)	(4.4)	18.1	0.5
Recovery of past service cost	-	-	-	-	-	1.9
Unfunded obligation on transfer of employees	-	-	-	-	-	5.4
Expense recognised in the Profit and Loss Account under staff expenses	25.0	0.1	33.7	15.8	4.9	10.8

	March 31, 2008		March 31, 2009		March 31, 2010	
	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)
	Funded	Non Funded	Funded	Non Funded	Funded	Non Funded
Reconciliation of the Liability Recognised in the Balance Sheet:						
Opening Net Liability	3.1	1.4	13.5	1.5	5.5	16.1
Expense recognised	25.0	0.1	33.7	15.8	4.9	10.8
Contribution by the Group	14.4	-	41.7	-	2.0	-
Benefits paid net of recovery of past service cost	-	-	-	1.2	-	0.3
Liabilities Extinguished on Settlement	-	-	-	-	5.4	-
Unfunded obligation on transfer of employees	-	-	-	-	-	5.4
Amount recognised in the Balance Sheet under "Provision for Employee Benefits"	13.5	1.5	5.5	16.1	3.0	21.2
Estimated Contribution	35.0	1.0	13.1	0.3	23.0	1.1

	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
Experience Adjustments:				
Defined Benefit Obligation	20.6	50.1	88.4	107.1
Plan Assets	18.4	35.1	66.8	82.9
Deficit	2.2	15.0	21.6	24.2
Experience Adjustments on Plan Liabilities	(0.2)	8.0	22.4	(2.7)
Experience Adjustments on Plan Assets	(0.3)	(0.2)	(7.4)	13.0

	March 31, 2008	March 31, 2009	March 31, 2010
	(%)	(%)	(%)
Investment Pattern:			
Insurer Managed Funds	100.0*	100.0	100.0
Government Securities	-	15.8	14.0
Deposit and Money Market Securities	-	33.7	14.9
Debentures / Bonds	-	29.3	50.9
Equity Shares	-	21.2	20.2

* Break-up not available

Principal Assumptions:			
Discount Rate (p.a.)	7.8 - 8.0	7.0 - 8.0	8.0 - 8.1
Expected Rate of Return on Assets (p.a.)	8.0	7.0 - 8.0	8.0 - 10.0
Salary Escalation (p.a.)	7.0 - 10.0	7.0 - 10.0	5.0 - 9.0

(iii) The estimate for future salary increase, considered in the actuarial valuation takes account of Inflation, seniority, promotion and other relevant factors.

(iv) The adoption of AS -15 on Employee Benefits as notified by the Companies (Accounting Standards) Rules,2006 is with effect from April 1, 2007.The principles and assumptions brought in by the revised AS - 15 are significantly different and this would require a fresh actuarial valuation on each of the earlier Balance Sheet dates. It would be difficult to re-compute the impact with retrospective effect and restate the financial statements accordingly, as this may involve significant subjectivity in estimating the conditions existing at those Balance Sheet dates and also the relevant information would not be available as the accounting systems were designed to comply with the Accounting Standards applicable at those times. Hence no disclosures have been made for years ended March 31, 2006 and 2007.

6. The Group is engaged in providing finance and advisory services for infrastructure projects, asset management and investment banking. The Group does not have any reportable geographic segment. Since the revenues, profit or assets of the asset management segment and investment banking segment individually do not exceed 10% of the Group's revenues, profit or assets, the Group has one reportable segment i.e. Infrastructure Operations in terms of Accounting Standard 17 on 'Segment Reporting' as notified by the Companies (Accounting Standards) Rules, 2006.

Particulars		March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
		(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)
Segment Revenue						
(a)	Infrastructure Operations	10,056.4	15,061.3	25,372.7	33,391.1	36,292.5
(b)	Others	293.2	601.7	2,607.7	3,335.7	4,879.2
(c)	Unallocated	18.0	49.6	100.0	67.5	130.2
Total		10,367.6	15,712.6	28,080.4	36,794.3	41,301.9
Less: Inter Segment Revenue		-	-	(15.5)	(426.4)	(700.2)
Total Income		10,367.6	15,712.6	28,064.9	36,367.9	40,601.7
Segment Results						
(a)	Infrastructure Operations	4,211.4	5,729.9	8,772.9	9,257.9	12,641.2
(b)	Others	214.8	432.1	1,230.9	1,100.9	1,646.1
Profit Before Taxation		4,426.2	6,162.0	10,003.8	10,358.8	14,287.3
Less: Provision for Taxation		516.9	1,241.0	2,480.4	2,781.7	3,665.7
Profit After Taxation (before Share of profit from Associates and adjustment for Minority Interest)		3,909.3	4,921.0	7,523.4	7,577.1	10,621.6
Segment Assets						
(a)	Infrastructure Operations	120,034.0	178,403.1	278,948.2	288,743.0	327,956.5
(b)	Others	484.1	1,889.0	5,846.2	14,279.6	16,378.9
(c)	Unallocated	2,377.3	3,355.7	4,173.0	3,978.1	3,763.8
Total		122,895.4	183,647.8	288,967.4	307,000.7	348,099.2

Particulars		March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
		(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)	(Rs.in Million)
Segment Liabilities						
(a)	Infrastructure Operations	97,138.0	153,886.1	231,876.3	243,847.3	275,866.5
(b)	Others	64.9	280.6	1,143.4	1,384.0	2,060.2
(c)	Unallocated	7.9	5.1	14.8	10.7	69.2
Total		97,210.8	154,171.8	233,034.5	245,242.0	277,995.9
Capital Employed						
(a)	Infrastructure Operations	22,896.1	24,517.0	47,071.9	44,895.7	52,089.9
(b)	Others	417.3	1,608.4	4,702.8	12,895.6	14,318.8
(c)	Unallocated	2371.2	3,350.6	4,158.2	3,967.4	3,694.6
Total		25,684.6	29,476.0	55,932.9	61,758.7	70,103.3
Capital Expenditure (including Capital Work - in - Progress)						
(a)	Infrastructure Operations	33.3	23.2	2,950.1	778.3	303.3
(b)	Others	5.9	4.7	503.2	169.7	96.0
Total		39.2	27.9	3,453.3	948.0	399.3
Depreciation and Amortisation						
(a)	Infrastructure Operations	35.3	42.1	49.8	205.5	334.1
(b)	Others	3.3	2.2	23.1	32.6	71.6
Total		38.6	44.3	72.9	238.1	405.7
Significant Non-Cash Expenses other than Depreciation and Amortisation						
(a)	Infrastructure Operations	518.2	175.0	505.7	1,463.4	1,728.6
(b)	Others	-	-	11.1	26.9	(32.5)
Total		518.2	175.0	516.8	1,490.3	1,696.1

7. As per Accounting Standard 18 on 'Related Party disclosures' as notified by the Companies (Accounting Standards) Rules, 2006, the related parties of the Group are as follows:

RELATIONSHIPS:

- I. Associates:
IDFC Securities Limited (formerly IDFC -SSKI Securities Limited)
(with effect from April 1, 2006 up to March 31, 2007)
Feedback Ventures Private Limited
(with effect from May 23, 2006)

SMMS Investments Private limited
(with effect from August 7, 2006 up to June 7, 2007)
Jas Toll Road Company Limited
(with effect from March 16, 2007 up to September 18, 2008)
Gayatri Jhansi Roadways Limited
(with effect from June 1, 2007 up to September 18, 2008)
Gayatri Lalitpur Roadways Limited
(with effect from June 1, 2007 up to September 18, 2008)
SMS Shivnath Infrastructure Limited
(with effect from October 15, 2007 up to September 18, 2008)
Athena Energy Ventures Private Limited
(with effect from November 28, 2007 up to July 23, 2009)

II. Key Management Personnel:

Dr. Rajiv B. Lall – Managing Director and CEO
Mr. Vikram Limaye – Whole – time Director (with effect from September 15, 2008)

The nature and volume of transactions carried out with the above related parties in the ordinary course of business are as follows:

Name of related party and Nature of relationship	Particulars	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
		(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
(a) Associates:						
Athena Energy Ventures Private Limited	Subscription Of Equity Shares	-	-	420.0	-	-
	Miscellaneous Income	-	-	0.1	0.1	0.0
	Sundry Debtors	-	-	-	0.1	-
Feedback Ventures Private Limited	Subscription of Preference Shares	-	30.0	-	-	-
	Fees Received	-	0.5	-	-	-
	Fees Paid	-	5.8	9.9	1.2	-
	Dividend Received	-	-	-	-	3.7
	Miscellaneous Income	-	0.0	0.0	0.1	0.1
	Sundry Creditors	-	0.9	-	0.0	-
	Sundry Debtors	-	-	-	-	0.1
Gayatri Jhansi Roadways Limited	Interest received	-	-	13.4	18.6	-
	Fees received	-	-	7.1	5.6	-
	Subscription Of Equity Shares	-	-	53.5	-	-
	Sundry Debtors	-	-	3.3	-	-
	Infrastructure Loans	-	-	403.1	-	-
Gayatri Lalitpur Roadways Limited	Interest received	-	-	6.9	12.7	-
	Fees received	-	-	5.3	3.0	-
	Subscription Of Equity	-	-	40.1	-	-

Name of related party and Nature of relationship	Particulars	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
		(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
	Shares					
	Sundry Debtors	-	-	1.8	-	-
	Infrastructure Loans	-	-	179.5	100.0	-
Jas Toll Road Company Limited	Dividend Received	-	10.9	-	23.3	-
	Interest received	-	1.8	41.0	16.8	-
	Subscription of Equity Shares	-	629.0	27.3	-	-
	Infrastructure Loans	-	487.1	475.6	-	-
IDFC Securities Limited	Brokerage Paid	-	0.1	-	-	-
SMS Shivnath Infrastructure Limited	Subscription Of Equity Shares	-	-	1,128.7	61.1	-
SMMS Investments Private Limited	Subscription Of Preference Shares	-	235.2	5,000.0	-	-
	Redemption Of Preference Shares	-	-	235.2	-	-
	Infrastructure Loans	-	1,994.9	-	-	-
	Fees received	-	12.0	25.0	-	-
	Interest received	-	134.9	72.5	-	-
	Dividend Received	-	-	0.0	-	-
(b) Key Management Personnel:						
Dr. Rajiv B. Lall	Remuneration Paid	5.8	10.0	16.5	25.0	16.8
	Sale of Fixed Assets	0.3	-	-	-	-
Mr. Vikram Limaye	Remuneration paid	-	-	-	8.1	17.0

8. In accordance with the Accounting Standard 19 on 'Leases' as notified by the Companies (Accounting Standards) Rules, 2006, the following disclosures in respect of Operating Leases are made.

(i) The Group Companies have taken vehicles for certain employees under Operating Leases, which expire as under:

Particulars	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
Operating lease expiring between	-	September-2008 to October 2011	September-2008 to October-2011	September-2009 to June-2013	June-2010 to November-2013

Miscellaneous expenses include gross rental expenses for the respective year ends as under:

Particulars	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
Gross Rental Expenses	-	0.7	3.5	14.7	12.8

The committed lease rentals in the future are:

Particulars	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
Not later than one year	-	2.5	4.8	8.6	6.3
Later than one year and not later than five years	-	4.9	6.3	7.6	6.4

- (ii) Properties under Operating Leases have been acquired by the Group one of which expires in October 2008 and the others expire between October 2016 to September 2018. The total minimum lease payments, in respect thereof, included under Rent for the respective years are:

Particulars	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
Minimum lease Payments	3.3	10.4	81.6	77.5	70.8

The future lease payments in respect of the above are as follows:

Particulars	March 31, 2006	March 31, 2007	March 31, 2008	March 31, 2009	March 31, 2010
	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
Not later than one year	3.8	6.8	60.2	53.8	68.7
Later than one year and not later than five years	4.3	3.3	241.1	257.2	320.4
Later than Five Years	-	-	270.0	200.1	167.3

- (iii) The Holding Company has given one of its office premises under non cancellable operating Lease, which expires on October 31, 2012. Miscellaneous Income includes income from such leases of Rs. 8.2 million. The future minimum lease payments are as follows:

Particulars	March 31, 2010 (Rs. in Million)
Not later than one year	19.6
Later than one year and not later than five years	31.0

9. In compliance with the Accounting Standard 22 relating to 'Accounting for Taxes on Income' as notified by the Companies (Accounting Standards) Rules, 2006, the major components of deferred tax assets and liabilities arising on account of timing differences are:

Particulars	As at		As at		As at		As at		As at	
	March 31, 2006		March 31, 2007		March 31, 2008		March 31, 2009		March 31, 2010	
	(Rs. in Million)		(Rs. in Million)		(Rs. in Million)		(Rs. in Million)		(Rs. in Million)	
	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities	Assets	Liabilities
(a) Depreciation	(23.4)	0.0	(27.9)	0.0	(27.1)	0.2	(127.6)	7.6	(193.7)	16.5
(b) Provisions	811.2	-	836.9	-	1,068.4	0.0	1,536.8	(3.8)	1,944.0	(4.7)
(c) Others	6.3	-	47.9	-	(69.2)	(0.1)	15.8	-	15.9	(0.7)
	794.1	0.0	856.9	0.0	972.1	0.1	1,425.0	3.8	1,766.2	11.1

10. The Holding Company has entered into Interest Rate Swaps in the nature of "Fixed /Floating" or floating / fixed" for varying maturities linked to various benchmarks for asset liability management and hedging.

Particulars	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)	(Rs. in Million)
Notional Principal	23,115.3	26,000.0	24,600.0	18,600.0	16,600.0

The Holding Company has foreign currency borrowings against which the Company has undertaken currency interest rate swaps and forward contracts to hedge foreign currency risk.

Particulars	As at March 31, 2006	As at March 31, 2007	As at March 31, 2008	As at March 31, 2009	As at March 31, 2010
	(USD in Million)	(USD in Million)	(USD in Million)	(USD in Million)	(USD in Million)
Foreign Currency Borrowings	25.0	250.0	450.6	517.9	488.3
CIRS & Forward Contracts	8.5	233.4	314.9	405.9	383.2

One of the subsidiaries has USD 4.4 million for the year ended March 31,2009 and USD 4.9 million for the year ended March 31,2010 of un-hedged foreign currency exposure as on the balance sheet date.

Infrastructure Development Finance Company Limited

ANNEXURE - XVI

Statement of Accounting Ratios

[Calculation of Earnings per Share (EPS) - Consolidated]

Earnings per share calculations are done in accordance with Accounting Standard - 20 "Earnings per Share", as notified by Companies Accounting Standards Rules, 2006.

Particulars		Financial Year ended March 31,				
		2006	2007	2008	2009	2010
Net Profit after Tax attributable to equity shareholders (Rs. in Millions)	a	3,907.6	5,039.3	7,421.6	7,498.1	10,623.1
Weightage average number of equity shares outstanding during the year. (for Basic EPS)	b	1,080,726,367	1,124,668,564	1,248,046,048	1,295,043,809	1,295,934,260
Equity shares for no consideration arising on grant of stock options under ESOP (Millions)	c	8,353,664	6,969,258	4,504,061	2,581,411	12,596,753
Weightage average number of equity shares outstanding during the year. (for Diluted EPS) (b+c) (Millions)	d	1,089,080,031	1,131,637,822	1,252,550,109	1,297,625,220	1,308,531,013
Earnings per Share (Basic) Rs. (a/b)		3.6	4.5	6.0	5.8	8.2
Earnings per Share (Diluted) Rs. (a/d)		3.5	4.4	5.9	5.8	8.1

Infrastructure Development Finance Company Limited

ANNEXURE - XVI

Statement of Accounting Ratios

[Calculation of Return on Net Worth (RONW)- Consolidated]

(Rs. in Millions)

Particulars		Financial Year ended March 31,				
		2006	2007	2008	2009	2010
SHAREHOLDERS FUNDS						
Share Capital		11,224.5	11,259.3	12,943.0	12,952.8	13,006.1
Share application money pending allotment		-	-	-	0.5	2.6
Reserves and Surplus		14,460.1	18,216.7	42,989.9	48,805.4	57,094.6
Net Worth as at the end of the year	a	25,684.6	29,476.0	55,932.9	61,758.7	70,103.3
Net Profit after Tax	b	3,907.6	5,039.3	7,421.6	7,498.1	10,623.1
Return on Net Worth (%) (b/a)	c	15.2%	17.1%	13.3%	12.1%	15.2%

Infrastructure Development Finance Company Limited

ANNEXURE - XVI

Statement of Accounting Ratios

[Calculation of Net Asset Value (NAV) Per Equity Share - Consolidated]

(Rs. in Millions)

Particulars		Year ended as at March 31				
		2006	2007	2008	2009	2010
SHAREHOLDERS FUNDS						
Share Capital		11,224.5	11,259.3	12,943.0	12,952.8	13,006.1
Share application money pending allotment		-	-	-	0.5	2.6
Reserves and Surplus		14,460.1	18,216.7	42,989.9	48,805.4	57,094.6
Net Worth as at the end of the year	a	25,684.6	29,476.0	55,932.9	61,758.7	70,103.3
Number of Equity Shares outstanding as at the end of the year	b	1,122,453,512	1,125,928,050	1,294,298,963	1,295,276,061	1,300,612,393
Net Asset Value per Equity Share (Rs.) (a/b)	c	22.9	26.2	43.2	47.7	53.9

DECLARATION

No statements made in this Prospectus - Tranche 1 shall contravene relevant provisions of the Act and the SEBI Debt Regulations. All the legal requirements connected with the said Issue as also the guidelines, instructions etc. issued by SEBI, Government and any other competent authority in this behalf have been duly complied with.

We confirm that this Prospectus - Tranche 1 does not omit disclosure of any material fact which may make the statements made therein, in light of circumstances under which they were made, misleading. We further certify that all statements in this Prospectus - Tranche 1 are true and correct.

Yours faithfully,

Deepak S. Parekh _____

G.C. Chaturvedi _____

S.S. Kohli _____

Abdul Rahim Abu Bakar _____

Dimitris Tsitsiragos _____

S.H. Khan _____

Gautam Kaji _____

Donald Peck _____

Shardul Shroff _____

Omkar Goswami _____

Rajiv B. Lall _____

Vikram Limaye _____

Place: Mumbai.

Date: September 23, 2010



CONFIDENTIAL

Ref: 2010-11/MUM/617
August 31, 2010

Mr. S.J. Balesh
Director - Treasury
Infrastructure Development Finance Company Limited
5th Floor, 501 Naman Chambers
C-3, G -Block, Bandra Kurla Complex, Bandra(East)
Mumbai 400 051

Dear Sir,

Re : ICRA Credit Rating for the Long Term Infrastructure Bonds Programme of Rs.3400 crore to be issued under public placement.

Please refer to your Rating Requisition dated August 27, 2010 and the subsequent Rating Agreement of August 27, 2010 for carrying out the rating of the aforesaid Bond Programme. The Rating Committee of ICRA, after due consideration, has assigned a "LAAA" (pronounced as L Triple A) rating with stable outlook to the captioned Bond Programme. This is the highest-credit-quality rating assigned by ICRA. The rated instrument carries lowest credit risk.

In any of your publicity material or other document wherever you are using our above rating, it should be stated as "LAAA" with a stable outlook. We would appreciate if you can sign on the duplicate copy of this letter and send it to us within 7 days from the date of this letter as confirmation about the use of the assigned rating. The rationale for assigning the above rating will be sent to you on receipt of your confirmation about the use of our rating, as above. Any intimation by you about the above rating to any Banker/Lending Agency/Government Authorities/Stock Exchange would constitute use of this rating by you.

This rating is specific to the terms and conditions of the proposed issue as was indicated to us by you and any change in the terms or size of the issue would require the rating to be reviewed by us. If there is any change in the terms and conditions or size of the instrument rated, as above, the same must be brought to our notice before the issue of the instrument. If there is any such change after the rating is assigned by us and confirmed to use by you, it would be subject to our review and may result in change in the rating assigned.

ICRA reserves the right to suspend, withdraw or revise the above at any time on the basis of new information or unavailability of information or such other circumstances, which ICRA believes, may have an impact on the rating assigned to you.

The rating, as aforesaid, however, should not be treated as a recommendation to buy, sell or hold the bonds to be issued by you. If the instrument rated, as above, is not issued by you within a period of 3 months from the date of this letter communicating the rating, the same would stand withdrawn unless revalidated before the expiry of 3 months.

You are required to forthwith inform us about any default or delay in repayment of interest or principal amount of the instrument rated, as above, or any other debt instruments/ borrowing. You are also required to keep us forthwith informed of any other developments which may have a direct or indirect impact on the debt servicing capability of the company including any proposal for re-schedulement or postponement of the repayment programmes of the dues/ debts of the company with any lender(s) / investor(s).

AD Shank
Abhishek Bhatnagar ..2/-



..2..

You are required to inform us immediately as and when the borrowing limit for the instrument rated, as above, or as prescribed by the regulatory authority (ies) is exceeded.

We thank you for your kind cooperation extended during the course of the rating exercise. Should you require any clarification, please do not hesitate to get in touch with us.

With kind regards,

Yours faithfully,
For ICRA Limited

A handwritten signature in blue ink, appearing to read 'Anjan Deb Ghosh', is positioned above the name and title of the signatory.

ANJAN DEB GHOSH
Senior Group Vice President

A handwritten signature in blue ink, appearing to read 'Nikhil Rungta', is positioned above the name and title of the signatory.

NIKHIL RUNGTA
Senior Analyst



With reference to the ICRA rating communication letter Ref: 2010-11/MUM/617 dated August 31, 2010; following is the release for the rating:

ICRA assigns LAAA rating to the Long term Infrastructure Bonds Programme of Infrastructure Development Finance Company Limited

ICRA has assigned the LAAA (pronounced L triple A) rating with stable outlook to the Rs. 3,400 crore Long-Term Infrastructure Bonds Programme of Infrastructure Development Finance Company Limited (IDFC). ICRA has an outstanding LAAA rating with stable outlook on the various long term bonds programme of IDFC. ICRA also has an A1+ (pronounced A one plus) rating outstanding on the short term debt programme of IDFC.

The ratings factor in the strength of IDFC's sponsor institutions, strong focus on risk management systems, comfortable liquidity position, sound asset quality as on date and strong focus on fee income generating avenues. While the ratings also take into account the risks inherent in the infrastructure lending business, the cautious approach of the IDFC management and strong capitalization levels supported by the recent capital infusion provide comfort. ICRA positively factors in the new classification of IDFC as an Infrastructure Finance Company which will provide it greater access to funds from the banking system and better diversification of funding sources as it can now tap the External Commercial Borrowings (ECB) market on automatic route besides the retail long term infrastructure bonds. A key rating sensitivity would be IDFC's ability to maintain its profitability and asset quality indicators as it looks to tripling its balance sheet size in the next four years.

About the company

IDFC with its corporate office in Mumbai has been sponsored by the Government of India as a key institution to facilitate infrastructure development in the country. The other leading shareholders of IDFC include leading foreign financial institutions involved in infrastructure development world-wide. The focus areas for IDFC continue to be the Energy, Telecom, Industrial & Commercial and Transportation sectors, although the company is also targeting the Healthcare, Education and Urban Infrastructure sectors. IDFC also works with State and national-level entities to formulate policies aimed at expediting infrastructure development in the country. Recently, IDFC has been classified as an Infrastructure NBFC. IDFC had an asset base of nearly Rs 33,641 crore as on March 31, 2010. On a consolidated basis, IDFC reported net profits of Rs. 1,062 crore on a total income of Rs. 4,060 crore in FY10 on the back of higher business volumes and strong profits on sale of investments as compared with Rs. 750 crore and Rs. 3,636 crore respectively during FY09.

During Q1FY11, IDFC reported a consolidated net profit after tax of Rs. 334.51 crore on a total income of Rs. 1097.23 crore as compared with the net profit of Rs. 274.48 crore on a total income of Rs. 994.61 crore in Q1FY10 respectively. Asset quality remained comfortable with Gross and Net NPA of 0.27% and 0.15% respectively as on June 30, 2010.

August 2010