RED HERRING PROSPECTUS
Dated March 22, 2019
Please read Section 32 of the Companies Act, 2013
100% Book Building Offer

RAIL VIKAS NIGAM LIMITED

Our Company was incorporated in Delhi as a public limited company on January 24, 2003 as Rail Vikas Nigam Limited with the Registrar of Companies, National Capital Territory of Delhi & Haryana under the Companies Act, 1956. For further details in connection with change in name and registered office of our Company, see "*History and Certain Corporate Matters*" on page 130.

Registered and Corporate Office: Rail Vikas Nigam Limited, 1st floor, August Kranti Bhawan, Bhikaji Cama Place, R. K. Puram, New Delhi 110 066.
Contact Person: Kalpana Dubey, Company Secretary and Compliance Officer; **Telephone:** +91 11 2673 8299 **Facsimile:** +91 11 2618 2957
E-mail: investors@rvnl.org **Website:** www.rvnl.org
Corporate Identification Number: U74999DL2003GOI118633

OUR PROMOTER: THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF RAILWAYS, GOVERNMENT OF INDIA

INITIAL PUBLIC OFFERING OF 253,457,280 EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF RAIL VIKAS NIGAM LIMITED (OUR "COMPANY" OR THE "ISSUER") THROUGH AN OFFER FOR SALE BY THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF RAILWAYS, GOVERNMENT OF INDIA (THE "SELLING SHAREHOLDER"), FOR CASH AT A PRICE* OF ₹[●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE (THE "OFFER PRICE"), AGGREGATING TO ₹[●] MILLION (THE "OFFER"). THE COMPANY HAS RESERVED 657,280 EQUITY SHARES FOR ALLOCATION AND ALLOTMENT TO ELIGIBLE EMPLOYEES (AS DEFINED HEREIN), ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS EMPLOYEE RESERVATION PORTION, IS REFERRED TO AS THE NET OFFER. THE OFFER WILL COMPRISE OF A NET OFFER OF 252,800,000 EQUITY SHARES AND THE EMPLOYEE RESERVATION PORTION OF 657,280 EQUITY SHARES. THE OFFER AND NET OFFER WILL CONSTITUTE 12.16% AND 12.12% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY RESPECTIVELY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, THE RETAIL DISCOUNT, EMPLOYEE DISCOUNT AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY THE SELLING SHAREHOLDER AND OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMs") AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH NATIONAL NEWSPAPER FINANCIAL EXPRESS, ALL EDITIONS OF THE HINDI NATIONAL NEWSPAPER JANSATTA (HINDI ALSO BEING THE REGIONAL LANGUAGE WHEREIN THE REGISTERED OFFICE OF OUR COMPANY IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST TWO WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.**

******A discount of up to [●]% (equivalent to ₹[●] per Equity Share) on the Offer Price may be offered to Retail Individual Bidders ("**Retail Discount**") and a discount of up to [●]% (equivalent to ₹[●] per Equity Share) on the Offer Price may be offered to Eligible Employees Bidding in the Employee Reservation Portion ("**Employee Discount**").*

***As per the requirements of SEBI ICDR Regulations, 2018, the Price Band is required to be advertised at least two Working Days prior to Bid/Offer Opening Date.*

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding ten Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Syndicate Members

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended ("**SCRR**"), and in accordance with Regulation 26(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**SEBI ICDR Regulations**"), wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIB Portion**"), 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, up to 657,280 Equity Shares shall be offered for allocation and Allotment on a proportionate basis to the Eligible Employees Bidding in the Employee Reservation Portion, conditional upon valid Bids being received from them at or above the Offer Price. All Bidders shall participate in the Offer mandatorily through the Applications Supported by Blocked Amount ("**ASBA**") process by providing the details of their respective ASBA Accounts (including UPI ID, if applicable) in which the corresponding Bid Amount will be blocked by the SCSBs. For details, see "*Offer Procedure*" on page 446.

RISK IN RELATION TO THE FIRST OFFER

This being the first public issue of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹10 each and the Floor Price is **[●]** times of the face value and the Cap Price is **[●]** times of the face value. The Offer Price (as determined and justified by our Company and the Selling Shareholder, in consultation with the BRLMs), as stated in "*Basis for Offer Price*" on page 95 should not be taken to be indicative of the market price of the Equity Shares after such Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in this Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares offered in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 18.

COMPANY'S AND SELLING SHAREHOLDERS' ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and this Offer, which is material in the context of this Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading, in any material respect. Further, the Selling Shareholder confirms all information set out about itself as the Selling Shareholder in context of the Offer for Sale included in this Red Herring Prospectus and accepts responsibility for statements in relation to itself and the Equity Shares being sold by it in the Offer for Sale are true and correct in all material respects and are not misleading in any material respects.

LISTING

The Equity Shares when offered through this Red Herring Prospectus are proposed to be listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated April 25, 2018 and April 20, 2018, respectively. For the purposes of this Offer, BSE Limited shall be the Designated Stock Exchange. A copy of this Red Herring Prospectus and the Prospectus shall be delivered for registration to the RoC in accordance with section 26(4) of the Companies Act, 2013. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 518.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
YES SECURITIES (INDIA) LIMITED **Address:** IFC Tower 1 & 2, Unit no. 602 A, 6th Floor, Senapati Bapat Marg, Elphinstone Road, Mumbai- 400 013, India **Telephone:** +91 22 3012 6919 **Facsimile:** +91 22 2421 4508 **Email:** rvnlipo@yessecuritiesltd.in **Website:** www.yesinvest.in **Investor Grievance ID:** igc@yessecuritiesltd.in **Contact Person**: Mukesh Garg/ Pratik Pednekar **SEBI Registration Number:** INM000012227	**Elara Capital (India) Private Limited** **Address:** Indiabulls Finance Centre, Tower 3, 21st Floor, Senapati Bapat Marg, Elphinstone Road West, Mumbai – 400 013, India **Telephone:** +91 22 6164 8599 **Facsimile:** +91 22 6164 8589 **Email:** rvnl.ipo@elaracapital.com **Website:** www.elaracapital.com **Investor Grievance ID:** mb.investorgrievances@elaracapital.com **Contact Person**: Kunal Safari **SEBI Registration Number:** INM000011104	**IDBI CAPITAL MARKETS & SECURITIES LIMITED** **Address:** 6th Floor, IDBI Tower, WTC Complex, Cuffe Parade, Mumbai - 400 005, India **Telephone:** +91 22 2217 1700 **Facsimile:** +91 22 2215 1787 **Email:** rvnl.ipo@idbicapital.com **Website:** www.idbicapital.com **Investor Grievance ID:** redressal@idbicapital.com **Contact Person**: Astha Daga **SEBI Registration Number:** INM000010866	**ALANKIT ASSIGNMENTS LIMITED** **Address:** 205-208, Anarkali Complex, Jhandewalan Extension, New Delhi – 110055, India **Telephone:** +91 11 4254 1954/+91 22 4348 1293 **Facsimile:** +91 11 2355 2001 **Email:** sarunraj@alankit.com/kamalarora@alankit.com **Website:** www.alankit.com **Investor Grievance ID:** rvnigr@alankit.com **Contact Person**: S Arunraj/ Kamal Arora/ Virender Sharma **SEBI Registration Number:** INR000002532

BID/OFFER PROGRAMME

BID/OFFER OPENING DATE: March 29, 2019 | **BID/OFFER CLOSING DATE: April 03, 2019**

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TABLE OF CONTENTS

SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

Unless the context otherwise indicates, requires or implies, the following terms shall have the following meanings in this Red Herring Prospectus. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto from time to time.

General and Company Related Terms

Term	Description
"our Company", the "Company", the "Issuer" "we", "us", "our" or "RVNL"	Unless the context otherwise requires or implies, Rail Vikas Nigam Limited, a company incorporated under the Companies Act, 1956, having its registered office at Rail Vikas Nigam Limited, 1st Floor, August Kranti Bhawan, Bhikaji Cama Place, R. K. Puram, New Delhi 110 066
Articles of Association/AoA/ Articles	The articles of association of our Company, as amended
ASRL	Angul Sukinda Railway Limited
Audit Committee	The audit committee of the Board of Directors
BDRCL	Bharuch Dahej Railway Company Limited
Board/Board of Directors	The board of directors of our Company or a duly constituted committee thereof
CAG	Comptroller and Auditor General of India
Chief Financial Officer/ CFO	The chief financial officer of our Company
CPSE Capital Restructuring Guidelines	An office memorandum bearing F. No. 5/2/2016-Policy dated May 27, 2016, issued by DIPAM on Guidelines on Capital Restructuring of Central Public Sector Enterprises
CSR Committee	Corporate Social Responsibility and Sustainability Development Committee of our Board of Directors
DIPAM	Department of Investment and Public Asset Management, Ministry of Finance, GoI
DPE	Department of Public Enterprises
DRRL	Dighi Roha Rail Limited
Director(s)	The director(s) of our Company
Equity Shares	The equity shares of our Company of face value of ₹10 each
Executive Director(s)	Executive Director(s) on the Board of our Company
HPRCL	Haridaspur Paradip Railway Company Limited
IRFC	Indian Railway Finance Corporation
Independent Director(s)	Independent Director(s) on the Board of our Company
Group Companies / SPV / Special Purpose Vehicle	The Companies which are covered under the applicable accounting standards and other companies as considered material by our Board, pursuant to a policy on materiality of group companies approved by our Board on March 23, 2018. i.e. Kutch Railway Company Limited, Bharuch Dahej Railway Company Limited, Krishnapatnam Railway Company Limited, Haridaspur Paradip Railway Company Limited, Angul Sukinda Railway Limited and Dighi Roha Rail Limited. For details, see "*Our Promoter, Promoter Group and Group Companies*" on page 168
Government Nominee Director(s)	The Director(s) on our Board who are nominated by the MoR
IPO Committee	The IPO Committee of the Board of Directors
Key Management Personnel	Key management personnel of our Company in terms of section 2(51) the Companies Act or regulation 2(1)(s) of the SEBI ICDR Regulations and as disclosed in "*Our Management*" on page 146
KPRCL	Krishnapatnam Railway Company Limited
KRCL	Kutch Railway Company Limited
Materiality Policy	Our Company, in its Board meeting held on March 23, 2018 adopted a policy on identification of group company, material creditors and material litigations.

Term	Description
	Further, the policy on material litigation was modified in its Board meeting held on February 28, 2019.
Memorandum of Association/ MoA	The memorandum of association of our Company, as amended and in force from time to time
MoR	Ministry of Railway, Government of India
MoU	A Memorandum of Understanding that our Company enters into with Ministry of Railways, GoI every financial year
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board of Directors
Promoter	The Promoter of our Company is the President of India acting through the Ministry of Railways
Registered Office / Registered and Corporate Office	Rail Vikas Nigam Limited, 1st floor, August Kranti Bhawan, Bhikaji Cama Place, R. K. Puram, New Delhi 110 066
Restated Financial Statements	Restated Unconsolidated Financial Statements and Restated Consolidated Financial Statements
Restated Unconsolidated Financial Statements	The restated audited unconsolidated financial statements of our Company as at and for the six month period ended September 30, 2018 and for the Financial Years ended March 31, 2018, 2017, 2016, 2015, 2014 and 2013, which comprises the restated unconsolidated balance sheet, the restated unconsolidated statement of profit and loss and restated unconsolidated cash flow statement and notes to the unconsolidated financial statements of assets and liabilities, profit and loss and cash flows, prepared in accordance with Ind AS (for the six month period ended September 30, 2018 and Financial Years ended March 31, 2018, 2017, 2016 and 2015), Indian GAAP (for the Financial Years ended March 31, 2014 and 2013) and the Companies Act and restated in accordance with the SEBI ICDR Regulations and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the ICAI, together with the schedules, notes and annexures thereto
Restated Consolidated Financial Statements	The restated audited consolidated financial statements of our Company as at and for the six month period ended September 30, 2018 and for the Financial Years ended March 31, 2018, 2017, 2016, 2015, 2014 and 2013, which comprises the restated consolidated balance sheet, the restated consolidated statement of profit and loss and the restated consolidated cash flow statement and notes to the restated consolidated financial statements of assets and liabilities, profit and loss and cash flows, prepared in accordance with Ind AS (for the six month period ended September 30, 2018 and Financial Years ended March 31, 2018, 2017, 2016, and 2015), Indian GAAP (for the Financial Years ended March 31, 2014 and 2013) and the Companies Act and restated in accordance with the SEBI ICDR Regulations and the Revised Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the ICAI, together with the schedules, notes and annexures thereto
Registrar of Companies or RoC	Registrar of Companies, National Capital Territory of Delhi & Haryana, situated at Delhi, India
Risk Management Committee or RMC	Risk Management Committee of our Board
Shareholders	Shareholders of our Company
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board
Statutory Auditor/ Auditor	The statutory auditor of our Company, namely, Raj Har Gopal & Co., Chartered Accountants
Subsidiary	High Speed Rail Corporation of India Limited

Offer related terms

Term	Description
Abridged Prospectus	Memorandum containing salient features of a Prospectus as may be specified by SEBI
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as

Term	Description
	proof of registration of the Bid cum Application Form
Allot/Allotment/Allotted	The transfer of Equity Shares to the successful Bidders pursuant to this Offer to the successful Bidders
Allotment Advice	Note, advice or intimation of Allotment sent to the Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by an ASBA Bidder, to make a Bid and authorize a SCSB to block the Bid Amount in the ASBA Account and will include accounts blocked by SCSB upon acceptance of UPI Mandate Request by RIBs using the UPI
ASBA Account	A bank account maintained by ASBA Bidder with a SCSB for blocking the Bid Amount mentioned in the ASBA Form and will include a bank account of RIBs linked with UPI
ASBA Bid	A Bid made by an ASBA Bidder including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations
ASBA Bidder	Any Bidder in the Offer who intends to submit a Bid
ASBA Form/ Bid cum Application Form	An application form, whether physical or electronic, used by an ASBA Bidder and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Banker(s) to the Offer / Public Offer Account Bank	ICICI Bank Limited and HDFC Bank Limited
Basis of Allotment	The basis on which the Equity Shares will be Allotted to successful Bidders under the Offer and which is described in "*Offer Procedure*" on page 446
Bid	An indication to make an offer during the Bid/ Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, to subscribe to or purchase the Equity Shares of our Company at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and payable by the Bidder or as blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid in the Offer, which shall be net of the Employee Discount, as applicable. However, Eligible Employees applying in the Employee Reservation Portion (net of Employee Discount) and Retail Individual Investors can apply at the Cut-Off Price subject to applicable law and the Bid amount shall be Cap Price multiplied by the number of Equity Shares Bid for by such Eligible Employee and mentioned in the Bid cum Application Form. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹ 500,000 (net of Employee Discount) on a net basis. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹ 200,000. Only in the event of an under-subscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹ 200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹ 500,000 (net of Employee Discount).
Bid Lot	[●] Equity Shares
Bid/Offer Closing Date	The date after which the Designated Intermediaries will not accept any Bids, which shall be published in all editions of the English national newspaper Financial Express, all editions of the Hindi national newspaper Jansatta (Hindi also being the regional language of Delhi, where the Registered Office of our Company is located) each with wide circulation
Bid/ Offer Opening Date	The date on which the Designated Intermediaries shall start accepting Bids, which shall be published in all editions of the English national newspaper

Term	Description
	Financial Express, all editions of the Hindi national newspaper Jansatta, (Hindi also being the regional language of Delhi, where the Registered Office of our Company is located) each with wide circulation
Bid/ Offer Period	The period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof
Bidder	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form
Bidding Centres	Centres at which the Designated Intermediaries shall accept the Bid cum Application Forms, i.e., Designated SCSB Branch for SCSBs, Specified Locations for Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made
BRLMs/ Book Running Lead Managers	The book running lead managers to the Offer namely, YES Securities, Elara Capital and IDBI Capital
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker.The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Cap Price	The higher end of the Price Band, above which the Offer Price will not be finalised and above which no Bids will be accepted
CARE Report/Report	Report dated March 20, 2018 prepared by CARE Advisory
Client ID	Client identification number maintained with one of the Depositories in relation to the demat account
Collecting Depository Participant/CDP	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI and are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Cut-off Price	Offer Price, finalised by our Company and the Selling Shareholder, in consultation with the BRLMs, which shall be any price within the Price Band. Only Retail Individual Bidders and the Eligible Employees Bidding in the Retail Portion and Employee Reservation Portion, respectively are entitled to Bid at the Cut-off Price (net of Employee Discount). QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder's address, name of the Bidder's father/husband, investor status, occupation and bank account details
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms to Collecting Depository Participants The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the amounts blocked by the SCSBs are transferred from the ASBA Accounts, to the Public Offer Account after filing of the Prospectus with the RoC, following which the Board of Directors may Allot Equity Shares to successful Bidders in the Offer
Designated Intermediaries	Syndicate Members, sub-syndicate/agents, SCSBs, Registered Brokers, Brokers, the CDPs and RTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on

Term	Description
	the respective website of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms used by the Bidders, a list of which is available on the website of SEBI at (http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes), updated from time to time, or at such other website as may be prescribed by SEBI from time to time
Designated Stock Exchange	BSE Limited
Draft Red Herring Prospectus/DRHP	The draft red herring prospectus dated March 28, 2018 issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
Elara Capital	Elara Capital (India) Private Limited
Eligible Employee	All or any of the following: a) a permanent and full time employee of our Company (excluding such employees who are not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines) as on the date of registration of this Red Herring Prospectus with the RoC who are Indian nationals and are based working and present in India and who continues to be an employee of our Company, until the submission of the Bid cum Application Form and Bidding in the Employee Reservation Portion. Provided, Directors, Key Management Personnel and other employees of our Company involved in the Offer Price fixation process cannot participate in the Offer (as per Model Conduct, Discipline and Appeal Rules of CPSEs and Office memorandum of DPE dated June 16, 2009 and July 28, 2009). b) An employee of our Company who is recruited against a regular vacancy but is on probation as on the date of submission of the ASBA Form will also be deemed a "permanent employee" of our Company
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus will constitute an invitation to subscribe or to purchase the Equity Shares
Employee Discount	Discount of up to [●]% (equivalent to ₹[●] per Equity Share) to the Offer Price which may be offered to Eligible Employees Bidding in the Employee Reservation Portion
Employee Reservation Portion	The portion of the Offer being up to 657,280 Equity Shares aggregating to ₹[●] million, that has been reserved for allocation to Eligible Employees, on a proportionate basis. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 on a net basis. However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (which will be less Employee Discount). Only in the event of an under-subscription in the Employee Reservation Portion post the initial Allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 which will be less Employee Discount
Escrow Agent	Escrow agent to be appointed pursuant to the Share Escrow Agreement
Escrow Collection Bank(s)	ICIC Bank Limited and HDFC Bank Limited
First Bidder/Applicant	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price will be finalised and below which no Bids will be accepted

Term	Description
General Information Document/GID	The General Information Document prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated pursuant to the circulars CIR/CFD/POLICYCELL/III/2015) dated November 10, 2015 and (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, the circular (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and the circular (SEBI/HO/CFD/DIL2/CIR/P/2018/138) dated November 1, 2018 suitably modified and included in "*Offer Procedure*" on page 446
IDBI Capital	IDBI Capital Markets & Securities Limited
Maximum RIB Allottees	The maximum number of Retail Individual Bidders who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to Retail Individual Bidders by the minimum Bid Lot
Mutual Fund Portion	5% of the QIB Portion, or 6,320,000 Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Mutual Funds	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
Net Offer	The Offer less the Employee Reservation Portion
Net Proceeds	Offer Proceeds of the Offer less our Company's share of the Offer expenses (which shall be reimbursed) For further information about use of the Offer Proceeds and the Offer expenses, see "*Objects of the Offer*" on page 92
Non-Institutional Bidders/NII(s)	All Bidders including Category III FPIs that are not QIBs or Retail Individual Bidders or Eligible Employees Bidding in the QIB Portion, Retail Portion or Employee Reservation Portion, respectively and who have Bid for the Equity Shares for an amount more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	The portion of the Offer being not less than 15% of the Net Offer comprising of 37,920,000 Equity Shares which shall be Allotted on a proportionate basis to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
Non-Resident	A person resident outside India as defined under FEMA and includes a Eligible NRI, FVCIs and FPIs
Offer/ Offer for Sale	The public offer of 253,457,280 Equity Shares of face value of ₹10 each for cash at a price of ₹[●] each, aggregating ₹[●] million through an Offer for Sale by the Selling Shareholder Our Company has reserved 657,280 Equity Shares for allocation and Allotment to Eligible Employees (the **"Employee Reservation Portion"**). The Offer will comprise of a Net Offer of 252,800,000 Equity Shares and the Employee Reservation Portion of 657,280 Equity Shares
Offered Shares	253,457,280 Equity Shares being offered for sale by the Selling Shareholder in the Offer
Offer Agreement	The agreement dated March 27, 2018 between our Company, the Selling Shareholder, the BRLMs, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer Price	The final price, (Net of Retail Discount and Employee Discount, as applicable) at which the Offered Shares will be Allotted to successful Bidders
Offer Proceeds	Proceeds received from the Offer
Pre-Offer Advertisement	The pre-Offer advertisement to be published by our Company under regulation 47 of the SEBI ICDR Regulations and section 30 of the Companies Act, 2013 after registration of this Red Herring Prospectus with the RoC, in all editions of the English national newspaper Financial Express and all editions of the Hindi national newspaper Jansatta (Hindi also being the regional language of Delhi, where our Registered Office is located), each with wide circulation

Term	Description
Price Band	Price band of a minimum price of ₹[•] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including revisions thereof including any revisions thereof The Price Band and the minimum Bid Lot size for the Offer will be decided by the Selling Shareholder in consultation with the BRLMs and will be advertised, at least two** Working Days prior to the Bid/ Offer Opening Date, in all editions of the English national newspaper Financial Express, all editions of the Hindi national newspaper Jansatta (Hindi also being the regional language of Delhi, where our Registered Office is located), each with wide circulation ***As per the requirements of SEBI ICDR Regulations, 2018, the Price Band is required to be advertised at least two Working Days prior to Bid/Offer Opening Date.*
Pricing Date	The date on which our Company and the Selling Shareholder, in consultation with the BRLMs, will finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC after the Pricing Date in accordance with section 26 of the Companies Act, and the provisions of the SEBI ICDR Regulations containing, inter alia, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information including any addenda or corrigenda thereto. Note: The SEBI ICDR Regulations, 2018 has come into force with effect from November 10, 2018. Since the DRHP was filed under the SEBI ICDR Regulations, the Prospectus will comply with the disclosure requirements prescribed under the SEBI ICDR Regulations. However, the Prospectus will comply with, and will be updated for, any procedure related modifications prescribed under the SEBI ICDR Regulations, 2018.
Public Offer Account	A bank account opened with the Bankers to the Offer by our Company under section 40(3) of the Companies Act to receive monies from the ASBA Accounts on the Designated Date
Public Offer Account Agreement	Agreement dated March 22, 2019 among the Selling Shareholder, our Company, the BRLMs, the Registrar to the Offer, Escrow Collection Bank(s), Sponsor Bank(s) and the Banker(s) to the Offer for receipt of Bid Amounts from the ASBA Accounts on the Designated Date and if applicable, refund of amounts collected from Bidders, on terms and conditions thereof
QIB Category/QIB Portion	The portion of the Net Offer being 50% of the Net Offer comprising of 126,400,000 Equity Shares which shall be Allotted to QIBs on a proportionate basis, subject to valid Bids being received at or above the Offer Price
Qualified Institutional Buyers/QIBs/QIB Bidders	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations
Red Herring Prospectus or RHP	This red herring prospectus dated March 22, 2019 issued in accordance with section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations which does not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto This red herring prospectus has been registered with the ROC at least three Working Days before Bid/Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date. Note: The SEBI ICDR Regulations, 2018 has come into force with effect from November 10, 2018. Since the DRHP was filed under the SEBI ICDR Regulations, the Red Herring Prospectus will comply with the disclosure requirements prescribed under the SEBI ICDR Regulations. However, the Red Herring Prospectus will comply with, and will be updated for, any procedure related modifications prescribed under the SEBI ICDR Regulations, 2018.
Refund Account	The account opened with the Refund Bank from which refunds, if any, of the whole or part of the Bid Amount shall be transferred from the Public Offer

Term	Description
	Account(s)
Refund Bank(s)	ICICI Bank Limited
Registered Broker(s)	Stock brokers registered with the SEBI and the Stock Exchanges having nationwide terminals other than the Members of the Syndicate, eligible to procure Bids in terms of circular no. CIR/CFD/14/2012 dated October 04, 2012 issued by SEBI
Registrar Agreement	The agreement dated March 27, 2018 entered into between our Company, the Selling Shareholder and the Registrar to the Offer in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents/RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Registrar to the Offer or Registrar	Alankit Assignments Limited
Retail Discount	Discount of up to [●]% (equivalent to ₹[●] per Equity Share) to the Offer Price which may be offered to Retail Individual Bidders in the Retail Portion
Retail Individual Bidder(s)/RIB(s) /RII(s)	Individual Bidders, other than Eligible Employees Bidding in the Employee Reservation Portion, who have Bid for the Equity Shares for an amount not more than ₹200,000 on a net basis in any of the bidding options in the Net Offer (including HUFs applying through their Karta and Eligible NRIs)
Retail Portion	The portion of the Net Offer being not less than 35% of the Net Offer consisting of 88,480,000 Equity Shares which shall be available for allocation to Retail Individual Bidder(s) in accordance with the SEBI ICDR Regulations subject to valid Bids being received at or above the Offer Price
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their ASBA Forms or any previous Revision form(s) QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity and of Equity Shares or the Bid Amount) at any stage Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
Self Certified Syndicate Banks or SCSBs	Banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website www.sebi.gov.in and updated from time to time
Selling Shareholder	The President of India, acting through the Ministry of Railways, Government of India
Share Escrow Agreement	The agreement dated March 22, 2019 entered into amongst the Selling Shareholder, our Company and the Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by the Selling Shareholder and the credit of such Equity Shares to the demat account of the Allottees
Specified Locations	Bidding centers where the Syndicate shall accept ASBA Forms, a list of which is available on www.sebi.gov.in and updated from time to time
Sponsor Bank	ICICI Bank Limited, being a Banker to the Offer, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/or payment instructions of the RIBs using the UPI
Stock Exchanges	BSE Limited and National Stock Exchange of India Limited
Syndicate Bidding Centres	Syndicate and Sub Syndicate centres established for acceptance of the ASBA Form and Revision Forms
Sub-Syndicate Members	The sub-syndicate members, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms
Syndicate Agreement	The agreement dated March 22, 2019, entered into between, the BRLMs, the Syndicate Members, our Company, the Selling Shareholder and Registrar to the Offer in relation to the collection of Bid cum Application Forms by

Term	Description
	Syndicate Members
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, in this case Elara Securities (India) Private Limited
Syndicate/Members of the Syndicate	The BRLMs and the Syndicate Members
Systemically Important Non-Banking Financial Companies	An NBFC registered with the RBI and having a net-worth of more than ₹5,000 million as per the last audited financial statements
Underwriters	The BRLMs and Syndicate Members
Underwriting Agreement	The agreement dated [●] to be entered into among the Underwriters, our Company and the Selling Shareholder on or after the Pricing Date, but prior to the registration of the Prospectus with the RoC
UPI	Unified payments interface which is an instant payment mechanism, developed by the National Payments Corporation of India
UPI ID	ID created on the UPI for single- window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the RIB by way of a notification on the UPI application and by way of a SMS directing the RIB to such UPI mobile application) to the RIB initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment.
Wilful Defaulter	A company or a person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorised as such
Working Day	"Working Day" means all days, other than second and fourth Saturday of a month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, "Working Day" shall mean all days' excluding all Saturdays, Sundays or a public holiday, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular no. SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016
YES Securities	YES Securities (India) Limited

Technical/Industry Related Terms/Abbreviations

Abbreviations	Full Form
CAGR	Compounded Annual Growth Rate
CMIE	Centre for Monitoring Indian Economy
CORE	Central Organization for Railway Electrification
DFC	Dedicated Fright Corridor
GC	Gauge Conversion
GDP	Gross Domestic Product
ICF	Integral Coach Factory
IRCON	IRCON International Limited
LHB	Linke Hofmann Busch
Metros	Metropolitan Railways
MOSPI	Ministry of Statistics and Programme Implementation
NL	New Line
PFCE	Private Final Consumption Expenditure
PGCIL	Power Grid Corporation of India Limited
PPA	Power Purchase Agreement
PPP	Public Private Partnership

Abbreviations	Full Form
RE	Railway Electrification
RITES	RITES Limited (Rail India Technical and Economic Service Limited)
RKms	Route Kilometers
WKSP	Workshop
YoY	Year on Year

Conventional and General Terms or Abbreviations

Term	Description
₹/Rs./ Rupees	Indian Rupees
A/c	Account
AGM	Annual General Meeting
AIF	Alternative Investment Funds registered pursuant to SEBI (Alternative Investment Funds) Regulations, 2012, as amended
Air Act	The Air (Prevention and Control of Pollution) Act, 1981, as amended
AS or Accounting Standards	Accounting Standards as notified under Companies (Accounting Standards) Rules, 2006
AY	Assessment Year
Bn.	Billion
BSE	BSE Limited
Category I FPIs	FPIs who are registered with SEBI as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II FPIs	FPIs who are registered with SEBI as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III FPIs	FPIs registered as category III FPIs under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIBIL	Credit Information Bureau (India) Limited
CIN	Corporate Identification Number
Companies Act	Companies Act, 1956 and Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956 (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013) alongwith the relevant rules made thereunder
Companies Act, 2013	Companies Act, 2013, to the extent in force pursuant to the notification of sections of the Companies Act, 2013, alongwith the relevant rules made thereunder
Competition Act	Competition Act, 2002, as amended
Consolidated FDI Policy	The extant Consolidated Foreign Direct Investment Policy notified by Department of Industrial Policy and Promotion from time to time, in this case the Consolidated Foreign Direct Investment Policy notified by notification D/o IPP F. No. 5(1)/2017-FC-1 dated August 28, 2017 effective from August 28, 2017
Cr.	Crore
CSR	Corporate Social Responsibility
Depositories	NSDL and CDSL
DP / Depository Partipants	Depository Participant as defined under the Depositories Act, 1996, as amended
DIN	Directors Identification Number
DP ID	Depository Participant’s Identification number
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortisation
EGM	Extraordinary General Meeting
EPS	Earnings per share
EPF Act	Employees’ Provident Fund and Miscellaneous Provisions Act, 1952, as amended
ESI Act	Employees State Insurance Corporation Act, 1948, as amended
FACR	Fixed Asset Coverage Ratio
FDI	Foreign Direct Investment
FEMA	Foreign Exchange Management Act, 1999, as amended, together with rules

Term	Description
	and regulations framed there under
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
Fiscal or Financial Year or FY	Period of 12 months ended March 31 of that particular year
Finance Act read with Service Tax Rules	Finance Act, 1994 read with Service Tax Rules, 1994, as amended
FPIs	A foreign portfolio investor as defined under the SEBI FPI Regulations
FVCI	Foreign Venture Capital Investor registered under the SEBI FVCI Regulations
FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000, as amended
GDP	Gross Domestic Product
GoI or Government of India or Central Government	The Government of India
HNI	High Net worth Individual
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
Indian GAAP	Generally accepted accounting principles in India
Ind AS	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, as notified under Ind AS Rules
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority
IT	Information Technology
IT Act/ Income Tax Act	Income Tax Act, 1961, as amended
Kms	Kilometers
MCA	Ministry of Corporate Affairs
Mn.	Million
MN	Metric Tonnes
Mutual Funds	Mutual funds registered with the SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, as amended
MW	Mega Watts
MoR	Ministry of Railways, GoI
NAV	Net Asset Value
No.	Number
NPCI	National Payments Corporation of India
NRE Account	Non-Resident External Account
NRI	A person resident outside India, as defined under FEMA and who is a citizen of India or a person of Indian origin, such term as defined under the Foreign Exchange Management (Deposit) Regulations, 2000, as amended
NRO Account	Non-Resident Ordinary Account
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
OM	Office Memorandum
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PBT	Profit Before Tax
PCB	Pollution Control Board
PSU	Public Sector Undertaking
RBI	Reserve Bank of India
RTGS	Real Time Gross Settlement
SBAR	State Bank Advanced Rate
SCRA	Securities Contracts (Regulation) Act, 1956, as amended
SCRR	Securities Contracts (Regulation) Rules, 1957, as amended
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended

Term	Description
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended
SEBI ICDR Regulations, 2018	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, as amended
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012, as amended
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, as amended
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000, as amended
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996, as amended
Securities Act	U.S. Securities Act of 1933
Sq. ft./ Sft/ sqft	Square foot
Sq. mt.	Square meter
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended
TAN	Tax Deduction Account Number allotted under the Income Tax Act, 1961, as amended
TDS	Tax Deducted at Source
Water and Air Rules	Water (Prevention and Control of Pollution) Rules, 1994 and Air (Prevention and Control of Pollution) Rules, 1994, as amended
U.S./US/U.S.A/United States	The United States of America, together with its territories and possessions
US$/USD	United States Dollar, the official currency of the United States of America
VCFs	Venture Capital Funds as defined and registered with SEBI under the SEBI VCF Regulations.
Water Act	The Water (Prevention and Control of Pollution) Act, 1974, as amended

Words and expressions used but not defined herein shall have the same meaning as is assigned to such terms in the SEBI ICDR Regulations, the Companies Act, the SEBI Act, the SCRA, the Depositories Act and the rules and regulations made thereunder.

Notwithstanding the foregoing, capitalised terms in "*Statement of Tax Benefits*", "*Financial Statements*", "*Basis for Offer Price*", "*Outstanding Litigation and Material Developments*", "*Offer Procedure*" and "*Main Provision of the Articles of Association*" on pages 98, 172, 95, 407, 446 and 508 respectively, shall have the meaning as ascribed to such terms in such sections.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references in this Red Herring Prospectus to "India" are to the Republic of India and all references to the "U.S.", "U.S.A" or "United States" are to the United States of America.

Unless stated otherwise, all references to page numbers in this Red Herring Prospectus are to the page numbers of this Red Herring Prospectus.

Financial Data

Unless stated otherwise or the context requires otherwise, the financial information in this Red Herring Prospectus is derived from our Restated Financial Statements prepared in accordance with the Companies Act, Indian GAAP/Ind AS (as applicable) and restated in accordance with the SEBI ICDR Regulations.

Our Company's Financial Year commences on April 01 and ends on March 31 of the following year. Accordingly, all references to a particular Financial Year or Fiscal, unless stated otherwise, are to the 12 month period ended on March 31 of that year. Unless the context otherwise requires, all references to a year in this Red Herring Prospectus are to a calendar year and references to a Financial Year are to March 31 of that calendar year.

Certain figures contained in this Red Herring Prospectus, including financial information, have been subject to rounding off adjustments. All decimals have been rounded off to two or one decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row. However, where any figures that may have been sourced from third-party industry sources are rounded off to other than two decimal points in their respective sources, such figures appear in this Red Herring Prospectus may be rounded off to such number of decimal points as provided in such respective sources.

On February 16, 2015, the Ministry of Corporate Affairs issued the Ind AS Rules for the purpose of enacting changes to Indian GAAP that are intended to align Indian GAAP further with IFRS. With effect from April 01, 2016, we were required to prepare our financial statements in accordance with the Ind AS.

There are significant differences between Indian GAAP and Ind AS. While a limited reconciliation of Ind AS and Indian GAAP numbers has been provided as per applicable accounting standards, our Company does not provide reconciliation of its financial information to Ind AS. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data.

The Restated Financial Statements have been prepared, based on financial statements as at and for the six month period ended September 30, 2018, and for the year ended March 31, 2018 in accordance with Ind AS as prescribed under Section 133 of Companies Act 2013 read with Companies (Indian Accounting Standards) Rules 2015 and other relevant provisions of the Companies Act, 2013; and as at and for the year ended March 31, 2017, in accordance with Ind AS being the comparative period for the year ended March 31, 2018; and as at and for the year ended March 31, 2016 and March 31, 2015, in accordance with Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 which has been converted into figures as per the Ind AS to align accounting policies, exemptions and disclosures as adopted for the preparation of the first Ind AS financial statements for the year ended March 31, 2018, (the consolidated and unconsolidated financial information as at and for the year ended March 31, 2015 is referred to as "the Proforma Ind AS Restated Consolidated Financial Information" and as "the Proforma Ind AS Restated Unconsolidated Financial Information"); and the Restated Unconsolidated Financial Information of the Company as at and for the years ended March 31, 2014 and March 31, 2013 have been prepared in accordance with previous GAAP.

Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, the Indian GAAP, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Red Herring Prospectus should accordingly be limited. Given that Ind AS differs in many respects from Indian GAAP, our financial statements prepared and presented in accordance with Ind AS may not be comparable to our historical financial statements prepared under the Indian GAAP

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 18, 112 and 343 respectively, and elsewhere in this Red Herring Prospectus have been calculated on the basis of our Restated Financial Statements.

Compliance with the SEBI ICDR Regulations 2018 and SEBI ICDR Regulations

The SEBI ICDR Regulations, 2018 have come into force with effect from November 10, 2018. Since the Draft Red Herring Prospectus was filed under the SEBI ICDR Regulations, this Red Herring Prospectus continues to comply with the disclosure requirements prescribed under the SEBI ICDR Regulations. However, this Red Herring Prospectus complies with, and has been updated for, any procedure related modifications prescribed under the SEBI ICDR Regulations 2018.

Further, the Prospectus shall continue to comply with the disclosure requirements prescribed under the SEBI ICDR Regulations. However, the Prospectus shall comply with, and be updated for, any procedure related modifications prescribed under the SEBI ICDR Regulations 2018.

Currency and Units of Presentation

All references to:

"Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and "USD" or "US$" are to United States Dollar, the official currency of the United States.

Our Company has presented certain numerical information in this Red Herring Prospectus in "million" units.

One million represents 1,000,000 and one billion represents 1,000,000,000.

Exchange Rates

This Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and other currencies:

(Amount in ₹, unless otherwise specified)

Currency	As on September 30, 2018	As on March 31, 2018	As on March 31, 2017	As on March 31, 2016	As on March 31, 2015	As on March 31, 2014	As on March 31, 2013
1 US$	72.55(1)	65.04(2)	64.84	66.33	62.59	60.10(3)	54.39(4)

Source: www.fbil.org.in

1. Exchange rate as on September 28, 2018, as RBI Reference Rate is not available for September 29, 2018, and September 30, 2018 being a Saturday and a Sunday, respectively.
2. Exchange rate as on March 28, 2018, as RBI Reference Rate is not available for March 29, 2018, March 30, 2018 and March 31, 2018 being a public holiday and Saturday, respectively.
3. Exchange rate as on March 28, 2014, as RBI reference rate is not available for March 31, 2014, March 30, 2014 and March 29, 2014 being a public holiday, a Sunday and a Saturday, respectively.
4. Exchange rate as on March 28, 2013, as RBI reference rate is not available for March 31, 2013, March 30, 2013 and March 29, 2013 being a Sunday, a Saturday, and public holiday, respectively.

Industry and Market Data

Industry and market data used in this Red Herring Prospectus has been obtained or derived from publicly available information and from the CARE Report which includes the following disclaimer:

"This report is prepared by CARE Advisory. CARE Advisory has taken utmost care to ensure accuracy and objectivity while developing this report based on information available in public domain. However, neither the accuracy nor completeness of information contained in this report is guaranteed. CARE Advisory operates independently of ratings division and this report does not contain any confidential information obtained by ratings division, which they may have obtained in the regular course of operations. The opinion expressed in this report cannot be compared to the rating assigned to the company within this industry by the ratings division. The opinion expressed is also not a recommendation to buy, sell or hold an instrument.

CARE Advisory is not responsible for any errors or omissions in analysis/inferences/views or for results obtained from the use of information contained in this report and especially states that CARE (including all divisions) has no financial liability whatsoever to the user of this product. This report is for the purpose of filing of Draft Red Herring Prospectus (DRHP), Red Herring Prospectus (RHP) and Prospectus by Rail Vikas Nigam Limited only and no part of this report may be published or reproduced in any form or manner apart from the intended purpose by the company."

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe the industry and market data used in this Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLMs or any of their affiliates or advisors. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors*" on page 18.

The extent to which the market and industry data used in this Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

In accordance with the SEBI ICDR Regulations, the "*Basis for Offer Price*" on page 95 includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the BRLMs have independently verified such information.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward looking statements". All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. These forward-looking statements include statements with respect to our business strategy, our revenue and profitability, our projects and other matters discussed in this Red Herring Prospectus regarding matters that are not historical facts. These forward looking statements can generally be identified by words or phrases such as "will", "aim", "will likely result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions. Similarly, statements that describe our objectives, strategies, plans or goals are also forward looking statements. All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause our actual results to differ materially from those contemplated by the relevant forward looking statement. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements.

Further, actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with our expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate.

Important factors that could cause actual results to differ materially from our expectations include, among others:

- dependence on the MoR, for sourcing and financing of projects and manpower supply;
- delay in land acquisition, forest/wildlife related clearances and approvals of plans and drawings for projects;
- influence of GoI on our actions;
- quality of work in respect of work performed by contractors, sub-contractors and consultants;
- dependence on the expertise of our Key Management Personnel and our skilled workforce and management for our operations; and
- inability to assess or identify the risks and liabilities, associated with the projects to be undertaken by a SPV.

For a further discussion of factors that could cause our actual results to differ, refer to the chapters titled "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 18, 112 and 343 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Although we believe that the assumptions on which such forward-looking statements are based are reasonable, we cannot assure the Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as on the date of this Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although, we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the Selling Shareholder, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

In accordance with SEBI requirements, our Company and the Selling Shareholder shall ensure that investors in India are informed of material developments from the date of this Red Herring Prospectus in relation to the statements and undertakings made by them in this Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer. Further, in accordance with Regulation 51A of the SEBI ICDR Regulations, our Company may be required to undertake an annual updation of the disclosures made in this Red Herring Prospectus and make it publicly available in the manner specified by SEBI.

SECTION II: RISK FACTORS

RISK FACTORS

An investment in equity shares involves a high degree of risk. Investors should carefully consider all the information disclosed in this Red Herring Prospectus, as well as the risks and uncertainties involved including those described below, before making an investment decision in our Equity Shares. If any one, or a combination of the following risks or other risks which are not currently known or are now deemed immaterial actually occurs or were to occur, our business, prospects, financial condition, cash flows and results of operations could suffer and the trading price of our Equity Shares could decline and you may lose all or part of your investment. The risks described below are not the only ones relevant to us or our Equity Shares or the industry and regions in which we operate. Additional risks and uncertainties, not presently known to us or not currently perceived as risks or that we currently deem immaterial may arise or may become material in the future and may also impair our business, results of operations and financial condition. Investors are advised to read the risk factors described below carefully before making any investment decisions in this Offer.

References to "we" "us" or "our" shall mean Rail Vikas Nigam Limited unless otherwise specified.

To obtain a more detailed understanding of our Company, prospective investors should read this section in conjunction with sections titled "Our Business", "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information" on pages 112, 343 and 172, respectively, as well as the other financial and statistical information contained in this Red Herring Prospectus before making an investment decision. In making an investment decision, prospective investors must rely on their own examination of our Company and the terms of the Offer. You should consult your tax, financial and legal advisors about the particular consequences to you of an investment in this Offer.

This Red Herring Prospectus also contains forward-looking statements that involve risks, estimates, and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Red Herring Prospectus. See the section "Forward-Looking Statements" on page 16.

Unless specified or quantified in the relevant risks factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section. Unless otherwise stated, the financial information-used in this section has been derived from our Restated Consolidated Financial Statements.

INTERNAL RISK FACTORS

Risk relating to Our Business and Our Industry

1. ***We majorly depend on the MoR for sourcing of our projects. Recently, there have been reconsiderations by the MoR regarding the modalities of our project assignments. There can be no assurance that future projects will be granted to us, which may result in an adverse effect on our business growth, financial condition and results of operations.***

   We operate as a project executing agency, working for and on behalf of MoR which assigns projects to us. Since our incorporation, the MoR has transferred 179 projects to us of which 174 projects are sanctioned for execution, on an assignment basis. We have completed 72 projects as on the date of this Red Herring Prospectus. The projects may broadly be classified under the heads of new lines, doubling, gauge conversion, railway electrification, metropolitan transport projects including metros, workshops and other allied projects.

   As of December 31, 2018, our order book from MoR was ₹744,924.80 million or 96.11% of our total order book. There is no assurance that future projects will be transferred to us for execution on assignment basis, which will in turn affect our results of operations and financial condition. Accordingly, the number of projects the Company has received in the past and the current order book may not be indicative of our future growth rate or the number of orders the Company will receive in the future. The MoR has recently been assigning certain works to other PSUs. Further, in the review meeting of MoR dated November 21, 2018, Railway Board has been directed to reconsider the practice of giving railway projects/works on nomination basis to our Company and to consider giving projects/works to CPSUs through limited competitive tenders, as per the GFR guidelines on turnkey basis. There may be no assurance that the MoR will continue to assign projects to us for execution. Our Company has since its inception, not evolved for any other model of sourcing projects and non-transfer of projects on assignment basis by MoR could seriously affect its sustainability. In the event of MoR deciding to go for competitive bidding for giving projects to CPSUs, our business growth, financial condition and results of operations will be adversely affected.

2. ***We completely depend on the project sponsoring authorities like MoR and state governments etc. for financing of our projects. There can be no assurance that in future adequate financing will be granted to us, which may result in an adverse effect on our business growth, financial condition and results of operations.***

For our project financing, we are dependent on various project sponsoring authorities such as the MoR and state governments, which periodically reimburse the expenditures incurred by our Company on execution of projects. Any delay in reimbursements of expenditures on works undertaken by us may negatively impact cash flow of our Company. Further, such delays may result into our inability to make timely payment to our vendors/executing agencies.

The financial condition of our Company and successful completion of our projects of MoR, is completely dependent upon timely provision of funds from MoR for execution of projects. In the recent past, MoR has drastically reduced initial budget allotment of the year, for projects to be funded through budgetary support, to the extent that our Company has to utilize its own funds as working capital for many projects without getting timely reimbursement. Shortfall in reimbursement on this account as on February 28, 2019 is of ₹14,170 million. The uncertainty in timely provisioning of funds and reimbursement of the amount spent by our Company to carry out projects/works, will impact the availability of working capital of our Company for implementation of projects; which in turn will impact the financial condition of our Company.

Further, for execution of projects of SPVs of which we are execution partners, we solely depend on respective SPVs for providing timely and adequate funds for execution. In the event that any SPV is unable to provide required funds for execution in a timely manner, the receivables from SPVs accumulate which, in turn, adversely affects our cash flow and performance not only in respect of projects pertaining to those SPVs but also other projects under execution by us. For instance, our Company has receivables of ₹9,960 million from KPRCL as on February 28, 2019 (about 29.7% of net worth of our Company for Fiscal 2018). Delay in realization of the said amount or non-realization of the same will place our Company in severe financial crisis.

Similarly for some of projects jointly funded by MoR and respective state governments, there is delay in reimbursement of funds by respective state governments. For instance, the Governments of Andhra Pradesh and Telangana have not reimbursed us ₹2,670 million and ₹3,000 million as on February 28, 2019. Such delays in reimbursement may adversely impact the implementation of projects as well as our financial performance.

3. ***We may not continue to have power to sanction detailed/revised estimates of the works assigned to us by the MoR which may adversely affect our business growth, financial condition and results of operations.***

Our Company at the time of its incorporation was authorized to sanction detailed estimates of the works assignment to us by the MoR in terms of its MoU. Further, the MoR, vide their letter dated August 14, 2012, has delegated powers to us for sanctioning detailed/revised estimates for the projects entrusted to us upto 100% cost on account of price escalation and upto 20% cost on account of reasons other than price escalation on the original sanctioned cost of the projects (inclusive of maximum limit of 5% on account of material modification costing upto ₹15 million in each case). However, in the review meeting of MoR dated November 21, 2018, the MoR has minuted that only zonal railways/railway board shall have power to revise the estimated cost of a particular project. Accordingly, the present powers delegated to our Company to sanction estimate with cost of a project more than project cost at the time of transferring the project, may be withdrawn as per recent meeting with MoR. Consequently, sanctioning of detailed estimates with costs more than advised project costs by Railway Board may require approval of Railway Board/zonal railways. In such a situation, there may be delay in sanctioning of detailed estimate and thereby delay in execution of the project or there are also chances that we may not get the said approval. This may adversely affect our ability to timely complete our projects and achieve our targets, resulting in an adverse effect on our business growth, financial condition and results of operations.

4. ***We largely depend on MoR for funds and manpower supply which may lead to a delay in execution of projects and limit the number of projects undertaken by us.***

For the successful execution of our projects, we depend on the MoR to allocate funds to us, which may at times get delayed due to non-availability of funds for infrastructure development with Indian Railways. In the past, there have been instances of delay in fund allocations by MoR. We are largely dependent on the MoR for funds since they assign a fixed budget to our Company each year for undertaking the projects. For 2018-19, the total capital and development expenditure of railways has been pegged at ₹148,528 crore. *(Source: CARE Report)*. There may be insufficient funds for starting a project on account of aforementioned delays in allocation of funds, fixed budget and lack of alternative sources of funding. This may result in delay in execution of projects which will limit the number of projects that can be taken up by the Company. This may have an adverse effect on the financial condition and results of operations of the Company.

We are a project based organisation and the requirement of employees depends on the nature and extent of the order book. We largely rely upon the MoR to depute skilled and experienced manpower for execution of projects, thereby avoiding a scenario of idle manpower or retrenchment thereof. Any delay from or inability by the MoR in timely deputation or continuity of deputed manpower with us would result in delays or inability by us in completion of projects in a timely manner. As on December 31, 2018, our Company had 550 employees of which 389 employees are on deputation from Indian Railways.

We may therefore be unable to execute the project in a timely manner due to our significant dependence on the MoR for provision of funds as well as manpower. This may result in an adverse effect on our business growth, financial condition and results of operations.

5. ***We depend on MoR for allotment of rails and sleepers for laying of track for new line, gauge conversion and doubling projects. Any delay from the MoR for allotment of the required rails and sleepers may delay our projects and may adversely affect our business, financial condition and results of operations.***

We are allotted rails and sleepers for laying of tracks for our projects viz., new line, gauge conversion and doubling by the MoR. However, in the recent past, there have been instances where MoR has not allotted rails to the Company as per our requirements, which has resulted in delays in execution of projects. For instance, for our Palanpur-Samkhiali doubling project, Vijayawada- Gudiwada Bhimavaram doubling project, Ahmedabad Botad GC project, Dhasa-Jetalsar GC project and Bina-Kota doubling project etc., we have requested MoR to provide us with rails for the project, however, there have been significant delays in allotments of the same. There can be no assurance that such delays will not occur in future as well. This could adversely affect our order book position, business, financial condition and results of operation.

6. ***Two of our projects viz. the hill railway projects of Rishikesh Karnprayag new line project and Bhanupalli- Bilaspur Beri new line project constitute a substantial portion of our order book. Any delay of these projects or delay in timely and adequate financing of these projects by MoR, may adversely affect our business, financial condition and results of operations.***

Our total order book value as on December 31, 2018 is ₹775,042.80 million of which, two projects viz. Rishikesh Karnprayag new line project and Bhanupalli- Bilaspur Beri new line project constitute ₹150,017.70 million and ₹64,135.10 million, respectively, respectively and constitutes 27.63% of our order book. Any delay on account of land acquisitions, forest and environmental clearance issues etc. or delay in timely and adequate financing of these projects by MoR, could adversely affect our order book position, business, financial condition and results of operation.

7. ***Our four metro projects currently ongoing in Kolkata have been facing delays. Any further delay/ review of these projects may adversely affect our business, revenues and results of operations***

Four metro projects in Kolkata viz., Baranagar - Barrackpore & Dakshineswar, Dum Dum Airport - New Garia via Rajerhat, Joka - Binoy Badal Dinesh Bagh via Majerhat and Naupara (extension) - Baranagar Extension of Dumdum were sanctioned to us in 2010-2011 and assigned to our Company for execution. Out of these projects, execution has been taken up in three of the four projects (excluding Baranagar – Barrackpore project). However, the work has been significantly delayed on account of issues related to land acquisition, removal of encroachments, utility shifting etc. Work on the Baranagar – Barrackpore project has not been taken up on account of non closure of the old water supply pipeline, on alignment of which, the metro line has been designed to be constructed. The further work on this line has been pending till a final decision by the state government in consultation with Indian Railways is arrived. Any delay in decision by the state government or any adverse decision in relation to these projects may affect our order book position, business, financial condition and results of operation.

8. ***Our growth rate, the number of projects we have been assigned in the past by MoR and our current order book may not be indicative of our future growth rate or the number of orders we will receive in the future.***

As of December 31, 2018, our order book consisted of ₹775,042.80 million of which 96.11%, was from MoR. Going forward, our order book may be affected by delays in performance of the contracts by our contractors as well as the long gestation period in completion of projects, if any. Therefore, we cannot assure you that we will be able to deliver all of our existing orders on schedule and successfully turn them into our revenue. Investors should not consider our order book as an accurate indicator of our future performance or future revenue.

9. ***Delay in land acquisition, forest/wildlife related clearances and approvals of plans and drawings, granting of power and traffic blocks for projects may lead to time and cost overruns, resulting in loss of reputation.***

We are completely dependent on the MoR for securing various approvals including land acquisition process for our projects. In agreements entered into by us for projects assigned to us by MoR or projects being executed on behalf of our SPVs, we secure approvals for the projects by liaising with MoR, as per our MoU.

The decision to acquire land and undertake a project involves an assessment of the size and location of the land, the willingness of landowners to sell the land for the project, the availability and cost of financing such acquisitions, the existence of encumbrances, law and order issues in removing encroachments on railway land, government directives on land use, and the ability to obtain permits and approvals for land acquisition and development. Any failure or delay by the MoR in identifying suitable lands in a timely manner or any failure to acquire suitable land or obtain approvals including land-related approvals for the projects may cause us to change, delay or abandon the project, which in turn could adversely affect our competitive position, business, financial condition, results of operation and reputation.

We are also dependent on zonal railways for approval of plans and drawings, and availability of power and traffic blocks required for project execution and commissioning of the lines. Delays thereof may adversely affect our competitive position, business, financial condition, results of operation and reputation.

10. ***We are subject to risks associated with the performance of contractors, sub-contractors and consultants being involved in our projects. Despite our best efforts for supervision and quality assurance plans, we face the risk of delays, quality of work, cost overruns in respect of work performed by contractors, sub-contractors and consultants which could result in a negative impact on our business, reputation, financial condition and results of operations.***

For timely completion of the projects undertaken by us, we depend on the performance of our contractors, sub-contractors and consultants engaged for adhering to the conditions of quality and other obligations. Any failure by the contractors, sub-contractors and consultants in performance of their respective obligations could result in delay or failure in timely execution or delivery of our projects. In the past, we have faced delays in completion of our projects due to non-performance of our contractors.

Despite our best efforts for supervision and quality assurance plans for project execution, the contractors and sub-contractors may use poor quality or defective materials or unskilled manpower, and as a result, deliver the project with a substandard quality. Furthermore, our contractors and consultants may not report safety concerns. This may lead to an increase in the cost of the projects, which could adversely affect our business, reputation, financial condition, results of operations and prospects and our relationships with our clients. In addition, should our contractors default on their contractual obligations or be unable to complete their work according to specifications on schedule, our ability to deliver the projects to our clients in accordance with the quality or timing may be compromised, which may have a material adverse effect on our business, financial condition, results of operations and future prospects. While we believe we have made necessary provisions in the contracts by way of scheduled milestone and delivery of projects, indemnity for delays in projects, inadequacy or delay in services of our contractors, sub-contractors and consultants may result in incremental costs and time overruns which in turn may adversely affect our projects.

In the event any of the above risks occur, execution of our projects or contracts may be delayed and our returns on such projects or contracts may be affected, and it may harm our business reputation and goodwill. In the event a project or contract is not completed to the satisfaction of our clients, whether on account of the foregoing or otherwise, it may result in a material adverse effect on our business, financial condition, results of operations, and future prospects.

11. ***Our contribution of equity in establishing special purpose vehicles are subject to risk of return on investment. Further, we engage independent consultants to scope the market potential and assess the prevailing demand, which aids us to assess financial viability of the project for creation of a SPV. Any inability to assess or identify the risks and liabilities, associated with the project to be undertaken by a SPV may jeopardise our equity investment in the SPV.***

We establish special purpose vehicles alongwith various strategic partners including private players, CPSEs, state governments etc. for execution of certain identified projects. Investments in the SPVs may, under certain circumstances, involve various equity risks. As in the case of any equity, there are no guaranteed or assured returns as the traffic projections envisaged may not materialise which may affect the return on our investment.

Any lack of participation from the other stakeholder may result in loss for our current or future equity investment will have an adverse impact on our financial results. For instance, we had agreed to contribute 26% equity in one of our Group Company, Dighi Roha Rail Limited, which was created for the purpose of laying a new line between Dighi port and Roha in Maharashtra. The project has not yet materialized due to reasons beyond our control.

Moreover, prior to formation of a SPV, which is in the nature of a special purpose vehicle, we engage independent consultants to conduct assessment exercises in order to ascertain the financial viability and risks associated with the projects to be undertaken in a special purpose vehicle mode. The independent consultant so appointed may not correctly estimate the financial viability and risks of the project *inter alia*, due to incorrect assessment of the cost of the project, and future projections of revenue and operation and maintenance cost, which may in turn impact our results of operations.

12. ***Objection from Government of Odisha to our involvement in the project execution for our Group Companies in the State may adversely impact our business and financial condition.***

We have contributed 38.62% and 31.50% equity in our Group Companies in the State of Odisha i.e. Haridaspur Paradip Railway Company Limited and Angul Sukinda Railway Limited respectively. Though the Company has been associated with the projects being implemented by these SPVs from May, 2003 and November, 2006 respectively, in November 2017 the Government of Odisha has objected and claimed conflict of interest with respect to our involvement as the project executing agency, since we have also contributed equity in these Group Companies. In the event they do not change this opinion, it may have an adverse impact on our business and financial conditions since we may not be able to be execute these projects which will affect our revenues.

13. ***The interests of the GoI as our controlling shareholder may conflict with your interests as a shareholder. The GoI has significant influence over our actions and can issue directives with respect to the conduct of our business or our affairs. Any change in GoI policy or goodwill could have a material adverse effect on our financial condition and results of operations. Our Company will continue to be controlled by the GoI following this Offer.***

As per our Articles of Association, the President of India may issue directives with respect to the conduct of our business or our affairs for as long as we remain a government owned company, as defined under the Companies Act. For instance, under Article 66 of our Articles of Association, our Directors are appointed by the President of India and their powers are subject to the approval of the President of India.

The priorities of the GoI may be different from ours or that of our other shareholders. As a result, the GoI may take actions with respect to our business and the businesses of our peers and competitors that may not be in our or our other shareholders' best interests. The GoI could, by exercising its powers of control, defer or initiate a change of control of our Company or a change in our capital structure, delay or defer a merger or consolidation.

After the completion of the Offer, the GoI will continue to hold majority of the paid-up Equity Share capital of our Company. Consequently, the GoI acting through the Ministry of Railways will continue to control us and will have the power to elect and remove the Directors and therefore determine the outcome of most proposals for corporate action requiring approval of the Board or the shareholders, including with respect to the payment of dividends, preparation of budgets, capital expenditure, and transactions with other public sector companies. We will continue to be a public sector undertaking under the Companies Act after completion of the Offer, and the GoI may issue directives with respect to the conduct of our business or its affairs or change in control or impose other restrictions in terms of our Articles of Association.

14. ***There are outstanding legal and tax proceedings involving our Company and our Group Company(ies) and any adverse decision in such proceedings may expose us, our Directors and our Group Company to liabilities or penalties and may adversely affect our business, financial condition, results of operations and cash flows.***

As of the date of this Red Herring Prospectus, our Company and our Group Company(ies) are involved in certain civil and tax (direct and indirect) proceedings, which are pending at different levels of adjudication before various courts, tribunals, forums and appellate authorities. We cannot assure you that these legal proceedings will be decided in our favour. Decisions in proceedings adverse to our interest may have a significant adverse effect on our business, financial condition, results of operations and cash flows. In relation to tax proceedings, in the event of any adverse outcome, we may be required to pay the disputed amounts along with applicable interest and penalty and may also incur additional tax incidence going forward.

A summary of pending tax proceedings and other material litigation involving our Company and Group Companies is provided below:

I. **Litigation against our Company**

(in ₹ million)

S. No.	Nature of Litigation	Number of cases against our Company	Approximate amount involved (to the extent quantifiable)
1.	Criminal Complaints	Nil	Nil
2.	Tax proceedings	5	2,112.36
3.	Civil proceedings (including arbitrations)	36	41,809.61

II. **Litigation by our Company**

(in *₹ million)*

S.No.	Nature of Litigation	Number of cases by our Company	Approximate amount involved (to the extent quantifiable)
1.	Criminal Complaints	Nil	Nil
2.	Tax proceedings	Nil	Nil
3.	Civil proceedings	2	777.23

III. **Litigation by/against our Group Company(ies)**

(in ₹ million)

S.No.	Nature of Litigation	Number of cases against our Company	Approximate amount involved (to the extent quantifiable)
1.	Criminal Complaints	Nil	Nil
2.	Tax proceedings	12	5,413.30
3.	Civil proceedings	Nil	Nil

The amounts claimed in these proceedings have been disclosed to the extent ascertainable. If any new developments arise, including a change in Indian law or rulings against us by appellate courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current or long-term liabilities. For further details, see "*Outstanding Litigation and Material Developments*" on page 407.

15. ***Our Company being a CPSE is currently not in compliance with certain provisions of the SEBI Listing Regulations and Companies Act, as may be applicable, in relation to the terms of reference of the Audit Committee and the Nomination and Remuneration Committee.***

Regulation 18(3) read with point (2) of Paragraph A of Part C of Schedule II of SEBI Listing Regulations, requires the role of the Audit Committee of a listed company to include, *inter alia* the recommendation for appointment, and remuneration of auditors of the listed entity. In accordance with Section 139(5) of the Companies Act, 2013, the Comptroller and Auditor General of India is required to appoint a duly qualified auditor as our Statutory Auditor. Accordingly, since our Company is a CPSE and a government company, provisions relating to appointment of our Statutory Auditor are not included in the terms of reference of our Audit Committee, as required under the SEBI Listing Regulations.

Pursuant to Regulation 19(4) read with Paragraph A of Part D of Schedule II of SEBI Listing Regulations, provisions relating to (i) identification of persons who are qualified to become directors and to recommend the appointment and removal of directors, (ii) recommending extension, if any, of the term of independent directors, (iii) formulation of criteria for evaluation of performance of the directors, (iv) devising a policy on diversity of the board of directors, (v) formulation of the criteria for determining qualifications, positive attributes and independence of a director, and (vi) recommendation to the board of directors of a policy relating to the remuneration of the directors, key management personnel and other employees, are required to be included in the terms of reference of nomination and remuneration committee. In relation to our Company, the power to appoint Directors on our Board is vested with the President of India acting through the MoR, and, as a result, we do not have the power to appoint Directors on our Board.

Accordingly, the aforementioned matters are not included in the terms of reference of our Audit Committee and Nomination and Remuneration Committee, respectively.

In relation to the non-compliances, we have filed an exemption letter with SEBI on March 28, 2018 under clauses (a) and (c) of Regulation 113(1) of the SEBI ICDR Regulations seeking certain exemptions from the relevant provisions of the SEBI Listing Regulations and the same has been approved by SEBI.

16. ***Our ability to pay dividends in the future will depend on number of factors, including, our profit after tax for the fiscal year, utilization of the profit after tax towards reserves, our financial condition, our cash flows and applicable taxes, including dividend distribution tax payable by our Company, and the payments shall be subject to the CPSE Capital Restructuring Guidelines, 2016 issued by the Department of Investment & Public Asset Management.***

Our ability to pay dividends in the future will depend on number of factors, including profits after tax for the fiscal year, utilization of the profit after tax towards reserves, our financial condition, our cash flows and applicable taxes, including dividend distribution tax payable by our Company as well as the restrictions by the Companies Act, 2013 on dividend declaration. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and subsequent approval of shareholders and will depend on factors that our Board and shareholders deem relevant. We may not declare dividends on our Equity Shares. We cannot assure you that we will be able to pay dividends in the future. Therefore, while in accordance with Clause 5.2 and Clause 5.3 of the CPSE Capital Restructuring Guidelines, 2016, our Company is required to pay a minimal annual dividend of 30% of its profit after tax or 5% of its net worth, whichever is higher, unless an exemption is provided in accordance with these guideline or unless a lower dividend is justified on specified criteria, we may not be able to declare adequate dividends to you. For further details, see "*Dividend Policy*" on page 170.

17. ***Our Statutory Auditor and the Comptroller and Auditor General of India have provided certain qualifications and matter of emphasis in their audit report on our financial statements in recent financial years.***

Our Statutory Auditor has provided certain matter of emphasis in their audit report on our Restated Consolidated Financial Statements and our Restated Unconsolidated Financial Statements and the Comptroller and Auditor General of India has provided certain qualifications in their audit report. These qualifications mainly pertain to the SPVs of the Company, in which we have invested equity. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 343.

18. ***Our Restated Consolidated Financial Statements and our Restated Unconsolidated Financial Statements may not be comparable.***

Our Restated Consolidated Financial Statements and our Restated Unconsolidated Financial Statements included in this Red Herring Prospectus for the Financial Years 2013 and 2014 have each been prepared in accordance with Indian GAAP and reporting guidelines prescribed by Indian regulatory authorities applicable as of the relevant applicable dates. Our Restated Consolidated Financial Statements and our Restated Unconsolidated Financial Statements included in this Red Herring Prospectus for the Financial Years 2018, 2017, 2016 and 2015, and for the six month period ended September 30, 2018 have each been prepared in accordance with Ind AS and reporting guidelines prescribed by Indian regulatory authorities applicable as of the relevant applicable dates. As a result, our Restated Consolidated Financial Statements and our Restated Unconsolidated Financial Statements for the Financial Years 2013 and 2014 may not be comparable with our Restated Consolidated Financial Statements and our Restated Unconsolidated Financial Statements for the Financial Years 2018, 2017, 2016, 2015 and for the six month period ended September 30, 2018.

19. ***We have contingent liabilities in our balance sheet, as restated, as on September 30, 2018. The realization of our contingent liabilities may adversely impact our profitability and may have a material adverse effect on our results of operations and financial condition.***

The following are the contingent liabilities on a consolidated basis in our balance sheet, as restated, as at September 30, 2018:

(in ₹ million)

Particulars	As at September 30, 2018
Claims by the contractor on account of Arbitration not acknowledged as debts by the Company*	37,740.56
Income Tax Demand as reflected on the website of Income Tax Department	1.53

**Claim if any will form part of the project cost and will be reimbursed by respective clients.*

If any of these actually occur in the future, they may adversely impact our profitability and may have a material adverse effect on our business, financial condition and our results of operations.

20. ***We have in the past entered into related party transactions and may continue to do so in the future and there can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties***

In the ordinary course of our business, we have entered into transactions with related parties. While we believe that all related party transactions that we have entered into are legitimate business transactions conducted on an arms' length basis, there can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties. Furthermore, it is likely that we will continue to enter into related party transactions in the future. There can be no assurance to you that these or any future related party transactions that we may enter into, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations and prospects. Further, the transactions we have entered into and any future transactions with our related parties have involved or could potentially involve conflicts of interest which may be detrimental to our Company. For further details regarding our related party transactions, see "*Related Party Transactions*" on page 169.

21. ***We are highly dependent on the expertise of our Key Management Personnel and our skilled workforce and management for our operations. Our inability to retain such workforce or replace such management may have an adverse effect on our business, financial condition and the results of operations***

The successful completion of our projects and the running of our day-to-day operations and the planning and execution of our business strategy depends significantly on our skilled and efficient Key Managerial Personnel and other key personnel.

As a public sector undertaking, the GoI policies regulate and control the emoluments, benefits and perquisites that we pay to our employees, including our key managerial and technical personnel and these policies may not permit us to pay at market rates. In case any of these executive directors or key management personnel resigns or ceases to be associated with the Company, then our Company may take a longer time to find or may not be able to identify the requisite person for such positions. Further, failure to perform by the KMPs or senior management as required or a loss of key members of our senior management or other key team members, particularly to competitors, could have an adverse effect on our business and results of operations. Our performance also depends on our ability to attract and train highly skilled personnel. If we are unable to do so, our ability to undertake projects may be impaired and our revenues may decline which would adversely affect our business, prospects and results of operations.

22. ***We have had negative net cash flows in the past and may continue to have negative cash flows in the future.***

We had negative cash flow from our operating and financing activities and net cash and cash equivalent as set out below:

(₹ in millions)

Particulars	**Six month period ended September 30, 2018**	**Fiscal 2018**	**Fiscal 2017**	**Fiscal 2016**	**Fiscal 2015**
Net cash (used in) / generated from operating activities	2,120.04	(3,121.52)	5,707.54	6,520.92	1,134.46
Net cash (used in) / generated from investing activities	819.17	(183.93)	(253.69)	997.09	(291.73)
Net cash (used in) / generated from financing activities	(5,860.01)	(5,811.99)	(6,684.07)	(1,822.51)	(1,522.91)
Cash and cash equivalents at the beginning of the period	3,428.52	12,545.96	13,776.18	8,080.69	8,760.87
Cash and cash equivalents at the end of the period	507.72	3,428.52	12,545.96	13,776.18	8,080.69

23. ***We do not have certain documents evidencing the biographies of one of our Directors under the section "Our Management" of this Red Herring Prospectus.***

We do not have certain documents evidencing the educational qualifications of some of our Directors mentioned in their biographies under the section "*Our Management*" on page 146 of this Red Herring Prospectus. The information included in the section is based on the details provided by the respective Directors and are supported by certificates executed by them certifying the authenticity of the information provided. We cannot assure you that all information relating to our Directors included in the section titled "*Our Management*" is true and accurate and do not have any inadvertent errors or omissions.

24. ***We have not independently verified certain data in this Red Herring Prospectus.***

We have not independently verified data from the CARE Report contained in this Red Herring Prospectus and although we believe the sources mentioned in the report to be reliable, we cannot assure you that they are complete or reliable.

Such data may also be produced on a different basis from comparable information compiled with regards to other countries. Therefore, discussions of matters relating to India, its economy or the industries in which we operate that is included herein are subject to the caveat that the statistical and other data upon which such discussions are based have not been verified by us and may be incomplete, inaccurate or unreliable. Due to incorrect or ineffective data collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced elsewhere and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy, as the case may be, elsewhere.

25. ***We do not maintain insurance policies for our assets.***

Our premises and operations are subject to certain risks, such as natural disasters, fire, burglary, earthquake and theft. However, we have not obtained any insurance policy for any of our assets on our leased premises. These risks could expose us to liability resulting out of any damage to our assets, in the event any such events were to occur, which will have an adverse impact on our financial conditions.

26. ***Our properties are not owned by us but are taken on leasehold basis. Further, if we fail to extend the lease period on lease expiry on reasonable terms, it may have a material adverse effect on the business, financial condition and results of operations of our Company.***

The premises from which we operate including our Registered and Corporate Office and our project implementation units and have been taken on leasehold basis from various third parties are not owned by us. There can be no assurance that we will be able to renew such lease agreements on terms that are favourable or acceptable to us or at all. In the event that we are unable to obtain an extension or the lease is terminated due to any reason, we may have to vacate the premises in case any dispute arises with the owner of the premises and relocate which may have an adverse effect on our financial conditions.

Further, there may be certain deficiencies in title or some of the agreements for such parcels of land may not have been duly executed and/or adequately stamped or registered in the land records of the concerned authorities. Such lease deeds may not be accepted as evidence in a court of law and we may be required to pay penalties for inadequate stamp duty.

27. ***Our Company has not consolidated its accounts for the Financial Year 2012-13 and 2013-14.***

For the Financial Years 2012-13 and 2013-14, our Company has not consolidated its accounts with those of its Group Companies as we believe that there was no requirement under the applicable laws relevant at the time in relation to the same. However, we cannot assure you that there will be no liability arising out of the same and any liability may adversely affect our business, financial condition and results of operations.

28. ***Some of the group companies have incurred losses in recent periods.***

Set forth below are details of losses after tax incurred by the Group Companies in the recent past:

(₹ in millions)

Name of Group Company	Six month period ended September 30, 2018	Fiscal 2018	Fiscal 2017	Fiscal 2016	Fiscal 2015
Haridaspur Paradip Railway Company Limited	0.42	3.26	0.12	(0.32)	0.33
Bharuch Dahej Railway Company Limited	8.16	268.39	(188.38)	164.11	215.96
Dighi Roha Rail Limited	(0.15)	(0.42)	(0.73)	(7.73)	-

We cannot assure you that our Group Companies will not make losses in the future.

29. ***We have unsecured loans that may be recalled by the lenders at any time and we may not have adequate fund flows to make timely payments or at all.***

We have availed an unsecured loan from IRFC which may be recalled by them at any time. As of December 31, 2018 such loans amounted to ₹28,426.30 million. While for payment of interest and principal on the borrowing from IRFC, MoR would make available to the Company the required funds, the debt servicing will only pass through RVNL books. In the event that any lender does not provide further funding to us, we would need to find alternative sources of financing, which may not be available on commercially reasonable terms, or at all. Further, we may not have adequate working capital to undertake new projects or complete the ongoing projects. As a result, any such demand may materially and adversely affect our cash flows and results of operations. For further details of unsecured loans, please see "*Financial Statements*" on page 172.

30. ***Our Group Companies have been assigned credit rating for the non-fund based facilities taken by them. Any downgrading to the same may significantly affect our result of operation and financial conditions.***

Our Group Companies take loans for their projects and the same is provided to them based on their credit rating. Two of our Group Company namely Bharuch Dahej Railway Company Limited and Krishnapatnam Railway Company Limited, were assigned CARE BBB+ and IND BBB- ratings for their long term bank facilities of ₹1,335.20 million and ₹9,330 million by CARE and India Ratings and Research in December, 2018 and April, 2018, respectively. Further, our Group Company Angul Sukinda Railway Limited was assigned BWR BBB rating for its long term fund based facilities of ₹16,000 million by Brickworks Rating India Private Limited in December, 2018. Any downgrading to the same may significantly affect our result of operation and financial conditions since we have contributed equity in the said group companies.

31. ***There may be significant independent press coverage about our Company and this Offer, and we strongly caution you not to place reliance on any information contained in press articles, including, in particular, any financial projections, valuations or other forward-looking information, and any statements that are inconsistent with the information contained in this Red Herring Prospectus.***

There may be significant press coverage about our Company and this Offer, that may include financial projections, valuations and other forward-looking information, as well as statements that are inconsistent or conflict with the information contained in this Red Herring Prospectus. We do not accept any responsibility for the accuracy or completeness of such press articles, and we make no representation or warranty as to the appropriateness, accuracy, completeness or reliability of any of the projections, valuations, forward-looking information, or of any assumptions underlying such projections, valuations, forward-looking information or any statements are inconsistent or conflict with the information contained in this Red Herring Prospectus, included in or referred to by the media.

32. ***The Price Band and the Offer Price is determined based on various factors and assumptions including but not limited to prevailing market conditions. There is no assurance that the Offer Price of the Equity Shares will reflect the market price of the Equity Shares after the Offer. Further, the market prices of certain securities listed pursuant to certain previous issues managed by the BRLMs may be below their respective issue prices.***

The Price Band and the Offer Price which is to be determined by us, in consultation with the Selling Shareholder and the BRLMs through the Book Building Process is based on various factors and assumptions. For further details, see "*Basis for Offer Price*" on page 95. The Price Band and Offer Price may not be reflective of the market price for the Equity Shares after the Offer and is dependent on various external factors such as global and domestic market conditions etc.

In addition, the market prices of certain securities issued by companies that had their initial public offerings managed by the BRLMs, are currently may be below their respective offer prices. For further details, see "*Other Regulatory and Statutory Disclosures - Price information of past issues handled by the BRLMs*" on page 425. The factors that could affect the market price of Equity Shares include, among other things, market trends, financial performance and results of the Company after the listing, and factors beyond our control. There is no assurance that the Equity Shares will trade at a price that we may expect or that there will be an active market for the Equity Shares or that sustained trading will take place after the listing of the Equity Shares."

EXTERNAL RISK FACTORS

33. ***Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP, Ind AS and IFRS, which may be material to investors' assessments of our financial condition.***

Our Company is required to prepare annual and interim financial statements under Indian Accounting Standards ("**Ind AS**") from periods beginning April 01, 2016 as required under Section 133 of the Companies Act 2013 read with Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016. Ind AS differs in significant respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP financial statements, which are restated as per SEBI ICDR Regulations included in this Red Herring Prospectus 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 Red Herring Prospectus should accordingly be limited.

34. ***We may be affected by competition law in India and any adverse application or interpretation of the Competition Act could in turn adversely affect our business.***

The Competition Act was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the CCI to separate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties.

Further, any agreement among competitors which, directly or indirectly, involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of subscribers in the relevant market is presumed to have an appreciable adverse effect in the relevant market in India and shall be void. The Competition Act also prohibits abuse of a dominant position by any enterprise. On March 04, 2011, the Central Government notified and brought into force the combination regulation (merger control) provisions under the Competition Act with effect from June 01, 2011. These provisions require acquisitions of shares, voting rights, assets or control or mergers or amalgamations that cross the prescribed asset and turnover based thresholds to be mandatorily notified to, and pre-approved by, the CCI. Additionally, on May 11, 2011, the CCI issued the Competition Commission of India (Procedure for Transaction of Business Relating to Combinations) Regulations, 2011, as amended, which sets out the mechanism for implementation of the merger control regime in India.

The Competition Act aims to, among other things, prohibit all agreements and transactions which may have an appreciable adverse effect in India. Consequently, all agreements entered into by us could be within the purview of the Competition Act. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. We are not currently party to any outstanding proceedings, nor have we received notice in relation to non-compliance with the Competition Act or the agreements entered into by us. However, if we are affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, financial condition, results of operations and prospects.

35. ***Some of our business activities are subject to seasonal and other fluctuations that may affect our cash flows and business operations.***

Our business and operations are affected by seasonal factors, which may require suspension or curtailment of operations, in particular, the monsoon season in the second quarter of each fiscal. During periods of curtailed activity due to adverse weather conditions, we may continue to incur operating expenses, whilst our infrastructure project related activities such as laying down railway lines, track doubling etc. may be delayed or reduced. Additionally, construction and infrastructure services witness a decrease during the monsoon. Such fluctuations may impact our completion of projects in due time, adversely affect our revenues, cash flows, results of operations and financial conditions.

36. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws and regulations, may adversely affect our business, results of operations and cash flows.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, cash flows and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example:

- the GAAR became effective from April 01, 2017. The tax consequences of the GAAR provisions being applied to an arrangement could result in denial of tax benefit amongst other consequences. In the absence of any precedents on the subject, the application of these provisions is uncertain. If the GAAR provisions are made applicable to our Company, it may have an adverse tax impact on us; and

- the Government of India has implemented a comprehensive national GST regime that combines taxes and levies by the Central and State Governments into a unified rate structure. In this regard, the Constitution (One Hundred and First Amendment) Act, 2016 enables the Government of India and state governments to introduce GST. While the Government of India and certain state governments have announced that all committed incentives will be protected following the implementation of the GST, given the limited availability of information in the public domain concerning the GST, we cannot assure you as to this or any other aspect of the tax regime following implementation of the GST. The implementation of this rationalized tax structure may be affected by any disagreement between certain state governments, which may create uncertainty. Any future increases or amendments may affect the overall tax efficiency of companies operating in India and may result in significant additional taxes becoming payable. If, as a result of a particular tax risk materializing, the tax costs associated with certain transactions are greater than anticipated, it could affect the profitability of such transactions.

Further, the Government has announced the interim union budget for the Financial Year 2020 and the Parliament has passed the Finance Act, 2019 which has proposed various amendments. For example, it includes a proposal to amend the Indian Stamp Act, 1899 to stipulate the buyer to be responsible for payment of stamp duty, in case of sale of securities through stock exchanges, and the transferor/issuer in case the transaction is undertaken through a depository or otherwise than through a stock exchange. The Finance Act, 2019 has also clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, on a delivery basis is specified at 0.015% and on a non-delivery basis is specified at 0.003% of the consideration amount. The proposed stamp duty amendment pursuant to the Finance Act, 2019 are proposed to be effective from the date on which these amendments are notified in the official gazette.

There is no certainty on the impact that the Finance Act, 2019 may have on our business and operations or on the industry in which we operate. Further, the budget which has been currently proposed for the Financial Year 2020, is merely an interim budget. The full union budget is likely to be announced post the general elections, scheduled this year, pursuant to which the Government may introduce additional tax proposals. We cannot predict whether any tax laws or regulations impacting our products will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether, if at all, any laws or regulations would have a material adverse effect on our business, financial condition, results of operations and cash flows.

We have not determined the impact of such legislations on our business. In addition, unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws or may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows and prospects. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

37. ***Our business is substantially affected by prevailing economic, political and other prevailing conditions in India.***

Our Company is incorporated in India, and all the projects executed by us as well as our 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. Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- any increase in Indian interest rates or inflation;
- any exchange rate fluctuations;
- any scarcity of credit or other financing in India, resulting in an adverse impact on economic conditions in India and scarcity of financing of our developments and expansions;
- prevailing income conditions of Indian individuals and corporations;
- volatility in, and actual or perceived trends in trading activity on, India's principal stock exchanges;
- changes in India's tax, trade, fiscal or monetary policies;
- political instability, terrorism or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries;
- occurrence of natural or man-made disasters;
- prevailing regional or global economic conditions, including in India's principal export markets;
- any downgrading of India's debt rating by a domestic or international rating agency;
- financial instability in financial markets; and
- other significant regulatory or economic developments in or affecting India or its natural gas sector.

Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely impact our business, results of operations and financial condition and the price of the Equity Shares.

38. ***We will not receive any proceeds from the Offer.***

As this Offer is an offer for sale of Equity Shares by the Selling Shareholder, the proceeds from this Offer will be remitted to the Selling Shareholder and we will not benefit from such proceeds.

39. ***Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.***

Under Section 62 of the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the laws of the jurisdiction that you are in do not permit the exercise of such pre-emptive rights without our filing an offering document or a registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights. If we elect not to file an offering document or a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights available in respect of an issuance of the equity shares, your proportional interests in our Company may be reduced by the new equity shares that are issued by our Company.

40. ***Natural disasters, acts of war, political unrest, epidemics, terrorist attacks or other events which are beyond our control, may cause damage, loss or disruption to our business and have an adverse impact on our business, financial condition, results of operations and growth prospects.***

We generally bear the risk of loss of raw materials or equipment and components in transit after our suppliers ship the supplies to us. We may face the risk of loss or damage to our properties, machinery and inventories due to natural disasters, such as snow storms, typhoons and flooding. Acts of war, political unrest, epidemics and terrorist attacks may also cause damage or disruption to us, our employees, our facilities and our markets, any of which could materially and adversely affect our sales, costs, overall operating results and financial condition. The potential for war or terrorist attacks may also cause uncertainty and cause our business to suffer in ways that we cannot predict. In addition, certain Asian countries, including Hong Kong, China, Singapore and Thailand, have encountered epidemics such as severe acute respiratory syndrome, or SARS and incidents of avian influenza, or H5N1 bird flu. Past occurrences of epidemics have caused different degrees of damage to the national and local economies in India. A recurrence of an outbreak of SARS, avian influenza or any other similar epidemic could cause a slowdown in the levels of economic activity generally, which may adversely affect our business, financial condition and results of operations. In the event any loss exceeds our insurance coverage or is not covered by our insurance policies, we will bear the shortfall. In such an event, our business, financial condition and results of operations could be materially and adversely affected.

41. ***Any future issuance of our Equity Shares may dilute your shareholdings and sales of our Equity Shares may adversely affect the trading price of our Equity Shares.***

Any future equity issuances by us may lead to the dilution of investors' shareholdings in our Company. In addition, any sales of substantial amounts of our Equity Shares in the public market after the completion of the Offer, or the perception that such sales could occur, could adversely affect the market price of our Equity Shares and could impair the future ability of our Company to raise capital through offerings of our Equity Shares. We also cannot predict the effect, if any, that the sale of our Equity Shares or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

42. ***Foreign investors are subject to foreign investment restrictions under Indian law, which may adversely affect the market price of our Equity Shares.***

Under the foreign exchange regulations currently in force in India, transfers of equity shares between non-residents and residents are permitted (subject to certain exceptions) if they comply with *inter alia*, the pricing guidelines and reporting requirements specified by the RBI. If the transfer of equity shares is not in compliance with such pricing guidelines or reporting requirements, or falls under any of the prescribed exceptions, prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Indian Rupee proceeds from a sale of equity shares in India into foreign currency and repatriate any such foreign currency from India will require a no-objection/tax clearance certificate from the Indian income tax authorities. We cannot assure you that any required approval from the RBI or any other government agency can be obtained in a timely manner or on any particular terms or at all. Owing to possible delays in obtaining requisite approvals, investors in our Equity Shares may be prevented from realizing gains during periods of price increase or limiting their losses during periods of price decline.

43. ***You will not be able to immediately sell any of our Equity Shares you purchase in the Offer on an Indian Stock Exchange.***

Our Equity Shares will be listed on the Stock Exchanges. Pursuant to Indian regulations, certain actions must be completed before the Equity Shares can be listed and trading may commence. Investor' book entry, or demat accounts, with depository participants in India are expected to be credited within two working days of the date on which Allotment is approved by the Designated Stock Exchange. Thereafter, upon receipt of final listing and trading approval from the Stock Exchanges, trading in the Equity Shares is expected to commence within six Working Days from the date of Bid/Offer Closing Date.

We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified above.

44. ***You may be subject to Indian taxes arising out of capital gains on the sale of our Equity Shares. Recently, the Finance Act, 2018 levied taxes on such long term capital gains exceeding ₹100,000 arising from sale of Equity Shares on or after April 01, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such Equity Shares.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of our Equity Shares are generally taxable in India. Any gain realised on the sale of listed equity shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if Securities Transaction Tax ("**STT**") has been paid on the transaction. STT will be levied on and collected by a domestic stock exchange on which the equity shares are sold. Any gain realised on the sale of equity shares held for more than 12 months, which are sold other than on a recognised stock exchange and on which no STT has been paid to an Indian resident, will be subject to long term capital gains tax in India. Further, any gain realised on the sale of listed equity shares held for a period of 12 months or less which are sold other than on recognised stock exchanges and on which STT has been paid, will be subject to short term capital gains tax in India. However, the Finance Act, 2018, has now levied taxes on such long term capital gains exceeding ₹100,000 arising from sale of Equity Shares on or after April 01, 2018, while continuing to exempt the unrealized capital gains earned up to January 31, 2018 on such Equity Shares. Accordingly, you may be subject to payment of long term capital gains tax in India, in addition to payment of STT, on the sale of any Equity Shares held for more than 12 months. STT will be levied on and collected by a domestic stock exchange on which the Equity Shares are sold. Capital gains arising from the sale of the equity shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of our Equity Shares.

45. ***GoI will continue to control us post listing of our Equity Shares.***

Upon the completion of this Offer, the GoI will hold approximately 87.84% of our post-Offer paid up equity share capital. Consequently, the President of India, acting through the MoR will continue to control us and will have the power to elect and remove our directors and determine the outcome of most proposals for corporate action requiring approval of our Board or shareholders, such as proposed five-year plans, revenue budgets, capital expenditure, dividend policy, transactions with other GoI controlled companies. Under the Companies Act, this will continue to be a public sector undertaking which is owned and controlled by the President of India. This may affect the decision making process in certain business and strategic decisions taken by our Company going forward.

46. ***Investors may not be able to enforce a judgment of a foreign court against our Company.***

Our Company is incorporated under the laws of India. Our Company's Directors and Key Management Personnel are residents of India and our assets are located in India. As a result, it may not be possible for investors to affect service of process upon our Company or such persons in jurisdictions outside India, or to enforce against them judgments obtained from courts outside India. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which include the United Kingdom, Singapore and Hong Kong. The United States has not been declared as a reciprocating territory for the purposes of the Code of Civil Procedure, 1908 ("**Civil Code**") and thus a judgment of a court outside India may be enforced in India only by a suit and not by proceedings in execution. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Civil Code. The Civil Code only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties and does not include arbitration awards. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us, our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a fresh suit in a competent court in India, based on a final judgment that has been obtained in a non-reciprocating territory, within three years of obtaining such final judgment. It is unlikely that an Indian court would award damages on the same basis, or to the same extent, as was awarded in a final judgment rendered by a court in another jurisdiction, if the Indian court believes that the amount of damages awarded was excessive or inconsistent with public policy in India. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI, to repatriate any amount recovered pursuant to the execution of the judgment.

47. ***Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian company than as shareholder of a corporation in another jurisdiction.

Prominent Notes

- Initial public offering of 253,457,280 Equity Shares of face value ₹10 each of our Company, for cash at a price of ₹[●] per Equity Share aggregating up to ₹[●] million, through an Offer for Sale by the Selling Shareholder. The Company has reserved 657,280 Equity Shares for Eligible Employees. The Offer and Net Offer shall constitute 12.16% and 12.12% respectively of the post-Offer paid-up Equity Share capital of our Company. The Selling Shareholder and our Company may offer a discount of ₹[●] per Equity Share to the Retail Individual Investors and the Eligible Employees bidding in the Retail Portion and Employee Reservation Portion, respectively.

- The Offer is being made through the Book Building Process, wherein 50% of the Net Offer shall be available for allocation, on a proportionate basis to QIBs. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Offered Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price.

- The net worth of our Company as at September 30, 2018 was ₹40,621.11 million and ₹34,641.65 million on consolidated and unconsolidated basis respectively. The net asset value per Equity Share of our Company as at September 30, 2018 was ₹19.48 and ₹16.61 on consolidated and unconsolidated basis, respectively. See "*Financial Statements*" on page 172.

- The average cost of acquisition of Equity Shares by our Promoter is ₹10 per Equity Share. See "*Capital Structure*" on page 82.

- For details of the related party transactions during the last five Fiscal Years and the six months ended September 30, 2018, pursuant to the requirements under Ind AS 24 / Accounting Standard 18 "*Related Party Disclosures*" issued by the Institute of Chartered Accountants of India, see "*Related Party Transactions*" on page 169.

- Except as disclosed in the section "*History and Certain Corporate Matters*" on page 130, there has been no change in our Company's name in the last three years.

- There has been no financing arrangement whereby the Directors of our Company and their relatives, have financed the purchase by any other person of securities of our Company other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus.

- Investors may contact any of the BRLMs who have submitted the due diligence certificate to SEBI for any complaints, information or clarification pertaining to the Offer. For details regarding grievances in relation to the Offer, see "*General Information*" on page 72.

- Our Group Companies do not have any business interest or other interest in our Company.

SECTION III: INTRODUCTION

SUMMARY OF INDUSTRY

Introduction

Global Economic Overview:

As per International Monetary Fund (IMF) January 2018 World Economic Outlook (WEO), Global output is estimated to have grown by 3.7 percent in 2017, the global growth forecast for 2018 and 2019 is at 3.9 percent for both the years. The growth rate for emerging market and developing economies is estimated to rise by 4.7 percent in 2017 while it is forecast to rise to 4.9 percent in 2018, 5.0 percent in 2019. This Growth forecast primarily reflects stronger projected activity in emerging Europe and Asia economies for 2017, 2018 and 2019.

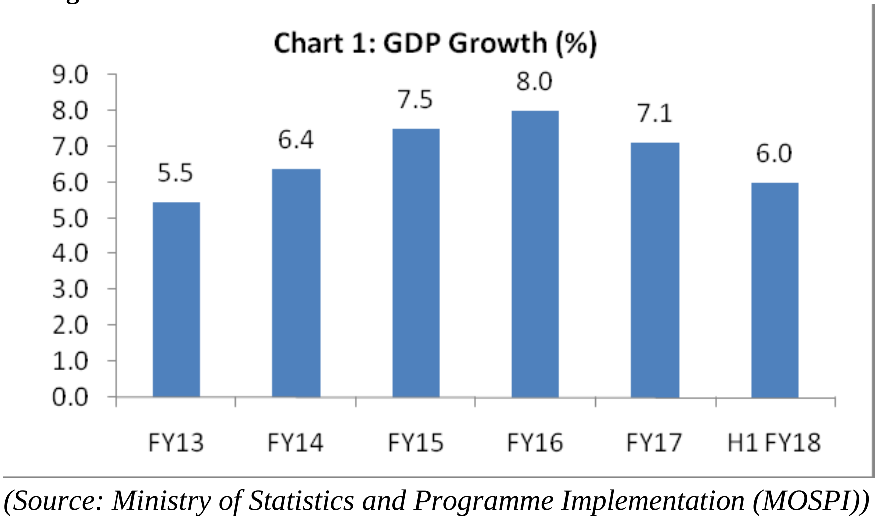
Global growth is forecast to stabilize at 3.8 percent by 2021. With growth in advanced economies projected to gradually decline toward potential growth rates of about 1.7 percent once economic slack is eliminated, the further pickup in global activity is entirely driven by emerging markets and developing economies. In these countries, growth is projected to increase to 5 percent by the end of the forecast period, with their impact on global activity boosted by their rising world economic weight. This forecast assumes some strengthening of growth in commodity exports, though at rates more modest than in 2000–15 and a gradual increase in India's growth rate resulting from implementation of important structural reforms; continued strong growth in other commodity imports.
(Source: International Monetary Fund, January 2018)

India's Economic Performance:

India has become the fastest growing major economy in the world according to the Central Statistics Organization (CSO) and the International Monetary Fund (IMF). According to the International Monetary Fund (IMF), post demonetization, India's growth is projected to rebound to 7.4 percent in FY 2019 and further to 7.8 percent in FY 2020. According to IMF's January 2018 Economy Outlook India's economy is expected to grow by 6.7 in fiscal year 2017-18. The improvement in India's economic fundamentals has accelerated since 2015 with the combined impact of strong government reforms, the inflation focus of the Reserve Bank of India (RBI) supported by global commodity prices.

Moody's Investors Service ("Moody's") has upgraded the Government of India's local and foreign currency issuer ratings to Baa2 from Baa3 and changed the outlook on the rating to stable from positive in November 2017. India's sovereign credit rating has been upgraded after a period of 13 years when it was last upgraded in January 2004 to Baa3.

GDP growth



(Source: Ministry of Statistics and Programme Implementation (MOSPI))

India has seen a sustained improvement in its economic performance over the years with GDP growth rising from 5.5% in FY2013 to 8% in FY 2016. The domestic economic growth has been consumption driven, while investments have been subdued in recent years. The economy saw a moderation in economic output in FY 2017 which grew by 7.1% during the year.

In the first half of FY 2018, GDP grew by 6%, compared to 7.7% growth in the comparable period last year. The Indian economic performance is slated to improve in the second half of FY 2018.

Railways:

In 2016, Indian Railways has announced a ₹856,020 crore capex plan for 2016-20 (five years), 90% more than the combined capital outlay in the previous 15 years. The railway transport infrastructure services industry is expected to witness project commissioning worth ₹87,590 crore during 2017-19. Out of this, projects entailing an investment of ₹44,100 crore are expected to come on-stream in 2017-18. The remaining projects worth ₹43,490 crore are likely to be commissioned in 2018-19. Further, details on railways as a sector, segment wise future project planning for the railways, future projected outlays have been discussed in subsequent chapters. *(Source: Indian Railways – Three Year Performance Report 2017.)*

Railways in India:

India has the fourth largest railway network in the world with a total network of 67,368 route kilometer (rkm), out of which 25,367 route kilometer (rkm) are electrified lines and with 7,349 stations as of March 2017. It runs nearly 21,000 trains daily; i.e. approximately 13,313 passenger trains that carry more than 2.3 crore passengers and approximately 8,000 freight trains that carry around 3 million tonnes of freight per day.
(Source: Indian Railways Statistical Publications 2016-17 – Ministry of Railways (India))

Railway reforms are addressing a wide range of challenges, which includes: Improved customer experience and faster/timely delivery of cargo, introduction of high-technology trains, locomotives, improved terminals, construction of Dedicated Freight Corridors (DFCs), policy initiatives to increase freight traffic, ensuring customer safety elimination of unmanned level crossings, and construction of railway over-bridges/ under-bridges, innovative financing mechanisms, Railways of India Development Fund (RIDF), engaging state governments, in participative models for rail connectivity, attracting foreign direct investment (FDI) and ensuring financial sustainability through non-fare revenues. The focus is also on encouraging the participation of the private sector in infrastructure up gradation.

<u>Total Investment Opportunity in Indian Railways</u>

Indian Railways is considered the country's lifeline for transporting passengers as well as cargo. To remain competitive vis-à-vis other transportation modes and to provide optimum level of service to passengers and for freight, there is an acute need to invest in railway infrastructure to augment capacity to expand the railway network.

Keeping in mind the above, the Government of India (GOI) has taken steps in this direction by increasing the outlay on capital expenditure over the past few years.

<u>Past few years Capital Investment Budget v/s Actual</u>

(₹ in Crore)

Year	Budget	Actual	% of Budget
Average 2009-14 (per annum)	48,100	45,979	96%
2014-15	65,445	58,718	90%
2015-16	100,011	93,795	94%
2016-17*	121,000	111,000	92%
2017-18 Plan	131,000	-	-
2018-19 Plan	148,528	-	-

**FY2016-17 actual investment is provisional data.*
(Source: http://www.indianrailways.gov.in, Budget Data)

<u>Investment outlook up to FY2020 and key segments that will drive investments</u>

Considering the fact that Railways need to spend on infrastructure to be competitive enough to be a preferred mode of transportation there are many investment opportunities that could be expected from the sector.

Indian Railways envisages a prospective investment of ₹856,020 Crore (US$ 130.76 billion) during the five years i.e. during 2015-16 to 2019-20, as detailed below:

Medium Term Investment Plan	₹ in Crore
Network Decongestion (including DFC + electrification, Doubling + electrification & traffic facilities)	199,320
Network Expansion (including electrification)	193,000
National Projects (North Eastern & Kashmir connectivity projects)	39,000
Safety (Track renewal, bridge works, ROB, RUB and S&T)	127,000
Information Technology / Research	5,000
Rolling Stock (Locomotives, coaches, wagons – production & maintenance)	102,000
Passenger Amenities	12,500
High Speed Rail & Elevated corridors	65,000
Station redevelopment + logistic parks	100,000
Others	13,200
Total	**856,020**

(Source: Indian Railways – Three Year Performance Report 2017.)

SUMMARY OF OUR BUSINESS

OVERVIEW

We are a wholly owned government company, a Miniratna (Category – I) Schedule 'A' Central Public Sector Enterprise, incorporated by the Ministry of Railways ("**MoR**") under the Companies Act, 1956 on January 24, 2003, as a project executing agency working for and on behalf of MoR. We were incorporated with the objective to undertake rail project development, mobilization of financial resources and implementation of rail projects pertaining to strengthening of golden quadrilateral and port connectivity and raising of extra- budgetary resources for project execution. However, in 2004, the MoR decided that our Company should restrict itself to project execution. The role of our Company for mobilization of finances is restricted to forming of project specific SPVs with private participation.

We are in the business of executing all types of railway projects including new lines, doubling, gauge conversion, railway electrification, metro projects, workshops, major bridges, construction of cable stayed bridges, institution buildings etc.

Since our inception in 2003, MoR has transferred 179 projects to us of which 174 projects are sanctioned for execution. Out of these, 72 projects have been fully completed totalling to ₹205,672.80 million and the balance are ongoing. We have an order book of ₹775,042.80 million as on December 31, 2018 which includes 102 ongoing projects.

During the financial year ending March 31, 2018, we have completed a total of 885.50 rkm of project length which included 315.20 rkm of doubling and 425 rkm of railway electrification.

Our Company, vide letter dated January 04, 2012 from MoR, has been allowed a consolidated management fee (by merging the D&G charges i.e. supervision charges and management fee) on the annual expenditure incurred for the execution of projects, being, 9.25% for the metro projects, 8.50% for other plan heads and 10% for national projects. All expenditure incurred on project management consultancy will not have any bearing on the management fees provided to the Company.

Our activities under the various plan heads can be classified as under:

1. *New lines*: This includes augmenting the rail network by laying new lines. The objective of laying new lines includes achieving seamless multi-modal transportation network across the country and connecting remote areas.

2. *Doubling:* Doubling involves the provision of additional lines by way of doubling the existing routes to enable the Indian Railways to ease out traffic constraints of single line or construction of 3rd/4th line to increase the charted capacity. Our Company is a significant contributor to the doubling projects and has been contributing to approximately one third of the total doubling being completed / commissioned on Indian Railways for the last three years. *(Source: CARE Report)*

3. *Gauge conversion*: This includes conversion of meter gauge lines to broad gauge railway lines.

4. *Railway electrification*: This includes electrification of current un-electrified rail network and electrification on the new rail network.

5. *Metropolitan transport projects*: This includes setting up of metro lines and suburban network in metropolitan cities.

6. *Workshops:* This includes manufacturing facilities, and workshops for repairing and manufacturing rolling stock.

7. *Others*: This includes but is not limited to construction of traffic facilities, railway safety works (building of sub-ways in lieu of crossings), other electrification works, training works, surveys, construction of bridges including rail over bridges, etc.

Our revenue from the activities mentioned hereinabove, and carried out through various plan heads for the last three financial years and six month period ended September 30, 2018 is as follows:

(₹ in million)

Plan Heads	For the six month period ended September 30, 2018	Financial Year ended March 31, 2018	Financial Year ended March 31, 2017	Financial Year ended March 31, 2016
New Line	9,260.74	19,844.48	10,389.92	6,489.49
Doubling	17,990.37	33,919.19	27,517.38	27,421.63
Gauge Conversion	2,301.68	4,883.36	5,847.12	2,124.11
Railway Electrification	3,522.76	7,475.48	3,845.97	1,787.15
Metropolitan Transport Projects (including metros)	1,789.54	6,386.66	7,055.46	5,433.10
Workshops	1,035.41	1,720.05	3,411.18	1,624.65
Others (bridge construction etc.) (in numbers)	328.32	1,336.37	1,084.03	518.41
TOTAL	**36,228.82**	**75,565.59**	**59,151.06**	**45,398.54**

Currently our Company does not have any national project on its order book.

We generally work on a turnkey basis and undertake the full cycle of project development from conceptualization to commissioning including stages of design, preparation of estimates, calling and award of contracts, project and contract management, etc. and all stages of project execution upto the stage of commissioning of the new railway lines.

The projects undertaken by us are spread all over the country and for efficient implementation of projects, 43 project implementation units (PIUs) as on December 31, 2018 have been established at different locations to execute projects in their geographical hinterland. They are located at Delhi, Mumbai, Kolkata (3 units), Chennai (2 units), Secunderabad (2 units), Vijayawada, Bhubaneshwar (3 units), Bhopal (2 units), Jhansi, Kota, Jodhpur, Waltair (Vishakhapatnam) (2 units), Bengaluru, Pune (2 units), Raipur (3 units), Lucknow (3 units), Ranchi, Rishikesh, Ahmedabad (2 units), Kanpur, Varanasi (4 units), Chandigarh, Kharagpur, Agra, Ambala and Guwahati.

Our major client is the Indian Railways. Our other clients include various central and state government ministries, departments, and public sector undertakings.

Our Company has established a consistent track record of financial performance and growth. Our revenue from operations on consolidated basis for the Financial Year 2016, Financial Year 2017 and Financial Year 2018 and the six month period ended September 30, 2018 aggregated to ₹45,398.54 million, ₹59,151.06 million, ₹75,973.58 million and ₹36,228.82 million, respectively. Our net profit was ₹4,290.20 million, ₹4,430.91 million, ₹5,693.60 million and ₹2,536.35 million, respectively, for the same periods. Our revenue from operations has increased at a CAGR of 29.36% from ₹45,398.54 million in the Financial Year 2016 to ₹75,973.58 million in the Financial Year 2018, and our net profit has increased at a CAGR of 15.20% from ₹4,294.34 million in Financial Year 2016 to ₹5,699.20 million in the Financial Year 2018. Our EBITDA for Financial Year ended March 31, 2016, March 31, 2017 and March 31, 2018 and the six month period ended September 30, 2018 was ₹5,267.60 million, ₹5,837.67 million, ₹7,135.28 million and ₹3,333.60 million respectively.

The break-up of our order book as on December 31, 2018 is as follows:

Sr. No.	Key segments	Length in route kilometres	Order Book Value as of December 31, 2018 (₹ in million)
1.	New Line (includes port connectivity)	976.76	307,635.20
2.	Doubling	3,652.93	277,210.40
3.	Gauge Conversion	344.46	11,893.50
4.	Railway Electrification	3,813.27	39,918.90
5.	Metropolitan Transport Projects	156.82	95,935.50
6.	Workshops (in numbers)	16	26,183.00

Sr. No.	Key segments	Length in route kilometres	Order Book Value as of December 31, 2018 (₹ in million)
7.	Others (bridge construction etc.) (in numbers)	15	16,266.30
	TOTAL	**8,944.24**	**775,042.80**

In recognition of our consistent performance and achievement of stipulated targets as negotiated in terms of the Memorandum of Understanding entered into with the MoR on an annual basis, the Department of Public Enterprises, Ministry of Heavy Industries and Public Enterprises, Government of India has consistently awarded us an '*Excellent*' rating for the past eight years. For the year 2017-18, we were awarded a score of 100/100 for the achievements against the targets set. For further information on our history and corporate structure, please see "*History and Certain Corporate Matters*" on page 130.

OUR COMPETITIVE STRENGTHS

Expertise in undertaking all stages of project development and execution from conceptualisation to commissioning

We generally work on a turnkey basis and undertake the full cycle of project development from concept to commissioning including stages of design, preparation of estimates, calling and award of contracts, project and contract management etc. We have the expertise in undertaking all nature of railway infrastructure projects. This has also helped build our expertise in executing projects across a wide range of activities. We have contributed to more than 33% of the doubling projects and more than 21% of electrification projects of the total reported by Indian Railways for the last five years (FY13 to FY17) *(Source: CARE Report)*.

Initially we were undertaking the execution of new lines, doubling, gauge conversion, and railway electrification projects. Upon establishing ourselves in the area of execution of these conventional type of projects, we have diversified and are executing various types of projects including construction of new railway lines in hilly regions, metro lines, workshops and institutional buildings etc. We believe that our experienced management and execution team gives us a competitive advantage and have contributed significantly in increasing our project execution capabilities. With our 43 project implementation units as on December 31, 2018 across the country, we operate as a client company to the MoR, and work for and on behalf of the Ministry for execution of various nature of railway infrastructure projects.

The following table shows the contribution of our Company in the last five fiscals in doubling and electrification:

	Doubling completed			Railway Electrification (Route Length)		
Year	**Total for Indian Railways (km)**	**Contribution by RVNL (km)**	**% contribution by RVNL**	**Total for Indian Railways (km)**	**Contribution by RVNL (km)**	**% contribution by RVNL**
2012-13	705	273	38.72%	1317	301	22.85%
2013-14	708	241	34.04%	1350	240	17.78%
2014-15	705	260	36.88%	1375	264	19.20%
2015-16	972*	242*	24.90%	1502	335	22.30%
2016-17	881*	310*	35.19%	1646	380	23.09%
Total	**3971**	**1326**	**33.39%**	**7190**	**1520**	**21.14%**

**Till 2014-15 Indian Railways has reported length of doubling projects completed. From 2015-16, the length of doubling projects commissioned are being reported.*

(*Source: CARE Report*)

Established financial track record

Our Company has established a consistent track record of financial performance and growth. Our revenue from operations on consolidated basis for the Financial Year 2016, Financial Year 2017 and Financial Year 2018 and the six month period ended September 30, 2018 aggregated to ₹45,398.54 million, ₹59,151.06 million, ₹75,973.58 million and ₹36,228.82 million, respectively. Our net profit was ₹4,290.20 million, ₹4,430.91 million, ₹5,693.60 million and ₹2,536.35 million, respectively, for the same periods. Our revenue from operations has increased at a CAGR of 29.36% from ₹45,398.54 million in the Financial Year 2016 to ₹75,973.58 million in the Financial Year 2018, and our net profit has increased at a CAGR of 15.20% from ₹4,294.34 million in Financial Year 2016 to ₹5,699.20 million in the Financial Year 2018. As on December 31, 2018, our total order book value was ₹775,042.80 million.

Undertaken diverse categories of projects with an asset light model

We have, over the years, leveraged our expertise in diverse segments of the railway infrastructure such as doubling, railway electrification, gauge conversion, new line, metro rail projects, workshops/maintenance facilities for railway sector. Each of these segments / sub-segments require specific skill sets and experience which have been developed by our Company for the timely execution of the projects in these sectors. For every project assigned to us by the MoR, we are required to enter into various contracts for the execution and supervision by the PMC of the project assigned.

Further, we have six SPVs, with strategic stakeholders to undertake project development, mobilization of financial resources and to implement projects pertaining to strengthening of golden quadrilateral and better connectivity to various ports, which in turn contributes significantly to the total revenue of the Indian Railways. We have recently participated as a stakeholder in an SPV, Indian Port Rail Corporation Limited under the Ministry of Shipping which has been formed with undertake maintenance upgradation and modernisation of the port railways as well as providing capacity augmentation wherever required. With an investment of ₹6,485.66 million as on September 30, 2018 as equity in various SPVs formed along with strategic partners, we are executing projects by contribution of equity by other partners and by raising debts from financial institutions. For further information on the SPVs, please see "*History and Certain Corporate Matters*" on page 130. Our Company works on an asset light model wherein in our contracts, we require the contractor to provide all the machinery, plants and stores for execution of works. We also rely on the MoR for deputation of manpower to perform supervisory tasks etc.

Empowerment by MoR for sanctioning project estimates and award of contracts

We have been authorised by MoR to sanction detailed estimates within prescribed limits and award contracts of any value to our contractors for implementation of our projects. This provides an advantage over our competitors in railway sector. This enables us to expedite our delivery timelines and reduce project delays resulting in controlling cost and time overruns. The MoR, vide their letter dated August 14, 2012, has delegated powers to us for sanctioning detailed/revised estimates for the projects entrusted to us upto 100% cost on account of price escalation and upto 20% cost on account of reasons other than price escalation on the original sanctioned cost of the projects (inclusive of maximum limit of 5% on account of material modification costing upto ₹15 million in each case). We believe that over the years, we have developed a reputation for undertaking diverse projects in a timely manner, which is reflected by our track-record of project execution. Further, the MoU ensures there is minimal delay on account of funding and improves our delivery timelines.

In the year 2014, we had commenced the project for workshop for manufacture of flat bogies for LHB design coaches which was completed in less than 18 months. Our initiatives to streamline the systems and procedures through various measures such as introducing a standard bill of quantities for different types of works, awarding composite contracts incorporating all aspects of civil, electrical and S&T works, floating multi-package tenders to reduce multiple evaluations, have greatly reduced the period between assignment of the work to us and the actual commencement of work.

Standardization of operating procedures resulting in faster decision making

The Company has introduced certain standardized operating procedures to streamline and ensure faster decision making and reduction in overall timelines. These measures include preparation of standard bill of quantities for different nature of projects, standard bidding document etc. which are available on the Company's website at www.rvnl.org, ensuring easy access and transparency. The concept of multi packaging of contracts to be awarded ensures the participation of a range of prospective bidders who meet different levels of eligibility criteria. This ensures that the contracts are awarded at the most economical rates and these procedures ensure impartial and transparent decision making.

Experienced Board and Key Managerial Personnel and skilfully trained workforce

We have a diversified Board with Directors having more than 30 years of work experience in the Indian Railways, with specific experience of the construction segment. Each of our senior management team is experienced in the industry and has been with our Company for an average of more than 8 years. Most of our Key Managerial Personnel have been with us on deputation basis. On completion of their term, some of them have been permanently absorbed in the organisation after demitting from their substantive position on the railways. Some of these re-employed personnel, continue to assist the Company for certain tasks post their retirement/superannuation. We believe that we have achieved a measure of success in attracting an experienced senior management team with operational and technical capabilities, management skills, business development experience and financial management skills. For details regarding the qualifications and experience of our Directors and Key Managerial Personnel, see "*Our Managemen*t" on page 146.

OUR STRATEGIES

To leverage our position as an executing agency in MoR's investment plan for ramping of rail infrastructure

For 2018-19, the total capital and development expenditure of railways has been pegged at ₹148,528 crore. Further, 100% FDI has been approved by Government for the activity of Indian Railways – construction, operation & maintenance of the entire railway segment (*Source: CARE Report*). Since our Company is an executing agency of the MoR for various infrastructure projects, we plan to leverage our existing knowledge and experience in execution of projects for assignment of further projects from the Indian Railways. This will in turn provide our Company a platform for greater role in the execution of projects.

Securing of rail infrastructure projects from other ministries/ PSUs

Since our Company has gained expertise in execution of projects, on account of being executing agency for the MoR, we propose to utilise this experience to obtain orders from other ministries/government departments/PSUs for example strategic lines in border areas and sidings for military use, providing linkages to collieries and other mines etc. owned by PSUs etc., linking of new ports under the Ministry of Shipping to the existing railway network, building of major bridges for Ministry of Road and Surface Transport, metro railways under the Ministry of Urban Development, institution buildings etc**.**

Focus on high value projects

We have recently been assigned the hill projects in the difficult terrains of the Himalayas for the construction of the new lines between Rishikesh-Karnprayag in Uttrakhand and Bhanupalli – Bilaspur - Beri in Himachal Pradesh. The new line till Beri is likely to be extended upto Ladakh on strategic consideration, which may be considered for transfer to us for execution on concurrent basis. The focus of the government on development of infrastructure is apparent by the increase in budgetary allocations and announcement of new schemes to boost infrastructure spending as well as initiatives taken to increase availability of finance to the sector (*Source: CARE Report*). Hence, in the coming years, we intend to increase our focus on projects with high value, especially in hilly terrains.

Implementation of railway workshops and factory projects.

Indian Railways has seven production units to manufacture locomotives, coaches and wheels and about 50 workshops to undertake periodic overhaul or midlife rehabilitation of rolling stock. Besides, there are a number of loco sheds and carriage and wagon depots for day-to-day maintenance. As the number of different types of rolling stock has been rising and new types of rolling stock with advanced technologies are getting introduced, the existing production units, workshops and maintenance depots are being expanded or being upgraded. In recent past, Railway Board has taken policy decisions for rapid electrification and replacement of conventional ICF design coaches with LHB coaches. Such policies will necessitate higher production of electric locomotives and LHB coaches and progressive depletion of the fleet of Diesel locomotives and ICF types of coaches (*Source: CARE Report*).

We have successfully completed seven projects related to construction of workshops including augmentation of production capacity at diesel locomotive works, Varanasi. At present, five further projects for sheds at Latur (Maharashtra), Kanpur (UP), Gaya (Bihar), Sonipat (Haryana) and Vishakhapatnam (Andhra Pradesh) are under execution.

An increase in the Indian Railways' policies and budgetary allocation to expand and upgrade the workshops and maintenance depot will provide us an opportunity to implement more such projects in the near future.

SUMMARY FINANCIAL INFORMATION

The following tables set forth the summary financial information derived from the Restated Financial Statements of our Company which consists of Restated Unconsolidated Financial Statements and Restated Consolidated Financial Statements. The financial statements referred to above are presented under "*Financial Statements*" on page 172. The summary financial information presented below should be read in conjunction with these financial statements, the notes thereto and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on page 343.

The Restated Summary Statement of Consolidated Assets and Liabilities, the Restated Summary Statement of Consolidated Profit and Loss and the Restated Summary Statement of Consolidated Cash Flows of the Company, as at September 30, 2018, March 31, 2018, March 31, 2017, March 31, 2016 and March 31, 2015 (Proforma).

The Restated Summary Statement of Unconsolidated Assets and Liabilities, the Restated Summary Statement of Unconsolidated Profit and Loss and the Restated Summary Statement of Unconsolidated Cash Flows of the Company, as at September 30, 2018, March 31, 2018, March 31, 2017, March 31, 2016 and March 31, 2015 (Proforma) are under Ind AS and March 31, 2014 and March 31, 2013 are under Indian GAAP.

We have not consolidated our financials as at March 31, 2014 and March 31, 2013. For further details, see "*Risk Factors – Our Company has not consolidated its accounts for the Financial Year 2012 – 2013 and 2013 – 2014*" on page 27.

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million)

		Particulars	As at 30 September 2018		As at 31 March 2018		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
I.	**ASSETS**											
1	**Non-current assets**											
	(a)	Property, Plant and equipment	2,488.61		2,487.61		75.71		59.55		57.62	
	(b)	Capital work-in-progress	0.00		0.00		0.00		0.00		-	
	(c)	Other Intangible assets	0.54		1.11		0.06		0.13		0.26	
	(d)	Intangible assets under development	273.16		211.37		127.29		55.82		16.58	
	(e)	Investments in Joint Ventures	12,465.53		12,221.82		10,785.49		10,138.53		8,957.26	
	(f)	Financial Assets										
		(i) Investments	99.70		100.00		100.00		100.00		-	
		(ii) Lease Receivables	14,798.65		17,195.28		11,467.58		6,367.68		4,984.64	
		(iii) Loans	68.68		64.76		65.62		48.92		34.41	
		(iv) Others	3,894.85		4,626.32		4,914.25		4,971.83		4,610.62	
	(g)	Deferred tax assets (Net)	676.22		655.63		409.61		374.97		292.19	
	(h)	Other non-current assets	2.05	34,768.00	2.70	37,566.59	1,640.56	29,586.17	8.98	22,126.41	8.48	18,962.06
2	**Current assets**											
	(a)	Project-Work-in-Progress	61.78		19.24		7,662.61		148,240.53		115,646.85	
	(b)	Financial Assets										
		(i) Trade Receivables	11,767.00		9,352.88		2,789.51		4,807.57		1,869.46	
		(ii) Lease Receivables	2,626.50		2,413.25		2,004.32		1,089.83		752.17	
		(iii) Cash and cash										

	Particulars	As at 30 September 2018		As at 31 March 2018		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
	equivalents	507.72		3,428.52		12,545.96		13,776.18		8,080.69	
	(iv) Bank Balances other than (iii) above	12,212.55		10,600.00		14,500.00		16,550.00		4,850.00	
	(v) Loans	76.17		74.17		10.61		10.54		13.88	
	(vi) Others	3,251.22		4,521.04		4,412.19		2,212.19		2,190.37	
(c)	Current Tax Asset (Net)	46.25		98.88		105.07		74.72		166.60	
(d)	Other current assets	22,006.92	52,556.10	17,610.88	48,118.86	14,979.28	59009.55	13,268.78	200,030.34	8,821.64	142,391.66
	Total Assets	**87,324.10**		**85,685.46**		**88,595.72**		**222,156.75**		**161,353.72**	
II.	**EQUITY AND LIABILITIES**										
1	**Equity**										
(a)	Equity Share Capital	20,850.20		20,850.20		20,850.20		20,850.20		20,850.20	
(b)	Other Equity	19,770.99	40,621.19	18,402.28	39,252.48	14,718.60	35,568.80	13,374.08	34,224.28	9,754.91	30,605.11
2	**Liabilities**										
	Non-current liabilities										
(a)	Financial Liabilities										
	(i) Borrowing	19,633.46		22,591.49		24,368.80		26,240.83		25,139.70	
	(ii) Other financial liabilities	3,225.44		3,748.28		-		-		-	
(b)	Provisions	81.67		91.61		88.87		75.05		50.81	
(c)	Other Non current liabilities	284.69	23,225.26	400.84	26,832.22		24,457.67		26,315.88		25,190.51
	Current liabilities										
(a)	Financial Liabilities										
	(i) Trade payables	1,489.39		684.48		1,098.92		904.95		449.96	

	Particulars	As at 30 September 2018		As at 31 March 2018		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
	(ii) Other financial liabilities	9,615.60		8,912.75		9,121.94		7,661.70		6,657.41	
(b)	Other current liabilities	11,724.86		9,423.51		17,939.49		152,803.67		98,226.74	
(c)	Provisions	612.67		451.14		408.90		229.82		147.23	
(d)	Current Tax liability (Net)	35.13	23,477.65	128.88	19,600.76	-	28,569.26	16.45	161,616.59	76.75	105,558.09
	Total Equity and Liabilities	**87,324.10**		**85,685.46**		**88,595.72**		**222,156.75**		**161,353.72**	

RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS

(in ₹ million)

	Particulars	For the half year ended 30th Sep 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
	Revenue :					
I.	Revenue from operations	36,228.82	75,973.58	59,151.06	45,398.54	31,465.35
II.	Other income	1,475.21	2,249.32	2,477.71	1,804.39	1,232.47
III.	**Total Income (I + II)**	**37,704.03**	**78,222.90**	**61,628.77**	**47,202.93**	**32,697.82**
IV.	**Expenses:**					
	Expenses on Operations	33,511.06	70,239.65	54,678.48	41,889.36	28,957.33
	Employee benefits expenses	775.99	1,339.88	1,170.19	967.10	771.16
	Finance Costs	205.55	446.59	354.54	230.84	152.79
	Depreciation, amortization and impairment	27.07	48.35	50.18	46.69	51.21
	Other Expenses	225.08	429.41	423.27	308.78	234.21
	CSR and R&D Expenses	101.74	76.74	61.23	59.75	46.69
	Total Expenses (IV)	**34,846.49**	**72,580.62**	**56,737.89**	**43,502.52**	**30,213.39**
V.	**Profit/(loss) before exceptional items and tax (III-IV)**	2,857.54	5,642.28	4,890.87	3,700.41	2,484.43
VI.	Exceptional items					
VII.	Share in Profit/(Loss) of Joint Ventures	243.53	998.05	542.08	1,289.26	1,281.14
VIII.	Profit/(Loss) before tax (V - VI + VII)	3,101.07	6,640.33	5,432.95	4,989.67	3,765.58
IX.	Tax expense:					
	(1) Current tax	585.46	1,186.59	1,032.50	777.74	489.85

	Particulars	For the half year ended 30th Sep 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
	(2) Deferred tax (net)	(20.59)	(245.45)	(34.17)	(82.41)	(92.76)
	Total Tax Expense (IX)	564.87	941.14	998.33	695.33	397.09
X.	**Profit/(loss) for the period from continuing operation (VIII - IX)**	**2,536.20**	**5,699.20**	**4,434.62**	**4,294.34**	**3,368.49**
XI.	Profit/(loss) from discontinued operations	-	-	-	-	-
XII.	Tax Expense of discontinued operations	-	-	-	-	-
XIII.	Profit/(loss) from discontinued operations (after tax) (X-XI)	-	-	-	-	-
XIV.	**Profit/(loss) for the period (X+XIII)**	**2,536.20**	**5,699.20**	**4,434.62**	**4,294.34**	**3,368.49**
XV.	**Other Comprehensive Income**					
	Items that will not be reclassified to profit or loss					
	a) (i) Remeasurement gains (losses) on defined benefit plans	0.53	(6.17)	(4.18)	(4.48)	(1.07)
	(ii) Income tax effect on Remeasurement gains (losses) on defined benefit plans	(0.03)	0.58	0.47	0.34	0.36
	b)(i) Fair Value of Investment in in equity instruments through OCI	(0.30)	-	-	-	-
	(ii) Income tax effect on investment in equity instruments	0.04				
XVI.	**Total Comprehensive Income for the period (XIV +XV) (Comprehensive profit and other comprehensive income for the period)**	**2,536.43**	**5,693.60**	**4,430.91**	**4,290.20**	**3,367.78**
XVII.	Earnings Per Equity Share:					
	(For Continuing Operation)					
	(1) Basic	1.22	2.73	2.13	2.06	1.62
	(2) Diluted	1.22	2.73	2.13	2.06	1.62
XVIII.	Earnings Per Equity Share:					
	(For discontinuing Operation)					

	Particulars	For the half year ended 30th Sep 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
	(1) Basic	-	-	-	-	-
	(2) Diluted	-	-	-	-	-
XIX.	Earnings Per Equity Share:					
	(For discontinued and continuing Operation)					
	(1) Basic	1.22	2.73	2.13	2.06	1.62
	(2) Diluted	1.22	2.73	2.13	2.06	1.62

RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS

(in ₹ million)

S.N.	Particulars	Figures for the half year ended 30th September 2018	Figures for the year ended 31st March 2018	Figures for the year ended 31st March 2017	Figures for the year ended 31st March 2016	Figures for the year ended 31st March 2015 (Proforma)
1	**(a) Cash Flow from Operating Activities**					
	Net Profit Before Taxation	3,101.07	6,640.33	5,432.95	4,989.67	3,765.58
	Add: Adjustment for non cash items :					
	Share in (Profit)/Loss of Joint Ventures	(243.53)	(998.05)	(542.08)	(1,289.26)	(1,281.14)
	Depreciation, amortization and impairment	27.07	48.35	50.18	46.69	51.21
	CWIP Written Off		-	-	1.96	-
		2,884.60	5,690.63	4,941.05	3,749.06	2,535.64
	Add: Adjustment for other items					
	Loss/(Profit) on sale of Fixed assets		0.00	9.29	0.04	0.02
	Other Income	(1,105.42)	(1,128.33)	(1,586.01)	(1,176.83)	(825.05)
	Dividend Received	(175.00)	(100.00)	(55.00)	(25.00)	(50.00)
	Effect of Ind AS adjustment during F.Y. 2015-16	-	-	-	(114.76)	-
	Other Comprehensive Income	0.32	(6.17)	(4.15)	(4.59)	(0.98)
	Operating Profit Before Working Capital Changes	1,604.49	4,456.14	3,305.18	2,427.92	1,659.63

S.N.	Particulars	Figures for the half year ended 30th September 2018	Figures for the year ended 31st March 2018	Figures for the year ended 31st March 2017	Figures for the year ended 31st March 2016	Figures for the year ended 31st March 2015 (Proforma)
	(b) Adjustments for Changes in Working Capital:					
	Adjustments for (Increase)/Decrease in Operating Assets:					
	Trade Receivables (Current)	(2,414.12)	(6,563.37)	2,018.06	(2,938.11)	(1,308.00)
	Lease Receivables (Non-Current)	2,396.63	(5,727.70)	(5,099.90)	(1,383.06)	(200.27)
	Lease Receivables (Current)	(213.25)	(408.93)	(914.49)	(337.66)	(190.59)
	Project work in progress (Inventory)	(42.53)	7,643.37	140,577.92	(32,593.68)	(22,878.20)
	Bank Balances other than cash and cash equivalents	(1,612.55)	3,900.00	2,050.00	(11,700.00)	(1,290.00)
	Other Financial Assets	3,437.81	2,492.50	331.77	2,126.16	2,381.66
	Other Current Assets	(4,471.64)	(2,591.97)	(30.35)	91.89	(1,676.86)
		(2,919.66)	**(1,256.09)**	**138,933.00**	**(46,734.46)**	**(25,162.26)**
	(c) Adjustments for (Increase)/Decrease in Operating Liabilities:					
	Trade Payables	804.92	(414.45)	193.97	454.99	(78.44)
	Other Financial Liabilities	1,366.67	(497.84)	706.14	973.87	(96.61)
	Other Non-Current/Current Liabilities	1,662.37	(4,366.86)	(134,864.20)	54,576.95	25,275.27
	Short Term Provisions	161.53	42.24	179.08	82.58	17.02
	Long Term Provisions	(9.95)	2.74	13.82	24.24	15.22

S.N.	Particulars	Figures for the half year ended 30th September 2018	Figures for the year ended 31st March 2018	Figures for the year ended 31st March 2017	Figures for the year ended 31st March 2016	Figures for the year ended 31st March 2015 (Proforma)
		3,985.54	(5,234.16)	(133,771.18)	56,112.64	25,132.45
	Cash Generated from Operations	2,670.37	(2,034.12)	8,467.00	11,806.09	1,629.82
	Direct Taxes Paid/Received	(550.33)	1,087.40	2,759.46	5,285.18	495.37
	Cash Flow from Operating Activities (A)	**2,120.04** **2,120.04**	**(3,121.52)** **(3,121.52)**	**5,707.54** **5,707.54**	**6,520.92** **6,520.92**	**1,134.46** **1,134.46**
2	**Cash from Investment Activities :-**					
	Capital Expenditure on Fixed Assets, Including Capital Advances	(27.40)	(826.50)	(1,702.75)	(49.59)	(39.63)
	Capital Expenditure on CWIP		-	-	(1.96)	-
	Capital Expenditure on Intangibles	(61.91)	(85.39)	(71.55)	(39.35)	(10.47)
	Proceeds from Sale of Fixed Assets	0.01	0.60	(6.81)	1.16	1.39
	Proceeds from Loan given	(5.91)	(62.70)	(16.70)	(14.51)	(35.24)
	Current Investments not Considered as Cash and Cash Equivalents:					
	- Purchased		-	-	-	-
	Purchase of Long Term Investments:					
	- Joint Venture	-	(438.26)	(96.90)	(100.50)	(1,082.83)
	Interest Income (Revenue)					

S.N.	Particulars	Figures for the half year ended 30th September 2018		Figures for the year ended 31st March 2018		Figures for the year ended 31st March 2017		Figures for the year ended 31st March 2016		Figures for the year ended 31st March 2015 (Proforma)	
	- Others	739.38		1,128.33		1,586.01		1,176.83		825.05	
	Dividend Received										
	- Joint Venture	175.00		100.00		55.00		25.00		50.00	
	Net Cash Generated from / (used in) Investing Activities (B)	**819.17**	**819.17**	**(183.93)**	**(183.93)**	**(253.69)**	**(253.69)**	**997.09**	**997.09**	**(291.73)**	**(291.73)**
3	**Cash Flow from Financing Activities :-**										
	Proceeds from issuance of share capital (including share application money)			-		-		-		-	
	Proceeds from Long Term Borrowings	400.00		925.00		371.30		2,559.00		2,730.00	
	Repayment of Short -Term Borrowings	(2,413.25)		(2,185.75)		(1,819.08)		(1,732.42)		(1,642.50)	
	Dividend and Tax thereon	(1,167.70)		(2,009.97)		(3,094.40)		(447.72)		(370.62)	
	Repayment of interest accrued	(2,679.06)		(2,541.27)		(2,141.89)		(2,201.37)		(2,239.79)	
	Utilisation of Reserve			-		-		-		-	
	Net Cash Generated from / (used in) Financing Activities (C)	**(5,860.01)**	**(5,860.01)**	**(5,811.99)**	**(5,811.99)**	**(6,684.07)**	**(6,684.07)**	**(1,822.51)**	**(1,822.51)**	**(1,522.91)**	**(1,522.91)**
	Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)		**(2,920.80)**		**(9,117.44)**		**(1,230.22)**		**5,695.49**		**(680.18)**
	Cash & Cash Equivalent at the beginning of the Year		**3,428.52**		**12,545.96**		**13,776.18**		**8,080.69**		**8,760.87**

S.N.	Particulars	Figures for the half year ended 30th September 2018	Figures for the year ended 31st March 2018	Figures for the year ended 31st March 2017	Figures for the year ended 31st March 2016	Figures for the year ended 31st March 2015 (Proforma)
	Cash & Cash Equivalent at the end of year	**507.72**	**3,428.52**	**12,545.96**	**13,776.18**	**8,080.69**
	Cash and Cash Equivalents					
	- Cash and Cheques in Hand		-	-	74.62	-
	Balance with Scheduled Banks					
	- On Current Account	207.97	415.98	1,415.96	601.56	1,040.69
	- On term Deposit Account	299.76	3,012.55	11,130.00	13,100.00	7,040.00
	- Book Overdraft		-	-	-	-
		507.72	**3,428.52**	**12,545.96**	**13,776.18**	**8,080.69**

RESTATED UNCONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million)

		Particulars	As at 30th September 2018		As at 31st March 2018		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
I.		**ASSETS**										
1		**Non-current assets**										
	(a)	Property, Plant and equipment	2,488.59		2,487.58		75.68		59.53		57.62	
	(b)	Capital work-in-progress	-		-		-		-		-	
	(c)	Other Intangible assets	0.54		1.10		0.05		0.13		0.26	
	(d)	Intangible assets under development	273.16		211.36		127.29		55.82		16.58	
	(e)	Financial Assets										
		(i) Investments	6,586.43		6,586.74		6,148.47		6,051.57		5,951.07	
		(ii) Lease Receivables	14,798.64		17,195.27		11,467.58		6,367.68		4,984.64	
		(iii) Loans	68.68		64.76		65.62		48.92		34.40	
		(iv) Others	3,894.85		4,626.32		4,914.25		4,971.83		4,610.62	
	(f)	Deferred tax assets (Net)	676.22		655.63		409.61		374.97		292.19	
	(g)	Other non-current assets	2.05	28,789.16	2.70	31,831.46	1,640.56	24,849.11	8.98	17,939.43	8.48	15,955.86
2		**Current assets**										
	(a)	Project-Work-in-Progress	61.78		19.24		7,407.71		148,115.02		115,645.43	
	(b)	Financial Assets										
		(i) Trade Receivables	11,786.48		9,372.36		2,809.97		4,788.38		1,872.68	
		(ii) Lease Receivables	2,626.50		2,413.25		2,004.32		1,089.83		752.17	

		Particulars	As at 30th September 2018		As at 31st March 2018		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
		(iii) Cash and cash equivalents	487.23		3,408.35		12,494.34		13,759.37		8,047.88	
		(iv) Bank Balances other than (iii) above	12,212.55		10,600.00		14,500.00		16,550.00		4,850.00	
		(v) Loans	76.16		74.17		10.61		10.54		13.88	
		(vi) Others	3,251.22		4,521.00		4,412.19		2,212.20		2,190.37	
	(d)	Current Tax Asset (Net)	46.13		98.76		105.08		74.71		166.60	
	(c)	Other current assets	22,006.92	52,554.97	17,610.87	48,118.00	14,979.24	58,723.46	13,268.75	199,868.80	8,821.63	142,360.64
		Total Assets	**81,344.13**		**79,949.46**		**83,572.57**		**217,808.23**		**158,316.50**	
II.	**EQUITY AND LIABILITIES**											
1	**Equity**											
	(a)	Equity Share Capital	20,850.20		20,850.20		20,850.20		20,850.20		20,850.20	
	(b)	Other Equity	13,791.45	34,641.65	12,666.70	33,516.90	9,981.70	30,831.90	9,188.51	30,038.71	6,751.50	27,601.70
2	**Liabilities**											
	Non-current liabilities											
	(a)	Financial Liabilities										
		(i) Borrowing	19,633.46		22,591.48		24,368.80		26,240.83		25,139.70	
		(ii) Other financial liabilities	3,225.44		3,748.29		-		-		-	
	(b)	Provisions	81.66		91.61		88.87		75.05		50.81	
	(c)	Other Non current liabilities	284.70	23,225.26	400.84	26,832.22	-	24,457.67	-	26,315.88	-	25,190.51

	Particulars	As at 30th September 2018		As at 31st March 2018		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
Current liabilities											
(a)	Financial Liabilities										
	(i) Trade payables	1,489.39		684.48		1,098.92		904.95		449.96	
	(ii) Other financial liabilities	9,615.16		8,912.48		9,121.58		7,661.49		6,653.62	
(b)	Other current liabilities	11,724.87		9,423.36		17,653.60		152,640.99		98,196.69	
(c)	Provisions	612.68		451.14		408.90		229.82		147.23	
(d)	Current Tax liability (Net)	35.12	23,477.22	128.88	19,600.34	-	28,283.00	16.38	161,453.63	76.78	105,524.28
	81,344.13		**79,949.46**		**83,572.57**		**217,808.23**		**158,316.50**		

RESTATED UNCONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS

(in ₹ million)

	Particulars	For the half year ended on 30th September 2018	For the year ended 31 March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
	Revenue :					
I.	Revenue from operations	36,228.82	75,565.59	59,151.06	45,398.54	31,465.35
II.	Other income	1,474.65	2,248.03	2,475.57	1,802.31	1,231.14
III.	**Total Income (I + II)**	**37,703.46**	**77,813.62**	**61,626.63**	**47,200.85**	**32,696.49**
IV.	**Expenses:**					
	Expenses on Operations	33,511.06	69,831.67	54,678.48	41,889.36	28,957.33
	Employee benefits expenses	775.99	1,339.88	1,170.18	967.10	771.16
	Finance Costs	205.55	446.58	354.54	230.84	152.79
	Depreciation, amortization and impairment	27.06	48.35	50.12	46.69	51.21
	Other Expenses	224.85	428.91	422.96	308.58	233.96
	CSR and R&D Expenses	101.74	76.74	61.23	59.75	46.69
	Total Expenses (IV)	**34,846.26**	**72,172.13**	**56,737.51**	**43,502.32**	**30,213.14**
V.	**Profit/(loss) before exceptional items and tax (III-IV)**	2,857.20	5,641.49	4,889.11	3,698.54	2,483.35
VI.	Exceptional items	-	-	-	-	-
VII.	Profit/(Loss) before tax (V - VI)	2,857.20	5,641.49	4,889.11	3,698.54	2,483.35
VIII.	Tax expense:					
	(1) Current tax	585.37	1,186.39	1,032.00	777.26	489.75
	(2) Deferred tax (net)	- 20.59	- 245.45	- 34.17	- 82.41	- 92.76
	Total Tax Expense (VIII)		940.94			

	Particulars	For the half year ended on 30th September 2018	For the year ended 31 March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
		564.78		997.83	694.85	396.99
IX.	**Profit/(loss) for the period from continuing operation (VII - VIII)**	**2,292.42**	**4,700.56**	**3,891.28**	**3,003.69**	**2,086.36**
X.	Profit/(loss) from discontinued operations			-	-	-
XI.	Tax Expense of discontinued operations			-	-	-
XII.	Profit/(loss) from discontinued operations (after tax) (X-XI)	-	-	-	-	-
XIII.	**Profit/(loss) for the period (IX+XII)**	**2,292.42**	**4,700.56**	**3,891.28**	**3,003.69**	**2,086.36**
XIV.	**Other Comprehensive Income**					
	Items that will not be reclassified to profit or loss					
	a) (i) Remeasurement gains (losses) on defined benefit plans	0.32	-6.16	-4.15	-4.59	-0.98
	(ii) Income tax effect on Remeasurement gains (losses) on defined benefit plans	-0.03	0.57	0.46	0.38	0.33
	b)(i) Fair Value of Investment in in equity instruments through OCI	-0.30	-	-	-	-
	(ii) Income tax effect on investment in equity instruments	0.04				
XV.	**Total Comprehensive Income for the period (XIII +XIV) (Comprehensive profit and other comprehensive income for the period)**	**2,292.44**	**4,694.98**	**3,887.59**	**2,999.48**	**2,085.71**
XVI.	Earnings Per Equity Share:					
	(For Continuing Operation)					
	(1) Basic	1.10	2.25	1.87	1.44	1.00
	(2) Diluted	1.10	2.25	1.87	1.44	1.00
XVII.	Earnings Per Equity Share:					
	(For discontinuing Operation)					
	(1) Basic			-	-	

	Particulars	For the half year ended on 30th September 2018	For the year ended 31 March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
						-
	(2) Diluted			-	-	-
XVIII.	Earnings Per Equity Share:					
	(For discontinued and continuing Operation)					
	(1) Basic	1.10	2.25	1.87	1.44	1.00
	(2) Diluted	1.10	2.25	1.87	1.44	1.00

RECONSOLIDATED UNCONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS

(in ₹ million)

S.N.	Particulars	Figures for the year ended 30th September 2018	Figures for the year ended 31st March 2018	Figures for the year ended 31st March 2017	Figures for the year ended 31st March 2016	Figures for the year ended 31st March 2015 (Proforma)
1	**(a) Cash Flow from Operating Activities**					
	Net Profit Before Taxation	2,857.20	5,641.49	4,889.11	3,698.54	2,483.35
	Add: Adjustment for non cash items :					
	Depreciation, amortization and impairment	27.06	48.35	50.12	46.69	51.21
		2,884.27	5,689.84	4,939.23	3,745.23	2,534.56
	Add: Adjustment for other items					
	Loss on sale of Fixed assets		0.04	9.29	0.04	0.02
	Other Income	(1,104.86)	(1,671.94)	(2,008.00)	(1,415.20)	(893.32)
	Dividend Received	(175.00)	(100.00)	(55.00)	(25.00)	(50.00)
	Effect of Ind AS adjustment during F.Y. 2015-16			-	(114.75)	-
	Other Comprehensive Income	0.32	(6.16)	(4.15)	(4.59)	(0.98)
	Operating Profit Before Working Capital Changes	1,604.72	3,911.78	2,881.37	2,185.72	1,590.28
	(b) Adjustments for Changes in Working Capital:					
	Adjustments for (Increase)/Decrease in Operating Assets:					
	Trade Receivables (Current)	(2,414.12)	(6,562.39)	1,978.41	(2,915.71)	(1,306.49)
	Lease					

S.N.	Particulars	Figures for the year ended 30th September 2018	Figures for the year ended 31st March 2018	Figures for the year ended 31st March 2017	Figures for the year ended 31st March 2016	Figures for the year ended 31st March 2015 (Proforma)	
	Receivables (Non-Current)	2,396.63	(5,727.69)	(5,099.90)	(1,383.04)	(200.27)	
	Lease Receivables (Current)	(213.25)	(408.93)	(914.49)	(337.66)	(190.59)	
	Project work in progress (Inventory)	(42.54)	7,388.47	140,707.31	(32,469.59)	(22,876.96)	
	Bank Balances other than cash and cash equivalents	(1,612.55)	3,900.00	2,050.01	(11,700.00)	(1,290.00)	
	Other Financial Assets	3,071.72	2,492.53	274.20	2,487.36	2,555.81	
	Other Current Assets	(4,471.65)	(2,621.54)	(1,710.48)	(4,447.12)	(1,676.85)	
		(3,285.76)	**(1,539.55)**	**137,285.06**	**(50,765.76)**	**(24,985.35)**	
	(c) Adjustments for (Increase)/Decrease in Operating Liabilities:						
	Trade Payables	804.92	(414.45)	193.97	454.99	(78.44)	(48,742.66)
	Other Financial Liabilities	843.66	3,250.51	705.99	977.44	(98.25)	
	Other Current Liabilities	2,185.36	(7,829.41)	(134,987.39)	54,444.32	25,275.23	
	Short Term Provisions	161.53	42.24	179.08	82.58	17.02	
	Long Term Provisions	(9.95)	2.74	13.82	24.24	15.22	
		3,985.52	(4,948.36)	(133,894.53)	55,983.58	25,130.77	
	Cash Generated from Operations	2,304.48	(2,576.13)	6,271.90	7,403.54	1,735.71	
	Direct Taxes (Paid)/Received	550.25	1,057.51	1,078.75	745.77	495.24	

S.N.	Particulars	Figures for the year ended 30th September 2018		Figures for the year ended 31st March 2018		Figures for the year ended 31st March 2017		Figures for the year ended 31st March 2016		Figures for the year ended 31st March 2015 (Proforma)	
	Cash Flow from Operating Activities (A)	**1,754.23**	**1,754.23**	**(3,633.63)**	**(3,633.63)**	**5,193.15**	**5,193.15**	**6,657.78**	**6,657.78**	**1,240.47**	**1,240.47**
2	**Cash from Investment Activities :-**										
	Capital Expenditure on Fixed Assets, Including Capital Advances	(27.40)		(826.50)		(1,702.74)		(49.57)		(39.63)	
	Capital Expenditure on Intangibles	(61.91)		(85.39)		(71.54)		(39.35)		(10.47)	
	Proceeds from Sale of Fixed Assets	0.01		0.57		(6.81)		1.16		1.39	
	Proceeds from Loan given	(5.90)		(62.72)		(16.70)		(14.52)		(21.35)	
	Other Non Current Financial Assets					57.58		(361.21)		(188.03)	
	Current Investments not Considered as Cash and Cash Equivalents:										
	Purchase of Long Term Investments:										
	- Joint Venture			(438.27)		(96.90)		(100.50)		(1,083.40)	
	Interest Income (Revenue)										
	- Others	1,104.86		1,671.94		2,008.00		1,415.20		893.32	
	Dividend Received										
	- Joint Venture	175.00		100.00		55.00		25.00		50.00	
	Net Cash Generated from / (used in) Investing	**1,184.66**	**1,184.66**	**359.64**	**359.64**	**225.89**	**225.89**	**876.22**	**876.22**	**(398.17)**	**(398.17)**

S.N.	Particulars	Figures for the year ended 30th September 2018		Figures for the year ended 31st March 2018		Figures for the year ended 31st March 2017		Figures for the year ended 31st March 2016		Figures for the year ended 31st March 2015 (Proforma)	
	Activities (B)										
3	**Cash Flow from Financing Activities :-**										
	Proceeds from Long Term Borrowings	400.00		925.00		371.30		2,559.00		2,730.00	
	Repayment of Short -Term Borrowings	(2,413.25)		(2,185.75)		(1,819.08)		(1,732.42)		(1,642.50)	
	Dividend and Tax thereon	(1,167.70)		(2,009.98)		(3,094.40)		(447.72)		(370.62)	
	Interest accrued during the year			-							
	Repayment of interest accrued	(2,679.06)		(2,541.27)		(2,141.89)		(2,201.37)		(2,239.79)	
	Net Cash Generated from / (used in) Financing Activities (C)	(5,860.01)	(5,860.01)	(5,811.99)	(5,811.99)	(6,684.07)	(6,684.07)	(1,822.51)	(1,822.51)	(1,522.91)	(1,522.91)
	Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)		**(2,921.12)**		**(9,085.99)**		**(1,265.03)**		**5,711.49**		**(680.62)**
	Cash & Cash Equivalent at the beginning of the Year		**3,408.35**		**12,494.34**		**13,759.37**		**8,047.88**		**8,728.50**
	Cash & Cash Equivalent at the end of year		**487.23**		**3,408.35**		**12,494.34**		**13,759.37**		**8,047.88**
	Cash and Cash Equivalents										
	- Cash and Cheques in Hand			-		-		74.62		-	
	Balance with Scheduled Banks										
	- On Current Account	187.48		395.80		1,364.34		584.75		1,007.88	
	- Book Overdraft										

S.N.	Particulars	Figures for the year ended 30th September 2018	Figures for the year ended 31st March 2018	Figures for the year ended 31st March 2017	Figures for the year ended 31st March 2016	Figures for the year ended 31st March 2015 (Proforma)
	- On term Deposit Account	299.76	3,012.55	11,130.00	13,100.00	7,040.00
		487.23	**3,408.35**	**12,494.34**	**13,759.37**	**8,047.88**

RESTATED UNCONSOLIDATED SUMMARY OF STATEMENT OF ASSETS & LIABILITIES FOR FY 2013, 2014

(in ₹ million)

Particulars	Notes	Balances as at 31.03.2014		Balances as at 31.03.2013	
I. EQUITY AND LIABILITIES					
(1) Shareholders' Funds					
(a) Share Capital	3	20,850.20		20,850.20	
(b) Reserves and Surplus	4	4,665.79	25,516.00	3,419.47	24,269.67
(2) Share Application Money Pending Allotment					
(3) Non-Current Liabilities	5				
(a) Long-Term Borrowings		19,531.50		16,774.00	
(b) Other Long Term Liabilities		4,374.78		4,465.31	
(c) Long-Term Provisions		35.59	23,941.87	26.26	21,265.56
(4) Current Liabilities	6				
(a) Short Term Borrowings		72,648.25		61,718.66	
(b) Trade Payables		1,713.44		1,581.33	
(c) Other Current Liabilities		7,542.66		4,708.92	
(d) Short-Term Provisions		588.10	82,492.44	592.98	68,601.89
TOTAL			**131,950.31**		**114,137.12**
II. ASSETS					
(1) Non-Current Assets					
(a) Fixed Assets					
(i)Tangible Assets	7	69.37		76.78	
(ii)Intangible Assets	7	0.08		0.79	
(iii)Capital Work in Progress	7	-		-	
(iv)Intangible Assets under development	7	7.53		-	
(b) Non-Current Investments	8	4,867.67		4,142.45	
(c) Deferred Tax Assets		19.08		17.68	
(d) Long-Term Loans and Advances	9	4,446.48		4,531.07	
(e) Other Non-Current Assets	10	6,439.72	15,849.93	-	8,768.78
(2) Current Assets					
(a) Project-Work-in-Progress	11	92,768.47		88,672.58	
(b) Trade Receivables	12	625.24		2,578.79	
(c) Cash and Bank Balances	13	12,288.49		6,286.29	
(d) Short-Term Loans and Advances	14	2,760.44		1,450.01	
(e) Advances for Project Work	15	7,096.14		6,380.67	
(f) Other Current Assets	16	561.58	116,100.37	-	105,368.34
TOTAL			**131,950.31**		**114,137.12**

RESTATED UNCONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS FOR FY 2013, 2014

(in ₹ million)

Particulars	Notes	Figures for the year ended 31.03.2014		Figures for the year ended 31.03.2013	
I. Revenue from Operations (Turnover)	17		24,942.93		21,124.29
II. Other Income	18		1,051.38		881.30
III. **Total Revenue (I + II)**			**25,994.31**		**22,005.59**
IV. **Expenses:**					
Expenses on Operations	19		23,102.26		19,490.37
Employee Benefits Expenses	20		629.07		578.06
Other Expenses	21		229.41		189.36
Other Expenses as per DPE Guidelines	22		57.54		46.61
Total Expenses			**24,018.28**		**20,304.40**
V. Profit Before Depreciation and Tax (III-IV)			**1,976.03**		**1,701.19**
VI. Depreciation and Amortisation Expense	7		59.32		38.98
VII. Profit Before Tax (V - VI)			**1,916.71**		**1,662.21**
VIII. Tax Expense:					
(1) Income Tax					
(a) Current Tax		375.63		312.52	
(b) MAT Credit Entitlement		(74.47)		(51.14)	
(2) Deferred Tax		(1.40)	**299.76**	(0.46)	**260.91**
IX **Profit (Loss) for the Year (VII - VIII)**			**1,616.95**		**1,401.30**
X Earnings Per Equity Share:					
Basic			0.78		0.67
Diluted			0.78		0.67

RESTATED UNCONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS FOR FY 2013, 2014

(in ₹ million)

S.No.	Particulars	Figures for the period ended 31.03.2014		Figures for the period ended 31.03.2013	
1	**(a) Cash Flow from Operating Activities**				
	Net Profit Before Taxation, and Extraordinary Items	1,916.71		1,662.21	
	Add: Adjustment for :				
	Depreciation	59.32		38.98	
	Other Income	(868.65)		(750.34)	
	Dividend Received	(175.00)		(125.00)	
	Loss/(Profit) on sale of assets	(0.03)		(0.03)	
	Operating Profit Before Working Capital Changes	932.36		825.82	
	(b) Adjustments for Changes in Working Capital:				
	Adjustments for (Increase)/Decrease in Operating Assets:				
	Trade Receivables	1,953.55		(1,252.16)	
	Short-Term Loans and Advances	(1,235.97)		794.41	
	Long-Term Loans and Advances	84.59		(1,147.24)	
	Other Current Assets	(5,372.94)		(21,543.75)	
	Other Non- Current Assets	(6,439.72)		55.00	
		(11,010.60)		**(23,093.74)**	
	(c) Adjustments for (Increase)/Decrease in Operating Liabilities:				
	Trade Payables	132.10		(261.01)	
	Other Current Liabilities	2,821.91		1,035.25	
	Other Long -Term Liabilities	(90.53)		1,081.48	
	Short Term Provisions	(65.38)		105.94	
	Long Term Provisions	9.33		10.74	
		2,807.44		1,972.40	
	Cash Generated from Operations	(7,270.69)		(20,295.52)	
	Direct Taxes Paid/Received (Net of TDS)	(360.12)		(318.93)	
	Cash Flow from Operating Activities (A)	**(7,630.82)**	(7,630.82)	**(20,614.45)**	(20,614.45)
2	**Cash from Investment Activities :-**				
	Capital Expenditure on Fixed Assets, including Capital Advances	(59.48)		(68.97)	
	Proceeds from Sale of Fixed Assets	0.78		0.77	
	Current Investments not Considered as Cash and Cash Equivalents:				
	- Purchased	-		1,625.00	
	Purchase of Long Term Investments:				
	- Joint Venture	(725.22)		(188.20)	
	Interest Income (Revenue)				
	- Others	868.65		750.34	
	Dividend Received				
	- Joint Venture	175.00		125.00	
	Net Cash Generated from / (used in) Investing Activities (B)	**259.73**	259.73	**2,243.93**	2,243.93

THE OFFER

The following table summarizes the Offer details:

Offer of Equity Shares (1)	253,457,280 Equity Shares aggregating to ₹[●] million
Of which:	
Employee Reservation Portion(2)(3)(4)(5)	Up to 657,280 Equity Shares aggregating to [●] million
Accordingly,	
Net Offer	252,800,000 Equity Shares aggregating to ₹[●] million
of which:	
A) QIB Portion(2)(3)	126,400,000 Equity Shares
of which:	
Mutual Fund Portion	6,320,000 Equity Shares
Balance for all QIBs including Mutual Funds	120,080,000 Equity Shares
B) Non-Institutional Portion(2)(3)	Not less than 37,920,000 Equity Shares
C) Retail Portion(2)(3)(4)	Not less than 88,480,000 Equity Shares
Pre and post Offer Equity Shares	
Equity Shares outstanding prior to the Offer	2,085,020,100
Equity Shares outstanding after the Offer	2,085,020,100
Utilisation of the Net Proceeds	Our Company will not receive any proceeds from the Offer for Sale since the Offer is being made through an offer for sale by the Selling Shareholder. For details, see "*Objects of the Offer*" on page 92.

Allocation to all categories, except the Retail Portion, shall be made on a proportionate basis. For further details, see *"Offer Procedure – Part B – Allotment Procedure and Basis of Allotment"* on page 494.

(1) The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on March 23, 2018. The Equity Shares offered by the Selling Shareholder in the Offer have been held by them for a period of at least one year prior to the date of the Draft Red Herring Prospectus and are eligible for being offered for sale in the Offer as required under the SEBI ICDR Regulations. The Selling Shareholder, through its letter dated March 22, 2019, has conveyed the consent for inclusion of 253,457,280 Equity Shares, including a reservation of 657,280 Equity Shares for Eligible Employees Bidding in the Employee Reservation Portion of our Company, held by the President of India, acting through the Ministry of Railways, Government of India as part of the Offer for Sale. For further details, see "Capital Structure" on page 82.

(2) Eligible Employees Bidding in the Employee Reservation Portion can Bid up to a Bid Amount of ₹500,000 (on a net basis). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000 (on a net basis). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (on a net basis), subject to the maximum value of Allotment made to an Eligible Employee not exceeding ₹500,000 (on a net basis). The unsubscribed portion, if any, in the Employee Reservation Portion, shall be added to the Net Offer. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder will be available for allocation on a proportionate basis to QIBs and Mutual Funds, subject to valid Bids being received at or above this Offer Price. If the aggregate demand from Mutual Funds is less than 6,320,000 Equity Shares, the balance Equity Shares available for allotment in the Mutual Fund portion will be added to the QIB Portion and allocated proportionately to QIB Bidders in proportion to their Bids.

(3) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion would be allowed to be met with spill-over from other categories or a combination of

categories at the discretion of the Selling Shareholder and our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "Offer Structure" on page 442.

(4) The Selling Shareholder and our Company, in consultation with the BRLMs, may offer a discount of up to [●]% (equivalent to up to ₹[●] per Equity Share) and a discount of up to [●]% (equivalent to up to ₹[●] per Equity Share) on the Offer Price to the Retail Individual Bidders and the Eligible Employees Bidding under the Retail Portion and the Employee Reservation Portion, respectively. The amount of Retail Discount and Employee Discount, as applicable, will be advertised in all newspapers wherein the Pre-Offer Advertisement will be published. For further details, see "Offer Procedure" on page 446.

(5) The Company has reserved 657,280 Equity Shares for allocation and Allotment to Eligible Employees Bidding in the Employee Reservation Portion which is equivalent to 0.03% of the paid-up Equity Shares of the Company. The Offer and the Net Offer constitute 12.16% and 12.12% respectively, of the pre and post Offer paid-up Equity Share capital of our Company.

Allocation to Bidders in all categories, except the Retail Portion, shall be made on a proportionate basis. The allocation to each Retail Individual Bidder shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in Retail Portion, and the remaining available Equity Shares, if any, shall be Allocated on a proportionate basis. For further details, see "*Offer Procedure – Part B– Allotment Procedure and Basis of Allotment*" on page *494*.

GENERAL INFORMATION

Our Company was incorporated on January 24, 2003 under the Companies Act, 1956 as a public company under the name of "*Rail Vikas Nigam Limited*". For further details, see "*History and Certain Corporate Matters*" on page 130.

Registration Number: 118633
Corporate Identification Number: U74999DL2003GOI118633

Registered Office and Corporate Office

Rail Vikas Nigam Limited
1st floor, August Kranti Bhawan
Bhikaji Cama Place,
R. K. Puram, New Delhi 110 066
Telephone: +91 11 2673 8299
Fascimile: +91 11 2618 2957
Website: www.rvnl.org

For details of changes in the name and registered office of our Company, see "*History and Certain Corporate Matters –Registered Office*" on page 130.

Address of the Registrar of Companies

Our Company is registered with the RoC situated at the following address:

Registrar of Companies
4th Floor,
IFCI Tower, 61,
Nehru Place, New Delhi 110 019, India
Telephone: +91 11 2623 5707 / 2623 5708
Fascimile: +91 11 2623 5702

Board of Directors

The table below sets forth the details of the constitution of our Board as on the date of this Red Herring Prospectus.

Name	DIN	Address
Pradeep Gaur Chairman and Managing Director	07243986	No. 121/E, Railway Colony Teynampet, Chennai - 600018, Tamil Nadu, India
Ajay Kumar Director (Personnel)	08249293	Flat No. 10212, ATS One Hamlet, Sector 104, Gautam Buddha Nagar, Noida -201304, India
Vijay Anand Director (Projects)	01874842	42 Railway Officers Enclave, San Martin Marg, Chanakya Puri, New Delhi-110021, India.
Arun Kumar Director (Operations)	02486535	Flat No 1403, Tower Jack, Shipra Srishti Appartment, Ahinsa Khand 1, Indirapuram Ghaziabad-201014, India
Sukhmal Chand Jain Government Nominee Director	07564584	24-C, S.P Marg, Railway Officers Enclave, Chanakya Puri, New Delhi – 110021 India.
A. P. Dwivedi Government Nominee Director	07122333	Quarter No.701, Type – 6A, Block – F, Floor – 7, Deen Dayal Upadhaya Marg, New Delhi – 110002, India
Sabita Pradhan Independent Director	07977780	Andrews Palli, Santiniketan Birbhum, West Bengal – 731235, India.

Name	DIN	Address
Shiv Kumar Gupta Independent Director	07391077	A-4 Tejpal Singh Enclave, Delhi Road, Meerut – 250002 Uttar Pradesh, India.
Vinayak Bhalchandra Karanjikar Independent Director	06518026	B-6, Om Eashkrupa HS, 122 Sant Janabai Road, Vile Parle (East), Mumbai – 400 057, Maharashtra, India.
Rajen Habib Khwaja Independent Director	00101884	50, Aditya Royal Palms, 7 Tombs Road, Towli Chowki, Opposite Azaan International School, Golconda, Hyderabad 500008, India
Dr. L. V. Muralikrishna Reddy Independent Director	03316871	No. 3743, 11 Cross, 13 B, Main Hall 2 Stage, Indira Nagar, Bangalore – 560038 Karnataka, India.
Anil Kumar Independent Director	00961397	Indu Raj, Deopuri Khajpura, B.V. College, Patna – 800014, Bihar, India

For further details of our Board of Directors, see *"Our Management"* on page 146.

Chief Financial Officer

Ashok Kumar Choudhary is the Chief Financial Officer of our Company. His contact details are as follows:

Ashok Kumar Choudhary
1st Floor, August Kranti Bhawan
Bhikaji Cama Place,
R. K. Puram,
New Delhi – 110 066, India
Telephone: +91 112673 8201
Fascimile: +91 11 2673 8201
Email: cfo@rvnl.org

Company Secretary and Compliance Officer

Kalpana Dubey is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Kalpana Dubey
1st Floor, August Kranti Bhawan
Bhikaji Cama Place,
R. K. Puram,
New Delhi – 110 066, India
Telephone: +91 11 2673 8105
Fascimile: +91 11 2618 2957
Email: investors@rvnl.org

Investors Grievances

Investors can contact the Company Secretary and Compliance Officer, the BRLMs, the Registrar to the Offer, in case of any pre-Offer or post-Offer related problems, such as non-receipt of Allotment Advice, non-credit of Allotted Equity Shares in the respective beneficiary account, and non-receipt of funds by electronic mode.

All grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or First Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

All grievances relating to Bids submitted with Registered Brokers may be addressed to them with copy to the

Stock Exchanges and to the Registrar to the Offer.

Further, the Bidder shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Book Running Lead Managers

YES Securities (India) Limited

IFC Tower 1 & 2, Unit no. 602 A,
6th Floor, Senapati Bapat Marg, Elphinstone Road,
Mumbai-400013, India
Telephone: +91 22 3012 6919
Facsimile: +91 22 2421 4508
E-mail: rvnlipo@yessecuritiesltd.in
Investor grievance e-mail: igc@yessecuritiesltd.in
Contact Person: Mukesh Garg/ Pratik Pednekar
Website: www.yesinvest.in
SEBI Registration No.: INM000012227

Elara Capital (India) Private Limited

Indiabulls Finance Centre,
Tower 3, 21st Floor, Senapati Bapat Marg,
Elphinstone Road West,
Mumbai – 400 013, India
Telephone: +91 22 6164 8599
Fascimile : +91 22 6164 8589
E-mail : rvnl.ipo@elaracapital.com
Investor grievance e-mail: mb.investorgrievances@elaracapital.com
Contact Person: Kunal Safari
Website: www.elaracapital.com
SEBI Registration No.: INM000011104

IDBI Capital Markets & Securities Limited
6th Floor, IDBI Tower
WTC Complex, Cuffe Parade
Mumbai - 400 005, India
Telephone: +91 22 2217 1700
Fascimile: +91 22 2215 1787
E-mail: rvnl.ipo@idbicapital.com
Investor grievance e-mail: redressal@idbicapital.com
Contact Person: Astha Daga
Website: www.idbicapital.com
SEBI Registration No.: INM000010866

Statement of the *inter-se* allocation of responsibilities among the BRLMs

The responsibilities and co-ordination by the BRLMs for various activities in this Offer are as follows:

Sr. No.	Activity	Responsibility	Co-ordination
1.	Pre-offer due diligence of our Company's operations/ management/ business plans/ legal. Drafting and designing of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalization of Prospectus and RoC filing of the same.	BRLMs	YES Securities
	Capital structuring with the relative components and formalities		

Sr. No.	Activity	Responsibility	Co-ordination
	such as composition of debt and equity, type of instruments.		
	Co-ordination of auditor deliverables.		
	Drafting and approval of all statutory advertisement, ASBA Forms and Revision Forms. Responsibility for underwriting agreements, as applicable.		
	Non-institutional and retail marketing of the Offer, which will cover, among others: • finalising media, marketing, and public relations strategy; • finalising centers for holding conferences for brokers, etc; • follow-up on the distribution of publicity and Offer material including forms, Prospectus and deciding on the quantum of the Offer material; and • finalising Syndicate ASBA collection centers.		
2.	Drafting and approval of all publicity material other than statutory advertisement, as mentioned above, including corporate advertising, brochure, etc. Finalisation and filing of media compliance report with SEBI.	BRLMs	Elara Capital
	International Institutional marketing, finalising the list and division of international investors for one-to-one meetings and finalising international roadshows and investors meeting schedule.		
	Preparation of the roadshows presentation, roadshows script, and FAQs.		
	Appointment of intermediaries" *viz*., Advertising agency, printers, monitoring agency (including coordinating all agreements to be entered with such parties).		
	Co-ordination with Stock Exchanges for book building software, anchor investor portion (if any) bidding terminals, mock trading and payment of 1% security deposit.		
3.	Appointment of intermediaries *viz*., Registrar to the Offer, and Bankers to the Offer (including coordinating all agreements to be entered with such parties).	BRLMs	IDBI Capital
	Post Offer activities, which shall involve: • essential follow-up steps, advising the Company about the closure of the Offer based on the Bid file, finalisation of the Basis of Allotment or weeding out of multiple applications, listing of Equity Shares, demat credit etc., including co-ordination with various agencies connected with the intermediaries such as registrar to the Offer; and • coordinating with Stock Exchanges and SEBI for release of 1% security deposit post-closure of the Offer.		
	Payment of applicable securities transaction tax on the sale of unlisted Equity Shares by the Selling Shareholder under the Offer for Sale included in the Offer to the GoI and filing of the securities transaction tax return by the prescribed due date as per Chapter VII of the Finance (no. 2) Act, 2004.		
	Managing the book and finalisation of Offer Price, in consultation with the Selling Shareholder and the Company.		
	Domestic institutional marketing of the Offer, which will cover, among others: • institutional marketing strategy; • finalising the list and division of domestic investors for one-to-one meetings; and • finalising domestic roadshows and investor meeting schedule.		

Registrar to the Offer

Alankit Assignments Limited

205-208, Anarkali Complex, Jhandewalan Extension,
New Delhi – 110055, India
Telephone: +91 11 4254 1954/+91 224348 1293
Facsimile: +91 11 2355 2001
Email: sarunraj@alankit.com/kamalarora@alankit.com
Website: www.alankit.com
Investor Grievance ID: rvnigr@alankit.com
Contact Person: S Arunraj/ Kamal Arora/ Virender Sharma
SEBI Registration Number: INR000002532

Legal Counsel to our Company and the Selling Shareholder as to Indian Law

DSK Legal
1203, One Indiabulls Centre,
Tower 2, Floor 12 B, 841,
Senapati Bapat Marg,
Elphinstone Road,
Mumbai 400 013, India
Telephone: +91 22 6658 8000
Fascimile: +91 22 6658 8001

Legal Counsel to the Book Running Lead Managers as to Indian Law

Verist Law
Empire Business Centre,
414, Senapati Bapat Marg,
Lower Parel,
Mumbai 400 013, India
Telephone: +91 22 6690 7369
Fascimile: +91 22 6787 1516

International Legal Counsel to our Company and the Selling Shareholder

Riker, Danzig, Scherer, Hyland & Perretti, LLP
500 Fifth Avenue,
49th Floor,
New York, NY 10001, USA
Telephone: +1 (212) 302 6574
Facsimile: +1 (973) 451 3709

Statutory Auditor to our Company

M/s Raj Har Gopal & Co.
412, Ansal Bhavan, 16 Kasturba Gandhi Marg,
New Delhi, Delhi 110001
Telephone: +91 11 4152 0698/ +91 11 4152 0699
Facsimile: +91 11 4101 1302
Firm Registration No: 002074N
Email: rajhargopal1@hotmail.com
Peer Review No: 008487

Bankers to our Company

State Bank of India
Capital Market Branch,
Videocon Heirtage Building,
Charanjit Rai Marg,
Off D N Road,
Fort, Mumbai – 400001
Telephone : +91 22 2209 4932/27

Corporation Bank
Flat No. 124 to 130,
3-Ansal CH-1,
Bhikaji Cama Place,New Delhi
Telephone: +91 11 2616 4912/2610 1670
Fascimile: +91 11 2619 3911
E-mail: cb0373@corpbank.co.in

Fascimile : +91 22 2209 4921/22
E-mail : nib.11777@sbi.co.in/sbi.11777@sbi.co.in
Website : www.sbi.co.in
Contact Person : Indrakant Chaurasia

Website: www.corporationbank.co.in
Contact Person: B Rammohan Baliga

Punjab National Bank
B/O-Bhikaji Cama Place, New Delhi
Telephone: +91 11 2617 8666
E-mail: bo1988@pnb.co.in
Website: www.pnbindia.co.in
Contact Person : Abhishek Kumar

Axis Bank
K-12, Green Park Main, New Delhi – 110016
Telephone: +91 11 4658 3009
E-mail: greenpark.branchhead@axisbank.com
Website : www.axisbank.com
Contact Person : Rajeev Kumar Jain

Bank of India
Malai Mandir Branch,
Shree Raghuvendra Swamy Mutt,
Rao Tularam Marg, Sector – 12
R K Puram, New Delhi – 110 022
Telephone: +91 11 2886 6062/2617 6442
Fascimile: +91 11 2617 6442
E-mail: malaimandir.newdelhi@bankofindia.co.in
Website: www.bankofindia.co.in
Contact Person: Anita Mohanty (Chief Manager)/Mr. Narendra Verma

ICICI Bank
9A, Phelps Building,
Connought Place
New Delhi – 110001
Telephone: +91 11 4101 9804
Fascimile : +91 11 6631 0410
E-mail : prasanna.narayanan@icicibank.com
Website : www.icicibank.com
Contact Person : Prasanna Narayanan

Syndicate Members

Elara Securities (India) Private Limited
Indiabulls Finance Centre,
Tower 3, 21st Floor, Senapati Bapat Marg,
Elphinstone Road (West),
Mumbai – 400 013, Maharashtra, India
Telephone: +91 22 6164 8500
Fascimile : +91 22 6164 8569
E-mail : sujit.samantaray@elaracapital.com
Investor grievance e-mail: eq.ops@elaracapital.com
Contact Person: Sujit Kumar Samantaray
Website: www.elaracapital.com
SEBI Registration No.: BSE (CM) INB011289833, NSE (CM) INB231289837, NSE (F&O) INF 231289837

Banker(s) to the Offer/ Escrow Collection Bank

ICICI Bank Limited
Capital Market Division, 1st Floor, 122, Mistry Bhavan,
Dinshaw Vachha Road, Backbay Reclamation,
Churchgate
Mumbai – 400020
Telephone: +91 22 6681 8932/23/24/11
Fascimile : +91 22 2261 1138
E-mail : kmr.saurabh@icicibank.com
Website : www.icicibank.com
Contact Person : Saurabh Kumar
SEBI Registration No. : INBI00000004

HDFC Bank Limited
FIG-OPS Department, Lodha- I Think Techno Campus,
O-3 Level, Next to Kanjurmarg Railway Station,
Kanjurmarg (East)
Mumbai – 400042
Telephone: +91 22 3075 2914/28/29
Fascimile : N.A
E-mail : siddharth.jadhav@hdfcbank.com; prasanna.uchil@hdfcbank.com; neerav.desai@hdfcbank.com; vincent.dsouza@hdfcbank.com
Contact Person : Siddharth Jadhav/ Prasanna Uchil/ Neerav Desai/Vincent Dsouza
SEBI Registration No. : INBI00000063

Refund Bank & Sponsor Bank

ICICI Bank Limited
Capital Market Division, 1st Floor, 122, Mistry Bhavan,

Dinshaw Vachha Road, Backbay Reclamation, Churchgate
Mumbai – 400020
Telephone: +91 22 6681 8933/23/24
Fascimile : +91 22 2261 1138
E-mail : kmr.saurabh@icicibank.com
Website : www.icicibank.com
Contact Person : Saurabh Kumar
SEBI Registration No. : INBI00000004

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs for the ASBA process is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 or such other websites as updated from time to time. For details of the Designated SCSB Branches which shall collect ASBA Forms from the Bidders and Designated Intermediaries, please refer to the above-mentioned link.

A list of the designated Branches of the SCSBs with which a Bidder, not bidding through Syndicate/Sub Syndicate or through a Registered Broker, CRTA or CDP may submit the Bid cum Application Forms is available at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes on the SEBI website, and at such other websites as may be prescribed by SEBI from time to time.

Syndicate SCSB Branches

In relation to Bids submitted to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of ASBA Forms from the members of the Syndicate is available on the website of the SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes.

Registered Brokers

Bidders can submit ASBA Forms in the Offer through the Registered Brokers at the Broker Centres. The list of the Registered Brokers, including details such as postal address, telephone numbers, and e-mail address, is provided on the websites of BSE and NSE at www.bseindia.com and www.nseindia.com, respectively, and such other websites as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone numbers, and e-mail address, is provided on the websites of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=7 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, and such other websites as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, are provided on the websites of BSE and NSE at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, or such other websites as updated from time to time.

IPO grading

No credit rating agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Credit Rating

As this is an offer of Equity Shares, there is no credit rating for the Offer.

Experts

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditors, namely, M/s Raj Har Gopal & Co., who hold a valid peer review certificate, to include its name as required under section 26(1)(a)(v) of the Companies Act in this Red Herring Prospectus and as an "Auditor" or "Statutory Auditor" and "expert" as defined under section 2(38) of the Companies Act in respect of the examination reports dated February 28, 2019 on the (i) Restated Consolidated Financial Statements, (ii) Restated Unconsolidated Financial Statements (Ind AS), and the examination report dated February 28, 2019 on the Restated Unconsolidated Financial Statements (Indian GAAP) and of our Company and the statement of tax benefits dated February 28, 2019, included in this Red Herring Prospectus and such consents have not been withdrawn as on the date of this Red Herring Prospectus.

Trustees

As this is an offer of Equity Shares, the requirement of appointment of trustees is not applicable.

Appraising Agencies

As the Offer is an offer for sale of Equity Shares, our Company will not receive any proceeds from the Offer. Accordingly, no appraising entity has been appointed for the Offer.

Monitoring Agency

As the Offer is an offer for sale of Equity Shares, our Company will not receive any proceeds from the Offer. Accordingly, no monitoring agency has been appointed for the Offer.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus and the ASBA Forms within the Price Band, which will be decided by our Company and the Selling Shareholder, in consultation with the BRLMs, and which shall be notified in all editions of the English daily newspaper Financial Express, all editions of the Hindi national newspaper Jansatta, each with wide circulation, at least two** Working Days prior to the Bid/Offer Opening Date. The Offer Price shall be determined by our Company and the Selling Shareholder, in consultation with the BRLMs after the Bid/Offer Closing Date. The principal parties involved in the Book Building Process are:

- our Company;
- the Selling Shareholder;
- the BRLMs;
- the Syndicate Members;
- the SCSBs;
- the Registered Brokers;
- the Registrar to the Offer;
- the Escrow Collection Bank(s);
- the RTAs; and
- the Collecting Depository Participants.

***As per the requirements of SEBI ICDR Regulations, 2018, the Price Band is required to be advertised at least two Working Days prior to the Bid/Offer Opening Date.*

All Bidders can participate in the Offer only through the ASBA process. RIBs can also participate using UPI mechanism.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the QIB Portion and Non-Institutional Investors Bidding in the Non-Institutional Portion are not allowed to withdraw or lower the size of their Bids (in terms of the quantity of the Equity Shares or the Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until the Bid/Offer Closing Date. Allocation to

Retail Individual Investors will be on a proportionate basis, subject to minimum Bid Lot.

Our Company confirms that it will comply with the SEBI ICDR Regulations and any other directions issued by SEBI for this Offer. The Selling Shareholder, confirms that such Selling Shareholder will comply with the SEBI ICDR Regulations and any other directions issued by SEBI, as applicable, to the respective portion of their respective Equity Shares offered in the Offer for Sale.

The Book Building Process under the SEBI ICDR Regulations and the Bidding process are subject to change from time to time and the investors are advised to make their own judgment about investment through this process prior to submitting a Bid in the Offer.

For further details, see *"Offer Structure" and "Offer Procedure"* on pages 442 and 446, respectively. For an illustration of the Book Building Process and the price discovery process, see *"Offer Procedure – Part B – Allotment Procedure and Basis of Allotment"* on page 494.

Notwithstanding the foregoing, the Offer is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment.

Withdrawal of the Offer

For details in relation to refund on withdrawal of the Offer, see "*Terms of the Offer*" on page 437.

Underwriting Agreement

After the determination of the Offer Price and allocation of the Equity Shares, but prior to the filing of the Prospectus with the RoC, our Company and the Selling Shareholder shall enter into an Underwriting Agreement with the Underwriters for the Equity Shares proposed to be offered through the Offer. It is proposed that pursuant to the terms of such Underwriting Agreement, the BRLMs shall be responsible for bringing in the amount devolved in the event that the Syndicate Members do not fulfil their underwriting obligations. Pursuant to the terms of the Underwriting Agreement, the obligations of the Underwriters are several and are subject to certain conditions to closing, as specified therein. The Underwriting Agreement is dated [●], and has been approved by our Board of Directors / committee thereof and the Selling Shareholder.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares:

(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC)

(in ₹ million)

Name, address, telephone, fax, and email of the Underwriters	Indicated number of Equity Shares to be Underwritten	Amount Underwritten
[●]	[●]	[●]
Total	[●]	[●]

The above mentioned is indicative underwriting and will be finalised after pricing and actual allocation and subject to the provisions of Regulation 13(2) of the SEBI ICDR Regulations.

In the opinion of our Board of Directors and the Selling Shareholder (based on a certificate given by the Underwriters), the resources of the above mentioned Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under section 12 (1) of the SEBI Act or registered as brokers with the Stock Exchange(s). The Board of Directors/ IPO Committee, at its meeting, held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in proportion to their underwriting commitments set forth in the table above. Notwithstanding the above table, the Underwriters shall only be responsible for ensuring payment with respect to the Bids procured by them. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement. The underwriting arrangements mentioned above shall not apply to the applications by the ASBA Bidders in the Offer, except for ASBA Bids procured by any member of the Syndicate.

CAPITAL STRUCTURE

The share capital of our Company, as on the date of this Red Herring Prospectus, is set forth below.

(In ₹, except share data)

	Particulars	Aggregate value at face value	Aggregate value at Offer Price
A.	**AUTHORISED SHARE CAPITAL***		
	3,000,000,000 Equity Shares	30,000,000,000	-
B.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	2,085,020,100 Equity Shares	20,850,201,000	-
C.	**PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS**		
	Offer for Sale of 253,457,280 Equity Shares of face value of ₹10 by the Selling Shareholder aggregating up to ₹[●] million [(a)(b)]	2,534,572,800	[●]
	Which includes:		
	Employee Reservation Portion of up to 657,280 Equity Shares[(c)]	6,572,800	[●]
	The Net Offer consists of 252,800,000 *Equity Shares:*		
	A. QIB Portion of not more than 126,400,000 Equity Shares		
	Of which:		
	Mutual Fund Portion of 6,320,000 Equity Shares	63,200,000	[●]
	Balance 120,080,000 Equity Shares for all QIBs including Mutual Funds	1,200,800,000	[●]
	B. Non-Institutional Portion of not less than 37,920,000 Equity Shares	379,200,000	[●]
	C. Retail Portion of not less than 88,480,000 Equity Shares	884,800,000	[●]
D.	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	2,085,020,100 Equity Shares	20,850,201,000	
E.	**SHARE PREMIUM ACCOUNT****		
	Before and after the Offer	Nil	Nil

** For details in relation to the alteration to the authorised share capital of our Company, see "History and Certain Corporate Matters – Amendments to our Memorandum of Association" on page 131.*

***Since it is an Offer for Sale, the entire proceeds would go to MoR. Hence, the share premium account of the Company after the Offer remains Nil.*

(a) The Offer has been authorised by resolution of our Board dated March 23, 2018 and by the Selling Shareholder through its letter dated March 27, 2018 conveying the approval granted by the GoI for the Offer. The Equity Shares offered by the Selling Shareholder in the Offer have been held by them for a period of at least one year prior to the date of the Draft Red Herring Prospectus and are eligible for being offered in the Offer for Sale as required by the SEBI ICDR Regulations.

(b) The Selling Shareholder, through its letter dated March 22, 2019, has conveyed the consent for inclusion of 253,457,280 Equity Shares, including a reservation of 657,280 Equity Shares for Eligible Employees Bidding in the Employee Reservation Portion of our Company, held by the President of India, acting through the Ministry of Railways, Government of India as part of the Offer for Sale. 657,280 Equity Shares have been reserved for allocation and Allotment to Eligible Employees Bidding in the Employee Reservation Portion. The allocation and Allotment of Equity Shares under various portions mentioned in the table above (i.e. under the QIB Portion, Non-Institutional Portion and the Retail Portion) are in respect of the Net Offer of 252,800,000 Equity Shares.

(c) The Selling Shareholder and our Company, in consultation with the BRLMs, may offer a discount of up to [●]% (equivalent to up to [●] per Equity Share) and a discount of up to [●]% (equivalent to up to [●] per Equity Share) on the Offer Price to the Retail Individual Bidders and the Eligible Employees Bidding under the Employee Reservation Portion respectively. The amount of Retail Discount and Employee Discount, as applicable, will be advertised in all newspapers wherein the Pre-Offer Advertisement will be published. For further details, see "Offer Procedure" on page 446.

NOTES TO THE CAPITAL STRUCTURE

1. **Share Capital History :**

(i) **History of equity share capital of our Company**

The following table sets out the history of the equity share capital of our Company:

Date of allotment	No. of Equity Shares allotted	Face Value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Nature of transaction ***	Cumulative No. of Equity Shares	Cumulative paid up Equity Share Capital (₹)
September 29, 2003	50,000	10	10	Cash	Initial subscription to the memorandum *	50,000	500,000
September 29, 2003	4,950,000	10	10	Cash	Further Issue to the President of India	5,000,000	50,000,000
February 13, 2004	265,050,000	10	10	Cash	Further issue to the President of India	270,050,000	2,700,500,000
May 06, 2004	229,950,000	10	10	Cash	Further issue to the President of India	500,000,000	5,000,000,000
December 27, 2004	150,000,000	10	10	Cash	Further issue to the President of India	650,000,000	6,500,000,000
March 04, 2005	150,000,000	10	10	Cash	Further issue to the President of India	800,000,000	8,000,000,000
May 02, 2005	150,000,000	10	10	Cash	Further issue to the President of India	950,000,000	9,500,000,000
March 19, 30, 2007	172,670,000	10	10	Cash	Further issue to the President of India	1,122,670,000	11,226,700,000
March 19, 2007	27,350,100	10	10	Other than cash	Allotment pursuant to adjustment of expenditure incurred by Western Railway	1,150,020,100	11,500,201,000
November 02, 2007	515,000,000	10	10	Cash	Further issue to the President of	1,665,020,100	16,650,201,000

Date of allotment	No. of Equity Shares allotted	Face Value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Nature of transaction ***	Cumulative No. of Equity Shares	Cumulative paid up Equity Share Capital (₹)
					India		
March 25, 2008	350,000,000	10	10	Cash	Further issue to the President of India	2,015,020,100	20,150,201,000
January 16, 2009	70,000,000	10	10	Cash	Further issue to the President of India	2,085,020,100	20,850,201,000

** Includes initial subscription by six shareholders, Mr. Sumant Chak, Mr. S. Balachandran, Mr. P.K. Sanghi, Mr. O.P. Aggarwal, Mr. A.S. Tiwari and Ms. Kavita Saraswat, being nominees of the Promoter.*

****All allotments were made to the President of India, acting through the MoR, GoI, and his nominees. Accordingly, 100% of the pre-Offer share capital is held by our Promoter, and post-Offer our Promoter shall hold around 87.84% of our Equity Share capital.*

(ii) Allotments for consideration other than cash

Details of Equity Shares issued for consideration other than cash are as follows:

Date of allotment	No. of Equity Shares allotted	Face Value (₹)	Issue price per Equity Share (₹)	Nature of consideration	Nature of transaction
March 19, 2007	27,350,100	10	10	Other than cash	Allotment pursuant to adjustment of expenditure incurred by Western Railway

(iii) Allotments made out of revaluation reserves

Our Company has not issued any Equity Shares out of revaluation reserves, including through bonus shares, at any time since incorporation.

(iv) Issue of Equity Shares in the last two preceding years

Our Company has not issued Equity Shares in last two years immediately preceding the date of this Red Herring Prospectus.

(v) **Issue of Equity Shares at a price lower than the Issue Price in the last one year**

Our Company has not issued any Equity Shares at a price which may be lower than the Issue Price during a period of one year preceding the date of this Red Herring Prospectus.

2. **History of build-up, Promoter's Contribution and Lock-in of Promoter's Shareholding**

a) **Build-up of Promoter's shareholding in our Company**:

As on the date of this Red Herring Prospectus, our Promoter and its nominees hold, in aggregate, 2,085,020,100 Equity Shares, which constitutes 100% of the issued, subscribed and paid-up Equity Share capital of our Company.

Date of Allotment/ Transfer of Equity Shares/ Date of buy back	No. of Equity Shares Allotted	Face Value (₹)	Issue / acquisition price per Equity Share (₹)	Nature of consideration	Nature of Allotment	Cumulative number of Equity Shares	Percentage of pre-Offer issued and paid up capital	Percentage of post-Offer issued and paid up capital
September 29, 2003	50,000	10	10	Cash	Initial subscription to the memorandum*	50,000	Negligible	Negligible
September 29, 2003	4,950,000	10	10	Cash	Further Issue to the President of India	5,000,000	0.24	0.24
February 13, 2004	265,050,000	10	10	Cash	Further issue to the President of India	270,050,000	12.71	12.71
May 06, 2004	229,950,000	10	10	Cash	Further issue to the President of India	500,000,000	11.03	11.03
December 27, 2004	150,000,000	10	10	Cash	Further issue to the President of India	650,000,000	7.19	7.19
March 04, 2005	150,000,000	10	10	Cash	Further issue to the President of India	800,000,000	7.19	7.19
May 02, 2005	150,000,000	10	10	Cash	Further issue to the President of India	950,000,000	7.19	7.19
March 19, 30, 2007	172,670,000	10	10	Cash	Further issue to the President of India	1,122,670,000	8.28	8.28
March 19, 2007	27,350,100	10	10	Other than cash	Allotment pursunat to adjustment of expenditure incurred by Western Railway	1,150,020,100	1.31	1.31
November 02, 2007	515,000,000	10	10	Cash	Further issue to the President of India	1,665,020,100	24.70	24.70
March 25, 2008	350,000,000	10	10	Cash	Further issue to the President of India	2,015,020,100	16.79	16.79
January 16, 2009	70,000,000	10	10	Cash	Further issue to the President of India	2,085,020,100	3.36	3.36
Total	**2,085,020,100**						**100.00**	**100.00**

All the Equity Shares held by our Promoter were fully paid-up as at the dates they were acquired.

Other than the transfer of shares between the nominees, our Promoter has not undertaken any sale of Equity Shares of our Company since incorporation.

None of the Equity Shares held by our Promoter are pledged or otherwise encumbered and all of the Equity Shares held by our Promoter are in dematerialised form. Our Company has entered into tripartite agreements dated March 26, 2018 and March 26, 2018 with the NSDL and CDSL, respectively.

b) **Details of Promoter Contribution locked in for three years**:

Pursuant to Regulations 32 and 36(1)(a) of the SEBI ICDR Regulations, an aggregate of 20% of the post Offer paid up Equity Share capital of our Company held by our Promoter shall be considered as minimum Promoter's contribution and locked-in for a period of three years from the date of Allotment under this Offer. ("**Promoter's Contribution**").

The President of India, acting through the MoR has consented *vide* letter dated March 27, 2018, to include such number of Equity Shares held by it, constituting 20% of the fully diluted post-Offer Equity Share capital of our Company as Promoter's Contribution, and has agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoter's Contribution from the date of this Red Herring Prospectus, until the commencement of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations.

The MoR has confirmed to our Company and the BRLMs that the acquisition of Equity Shares constituting the Promoter's Contribution has been financed from the consolidated fund of India and no loans or financial assistance from any bank or financial institution has been availed for such purpose.

Details of the Promoter's shareholding that is eligible for Promoter's Contribution is as below:

Name of the Promoter	No. of Equity Shares	Date of allotment /transfer	Face value (₹)	Issue/ Acquisition price per Equity Share (₹)	Source of funds	Nature of consideration	Number of Equity Shares pledged	Nature of transaction	% of pre-Offer share capital
Equity Shares eligible for Promoter's Contribution									
President of India and its nominee	417,004,020	-	10	-	-	Cash	-	-	20
Total	417,004,020								20

Note: Details of Equity Shares to be locked-in will be included in the Prospectus to be filed with the RoC.

The Promoter's Contribution has been brought in to the extent of not less than the specified minimum lot and from persons defined as Promoters, as required under the SEBI ICDR Regulations.

The Equity Shares that are being locked-in as per Regulation 36(1)(a) of the SEBI ICDR Regulations for computation of Promoter's Contribution are not, and will not be, ineligible under Regulation 33 of the SEBI ICDR Regulations as:

(i) the Equity Shares offered as part of the Promoter's Contribution do not comprise Equity Shares acquired during the preceding three years for consideration other than cash and where (a) revaluation of assets or capitalisation of intangible assets was involved or (b) bonus issue out of revaluations reserves or unrealised profits or against Equity Shares that are otherwise ineligible for computation of Promoter' Contribution;

(ii) Our Promoter' Contribution does not include any Equity Shares acquired during the preceding one year at a price lower than the price at which Equity Shares are being offered to the public in the Offer;

(iii) Our Company has not been formed by the conversion of a partnership firm into a company and hence no Equity Shares have been issued in the one year immediately preceding the date of this Red Herring Prospectus pursuant to conversion of a partnership firm;

(iv) The Equity Shares offered for Promoter's Contribution do not consist of Equity Shares for which specific written consent has not been obtained from our Promoter for inclusion of its subscription in the minimum Promoter's Contribution subject to lock-in;

(v) The Promoter's Contribution is not subject to any pledge or any other form of encumbrances;

3. **Sales or purchases of Equity Shares or other specified securities of our Company by our Promoter, or our Directors, or their immediate relatives during the six months immediately preceding the date of this Red Herring Prospectus:**

Our Promoter, our Directors, or their immediate relatives have not sold or purchased any Equity Shares or other specified securities of our Company during the six months immediately preceding the date of this Red Herring Prospectus.

4. **Details of Equity Shares locked in for one year**:

In terms of Regulation 37 of SEBI ICDR Regulations and in addition of the above Equity Shares (forming part of the Promoter's Contribution) that are locked in for three years, the entire pre-offer Equity Share Capital of our Company excluding the Equity Shares proposed to be sold in the Offer, will be locked-in for a period of one year from the date of Allotment in this Offer. The President of India acting through the MoR, GoI has, pursuant to letter dated March 27, 2018, granted approval for the lock-in of the entire post-Offer shareholding held by it (less the Promoter's Contribution of 417,004,020 Equity Shares and the Offered Shares) for a period of one year from the date of Allotment or for such other time as may be required under the SEBI ICDR Regulations. Any Offered Shares remaining unsold in the Offer shall be locked-in for a period of one year.

In terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by the Promoter may be transferred to a new promoter or persons in control of our Company, subject to continuation of the lock-in with the transferee for the remaining period and compliance with provisions of the Takeover Regulations as applicable.

In terms of Regulation 39 of SEBI ICDR Regulations, the Equity Shares held by our Promoter, which are locked-in for a period of one year from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that (i) pledge of the Equity Shares is one of the terms of the sanction of the loan and (ii) if the Equity Shares are locked-in as Promoter's Contribution for three years under Regulation 36(a) of the SEBI ICDR Regulations, then in addition to the requirement in (i) above, such shares may be pledged only if the loan has been granted by the scheduled commercial bank or public financial institution for the purpose of financing one or more of the objects of the Offer.

5. **Our Shareholding Pattern**

The table below represents the equity shareholding pattern of our Company before the Offer:

Category (I)	**Category of the Shareholder (II)**	**No. of Shareholders (III)**	**No. of fully paid up equity shares held (IV)**	**No. of partly paid-up equity shares held (V)**	**No. of shares underlying Depository Receipts**	**Total No. shares held (VII) = (IV)+(V)+(VI)**	**Shareholding as a % of total no. of shares (calculated as per SCRR, 1957)**	**No. of Voting Rights held in each class of securities (IX)**		**No. of shares Underlying Outstanding convertib**	**Shareholding as a % assuming full conversion of convertible**	**Number of Locked in shares (XII)**		**Number of shares pledged or otherwise encumbered (XIII)**		**Number of equity shares held in dematerialized**
								No. of Voting Rights	**Total**			**No.**	**As**	**No**	**As a**	

								Class eg: X	Class eg: Y	Total								
(A)	**Promoter & Promoter Group**	7	2,085,020,100*	--	--	2,085,020,100	100.00	--	--	--	--	--	--	--	--	--	--	2,085,020,100*
(B)	**Public**	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
(C)	**Non Promoter-Non Public**	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
(1)	**Shares underlying Custodian/Depository Receipts**	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
(2)	**Shares held by Employee Trusts**	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--
	Total (A)+(B)+(C)	7	2,085,020,100*	--	--	--	--	--	--	--	--	--	--	--	--	--	--	2,085,020,100*

** The President of India holds 100% of the Equity Shares of our Company out of which 2,085,020,094 Equity Shares are held by the President of India, one Equity Share each by Piyush Agarwal (Additional Member Planning), Dr. Madhukar Sinha (Executive Director FC), Sukhmal C. Jain (Executive Director Works), Mukesh Kumar Gupta (Additional Member Works), R.S. Manjula Rangarajan (Additional Member Finance) and Rakesh Choudhary (Director Corporate Co-ordination), as nominees of the President of India.*

6. **Shareholding of our Directors and Key Managerial Personnel in our Company**

Set forth below is the shareholding of our Directors and Key Managerial Personnel in our Company, as on the date of this Red Herring Prospectus.

Name	No. of Equity Shares	% of pre-Offer Equity Share Capital
Shareholding of Directors and Key Managerial Personnel		
Sukhmal C. Jain*	1	Negligible

**held as a nominee of the President of India.*

7. **Details of the top ten shareholders of our Company**

Our Company has seven shareholders as on the date of this Red Herring Prospectus and ten days prior to the date of this Red Herring Prospectus, and the number of Equity Shares held by them are as set forth below:

S. No.	Name of shareholder	Number of Equity Shares held	% of Equity Share Capital
1.	President of India, acting through the Ministry of Railways	2,085,020,094	99.99
2.	Piyush Agarwal*	1	Negligible
3.	Madhukar Sinha*	1	Negligible
4.	Sukhmal C. Jain*	1	Negligible
5.	Mukesh Kumar Gupta*	1	Negligible
6.	R. S. Manjula Rangarajan*	1	Negligible

S. No.	Name of shareholder	Number of Equity Shares held	% of Equity Share Capital
7.	Rakesh Choudhary*	1	Negligible

**held as the nominee of the President of India, acting through the MoR, GoI.*

8. Our Company had seven equity shareholders two years prior to the date of this Red Herring Prospectus, and the number of Equity Shares held by them are as set forth below:

S. No.	Name of shareholder	Number of Equity Shares held	% of Equity Share Capital
1.	President of India	2,085,020,094	99.99
2.	H.K.Kala*	1	Negligible
3.	Sanjay Upreti*	1	Negligible
4.	Ved Prakash Dudeja*	1	Negligible
5.	Lajkumar*	1	Negligible
6.	S. Vijayaraghvan*	1	Negligible
7.	Sandeep Srivastava*	1	Negligible

nominee of the President of India, acting through the MoR, GoI.

9. Our Promoter, our Company, our Directors, and the BRLMs have not entered into any buy-back and/or standby arrangements for the purchase of Equity Shares or other specified securities of our Company.

10. Neither the BRLMs nor their associates (determined as per the definition of "*associate company*" under the Companies Act, 2013 and as per the definition of the term "*associate*" in the SEBI (Merchant Bankers) Regulations, 1992) hold any Equity Shares as on the date of filing of this Red Herring Prospectus.

11. No person connected with the Offer, including, but not limited to, the BRLMs, the Syndicate Members, our Company, the Selling Shareholder, the Directors, the Promoter, shall offer in any manner whatsoever any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid.

12. Our Company has not issued any Equity Shares out of its revaluation reserves.

13. All Equity Shares offered in the in the Offer shall be fully paid up or may be forfeited for non payment of calls.

14. The Equity Shares (including the Offered Shares) are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Red Herring Prospectus.

15. Except for Retail Discount and Employee Discount, no payment, direct or indirect in the nature of discount, commission and allowance or otherwise shall be made either by us or our Promoter to the persons who are Allotted Equity Shares.

16. As on the date of the filing of this Red Herring Prospectus, the total number of our Shareholders is seven of which six are nominees of our Promoter.

17. There are no outstanding convertible securities or any other right which would entitle any person any option to receive Equity Shares as on the date of this Red Herring Prospectus.

18. Except as disclosed in this Red Herring Prospectus, our Company has not made any public issue of its Equity Shares or rights issue of any kind or class of securities since its incorporation.

19. Our Company has not allotted any shares pursuant to any scheme approved under Chapter XV of the Companies Act, 2013 or pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956.

20. Our Company presently does not intend or propose or is under negotiation or consideration to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares whether on a preferential basis or issue of bonus or rights or further public issue of Equity Shares or qualified

institutions placement. The foregoing restrictions do not apply to: (a) the issuance of any Equity Shares pursuant to this Offer; and (b) any issuance, offer, sale or any other transfer or transaction of a kind referred to above of any Equity Shares under or in connection with the exercise of any options or similar securities, as disclosed in this Red Herring Prospectus and as will be disclosed in this Red Herring Prospectus and the Prospectus, provided they have been approved by our Board. However, if our Company enters into acquisitions, joint venture or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use of Equity Shares as consideration for acquisitions or participations in such joint venture.

21. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from the filing of the Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges or all application monies have been refunded, as the case may be.

22. During the period of six months immediately preceding the date of filing of the Draft Red Herring Prospectus, no financing arrangements existed whereby our Promoter, our Directors or their relatives may have financed the purchase of securities of our Company by any other person.

23. Our Promoter will not submit Bids or otherwise participate in this Offer, except to the extent of offering the Offered Shares in the Offer for Sale.

24. In accordance with Regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity shares will be Allotted under the Offer shall not be less than 1,000 failing which the entire application money will be refunded.

25. This Offer is being made under Rule 19(2)(b) of the SCRR read with Regulation 41 of the SEBI ICDR Regulations. Our Company is eligible for the Offer in accordance with Regulation 26(1) of the SEBI ICDR Regulations.

26. The Offer is being made through the Book Building Process, wherein 50% of the Net Offer shall be allocated to QIBs on a proportionate basis. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Offered Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, 657,280 Equity Shares will be offered for allocation and Allotment on a proportionate basis to the Eligible Employees Bidding in the Employee Reservation Portion, conditional upon valid Bids being received from them at or above the Offer Price.

27. Eligible Employees Bidding in the Employee Reservation Portion can Bid upto a Bid Amount of ₹500,000 (on a net basis). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of upto ₹200,000 (on a net basis). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (on a net basis), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (on a net basis). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation over ₹200,000), shall be added to the Net Offer. In the event of under-subscription in the Net Offer, spill over to the extent of under-subscription shall be allowed from the Employee Reservation Portion to the Net Offer. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of the Selling Shareholder and our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. All Bidders shall participate in the Offer mandatorily through the ASBA process, providing the details of their respective bank accounts, which will be blocked by SCSBs.

28. Except for Mutual Funds sponsored by entities related to the BRLMs, Syndicate Members and any persons related to the BRLMs or Syndicate Members cannot apply in the Offer.

29. As on the date of this Red Herring Prospectus, our Company does not have an employee stock option plan.

30. Our Company shall ensure that transactions in the Equity Shares by the Promoter, if any, during the period between the date of registering this Red Herring Prospectus with the RoC and the Bid/ Offer Closing Date shall be reported to the Stock Exchanges within 24 hours of the transactions.

31. The Selling Shareholder confirms that the Offered Shares have been held by it for a period of at least one year prior to the date of filing of the Draft Red Herring Prospectus, in accordance with Regulation 26(6) of the SEBI ICDR Regulations.

32. An oversubscription to the extent of 10% of the Net Offer can be retained for the purposes of rounding off to the nearer multiple of minimum allotment lot.

33. Our Company shall comply with such disclosure and accounting norms as may be specified by the SEBI from time to time.

34. There shall be only one denomination of the Equity Shares unless otherwise permitted by law.

OBJECTS OF THE OFFER

The objects of the Offer are to (i) to carry out the disinvestment of 252,800,000 Equity Shares held by the Selling Shareholder in the Company, equivalent to 12.12% of our Company's paid up Equity Share capital of the Company as part of the Net Offer, and 657,280 Equity Shares that have been reserved for Eligible Employees in the Employee Reservation Portion (ii) to achieve the benefits of listing the Equity Shares on the Stock Exchanges. Our Company will not receive any proceeds from the Offer and all such proceeds will go to the Selling Shareholder.

Offer Related Expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million.

The expenses of the Offer include, among others, underwriting and management fees, selling commissions, printing and distribution expenses, legal expenses, statutory advertisement expenses, Registrar and depository fees and listing fees

All Offer related expenses shall be borne by the Selling Shareholder through the DIPAM. However, expenses in relation to:

(i) the filing fees to SEBI;

(ii) NSE/BSE charges for use of software for the book building;

(iii) payments required to be made to Depositories or the Depository Participants; and

(iv) payments required to be made to Stock Exchange for initial processing, filing and listing of the Equity Shares.

shall be payable by the BRLMs but on a reimbursable basis from the Company; and printing and stationery expenses, shall be borne by the BRLMs. Payments, if any, made by our Company in relation to the Offer shall be on behalf of the Selling Shareholder and such payments will be reimbursed to our Company.

The break up of estimated Offer Expenses are as under:

Sr. No.	Activity	Estimated amount (₹ in million)*	As a % of the total estimated Offer expenses*	As a % of Offer Size*
1.	Payment to BRLMs (including processing fees for SCSBs**, printing and stationery expenses, underwriting commission)	[●]	[●]	[●]
2.	Brokerage, bidding charges, fees payable to Sponsor Bank(s) for Bids made by RIBs using UPI and selling commission for Syndicate Member, Registered Brokers, RTAs and CDPs**	[●]	[●]	[●]
3.	Fees payable to the Registrar to the Offer and other related fees	[●]	[●]	[●]
4.	Others i. Other regulatory expenses ii. Advertising and marketing for the Offer iii. Fees payable to legal	[●]	[●]	[●]

Sr. No.	Activity	Estimated amount (₹ in million)*	As a % of the total estimated Offer expenses*	As a % of Offer Size*
	counsels iv. Miscellaneous			
	Total estimated Offer expenses	[●]	[●]	[●]

** Will be incorporated at the time of filing of the Prospectus and on determination of Offer Price and other details.*
*** Brokerage, bidding charges and selling commission for Syndicate Member, Registered Brokers, RTAs and CDPs*
<u>Selling commission on the Retail Portion, Non-Institutional Portion and the Employee Reservation Portion which are procured by Members of the Syndicate (including their Sub-Syndicate Members) would be as follows:</u>

Retail Portion	*0.35% of the amount Allotted* (plus applicable GST)*
Non-Institutional Portion	*0.15% of the amount Allotted* (plus applicable GST)*
Employee Reservation Portion	*0.25% of the amount Allotted* (plus applicable GST)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

<u>SCSBs</u>

Selling commission payable to the SCSBs on the Retail Portion, Non-Institutional Portion and Employee Reservation Portion which are directly procured by them would be as follows:

Retail Portion	*0.35% of the amount Allotted* (plus applicable GST)*
Non-Institutional Portion	*0.15% of the amount Allotted* (plus applicable GST)*
Employee Reservation Portion	*0.25% of the amount Allotted* (plus applicable GST)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

No additional bidding charges shall be payable by the Company and the Selling Shareholder to the SCSBs on the applications directly procured by them.

<u>Registered Brokers</u>

Selling commission payable to the Registered Brokers on the Retail Portion, Non-Institutional Portion and Employee Reservation Portion, which are directly procured by the Registered Brokers and submitted to SCSBs for processing, would be as follows:

Retail Portion	*₹10 per valid application* (plus applicable GST)*
Non-Institutional Portion	*₹10 per valid application* (plus applicable GST)*
Employee Reservation Portion	*₹10 per valid application* (plus applicable GST)*

**Based on valid applications*

The total selling commission payable to Registered Brokers will be subject to a maximum cap of ₹0.10 million (plus applicable GST). In case the total selling commission payable to Registered Brokers exceeds ₹0.10 million, then the amount payable to Registered Brokers would be proportionately distributed based on the number of valid applications such that the total selling commission payable does not exceed ₹0.10 million.

<u>RTAs and CDPs</u>

Selling commission payable to the RTAs and CDPs on the Retail Portion, Non-Institutional Portion and Employee Reservation Portion which are directly procured by the RTAs or CDPs and submitted to SCSBs for processing, would be as follows:

Retail Portion	*0.35% of the amount Allotted* (plus applicable GST)*
Non-Institutional Portion	*0.15% of the amount Allotted* (plus applicable GST)*
Employee Reservation Portion	*0.25% of the amount Allotted* (plus applicable GST)*

**Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

ASBA processing fees to SCSBs

Processing fees payable to the SCSBs on the Retail Portion, Non-Institutional Portion and Employee Reservation Portion which are procured by the Members of the Syndicate/ Sub-Syndicate Members / Registered Brokers/ RTAs/ CDPs and submitted to SCSBs for blocking, would be as follows:

Retail Portion#	*Rs 10.00 per valid ASBA Form* (plus applicable GST)*
Non-Institutional Portion	*Rs 10.00 per valid ASBA Form* (plus applicable GST)*
Employee Reservation Portion	*Rs 10.00 per valid ASBA Form* (plus applicable GST)*

**For each valid application.*
#Excluding applications made using the UPI mechanism

SCSBs will be entitled to a processing fee of ₹10 (plus applicable GST), per valid ASBA Form, subject to total ASBA processing fees being maximum of ₹1.0 million (plus applicable GST), for processing ASBA Forms procured by Members of the Syndicate, Sub-Syndicate Members, Registered Brokers, RTAs or CDPs from Retail Individual Bidders and Non-Institutional Bidders and submitted to the SCSBs. In case the total ASBA processing charges payable to SCSBs exceeds ₹1.0 million, the amount payable to SCSBs would be proportionately distributed based on the number of valid applications such that the total ASBA processing charges payable does not exceed ₹1.0 million.

Important Note:

(a) The brokerage / selling commission payable to the Syndicate / Sub-Syndicate Members will be determined on the basis of the ASBA Form number / series, provided that the application has been bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, has been bid by an SCSB, the brokerage / selling commission will be payable to the SCSB and not to the Syndicate / Sub-Syndicate Member.

(b) The brokerage / selling commission payable to the SCSBs, RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of BSE or NSE.

(c) No additional bidding charges shall be payable by the Company and the Selling Shareholder to the Syndicate / Sub-Syndicate Members, Registered Brokers, RTAs, CDPs or SCSBs on the applications directly procured by them.

(d) Payment of brokerage / selling commission payable to the sub-brokers / agents of the Sub-Syndicate Members shall be handled directly by the Sub-Syndicate Members, and the necessary records for the same shall be maintained by the respective Sub-Syndicate Member.

Monitoring of Utilization of Funds

As the Offer is an offer for sale of Equity Shares, our Company will not receive any proceeds from the Offer. Accordingly, no monitoring agency is appointed for the Offer.

BASIS FOR OFFER PRICE

The Offer Price will be determined by our Company and Selling Shareholder in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares through the Book Building Process and on the basis of quantitative and qualitative factors as described below. For further details, see "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" on pages 18, 112, 343 and 172, respectively. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Qualitative Factors

Some of the qualitative factors which form the basis for computing the Offer Price are:

- Expertise in undertaking all stages of project development and execution from conceptualisation to commissioning;
- Established financial track record
- Undertaken diverse categories of projects with an asset light model
- Empowerment by MoR for sanctioning project estimates and award of contracts
- Standardization of operating procedures resulting in faster decision making
- Experienced Board and Key Managerial Personnel and skilfully trained workforce

For further details see "*Our Business*" on page 112.

Quantitative Factors

The information presented below relating to our Company is based on the Restated Consolidated Financial Statements and Restated Unconsolidated Financial Statements of our Company.

Some of the quantitative factors which may form basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings per Share ("EPS"):

As per our Restated Consolidated Financial Statements:

Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2018	2.73	2.73	3
March 31, 2017	2.13	2.13	2
March 31, 2016	2.06	2.06	1
Weighted Average	**2.42**	**2.42**	

For the six month period ended on September 30, 2018, the Basic EPS and Diluted EPS was ₹1.22 and ₹1.22, respectively (not annualized).

Notes:

1. Basic and Diluted earnings per share (EPS) calculations are in accordance with Accounting Standard 20 and Ind AS 33 notified under the Companies Act, 2013 read together with the Companies (Accounting Standards) Rules.

2. The ratios have been computed as below:

a. Basic earnings per share = Restated profit after tax attributable to equity shareholders for the year / weighted average number of shares outstanding during the year;

b. Diluted earnings per share = Restated profit after tax attributable to equity shareholders / weighted average number of diluted shares outstanding during the year

As per our Restated Unconsolidated Financial Information:

Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2018	2.25	2.25	3
March 31, 2017	1.87	1.87	2

Year ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2016	1.44	1.44	1
Weighted Average	**1.99**	**1.99**	

For the six month period ended on September 30, 2018, the basic EPS and Diluted EPS was ₹1.10 and ₹1.10, respectively (not annualized).

Notes:
1. Basic and Diluted earnings per share (EPS) calculations are in accordance with Accounting Standard 20 and Ind AS 33 notified under the Companies Act, 2013 read together with the Companies (Accounting Standards) Rules.
2. The ratios have been computed as below:
a. Basic earnings per share = Restated profit after tax attributable to equity shareholders for the year / weighted average number of shares outstanding during the year;
b. Diluted earnings per share = Restated profit after tax attributable to equity shareholders / weighted average number of diluted shares outstanding during the year

2. Price/ Earning ("P/E") ratio in relation to the Offer Price of ₹[●] per Equity Share:

Particulars	Unconsolidated	Consolidated
P/E based on basic and diluted EPS at the lower end of the Price Band for Fiscal 2018	[●]	[●]
P/E based on basic and diluted EPS at the higher end of the Price Band for Fiscal 2018	[●]	[●]

Industry P/E Ratio

Based on public companies whose business profile is comparable to our business, IRCON International Limited is the only relevant listed company in the industry in which we operate. IRCON International Limited had a P/E ratio of 9.50 computed based on closing market price as on February 28, 2019 as available at BSE website (www.bseindia.com) divided by Basic EPS for FY 2018 as available in the prospectus of IRCON International Limited dated September 20, 2018.

3. Return on Net Worth ("RoNW"):

Period ended	Unconsolidated RoNW (%)	Consolidated RoNW (%)	Weight
March 31, 2018	14.02	14.52	3
March 31, 2017	12.62	12.47	2
March 31, 2016	10.00	12.55	1
Weighted Average	**12.89**	**13.51**	

For the six month period ended on September 30, 2018, RoNW was 6.62% on unconsolidated basis and 6.24% on consolidated basis (not annualized).

Notes:
Return on net worth (%) = Net profit attributable to equity shareholders / net worth as at the end of year or period

4. Minimum Return on Increased Net Worth needed after the Offer for maintaining Pre-Offer EPS for the year ended March 31, 2017

There will be no change in Net Worth post the Offer being Offer for Sale by the Selling Shareholder.

5. Net Asset Value ("NAV") per Equity Share

NAV	Unconsolidated (₹)	Consolidated (₹)
As on March 31, 2018	16.08	18.83

NAV	Unconsolidated (₹)	Consolidated (₹)
As on September 30, 2018	16.61	19.48

There will be no change in NAV post the Offer as the Offer is by way of Offer for Sale by the Selling Shareholder

Note:
Net asset value (₹) = Net Worth /Number of equity shares outstanding at the end of the year or period

6. Comparison of accounting ratios with Industry Peers

Name of Company	Unconsolidated / Consolidated	Face value (₹ per share)	EPS (₹ per share)		NAV (₹ per share)	P/E$	RoNW (%)
			Basic	Diluted			
Company							
Rail Vikas Nigam Limited*	Consolidated	10	2.73	2.73	18.83	[●]	14.52
Peer							
IRCON International Limited**	Consolidated	10	42.13	42.13	383.64	9.50	10.98

**Based on Restated Consolidated Financial Statements as on and for the year ended March 31, 2018.*
***Source: Based on restated audited financials as on and for the year ended March 31, 2018 available in the prospectus of IRCON International Limited dated September 20, 2018*
$P/E figure for the peer is computed based on closing market price as on February 28, 2019 as available at BSE website (www.bseindia.com) divided by Basic EPS for FY 2018 as available in the prospectus of IRCON International Limited dated September 20, 2018

7. The Offer price is [●] times of the face value of the Equity Shares

The Offer Price will be determined by our Company and the Selling Shareholder in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building Process. The Offer Price is [●] times of the face value of the Equity Shares.

The trading price of the Equity Shares could decline due to the factors mentioned in "*Risk Factors*" and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

To

Board of Directors
Rail Vikas Nigam Limited
1st Floor
August KrantiBhawan
BhikajiCama Place
R. K. Puram
New Delhi - 110066

YES Securities (India) Limited
Unit no. 602 A, 6th Floor
Tower 1 & 2
IFC Senapati Bapat Marg
Elphinstone Road
Mumbai - 400 013
Maharashtra, India

Elara Capital (India) Private Limited
Indiabulls Finance Centre
Tower 3, 21st Floor
Senapati Bapat Marg
Elphinstone Road West
Mumbai – 400 013

IDBI Capital Markets & Securities Limited
6th Floor, IDBI Tower
WTC Complex, Cuffe Parade
Mumbai - 400 005

(collectively, the "book running lead managers" or "BRLMs", in relation to the Offer.)

Re: Proposed initial public offering of equity shares of ₹10 each ("Equity Shares") of Rail Vikas Nigam Limited (the "Company") (the "Offer").

Dear Sirs,

We, Raj Har Gopal & Co., Chartered Accountants, the statutory auditors of the Company, hereby report the possible special tax benefits available to the Company and the shareholders of the Company, under the Income Tax Act, 1961, as amended (the "**IT Act**"), presently in force in India, in the enclosed statement at **Annexure A**. Several of these stated tax benefits/consequences are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant tax laws. Therefore, the ability of the Company or its shareholders to derive the tax benefits is dependent on fulfilling such conditions.

The benefits discussed in the enclosed annexure are not exhaustive. **Annexure A** is for your information and for inclusion in the draft red herring prospectus, the red herring prospectus and the prospectus (the "**Offer Documents**), as amended or supplemented thereto or any other written material in connection with the proposed Offer and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Neither are we suggesting nor advising the investor to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:

i) the Company or its shareholders will continue to obtain these benefits in future; or
ii) the conditions prescribed for availing the benefits have been/would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We hereby consent to extracts of, or reference to, this certificate being used in the Offer Documents and other offering materials, as required, in connection with the Offer.

This certificate has been issued at the request of the Company for use in connection with the Offer and may accordingly be furnished as required to the stock exchanges or any other regulatory authorities as required.

This certificate may be relied upon by you and the legal counsels appointed in relation to the Offer. This certificate is for information and for inclusion in the Offer Documents.

We undertake to immediately intimate the book running lead managers, legal counsels and other advisors or intermediaries in case of any changes to the above. In the absence of any such communication, you may assume that there is no change in respect of the matters covered in this certificate.

Sincerely,
For Raj Har Gopal & Co.
Chartered Accountants
Firm Registration No.002074N
Place: New Delhi
Date: February 28, 2019

Gopal Krishan Gupta
Partner

Encl: Statement of Special Tax Benefits

Annexure to the Statement of Tax Benefits

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

This statement is only intended to provide the Special tax benefits available to the Company and its Equity Shareholders under the Income Tax Act, 1961 in a general and summarized manner and does not purport to be exhaustive or comprehensive and is not intended to be a substitute for professional advice. In view of the individual nature of tax consequence and the changing tax laws, each investor is advised to consult their own tax advisor with respect to specific tax implications arising out of their participation in the issue.

I. UNDER THE INCOME TAX ACT, 1961 (THE "ACT")

A. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

Section 80-IA(1) of the Act

"*Where the gross total income of an assessee includes any profits and gains derived by an undertaking or an enterprise from any business referred to in sub-section (4) (such business being hereinafter referred to as the eligible business), there shall, in accordance with and subject to the provisions of this section, be allowed, in computing the total income of the assessee, a deduction of an amount equal to hundred per cent of the profits and gains derived from such business for ten consecutive assessment years".*

Section 80-IA(4) of the Act

"This section applies to—
(i) any enterprise carrying on the business of (i) developing or (ii) operating and maintaining or (iii) developing, operating and maintaining any infrastructure facility which fulfils all the following conditions, namely :—
(a) it is owned by a company registered in India or by a consortium of such companies or by an authority or a board or a corporation or any other body established or constituted under any Central or State Act;
(b) it has entered into an agreement with the Central Government or a State Government or a local authority or any other statutory body for (i) developing or (ii) operating and maintaining or (iii) developing, operating and maintaining a new infrastructure facility;
(c) it has started or starts operating and maintaining the infrastructure facility on or after the 1st day of April, 1995."

However this section shall apply to any enterprise which starts the development or operation and maintenance of the infrastructure facility before the 1st day of April, 2017.

However, as per Section 115JB of the Act, the Company shall be required to pay Minimum Alternate Tax ("MAT") at the rate of 18.5% (plus applicable surcharge, education cess and secondary & higher education cess) on book profits as computed under the said Section, irrespective of the tax benefits available under Section 80-IA of the Act.

B. SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

The shareholders of the Company are not entitled to any special tax benefits under the Act.

Notes:

a. The above statement of Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India.

b. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

c. We have not commented on the taxation aspect under any law for the time being in force, as applicable, of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.

d. Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless noted otherwise, the information in this section has been extracted or obtained or derived from Report published on March 20, 2018 by CARE Advisory ("**CARE REPORT**"). All information contained in the CARE Advisory has been obtained from sources believed by it to be accurate and reliable. Although reasonable care has been taken by CARE Advisory to ensure that the information in the CARE Report is true, such information is provided 'as is' without any warranty of any kind, and CARE Advisory in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. All information and estimates contained herein must be construed solely as statements of opinion, and CARE Advisory shall not be liable for any losses incurred by users from any use of this publication or its contents. Neither our Company, nor the BRLMs or any other person connected with the Offer has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecast and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.*

Introduction

Global Economic Overview:

As per International Monetary Fund (IMF) January 2018 World Economic Outlook (WEO), Global output is estimated to have grown by 3.7 percent in 2017, the global growth forecast for 2018 and 2019 is at 3.9 percent for both the years. The growth rate for emerging market and developing economies is estimated to rise by 4.7 percent in 2017 while it is forecast to rise to 4.9 percent in 2018, 5.0 percent in 2019. This Growth forecast primarily reflects stronger projected activity in emerging Europe and Asia economies for 2017, 2018 and 2019.

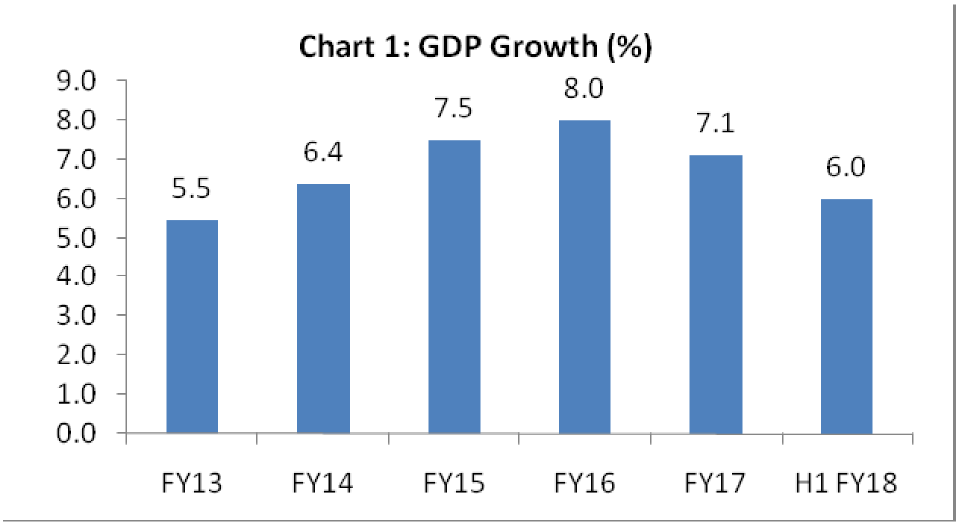
Global growth is forecast to stabilize at 3.8 percent by 2021. With growth in advanced economies projected to gradually decline toward potential growth rates of about 1.7 percent once economic slack is eliminated, the further pickup in global activity is entirely driven by emerging markets and developing economies. In these countries, growth is projected to increase to 5 percent by the end of the forecast period, with their impact on global activity boosted by their rising world economic weight. This forecast assumes some strengthening of growth in commodity exports, though at rates more modest than in 2000–15 and a gradual increase in India's growth rate resulting from implementation of important structural reforms; continued strong growth in other commodity imports.
(Source: International Monetary Fund, January 2018)

India's Economic Performance:

India has become the fastest growing major economy in the world according to the Central Statistics Organization (CSO) and the International Monetary Fund (IMF). According to the International Monetary Fund (IMF), post demonetization, India's growth is projected to rebound to 7.4 percent in FY 2019 and further to 7.8 percent in FY 2020. According to IMF's January 2018 Economy Outlook India's economy is expected to grow by 6.7 in fiscal year 2017-18. The improvement in India's economic fundamentals has accelerated since 2015 with the combined impact of strong government reforms, the inflation focus of the Reserve Bank of India (RBI) supported by global commodity prices.

Moody's Investors Service ("Moody's") has upgraded the Government of India's local and foreign currency issuer ratings to Baa2 from Baa3 and changed the outlook on the rating to stable from positive in November 2017. India's sovereign credit rating has been upgraded after a period of 13 years when it was last upgraded in January 2004 to Baa3.

GDP growth



(Source: Ministry of Statistics and Programme Implementation (MOSPI))

India has seen a sustained improvement in its economic performance over the years with GDP growth rising from 5.5% in FY2013 to 8% in FY 2016. The domestic economic growth has been consumption driven, while investments have been subdued in recent years. The economy saw a moderation in economic output in FY 2017 which grew by 7.1% during the year.

In the first half of FY 2018, GDP grew by 6%, compared to 7.7% growth in the comparable period last year. The Indian economic performance is slated to improve in the second half of FY 2018.

Railways:

In 2016, Indian Railways has announced a ₹856,020 crore capex plan for 2016-20 (five years), 90% more than the combined capital outlay in the previous 15 years. The railway transport infrastructure services industry is expected to witness project commissioning worth ₹87,590 crore during 2017-19. Out of this, projects entailing an investment of ₹44,100 crore are expected to come on-stream in 2017-18. The remaining projects worth ₹43,490 crore are likely to be commissioned in 2018-19. Further, details on railways as a sector, segment wise future project planning for the railways, future projected outlays have been discussed in subsequent chapters.
(Source: Indian Railways – Three Year Performance Report 2017.)

Railways in India:

India has the fourth largest railway network in the world with a total network of 67,368 route kilometer (rkm), out of which 25,367 route kilometer (rkm) are electrified lines and with 7,349 stations as of March 2017. It runs nearly 21,000 trains daily; i.e. approximately 13,313 passenger trains that carry more than 2.3 crore passengers and approximately 8,000 freight trains that carry around 3 million tonnes of freight per day.
(Source: Indian Railways Statistical Publications 2016-17 – Ministry of Railways (India))

Railway reforms are addressing a wide range of challenges, which includes: Improved customer experience and faster/timely delivery of cargo, introduction of high-technology trains, locomotives, improved terminals, construction of Dedicated Freight Corridors (DFCs), policy initiatives to increase freight traffic, ensuring customer safety, elimination of unmanned level crossings, and construction of railway over-bridges/ under-bridges, innovative financing mechanisms, Railways of India Development Fund (RIDF), engaging state governments, in participative models for rail connectivity, attracting foreign direct investment (FDI) and ensuring financial sustainability through non-fare revenues. The focus is also on encouraging the participation of the private sector in infrastructure up gradation.

<u>Total Investment Opportunity in Indian Railways</u>

Indian Railways is considered the country's lifeline for transporting passengers as well as cargo. To remain competitive vis-à-vis other transportation modes and to provide optimum level of service to passengers and for freight, there is an acute need to invest in railway infrastructure to augment capacity to expand the railway network.

Keeping in mind the above, the Government of India (GOI) has taken steps in this direction by increasing the outlay on capital expenditure over the past few years.

Past few years Capital Investment Budget v/s Actual

(₹ in Crore)

Year	Budget	Actual	% of Budget
Average 2009-14 (per annum)	48,100	45,979	96%
2014-15	65,445	58,718	90%
2015-16	100,011	93,795	94%
2016-17*	121,000	111,000	92%
2017-18 Plan	131,000	-	-
2018-19 Plan	148,528	-	-

**FY2016-17 actual investment is provisional data.*
(Source: http://www.indianrailways.gov.in, Budget Data)

Investment outlook up to FY2020 and key segments that will drive investments

Considering the fact that Railways need to spend on infrastructure to be competitive enough to be a preferred mode of transportation there are many investment opportunities that could be expected from the sector.

Indian Railways envisages a prospective investment of ₹856,020 Crore (US$ 130.76 billion) during the five years i.e. during 2015-16 to 2019-20, as detailed below:

Medium Term Investment Plan	₹ in Crore
Network Decongestion (including DFC + electrification, Doubling + electrification & traffic facilities)	199,320
Network Expansion (including electrification)	193,000
National Projects (North Eastern & Kashmir connectivity projects)	39,000
Safety (Track renewal, bridge works, ROB, RUB and S&T)	127,000
Information Technology / Research	5,000
Rolling Stock (Locomotives, coaches, wagons – production & maintenance)	102,000
Passenger Amenities	12,500
High Speed Rail & Elevated corridors	65,000
Station redevelopment + logistic parks	100,000
Others	13,200
Total	**856,020**

(Source: Indian Railways – Three Year Performance Report 2017.)

Modes of funding the future investment:

As per the projections provided by Indian Railways, future funding would be sourced through the following sources:

Five Years Fund Requirement	In ₹ Lakh Crore	Percentage Share
Gross Budgetary Support	2.56	29.91%
Internal Generation	1.00	11.68%
JVs	1.20	14.02%

Five Years Fund Requirement	In ₹ Lakh Crore	Percentage Share
PPP/Partnership	1.30	15.19%
Debt	2.50	29.21%
Total	***8.56***	

(Source: Indian Railways – Three Year Performance Report 2017)

➢ **Role of IRFC & RVNL for raising fund:**

- ✓ Indian Railway Finance Corporation (IRFC) is the dedicated financing arm of the Indian Railways for mobilizing funds from domestic as well as overseas Capital Markets. The primary objective of IRFC is to meet the predominant portion of 'Extra Budgetary Resources' (EBR) requirement of the Indian Railways through market borrowings at the most competitive rates and terms.
- ✓ IRFC's cumulative funding to rail sector has crossed ₹1.80 lakh crore as of 31st March, 2017 and is all set to cross ₹2.20 lakh crore by the end of March, 2018.
- ✓ IRFC has been assigned the task of funding Railway Projects through Institutional Finance to the extent of ₹1.50 Lakh Crore by 2019-20, which is part of the government investment plan as mentioned above.
- ✓ While major portion of funds raised by IRFC has been to finance the rolling stock requirements of the railways, IRFC has also been lending to various entities in Railway sector like Rail Vikas Nigam Limited (RVNL), Railtel, Konkan Railway Corporation Limited (KRCL), Pipavav Railway Corporation Limited (PRCL) etc. for project execution.
- ✓ Originally it had been planned that RVNL would also mobilize resources from Financial Institutions, Multilateral agencies, involvement of private stakeholders for funding of railway projects. While RVNL has been restricted by the Ministry from raising fund directly, RVNL has been responsible for raising of funds through the SPV route. Accordingly, with an investment of ₹. 624.69 crore as equity in various SPVs formed along with strategic partners, RVNL is executing projects of a value of ₹. 6,139 crore by contribution of equity by other partners and by raising debts from Financial Institutions.

<u>Segment wise Investment opportunity</u>

Following are the major segment wise projects planned on priority basis by railways for the period FY 2016-25:

Particulars	Projects (In Nos)	Length (In Kms)	Cost (In Crore)
New Lines	154	17,105	173,448
Gauge Conversion	42	9,704	41,803
Doubling	166	9,272	53,134
Traffic Facilities	560	-	9,537
Signal & Telecommunication	517	-	9,459
Railway Electrification	36	10,004	10,686
Workshop	479	-	26,464
Total	**1,954**	**46,085**	**324,531**

(Source: Indian Railways Lifeline of the nation – A White Paper (Feb 2015) by Ministry of Railways)

Detailed opportunities in major segments are given below:

1. <u>Construction of new lines</u>

Construction of New lines are sanctioned for providing connectivity to regions not adequately connected to the Railway network in order to bring them to the national main-stream of development. As per Vision 2020, Indian Railways plans to construct an average of 2500 Kms. of New Lines per year.

From the past trends in investments made in construction of new lines, it may be concluded that the investment plan of railway includes substantial investment in this segment as shown in below table. The Increase in the year on year investment in new lines construction for past years is given below:

(₹ in crore)

	2014-15 (Actual)	2015-16 (Revised)	2016-17 (Actual)	2017-18 (Revised Estimate)	2018-19 (Budget)
Total Expenditure	**7,139**	**22,805**	**15,984**	**23,166**	**28,490**

(Source: Railways Budget 2015-16 & 2016-17 and Year Book FY2015-16 & 2016-17 by Indian Railways)

As can be seen form the above, investment in this segment has increased three times in FY 15-16 compared to FY 14-15. Projects worth ₹173,448 crore are expected to be executed on priority basis in next 10 years (till FY2025).

2. Gauge Conversion

Indian Railways use three types of gauges:

- Broad gauge: 1,676 mm (5 ft 6 in)
- Meter gauge 1,000 mm (3 ft 3 3⁄8 in)
- Narrow gauges, 762 mm (2 ft 6 in) and 610 mm (2 ft)

The percentage share of all the three types of gauges as of FY 2016-17:

Sr. No.	Type of Gauge	Network (Route Length) RKm	Percentage Share
1	Broad Gauge (BG)	61,680	91.56%
2	Meter Gauge (MG)	3,479	5.16%
3	Narrow Gauge (NG)	2,209	3.28%
	Total Network	**67,368**	**100%**

(Source: Statistics – Facts & Figures by Indian Railways for FY 2016-17)

Starting from 1992, the Railways have increasingly sought to replace the MG system with BG in order to ensure seamless movement of traffic and passengers besides augmenting the carrying capacity. Transportation across multiple gauges is inconvenient as it requires trans-shipment for both the travelling public and also freight users. Thus, moving to a uni-gauge will be operationally beneficial for Railways.

To enhance passengers' convenience and commercial viability of Indian Railways, the government has taken a decision to convert the existing Meter Gauge and Narrow Gauge into Broad Gauge phase-wise.

The Achievement of Gauge conversion over the past years is given below:

Year	2011-12	2012-13	2013-14	2014-15	2015-16	2016-17
Gauge Conversion (Route Kms)	855	605	404	527	1,042	1,020

(Source: Outcome & Performance Budget of Railways for FY 2016-17 by Ministry of Railways, Year book by ministry of Railways for FY2016-17)

As mentioned above Indian Railways has converted 1,020 route kms from MG and NG to BG during FY2016-17 which was more than the target of 800 route kms for the year.

In consonance with the uni-gauge policy (1991), the conversion of balance portion of MG section would provide a substantial investment opportunity in this segment.
(Source: Status of ongoing projects in Indian Railways by GOI in FY2015)

3. Doubling

The work of doubling involves provision of additional lines by way of doubling the existing routes to enable the Railways to ease out traffic constraints of single line or construction and increase the chartered capacity. In some sections, 3rd and 4th lines are also being laid. During FY 09-10 to FY 13-14, the total doubling projects of 3,380 km were competed. There is an increased focus on achieving at least 1,200 km per year as per Vision Document 2020. The budget for investment in doubling was increased to ₹16,765 crore in FY 17-18 from the earlier actual capital expenditure of ₹9,113 crore in FY 16-17. Doubling Projects of value around ₹53,134 crore are expected to be completed on the priority basis by FY19-20.

In addition to the doubling works being executed by Zonal Railways, RVNL is a significant contributor to the doubling projects and has been contributing to approximately one third of the total doubling being completed / commissioned on Indian Railways for the last three years. The other players who have been assigned doubling projects by Indian Railways include IRCON and RITES.
(Source: Status of ongoing projects in Indian Railways by GOI in FY2015, Pink book by Indian Railways of FY16-17 & FY18-19)

4. Safety

This segment is extremely sensitive in terms of both social as well as economic aspects. It needs immediate attention as it involves the lives of the travelling public. Considering the importance of the safety measures, the Government plans to invest ₹127,000 Crore in 5 years (from FY2015-16 to FY2019-20) in track renewal, bridge works, road over bridge (ROB), road under bridge (RUB) and Signaling & Telecommunication (S&T).
(Source: Indian Railways – Three year performance report)

To nullify the casualties and reduce the damage to railway property Government has initiated safety action plans, periodical safety audit, training facilities to their staff and implementation of technology which can maximize the level of safety to the railways. Government has started taking measures to reduce the trains derailments like up-gradation of Track Structure, Standardization of track structure with 60 Kg Rails and PSC Sleepers, Long welded rails, Flash Butt Welding, Ultrasonic testing of rails and welds etc.
(Source: Indian Railways – Year Book FY2015-16 & FY2016-17)

With increase in public awareness and expectations from the Government, this segment could also be an investment opportunity in near future.

5. Electrification

In order to control the spiraling fuel bill, reduce dependence on imported fossil oil, increase energy security of the nation, reduce pollution, improve operational efficiency and operating ratio of Indian Railways, it is imperative that electrification is accorded priority on Railways. Electrification would result in the following benefits:

- Reduce country's import bill on crude oil and for thereby ensuring energy security of country.
- Electrification will provide an energy efficient, eco-friendly mode of transport and also improve system throughput by modernization of the railway system.
- Mission electrification will result in seamless train operations on electric traction.
- Last mile connectivity/port connectivity routes will be electrified.
- Electrification will help in increasing average speed of Freight Trains thereby contributing in achieving the objective of Mission Raftar.
- Expected annual saving of the order of ₹3,300 Crore with cumulative saving of ₹26,000 Crore in a decade.
- Deployment of high horse power electric locomotives with 2 horse power per tonne of load to run freight trains to enable haulage of heavier freight and longer passenger trains at higher speeds at 100 kmph on level grade.
- Employment opportunities for about 3.5 lakh person will be generated during execution period.

Up to March 2017, 25,367 rkm (which is 37.65% of the total Railway network) has been electrified. On this electrified route 65.10% of freight traffic & 54.30% of Passenger traffic is hauled with the fuel cost of electric traction being merely 36.14% of the total traction fuel bill on Indian Railways. In 12th five year plan (2012-17), 7,785 Rkms have been electrified as against a target of 6,500 RKms.

(Source: Indian Railways – Year Book FY 2015-16 & FY 2016-17)

Indian Railways have been progressively carrying out electrification of Railway tracks. The summary of achievements in electrification is given below:

Completion estimates & Targets

Year	Target (Route Kms)	Achievement (Route Kms)
2012-13	1,200	1,317
2013-14	1,300	1,350
2014-15	1,350	1,375
2015-16	1,600	1,730
2016-17	2,000	2,013
2017-18	4,000	-
2018-19	6,000	-

(Source: - Indian Railways: Outcome Performance Budget – 2016-17 & Year book FY 2016-17)

Considering the economic as well as environmental benefits associated with Electric Traction, an action plan to electrify 90% of the existing BG tracks by FY 2020-21 has been declared by the Ministry of Railways. Accordingly it has been targeted to electrify 24,400 rkm of railway tracks during FY 2016-17 to FY 2020-21 which is nearly 3.5 times the achievement of previous 5 years (FY 11-12 to FY 15-16).

To achieve such an ambitious target Indian Railways has formulated a multi-pronged action plan, including:

- Innovative Financing
- Innovative executing modes
- Strengthening the executing capacity of Central Organization of Railways Electrification (which is the nodal organization of railways electrification)
- Delegation of Powers
- Associating other agencies carrying out similar works, including RVNL
- Increased Mechanization in electrification works

At present, the railway electrification projects are being executed by Central Organization of Railway Electrification (CORE) and Rail Vikas Nigam Limited (RVNL), a PSU of Railways. Indian Railways have now decided to involve other PSUs of Ministry of Railways including IRCON International Limited, RITES and Power Grid Corporation of India Limited (PGCIL), a PSU under Ministry of Power. EPC mode of project execution has been introduced and proposals from EPC contractors like KEC International Limited, L&T limited, Tata Projects have been received by the Railways.
(Source: Ministry of Railways - Mission Electrification document)

Target for Electrification in routes kilometers, Agency wise:

Sr. No	Executing Agency	2017-18	2018-19	2019-20	2020-21	Total
1	**CORE**	**2,935**	**4,310**	**4,295**	**4,300**	**15,840**
2	**RVNL**	**419**	**870**	**1,085**	**1,100**	**3,474**
3	**IRCON**	**150**	**300**	**300**	**300**	**1,050**
4	**RITES**	**120**	**120**	**120**	**120**	**480**
5	**PGCIL**	**200**	**200**	**200**	**200**	**800**
6	**Zonal Railways**	**176**	**200**	**200**	**200**	**776**
	Total	**4,000**	**6,000**	**6,200**	**6,220**	**22,420**

(Source: Ministry of Railways – Mission Electrification document)

Future Investment plan & Fund Requirement for Electrification Segment:

Railway Electrification projects have traditionally been financed through budgetary support from the Government. However, considering the remunerativeness of these projects, they are now being financed through Extra Budgetary Resources (Institutional Financing). For FY2017-18, ₹3,432 crore has been provided under EBR (IF) for electrification projects, and the further requirement of funds for next five years is estimated as:

Sr. No.	Year	Fund Requirement (in ₹ Crore)
1	**2018-19 (budget)**	**4,500**
2	**2019-20**	**5,500**
3	**2020-21**	**6,500**
4	**2021-22**	**4,630**

Sr. No.	Year	Fund Requirement (in ₹ Crore)
5	2022-23	4,630
	Total	25,760

(Source: Ministry of Railways – Mission Electrification document)

6. **High Speed Rail**

RVNL has set up a wholly owned subsidiary called High Speed Rail Corporation of India Limited (HSRC) which has the capacity to manage the implementation of high-speed rail corridor projects. It can handle, pre-feasibility studies, tendering, award of contracts, and execution of the projects. Subsequently the Government has set up a National High Speed Rail Corporation Limited for implementation of High Speed Rail projects, including the Mumbai –Ahmedabad High Speed Rail project.
(Source: www.hsrc.in)

Benefits of High Speed Rail

- Among others, the benefits of high speed rail include reducing the carbon footprint of passengers attracted from air and car, contributing to potentially reduced demand for runway capacity and encouraging a significant shift from automobiles, resulting in a reduction in congestion. More work is required to understand and quantify such benefits.
- Impact the course of future development within the region.
- At the regional scale, the increased accessibility afforded by high speed rail can serve to concentrate development in and around communities.
- Safeguard the capacity of future generations to enjoy a better quality of life. This is achieved by balancing a variety of factors, including environmental, economic, political and cultural factors to develop a high-speed rail system that will benefit India for decades to come.
- High speed lines based on advanced rail technology have the advantage of being compatible with the conventional rail network, so that trains can use existing city centre stations, or run through to destinations where a new high speed line could not be justified.
- The lead time for development and construction of HSR is very high such as 20 years, and this is why it is right to plan now for lines that will be required in near future. It is also why it is essential that Government continues to invest in upgrading capacity and capability of existing routes to meet the growth in demand of future.

- **Diamond Quadrilateral:**

The Government has announced plans for a Diamond Quadrilateral of high speed rail corridors in India. This quadrilateral will connect the four metro cities in India, i.e. Delhi, Mumbai, Kolkata and Chennai which would comprise of six corridors connecting the metropolitan cities and also, the growth centres of the country.

The Mumbai-Ahmedabad route will be the first corridor that will be developed under this project. It will be a 543-kilometre stretch. This corridor will be India's first high-speed rail line, which will be implemented by National High Speed Rail Corporation.
(Source: www.hsrc.in)

- **Development of 350 kmph high speed corridors.**

Ministry of Railways had assigned the work of conducting the pre-feasibility studies for the following sections to Rail Vikas Nigam Limited/HSRC:

- ✓ New Delhi- Mumbai (1318 kms)
- ✓ Mumbai –Chennai (1384 kms)
- ✓ Delhi-Kolkata (1474 kms)
- ✓ Mumbai-Nagpur (781 kms) section of Mumbai-Kolkata corridor
- ✓ Delhi-Chennai (2182 kms)
- ✓ Delhi-Chandigarh-Amritsar (458 kms)

Works on the above studies are in various stages of progress.

7. Railway Workshop/ Maintenance Depot

Indian Railways has seven Production Units to manufacture locomotives, coaches and wheels and about 50 Workshops to undertake periodic overhaul or midlife rehabilitation of Rolling Stock. Besides, there are a number of loco sheds and carriage and wagon depots for day-to-day maintenance. As the number of different types of Rolling Stock has been increasing and new types of Rolling Stock with advanced technologies are getting introduced, the existing Production Units, Workshops and Maintenance Depots are being expanded or being upgraded. Indian Railways also periodically assesses the requirement of new Workshops and Depots based on which new projects are sanctioned to set up new factories, sheds and depots at suitable locations. At times, new policy initiatives are taken with respect to the fleet of Rolling Stock. In recent past, Railway Board has taken policy decisions for rapid electrification and replacement of conventional ICF design coaches with LHB coaches. Such policies will necessitate higher production of electric locomotives and LHB coaches and progressive depletion of the fleet of Diesel locomotives and ICF types of coaches. Consequently new projects will be required to be sanctioned for an expansion/up gradation of existing Workshops and depots and setting up of new workshops and depots which in turn would encourage investment in this segment.

8. Port Rail Connectivity

Development of Port-Rail Connectivity Projects approved under Sagarmala Programme

The Ministry of Railways will be taking up 21 port-rail connectivity projects, at an estimated cost of more than ₹20,000 Crores, as identified under the port-connectivity enhancement objective of Sagarmala, the flagship programme of the Ministry of Shipping. These projects are aimed at strengthening the rail evacuation network and the last mile connectivity to the ports. In addition, another six projects are being considered by the Indian Port Rail Corporation Limited (IPRCL). The Indian Port Rail Corporation Limited (IPRCL), which has been incorporated by the Ministry of Shipping, would take up the projects after prioritizing them. IPRCL has already awarded 3 port connectivity projects for Vishakhapatnam and Chennai ports for quick evacuation of cargo, and another 19 projects are in the pipeline. A number of port-rail connectivity projects have been identified as part of the National Perspective Plan, April 2016, under the Sagarmala programme including development of heavy haul rail line from Ib Valley/Talcher to Paradip (Ib Valley Coalfield is located in Jharsuguda district in the state of Odisha, in the valley of the Ib River, a tributary of the Mahanadi). The project will help in transportation of thermal coal from Mahanadi Coalfields Limited (MCL) to various coastal power plants in southern India via coastal shipping. Other rail connectivity projects to major ports like Tuticorin and non-Major ports like Dhamra, Gopalpur, Krishnapatnam have also been proposed or are under implementation. These projects will enhance port connectivity to the hinterland and help in reducing logistics cost and time for cargo movement making Indian trade more competitive. Sagarmala is a flagship programme of the Ministry of Shipping for promoting port-led development in India. It aims to achieve capacity expansion and modernization of sea-ports along India's coastline, enhance port connectivity to the hinterland, facilitate port led-industrialization to promote trade and sustainable development of coastal communities.

The National Perspective Plan for Sagarmala Programme which was released in April by the Prime Minister identifies projects under the 4 major objectives of the programme –

i. Port Modernization & New Port Development,
ii. Port Connectivity Enhancement,
iii. Port-led Industrialization and
iv. Coastal Community Development

Opportunity and Investment Outlook:-

More than 150 port rail connectivity projects have been identified which will mobilize investment of more than ₹4 lakh Crore and generate approximately 1 crore new jobs, including 40 lakh direct jobs, over a period of 10 years. These projects are expected to generate annual logistics cost savings of close to ₹35,000 Crore.

Port – Rail Connectivity:

While the Railways want to improve freight traffic, at the same time ports also want to increase their cargo handling capacity. A number of projects have been implemented or planned to improve rail-port connectivity which are as follows:

Project	State	Distance (Route Kms)	Cost (In ₹ Crore)
Projects Implemented			
Surendranagar – Pipavav	Gujarat	271	373
Hassan – Mangalore	Karnataka	183	293
Gandhidham – Palanpur	Gujarat	301	550
Bharuch – Dahej	Gujarat	63	395
Krishnapatnam - Venkatachalam	Andhra Pradesh	20	240
Mundra Port Line	Gujarat	54	150
Bhadrak - Dharma Port New Line	Odisha	64	760
Tuna Port	Gujarat	17	142
Projects Under Implementation			
Venkatachalam – Obulavaripalli	Andhra Pradesh	93	963
Angula – Sukinda	Odisha	104	1,337
Haridaspur – Paradip	Odisha	82	1,602
Dighi - Jaigarh Port	Maharashtra	35	771
Roha - Dighi Port	Maharashtra	34	724
Hamrapur – Rewas	Maharashtra	26	349
Total		**1,347**	**8,649**

(Source: Ministry of shipping)

National Rail Plan - 2030

The Ministry of Railways has decided to develop National Rail Plan, 2030 to provide a long term perspective to plan for augmenting the railway network, in consultation with several state governments, public representatives and other relevant Central Ministries. NRP-2030 will endeavour to harmonise and integrate the rail network with other modes of transport and create synergy for achieving a seamless multi modal transportation network across the country.

OUR BUSINESS

You should carefully consider all the information in this Red Herring Prospectus, including this section, "Risk Factors", "Financial Statements" and "Management's *Discussion and Analysis of Financial Condition and Results of Operations" on pages 18, 172 and 343, respectively, before making an investment in the Offered Shares.*

In this section, references to "Company", "we", "our" and "us" refer to Rail Vikas Nigam Limited, unless otherwise stated.

The following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. See "Forward Looking Statements" and "Risk Factors" on pages 16 and 18, respectively for factors that could cause or contribute to these differences.

All financial information included herein is, unless otherwise stated, based on the Restated Consolidated Financial Statements included in "Financial Statements" on page 172.

OVERVIEW

We are a wholly owned government company, a Miniratna (Category – I) Schedule 'A' Central Public Sector Enterprise, incorporated by the Ministry of Railways ("**MoR**") under the Companies Act, 1956 on January 24, 2003, as a project executing agency working for and on behalf of MoR. We were incorporated with the objective to undertake rail project development, mobilization of financial resources and implementation of rail projects pertaining to strengthening of golden quadrilateral and port connectivity and raising of extra- budgetary resources for project execution. However, in 2004, the MoR decided that our Company should restrict itself to project execution. The role of our Company for mobilization of finances is restricted to forming of project specific SPVs with private participation.

We are in the business of executing all types of railway projects including new lines, doubling, gauge conversion, railway electrification, metro projects, workshops, major bridges, construction of cable stayed bridges, institution buildings etc.

Since our inception in 2003, MoR has transferred 179 projects to us of which 174 projects are sanctioned for execution. Out of these, 72 projects have been fully completed totalling to ₹205,672.80 million and the balance are ongoing. We have an order book of ₹775,042.80 million as on December 31, 2018 which includes 102 ongoing projects.

During the financial year ending March 31, 2018, we have completed a total of 885.50 rkm of project length which included 315.20 rkm of doubling and 425 rkm of railway electrification.

Our Company, vide letter dated January 04, 2012 from MoR, has been allowed a consolidated management fee (by merging the D&G charges i.e. supervision charges and management fee) on the annual expenditure incurred for the execution of projects, being, 9.25% for the metro projects, 8.50% for other plan heads and 10% for national projects. All expenditure incurred on project management consultancy will not have any bearing on the management fees provided to the Company.

Our activities under the various plan heads can be classified as under:

1. *New lines*: This includes augmenting the rail network by laying new lines. The objective of laying new lines includes achieving seamless multi-modal transportation network across the country and connecting remote areas.

2. *Doubling:* Doubling involves the provision of additional lines by way of doubling the existing routes to enable the Indian Railways to ease out traffic constraints of single line or construction of 3rd/4th line to increase the charted capacity. Our Company is a significant contributor to the doubling projects and has been contributing to approximately one third of the total doubling being completed / commissioned on Indian Railways for the last three years. *(Source: CARE Report)*

3. *Gauge conversion*: This includes conversion of meter gauge lines to broad gauge railway lines.

4. *Railway electrification*: This includes electrification of current un-electrified rail network and electrification on the new rail network.

5. *Metropolitan transport projects*: This includes setting up of metro lines and suburban network in metropolitan cities.

6. *Workshops:* This includes manufacturing facilities, and workshops for repairing and manufacturing rolling stock.

7. *Others*: This includes but is not limited to construction of traffic facilities, railway safety works (building of sub-ways in lieu of crossings), other electrification works, training works, surveys, construction of bridges including rail over bridges, etc.

Our revenue from the activities mentioned hereinabove, and carried out through various plan heads for the last three financial years and six month period ended September 30, 2018 is as follows:

(₹ in million)

Plan Heads	**For the six month period ended September 30, 2018**	**Financial Year ended March 31, 2018**	**Financial Year ended March 31, 2017**	**Financial Year ended March 31, 2016**
New Line	9,260.74	19,844.48	10,389.92	6,489.49
Doubling	17,990.37	33,919.19	27,517.38	27,421.63
Gauge Conversion	2,301.68	4,883.36	5,847.12	2,124.11
Railway Electrification	3,522.76	7,475.48	3,845.97	1,787.15
Metropolitan Transport Projects (including metros)	1,789.54	6,386.66	7,055.46	5,433.10
Workshops	1,035.41	1,720.05	3,411.18	1,624.65
Others (bridge construction etc.) (in numbers)	328.32	1,336.37	1,084.03	518.41
TOTAL	**36,228.82**	**75,565.59**	**59,151.06**	**45,398.54**

Currently our Company does not have any national project on its order book.

We generally work on a turnkey basis and undertake the full cycle of project development from conceptualization to commissioning including stages of design, preparation of estimates, calling and award of contracts, project and contract management, etc. and all stages of project execution upto the stage of commissioning of the new railway lines.

The projects undertaken by us are spread all over the country and for efficient implementation of projects, 43 project implementation units (PIUs) as on December 31, 2018 have been established at different locations to execute projects in their geographical hinterland. They are located at Delhi, Mumbai, Kolkata (3 units), Chennai (2 units), Secunderabad (2 units), Vijayawada, Bhubaneshwar (3 units), Bhopal (2 units), Jhansi, Kota, Jodhpur, Waltair (Vishakhapatnam) (2 units), Bengaluru, Pune (2 units), Raipur (3 units), Lucknow (3 units), Ranchi, Rishikesh, Ahmedabad (2 units), Kanpur, Varanasi (4 units), Chandigarh, Kharagpur, Agra, Ambala and Guwahati.

Our major client is the Indian Railways. Our other clients include various central and state government ministries, departments, and public sector undertakings.

Our Company has established a consistent track record of financial performance and growth. Our revenue from operations on consolidated basis for the Financial Year 2016, Financial Year 2017 and Financial Year 2018 and the six month period ended September 30, 2018 aggregated to ₹45,398.54 million, ₹59,151.06 million, ₹75,973.58 million and ₹36,228.82 million, respectively. Our net profit was ₹4,290.20 million, ₹4,430.91 million, ₹5,693.60 million and ₹2,536.35 million, respectively, for the same periods. Our revenue from operations has increased at a CAGR of 29.36% from ₹45,398.54 million in the Financial Year 2016 to ₹75,973.58 million in the Financial Year 2018, and our net profit has increased at a CAGR of 15.20% from ₹4,294.34 million in Financial Year 2016 to ₹5,699.20 million in the Financial Year 2018. Our EBITDA for

Financial Year ended March 31, 2016, March 31, 2017 and March 31, 2018 and the six month period ended September 30, 2018 was ₹5,267.60 million, ₹5,837.67 million, ₹7,135.28 million and ₹3,333.60 million respectively.

The break-up of our order book as on December 31, 2018 is as follows:

Sr. No.	Key segments	Length in route kilometres	Order Book Value as of December 31, 2018 (₹ in million)
1.	New Line (includes port connectivity)	976.76	307,635.20
2.	Doubling	3,652.93	277,210.40
3.	Gauge Conversion	344.46	11,893.50
4.	Railway Electrification	3,813.27	39,918.90
5.	Metropolitan Transport Projects	156.82	95,935.50
6.	Workshops (in numbers)	16	26,183.00
7.	Others (bridge construction etc.) (in numbers)	15	16,266.30
	TOTAL	**8,944.24**	**775,042.80**

In recognition of our consistent performance and achievement of stipulated targets as negotiated in terms of the Memorandum of Understanding entered into with the MoR on an annual basis, the Department of Public Enterprises, Ministry of Heavy Industries and Public Enterprises, Government of India has consistently awarded us an '*Excellent*' rating for the past eight years. For the year 2017-18, we were awarded a score of 100/100 for the achievements against the targets set. For further information on our history and corporate structure, see "*History and Certain Corporate Matters*" on page 130.

OUR COMPETITIVE STRENGTHS

Expertise in undertaking all stages of project development and execution from conceptualisation to commissioning

We generally work on a turnkey basis and undertake the full cycle of project development from concept to commissioning including stages of design, preparation of estimates, calling and award of contracts, project and contract management etc. We have the expertise in undertaking all nature of railway infrastructure projects. This has also helped build our expertise in executing projects across a wide range of activities. We have contributed to more than 33% of the doubling projects and more than 21% of electrification projects of the total reported by Indian Railways for the last five years (FY13 to FY17) *(Source: CARE Report).*

Initially we were undertaking the execution of new lines, doubling, gauge conversion, and railway electrification projects. Upon establishing ourselves in the area of execution of these conventional type of projects, we have diversified and are executing various types of projects including construction of new railway lines in hilly regions, metro lines, workshops and institutional buildings etc. We believe that our experienced management and execution team gives us a competitive advantage and have contributed significantly in increasing our project execution capabilities. With our 43 project implementation units as on December 31, 2018 across the country, we operate as a client company to the MoR, and work for and on behalf of the Ministry for execution of various nature of railway infrastructure projects.

The following table shows the contribution of our Company in the last five fiscals in doubling and electrification:

	Doubling completed			Railway Electrification (Route Length)		
Year	**Total for Indian Railways (km)**	**Contribution by RVNL (km)**	**% contribution by RVNL**	**Total for Indian Railways (km)**	**Contribution by RVNL (km)**	**% contribution by RVNL**
2012-13	705	273	38.72%	1317	301	22.85%

2013-14	708	241	34.04%	1350	240	17.78%
2014-15	705	260	36.88%	1375	264	19.20%
2015-16	972*	242*	24.90%	1502	335	22.30%
2016-17	881*	310*	35.19%	1646	380	23.09%
Total	**3971**	**1326**	**33.39%**	**7190**	**1520**	**21.14%**

**Till 2014-15 Indian Railways has reported length of doubling projects completed. From 2015-16, the length of doubling projects commissioned are being reported.*

(*Source: CARE Report*)

Established financial track record

Our Company has established a consistent track record of financial performance and growth. Our revenue from operations on consolidated basis for the Financial Year 2016, Financial Year 2017 and Financial Year 2018 and the six month period ended September 30, 2018 aggregated to ₹45,398.54 million, ₹59,151.06 million, ₹75,973.58 million and ₹36,228.82 million, respectively. Our net profit was ₹4,290.20 million, ₹4,430.91 million, ₹5,693.60 million and ₹2,536.35 million, respectively, for the same periods. Our revenue from operations has increased at a CAGR of 29.36% from ₹45,398.54 million in the Financial Year 2016 to ₹75,973.58 million in the Financial Year 2018, and our net profit has increased at a CAGR of 15.20% from ₹4,294.34 million in Financial Year 2016 to ₹5,699.20 million in the Financial Year 2018. As on December 31, 2018, our total order book value was ₹775,042.80 million.

Undertaken diverse categories of projects with an asset light model

We have, over the years, leveraged our expertise in diverse segments of the railway infrastructure such as doubling, railway electrification, gauge conversion, new line, metro rail projects, workshops/maintenance facilities for railway sector. Each of these segments / sub-segments require specific skill sets and experience which have been developed by our Company for the timely execution of the projects in these sectors. For every project assigned to us by the MoR, we are required to enter into various contracts for the execution and supervision by the PMC of the project assigned.

Further, we have six SPVs, with strategic stakeholders to undertake project development, mobilization of financial resources and to implement projects pertaining to strengthening of golden quadrilateral and better connectivity to various ports, which in turn contributes significantly to the total revenue of the Indian Railways. We have recently participated as a stakeholder in a special purpose vehicle, Indian Port Rail Corporation Limited under the Ministry of Shipping which has been formed with undertake maintenance upgradation and modernisation of the port railways as well as providing capacity augmentation wherever required. With an investment of ₹6,485.66 million as on September 30, 2018 as equity in various SPVs formed along with strategic partners, we are executing projects by contribution of equity by other partners and by raising debts from financial institutions. For further information on the SPVs, see "*History and Certain Corporate Matters*" on page 130. Our Company works on an asset light model wherein in our contracts, we require the contractor to provide all the machinery, plants and stores for execution of works. We also rely on the MoR for deputation of manpower to perform supervisory tasks etc.

Empowerment by MoR for sanctioning project estimates and award of contracts

We have been authorised by MoR to sanction detailed estimates within prescribed limits and award contracts of any value to our contractors for implementation of our projects. This provides an advantage over our competitors in railway sector. This enables us to expedite our delivery timelines and reduce project delays resulting in controlling cost and time overruns. The MoR, vide their letter dated August 14, 2012, has delegated powers to us for sanctioning detailed/revised estimates for the projects entrusted to us upto 100% cost on account of price escalation and upto 20% cost on account of reasons other than price escalation on the original sanctioned cost of the projects (inclusive of maximum limit of 5% on account of material modification costing upto ₹15 million in each case). We believe that over the years, we have developed a reputation for undertaking diverse projects in a timely manner, which is reflected by our track-record of project execution. Further, the MoU ensures there is minimal delay on account of funding and improves our delivery timelines.

In the year 2014, we had commenced the project for workshop for manufacture of flat bogies for LHB design coaches which was completed in less than 18 months. Our initiatives to streamline the systems and procedures through various measures such as introducing a standard bill of quantities for different types of works, awarding composite contracts incorporating all aspects of civil, electrical and S&T works, floating multi-package tenders to reduce multiple evaluations, have greatly reduced the period between assignment of the work to us and the actual commencement of work.

Standardization of operating procedures resulting in faster decision making

The Company has introduced certain standardized operating procedures to streamline and ensure faster decision making and reduction in overall timelines. These measures include preparation of standard bill of quantities for different nature of projects, standard bidding document etc. which are available on the Company's website at www.rvnl.org, ensuring easy access and transparency. The concept of multi packaging of contracts to be awarded ensures the participation of a range of prospective bidders who meet different levels of eligibility criteria. This ensures that the contracts are awarded at the most economical rates and these procedures ensure impartial and transparent decision making.

Experienced Board and Key Managerial Personnel and skilfully trained workforce

We have a diversified Board with Directors having more than 30 years of work experience in the Indian Railways, with specific experience of the construction segment. Each of our senior management team is experienced in the industry and has been with our Company for an average of more than 8 years. Most of our Key Managerial Personnel have been with us on deputation basis. On completion of their term, some of them have been permanently absorbed in the organisation after demitting from their substantive position on the railways. Some of these re-employed personnel, continue to assist the Company for certain tasks post their retirement/superannuation. We believe that we have achieved a measure of success in attracting an experienced senior management team with operational and technical capabilities, management skills, business development experience and financial management skills. For details regarding the qualifications and experience of our Directors and Key Managerial Personnel, see "*Our Manageme*nt" on page 146.

OUR STRATEGIES

To leverage our position as an executing agency in MoR's investment plan for ramping of rail infrastructure

For 2018-19, the total capital and development expenditure of railways has been pegged at ₹148,528 crore. Further, 100% FDI has been approved by Government for the activity of Indian Railways – construction, operation & maintenance of the entire railway segment. (*Source: CARE Report*). Since our Company is an executing agency of the MoR for various infrastructure projects, we plan to leverage our existing knowledge and experience in execution of projects for assignment of further projects from the Indian Railways. This will in turn provide our Company a platform for greater role in the execution of projects.

Securing of rail infrastructure projects from other ministries/ PSUs

Since our Company has gained expertise in execution of projects, on account of being executing agency for the MoR, we propose to utilise this experience to obtain orders from other ministries/government departments/PSUs for example strategic lines in border areas and sidings for military use, providing linkages to collieries and other mines etc. owned by PSUs etc., linking of new ports under the Ministry of Shipping to the existing railway network, building of major bridges for Ministry of Road and Surface Transport, metro railways under the Ministry of Urban Development, institution buildings etc**.**

Focus on high value projects

We have recently been assigned the hill projects in the difficult terrains of the Himalayas for the construction of the new lines between Rishikesh-Karnprayag in Uttrakhand and Bhanupalli – Bilaspur - Beri in Himachal Pradesh. The new line till Beri is likely to be extended upto Ladakh on strategic consideration, which may be considered for transfer to us for execution on concurrent basis. The focus of the government on development of infrastructure is apparent by the increase in budgetary allocations and announcement of new schemes to boost infrastructure spending as well as initiatives taken to increase availability of finance to the sector (*Source: CARE Report*). Hence, in the coming years, we intend to increase our focus on projects with high value, especially in hilly terrains.

Implementation of railway workshops and factory projects.

Indian Railways has seven production units to manufacture locomotives, coaches and wheels and about 50 workshops to undertake periodic overhaul or midlife rehabilitation of rolling stock. Besides, there are a number of loco sheds and carriage and wagon depots for day-to-day maintenance. As the number of different types of rolling stock has been rising and new types of rolling stock with advanced technologies are getting introduced, the existing production units, workshops and maintenance depots are being expanded or being upgraded. In recent past, Railway Board has taken policy decisions for rapid electrification and replacement of conventional ICF design coaches with LHB coaches. Such policies will necessitate higher production of electric locomotives and LHB coaches and progressive depletion of the fleet of Diesel locomotives and ICF types of coaches (*Source: CARE Report*).

We have successfully completed seven projects related to construction of workshops including augmentation of production capacity at diesel locomotive works, Varanasi. At present, five further projects for sheds at Latur (Maharashtra), Kanpur (UP), Gaya (Bihar), Sonipat (Haryana) and Vishakhapatnam (Andhra Pradesh) are under execution.

An increase in the Indian Railways' policies and budgetary allocation to expand and upgrade the workshops and maintenance depot will provide us an opportunity to implement more such projects in the near future.

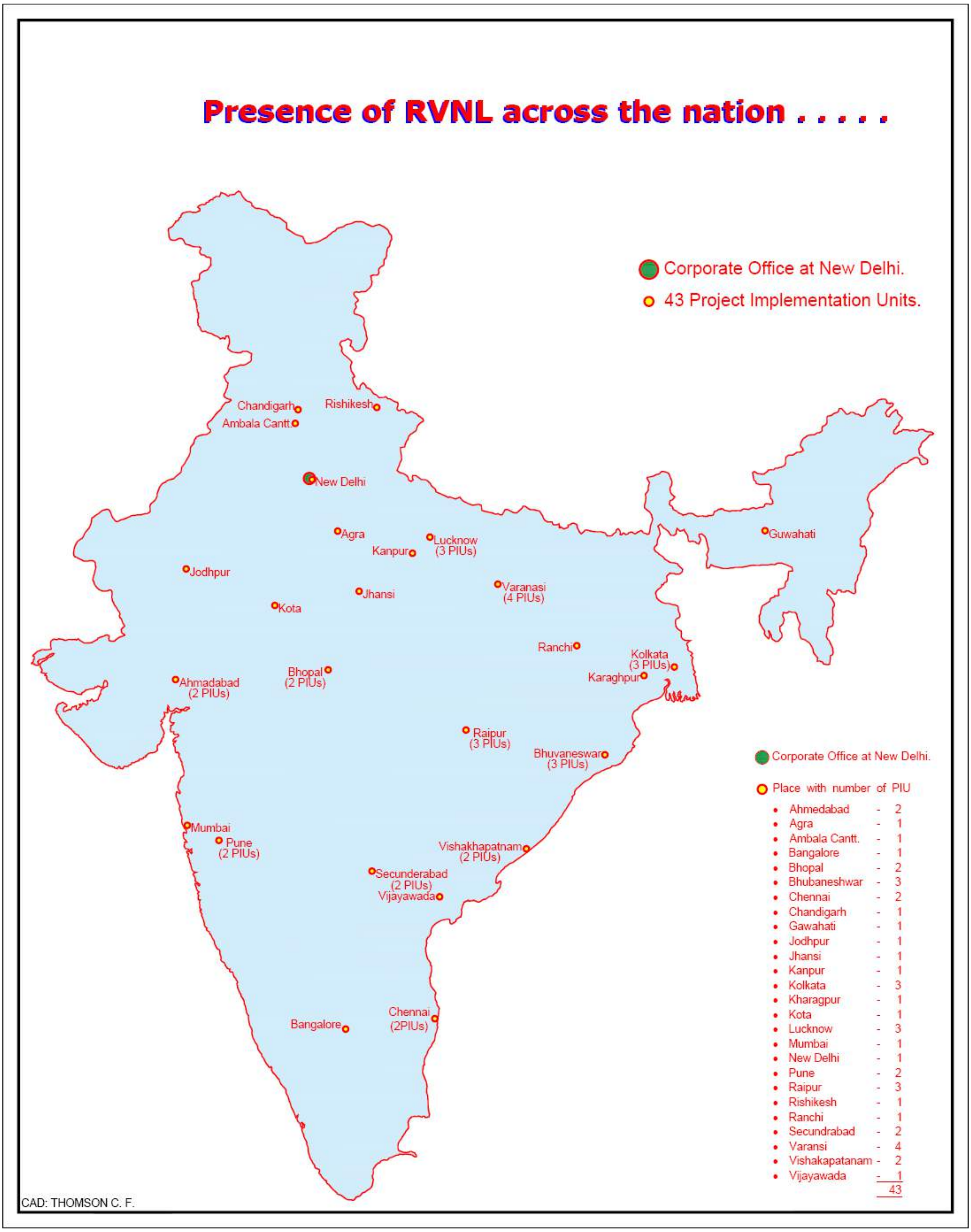
DESCRIPTION OF OUR BUSINESS

Our service offerings comprise of: (i) project development and execution of works related to creation of rail infrastructure; (ii) creating project-specific SPVs for encouraging private participation in the funding of railway infrastructure projects; (iii) undertaking execution of railway projects under specific financial arrangement for the MoR and other Government departments; (iv) and other ancillary services *inter alia* including bankability studies for projects and preparation of detailed project report. Our Company, vide letter dated January 04, 2012 from MoR, has been allowed a consolidated management fee (by merging the D&G charges i.e. supervision charges and management fee) on the annual expenditure incurred for the execution of projects, being, 9.25% for the metro projects, 8.50% for other plan heads and 10% for national projects.

Our income is in the nature of (i) revenue from projects assigned by MoR (including metro projects assigned by MoR); and projects being executed on behalf of SPVs (ii) other income such as term deposits from banks, interest from Group Companies against outstanding balances for payments made by our Company on their behalf balances, dividend from investments, etc. For further details on our income, see "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" on page 343.

On assignment of projects from MoR, the Company carries out a detailed study of the technical requirements of the project, including preparation of plans and drawings, either by itself or through an agency appointed through a tendering process. Based on the same, a detailed cost estimate is prepared which is sanctioned by the competent authority i.e. either by the Company within its powers or by the MoR. Based on the estimates, tenders (generally open tenders) are floated for fixing agencies for execution and for supervision by project management consultants. The progress of the projects and contract management is overall managed and monitored by the Company. On completion of part/full project, it is handed over to the railway administration for operations and maintenance.

The map below shows our presence across India through our project implementation units which are located across the country:



Current order book

As of December 31, 2018, we have 102 ongoing projects in various segments. Our order book as of December 31, 2018 for each plan head is as follows:

Sr. No.	Key plan heads	Length in route kilometres	Order Book Value as of December 31, 2018 (₹ in million)
1.	New Line	976.76	307,635.20
2.	Doubling	3,652.93	277,210.40
3.	Gauge Conversion	344.46	11,893.50
4.	Railway Electrification	3,813.27	39,918.90
5.	Metropolitan Transport Projects	156.82	95,935.50
6.	Workshops (in numbers)	16	26,183.00
7.	Others (bridge construction etc.) (in numbers)	15	16,266.30
	TOTAL	**8,944.24**	**775,042.80**

Major Ongoing Projects

The following are the details of the major ongoing projects as on December 31, 2018:

Sr. No.	Name of the Projects	Length (in kms)	Anticipated Cost (in ₹ million)
NEW LINE			
1.	Haridaspur - Paradip New Line	82.00	18,444.70
2.	Angul - Sukinda New Line	99.00	12,027.00
3.	Mau-Ghazipur-Tarighat New Line	51.00	17,659.20
4.	Obulavaripalle - Krishnapattnam New Line	122.00	18,500.00
5.	Dallirajhara - Rowghat New Line	95.00	11,950
DOUBLING			
6.	Vizianagaram -Samabalpur 3rd Line	265.00	23,356.70
7.	Mathura-Jhansi 3rd Line	274.00	36,777.60
8.	Vijaywada - Gudivada - Bhimavaram - Narasapur, Gudiva Da - Machilipatnam & Bhimavaram - Nidadavolu Doubling With Re	221.00	15,037.10
9.	Hospet - Tinaighat - Vasco-Da-Gama Doubling	307.41	21,270.00
10.	Palanpur - Samakhiali Doubling	247.73	15,486.60
11.	Patratu- Sonnagar 3rd Line	291.00	34061.60
12.	Vijaywada- Gudur 3rd line	287.00	35486.70
13.	Maduri- Maniyachi- Tuticorin Doubling with RE	159.00	11823.10
14.	Manyiyachi- Nagarcoil Doubling with RE	102.00	10039.40
GAUGE CONVERSION			
15.	Lucknow- Pilibhit Via Sitapur, Lakhimpur Gc	262.76	9,770.00
16.	Ahmedabad - Botad Gauge Conversion	170.48	9,756.20
17.	Dhasa - Jetalsar Gauge Conversion	104.44	6,443.80
RAILWAY ELECTRIFICATION			
18.	Raninagar Jalpaigudi -New Bongigaon - Guwahati (Incl) Re-382 Km (Part Of Barauni - Katihar - Guwahati Incl. Katihar - Barsoi (836 Km) Re	382.00	6,555.50
19.	Villupuram-Cuddalore Port-Mayiladuturai- Thanjavur & Mayiladuturai-Thiruvarur RE	228.00	3298.50
20.	Bengaluru-Omalur Via Hosur RE	196.00	2279.10
21.	Chikjajur-Bellary RE	184.00	2442.30
22.	Kasganj-Bareilly-Bhojipura RE	401.00	4480.10
23.	Guna-Gwalior RE	227.00	1906.30
METROPOLITAN TRANSPORTPROJECTS			

Sr. No.	Name of the Projects	Length (in kms)	Anticipated Cost (in ₹ million)
24.	Baranagar - Barrackpore & Dakshineswar - Construction Of Metro Railway Line	14.50	27,338.60
25.	Dum Dum Airport - New Garia Via Rajerhat Construction Of Metro Railway	32.00	42,594.80
26.	Joka - Binoy Badal Dinesh Bagh Via Majerhat - Construction Of Metro Railway	16.72	29,135.00
27.	Naupara(Ex.) - Baranagar Extension Of Dumdum - Baranagar Metro Rail Link	2.60	4,648.60
WORKSHOP			
28.	Vadlapudi – Wagon Poh Workshop Of 200 Nos Capacity Near Duvvada Station	Nil	3,288.10
29.	Aunrihar – Demu Shed	Nil	1,232.70
30.	Latur- Setting up of coach manufacturing factory	Nil	4974.70
OTHERS			
Road Over Bridge			
31.	Daraganj- Rebuilding (Bridge No. 111 on Ganga)	Nil	3488.60
32.	Reconstruction of Pamban Bridge parallel to existing bridge	Nil	2489.70
Railway Safety Works			
33.	Dhasa-Jetalsar-Subways In Lieu Of Level Crossing-35 Nos.	Nil	935.10
34.	Sabarmati-Botad-Subways In Lieu Of Level Crossings-23 Nos.	Nil	613.30
35.	Sabarmati-Botad-Subways In Lieu Of Lcs- 14 Nos.	Nil	223.80
Traffic Facility Works			
36.	Paman-Bhimsen – New B-Class Station	Nil	350.00
37.	Jhansi-Garhmau, Orai-Ata, Ata-Kalpi & Pokhrayan-Lalpur – Splitting Of Longer Block Sections	Nil	400.00
38.	New Crossing Station Between Umdanagar-Timmarpur Stations Of Secunderabad-Mahabubnagar Section	Nil	219.50
Final Location Survey			
39.	Final Location Survey For New Line Connectivity To Char Dham	327.00	1,209.20

TYPES OF PROJECTS UNDERTAKEN

A. New line/ Port connectivity

Construction of new lines are sanctioned for providing connectivity to regions not adequately connected to the Indian Railway network in order to bring them to the national main-stream of development. These also include new lines to connect ports to the existing railway network. As on December 31, 2018, our order book value for new line was ₹307,635.20 million.

B. Doubling

Doubling involves the provision of additional lines by way of doubling the existing routes to enable the Indian Railways to ease out traffic constraints of single line or construction of 3rd/4th line to increase the charter capacity. Our Company is one of the players who have been assigned the doubling projects by the Indian Railways. RVNL has contributed to more than 33% of the doubling projects of the total reported by Indian Railways for the last five years (FY13 to FY17) *(Source: CARE Report).* As on December 31, 2018, our order book value for doubling was ₹277,210.40 million.

C. Gauge conversion

Indian Railways use three types of gauges:

i. Broad gauge: 1,676 mm (5 ft 6 in)
ii. Meter gauge 1,000 mm (3 ft 3 3⁄8 in)

iii. Narrow gauges, 762 mm (2 ft 6 in) and 610 mm (2 ft)

Starting from 1992, the Indian Railways have increasingly sought to replace the MG system with BG in order to ensure seamless movement of traffic and passengers besides augmenting the carrying capacity. Transportation across multiple gauges is inconvenient as it requires trans-shipment for both the travelling public and also freight users. Thus, moving to a uni-gauge will be operationally beneficial for Indian Railways. To enhance passengers' convenience and commercial viability of Indian Railways, the government has taken a decision to convert the existing meter gauge and narrow gauge into broad gauge phase-wise. *(Source: CARE Report)*. As on December 31, 2018, our order book value for gauge conversion was ₹11,893.50 million.

D. Railway electrification

Indian Railways have been progressively carrying out electrification of railway tracks. Up to March 2017, 25,367 rkm (which is 37.65% of the total Railway network) has been electrified. On this electrified route 65.10% of freight traffic & 54.30% of passenger traffic is hauled with the fuel cost of electric traction being merely 36.14% of the total traction fuel bill on Indian Railways. In 12^{th} five year plan (2012-17), 7,785 rkms have been electrified as against a target of 6,500 rkms. The MoR has provided a target of 870 rkms for 2018-2019 to our Company. This is in addition to the 419 rkms electrification works already under taken by us *(Source: CARE Report)*. As on December 31, 2018, our order book value for railway electrification was ₹39,918.90 million.

E. Metro rail projects

This includes setting up of metro lines and suburban network in metropolitan cities. As on December 31, 2018, our order book value for metro rail projects was ₹95,935.50 million.

F. Workshops

This includes manufacturing facilities, and workshops for repairing and manufacturing rolling stock. As on December 31, 2018, our order book value for workshops was ₹26,183.00 million.

G. Others

This includes but is not limited to construction of traffic facilities, railway safety works (building of sub-ways in lieu of crossings), other electrification works, training works, surveys, construction of bridges including rail over bridges, etc. As on December 31, 2018, our order book value for other projects was ₹16,266.30 million.

OUR SPVs

We have created SPVs for execution of some of our projects. As on the date of this Red Herring Prospectus, we have 6 SPVs which are as follows:

1. *Kutch Railway Company Limited ("KRCL"):* KRCL was incorporated on January 22, 2004 and was created to implement a broad gauge railway link between Gandhidham station and Palanpur station. We have an equity contribution of 50% in KRCL.

2. *Krishnapatnam Railway Company Limited ("KPRCL"):* KPRCL was incorporated on October 11, 2006 and was created for the development, establishment, financing, construction, operations, maintenance and management of the Obluvaripalle – Krishnapatnam Railway Linkage and incidental works. We have an equity contribution of 49.76% in KPRCL.

3. *Bharuch Dahej Railway Company Limited ("BDRCL"):* BDRCL was incorporated on November 15, 2006 and was created for the development, establishment, financing, construction, operations, maintenance and management of the Bharuch – Dahej Railway Linkage and related works. We have an equity contribution of 35.46% in BDRCL.

4. *Haridaspur Paradip Railway Company Limited ("HPRCL"):* HPRCL was incorporated on September 25, 2006 and was created for the development, establishment, financing, construction, operations, maintenance and management of the Haridaspur – Paradip Railway Linkage and incidental works. We have an equity contribution of 38.62% in HPRCL.

5. *Angul Sukinda Railway Limited ("ASRL"):* ASRL was incorporated on February 20, 2009 and was created for the development, establishment, financing, construction, operations, maintenance and management of the Angul-Sukinda railway linkage. We have an equity contribution of 31.50% in ASRL.

6. *Dighi Roha Rail Limited ("DRRL"):* DRRL was incorporated on September 29, 2015 and was created for the purpose of laying a new line between Dighi port and Roha in Maharashtra. However, the project has not yet materialized. We have an equity contribution of 49.99% in DRRL.

For further details on our SPVs, see "*History and Certain Corporate Matters*" on page 130.

OUR COLLABORATIONS

We have also entered into shareholding agreements for our SPVs. For further details on our collaborations, see "*History and Certain Corporate Matters*" on page 130.

DETAILS OF FUNDING OF PROJECTS

The major source of funding for the projects being executed by us, are from funds received through the project wise allocation provided for in the annual budget of the MoR. MoR provides funds through various sources including budgetary support, its own reserves/ surpluses, multilateral agencies, loans from Financial institutions etc. MoR has also sourced funds from IRFC for the purpose of funding our projects.

Our primary funding requirements are towards viz. cost of construction of projects, employee benefit expenses, travel cost, supplies and services, finance cost, tax liabilities, procurement/replacement of tangible assets such as equipments etc. and intangible fixed assets, investments, payments to suppliers/creditors, meeting working capital and contractual commitments/obligations etc. For further details on our funding requirements, see "*Management's Discussion and Analysis of Financial Conditions and Results of Operations*" on page 343.

Competition

The extent of competition will depend on the Company's ability to ensure efficient delivery of projects in comparison with other competitors in terms of cost, time and quality. We are largely dependent on the MoR for the projects assigned to the Company for execution, and the Ministry has to decide on the project executing agency who will be responsible for delivery of the project. As the railway organisation has a large construction set up in each of the zonal railways, our major competitor is the Indian Railways itself. Considering the nature of our operations, other public sector undertakings that are in competition to our Company are *inter alia* IRCON International Limited, RITES Limited and Konkan Railway Corporation Limited (*Source: CARE Report).*

Risk Management

We have formulated and implemented a policy on risk management, as approved by our Board, so as to develop an approach to identify, assess and manage the various risks associated with our business activities in a systematic manner. The policy aims to review the exposure of our Company to various risks and the mitigation measures to be taken periodically. It also strives to increase awareness among its employees and other stakeholders about possible risks and measures to control the same. Our risk management policies and systems are reviewed regularly to reflect changes in our business activities.

Human Resources

Human resource is the driving force behind the success of our Company with a competent group of employees who contribute their best for a sustained stellar performance of the Company. Ensuring appointment of well qualified and experienced manpower, developing and retaining them have been the key focus areas of the human resources department for achieving the corporate objectives. The human resource department of our Company are primarily responsible for appointing well qualified and experienced manpower through deputation from Indian Railways, government departments, CPSEs, and induction of suitable employees through absorption, re-employment/ re-engagement of retired personnel, contractual engagement of fresh technical personnel. The regular cadre of our Company is largely made up of ex-railway employees employed at various posts in the Company.

We have a group of skilled executives, personnel and staff. As of December 31, 2018, our Company has a total of 550 employees which comprised of 161 regular personnel and 389 deputationalists from MoR.

Employee Training and workshops

The primary focus of our human resource policy is to be a strategic business partner in the growth of the organization and to ensure that the manpower resource is able to adapt to the changing business priorities. This has been made possible by meticulous selection of employees with relevant experience and capabilities and further developing them through various training programmes.

We are focused on training our employees to equip them to handle new challenges, and develop their managerial and technical skill set through in-house and external training seminars. Professional programs, workshops and seminars conducted by reputed and prestigious agencies are carefully identified in line with business needs of the Company and suitable officers are nominated for such programs. Our in-house training programs are aimed at improving the functional and technical skills across levels of employees.

Property

Our Company's Registered and Corporate Office is located at Rail Vikas Nigam Limited, 1st floor, August Kranti Bhawan, Bhikaji Cama Place, R. K. Puram, New Delhi 110 066. In addition to our Registered and Corporate Office, we have 43 project implementation units as on December 31, 2018, located in various cities including New Delhi, Mumbai, Kolkata and Chennai. All our offices across India are located at premises leased or licensed to us. For further details, see *"Risk Factor – Our properties are not owned by us but are taken on leasehold basis. Further, if we fail to extend the lease period on lease expiry on reasonable terms, it may have a material adverse effect on the business, financial condition and results of operations of our Company"* on page 27.

Information Technology

We have invested substantially in building information technology infrastructure in our organization. We are in the process of implementing an integrated IT solution for the Corporate Office and its project implementing units for computerization of all core business processes including project planning, monitoring of project execution, associated finance functions and personnel management, e-tendering etc, which will help in improving productivity and transparency. The major processes that have been taken on the system is processing of bill passing, finance, payroll, some processes of human resource and projects etc. It is planned to implement balance processes of human resource, projects, e-tendering etc. in the near future.

Awards and Accolades

Over the years, we have received several awards and accolades including Dun & Bradstreet PSU Award for best performance in the Contract & Construction Services sector, Miniratna category-I and Governance Now PSU Award for best overall performance in Mini-ratna category for two consecutive years in a row i.e 2015-16 and 2016-17. We have also received ICC-DPE PSE Excellence Award for Corporate Governance in Miniratna Category in 2015. For further details, see "*History and Certain Corporate Matters*" on page 130.

Intellectual Property

Our corporate logo is registered under the Trademark Act, 1999. For further details, see "*Government and Other Approvals*" on page 418.

Corporate Social Responsibility ("CSR")

Our primary focus is in the areas of education, health and sanitation, with implementation of CSR projects by Ramakrishna Mission, The Energy and Resources Institute, Sulabh International etc. We have spent ₹59.75 million, ₹61.23 million and ₹76.74 million in Fiscals 2016, 2017 and 2018 respectively in accordance with our CSR policy. As per the Companies Act, 2013 an amount equivalent to 2% of average Profit Before Tax of immediately preceding three Financial Years i.e. ₹72.87 million is required to be spent during the year on Corporate Social Responsibility (CSR) Activities. During the period FY 2017-2018, our Company has spent

2.08% of average net profit on CSR activities. As a part of our CSR initiatives and good governance practice for financial year 2017-2018, we have carried out *inter alia* the following welfare projects:

1. Undertaken education for underprivileged differently abled children in the backward areas of West Bengal;

2. Provided operation theatre complex with 50 bed post-operative care unit in 112 years old hospital at Kankhal, Haridwar;

3. Provided community toilet blocks under “Namami Gange” & “Swachh Bharat Mission” at various locations including New Delhi, Bhopal, Yashwantpur, Kanpur, Haridwar, Mathura etc.; and

4. Undertaken construction of a nursing hostel for 120 girls in the Ramakrishna Mission Hospital at Vrindavan, Mathura.

KEY REGULATIONS AND POLICIES

The following description is a summary of the relevant regulations and policies as prescribed by the Government of India and other regulatory bodies that are applicable to our Company for running our business. The information detailed below has been obtained from various legislations, including rules and regulations promulgated by regulatory bodies, and the bye laws of the respective local authorities that are available in the public domain. The regulations set out below may not be exhaustive and are merely intended to provide general information to the investors and neither designed nor intended to substitute for professional legal advice. For details of government approvals obtained by us, see "Government and Other Approvals" on page 418.

Except as otherwise specified in this Red Herring Prospectus, the Companies Act, 2013, as may be applicable, taxation statutes such as the Income Tax Act, 1961 and other miscellaneous laws apply to the Company as they do generally to any other Indian company, and accordingly, have not been covered under this chapter. The statements below are based on the current provisions of Indian laws, and the judicial and administrative interpretations thereof, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions.

LABOUR LAWS

The following is an indicative list of labour laws applicable to the business and operations of the Company:

The Employees' Provident Funds and Miscellaneous Provisions Act, 1952

The Employees Provident Funds and Miscellaneous Provisions Act, 1952, as amended from time to time (**"EPF Act"**), mandates provisioning for provident fund, family pension fund and deposit linked insurance in factories and other establishments for the benefits of the employees. The EPF Act applies to all establishments engaged in any industry specified in Schedule I (of the EPF Act) that employ 20 (twenty) or more persons and to any other establishment employing 20 (twenty) or more persons or class of such establishments which the Central Government may specify by a notification.

Under the EPF Act, the Central Government has framed the "Employees Provident Fund Scheme", "Employees Deposit-Linked Insurance Scheme" and the "Employees Family Pension Scheme". Liability is imposed on the employer and the employee to contribute to funds mentioned above, in the manner specified in the EPF Act. There is also a requirement to maintain prescribed records and registers and filing of forms with the concerned authorities. The EPF Act also prescribes penalties for avoiding payments require to be made under the abovementioned schemes.

The Industrial Disputes Act, 1947 and Industrial Disputes (Central) Rules, 1957

The Industrial Disputes Act, 1947 ("**ID Act**") as amended from time to time, was enacted to make provision for investigation and settlement of industrial disputes and for other purposes specified therein. Workmen under the ID Act have been provided with several benefits and are protected under various labour legislations, whilst those persons who have been classified as managerial employees and earning salary beyond a prescribed amount may not generally be afforded statutory benefits or protection, except in certain cases. Employees may also be subject to the terms of their employment contracts with their employer, which contracts are regulated by the provisions of the Indian Contract Act, 1872. The ID Act also sets out certain requirements in relation to the termination of the services of the workman's services. This includes detailed procedure prescribed for resolution of disputes with labour, removal and certain financial obligations up on retrenchment. The Industrial Dispute (Central) Rules, 1957 specify procedural guidelines for lock outs, closures, lay-offs and retrenchment.

Trade Union Act, 1926

The Trade Union Act, 1926 governs the disputes which arise/ may arise between employers and workmen or between workmen and workmen, or between employers and employers in connection to their employment, non-employment and the terms of employment or the conditions of labour. For the purpose of Trade Union Act, 1926, Trade Union means combination, whether temporary or permanent, formed primarily for the purpose of regulating the relations between workmen and employers or between workmen and workmen, or between employers and employers, or for imposing restrictive condition on the conduct of any trade or business etc.

The Payment of Gratuity Act, 1972

The Payment of Gratuity Act, 1972, as amended from time to time, including by the Payment of Gratuity (Amendment) Act, 2018 (**"Gratuity Act"**), provides for payment of gratuity, to an employee, at the time of termination of his services. Gratuity is payable to an employee on the termination of his employment after he has rendered continuous service for not less than five years:

a) on his/her superannuation;
b) on his/her retirement or resignation;
c) on his/her death or disablement due to accident or disease (in this case the minimum requirement of five years does not apply).

The Gratuity Act establishes a scheme for the payment of gratuity to employees engaged in establishments in which ten or more persons are employed or were employed on any day of the preceding twelve months and in such other establishments in which ten or more persons are employed or were employed on any day of the preceding twelve months, as the Central Government may specify by notification. The maximum amount of gratuity payable to an employee is Rupees Ten Lakh.

The Minimum Wages Act, 1948

The Minimum Wages Act, 1948 (**"MW Act"**) came into force with the objective of providing for the fixation of a minimum wage payable by the employer to the employee. Under the MW Act, the appropriate government is authorised to fix the minimum wages to be paid to the persons employed in scheduled or non-scheduled employment. Every employer is required to pay not less than the minimum wages to all employees engaged to do any work whether skilled, unskilled, and manual or clerical (including out-workers) in any employment listed in the schedule to the MW Act, in respect of which minimum rates of wages have been fixed or revised under the MW Act.

The Payment of Wages Act, 1936

The Payment of Wages Act, 1936 (**"PW Act"**) is applicable to the payment of wages to persons in factories and other establishments. PW Act ensures that wages that are payable to the employee are disbursed by the employer within the prescribed time limit and no deductions other than those prescribed by the law are made by the employer.

The Maternity Benefit Act, 1961

The Maternity Benefit Act, 1961, as amended from time to time including by the Maternity Benefit (Amendment) Act, 2016 (**"Maternity Benefit Act"**), is aimed at regulating the employment of women in certain establishments for certain periods before and after child birth and for providing for maternity benefit and certain other benefits. It applies to every establishment being a factory, mine or plantation including any such establishment belonging to government and to every establishment wherein persons are employed for the exhibition of equestrian, acrobatic and other performances. It also applies to every shop or establishment wherein ten or more persons are employed or were employed on any day of the preceding twelve months.

According to the Maternity Benefit Act, every woman is entitled to 26 weeks of maternity leave, and her employer is liable for, the payment of maternity benefit at the rate of the average daily wage for the period of her actual absence, including the period immediately preceding the day of her delivery, the actual day of her delivery and any period immediately following that day.

The Equal Remuneration Act, 1976

The Equal Remuneration Act, 1976 as amended from time to time (**"Remuneration Act"**) aims to provide for the payment of equal remuneration to men and women workers and for the prevention of discrimination, on the ground of sex, against women in the matter of employment and for matters connected therewith or incidental thereto. According to the Remuneration Act, no employer shall pay to any worker, employed by him/ her in an establishment, a remuneration (whether payable in cash or in kind) at rates less favourable than those at which remuneration is paid by him to the workers of the opposite sex in such establishment for performing the same work or work of a similar nature.

In addition, no employer shall for complying with the foregoing provisions of the Remuneration Act, reduce the rate of remuneration of any worker. No employer shall, while making recruitment for the same work or work of a similar nature, or in any condition of service subsequent to recruitment such as promotions, training or transfer, make any discrimination against women except where the employment of women in such work is prohibited or restricted by or under any law for the time being in force.

The Child Labour and Adolescent (Prohibition & Regulation) Act, 1986

The Child and Adolescent Labour (Prohibition & Regulation) Act, 1986, as amended from time to time (**"Child Labour Act"**) was enacted to prohibit the engagement of children below the age of fourteen years and adolescents below the age of eighteen years in certain specified occupations and processes and to regulate their conditions of work in certain other employments. No child and adolescent shall be required or permitted to work in any establishment in excess of such number of hours, as may be prescribed for such establishment or class of establishments. Every child and adolescent employed in an establishment shall be allowed in each week, a holiday of one whole day, which day shall be specified by the occupier in a notice permanently exhibited in a conspicuous place in the establishment and the occupier shall not alter the day so specified more than once in three months.

The Employees Compensation Act, 1923

The Employees Compensation Act, 1923 (**"EC Act"**), provides for payment of compensation to injured employees or workmen by certain classes of employers for personal injuries caused due to an accident arising out of and during the course of employment. Under the EC Act, the amount of compensation to be paid depends on the nature and severity of the injury. There are separate methods of calculation or estimation of compensation for injury sustained by the employee. The employer is required to submit to the Commissioner for Employees' Compensation a report regarding any fatal or serious bodily injury suffered by an employee within seven days of receiving a notice.

Contract Labour (Regulation and Abolition) Act, 1970

The purpose of Contract Labour (Regulation and Abolition) Act 1970, ("CLRA") is to regulate the employment and protect the interests of the workers who are hired on the basis of individual contracts in certain establishments. In the event that any activity is outsourced, and is carried out by labourers hired on contractual basis, then compliance with the CLRA, including registration will be necessary and the principal employer will be held liable in the event of default by the contractor to make requisite payments towards provident fund etc.

Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996

The Building and other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996 has been enacted to regulate the employment and conditions of service of building and other construction workers and to provide for their safety, health and welfare measures and for other matters connected therewith or incidental thereto.

ENVIRONMENTAL LEGISLATIONS

The major statutes in India which seek to regulate and protect the environment against pollution related activities in India are the Water (Prevention and Control of Pollution) Act 1974, the Air (Prevention and Control of Pollution) Act, 1981, the Environment Protection Act, 1986, Public Liability Insurance Act, 1991 and the rules and regulations thereunder and the Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016. Pollution Control Boards ("**PCBs**"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state to control and prevent pollution. The PCBs are responsible for setting the standards for the maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking investigations to ensure that industries are functioning in compliance with the standards prescribed. All industries and factories are required to obtain consent orders from the PCBs, and these orders are required to be renewed annually.

MISCELLANEOUS LEGISLATION

The Shops and Establishment Act, 1953

Under the Shops and Establishment Act, 1953 and its amendments from time to time, the establishments are required to be registered under the provisions of local shops and establishments' legislation applicable in the relevant states. The objective of the act, irrespective of the state, is to regulate the working and employment conditions of worker employed in shops and establishments including commercial establishments. The act provides for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 as amended from time to time (**"SHWW Act"**) provides for the protection of women at work place and prevention of sexual harassment at work place. The SHWW Act also provides for a redressal mechanism to manage complaints in this regard. Sexual harassment includes one or more of the following acts or behaviour namely, physical contact and advances or a demand or request for sexual favors or making sexually coloured remarks, showing pornography or any other unwelcome physical, verbal or non-verbal conduct of sexual nature. The SHWW Act makes it mandatory for every employer of a workplace to constitute an Internal Complaints Committee presided upon by a woman. It also provides for the manner and time period within which a complaint shall be made to the Internal Complaints Committee i.e. a written complaint is to be made within a period of three months from the date of incident. If the establishment has less than ten employees, then the complaints from employees of such establishments as also complaints made against the employer himself shall be received by the Local Complaints Committee constituted under section 6 of the SHWW Act.

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013

The Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013 (**"Land Acquisition Act, 2013"**) has replaced the Land Acquisition Act, 1894 and aims at establishing a participative, informed and transparent process for land acquisition for industrialization, development of essential infrastructural facilities and urbanization. While aiming to cause least disturbance to land owners and other affected families, it contains provisions aimed at ensuring just and fair compensation to the affected families whose land has been acquired or is proposed to be acquired. It provides for rehabilitation and resettlement of such affected persons.

The Competition Act, 2002

The Competition Act, 2002, as amended from time to time (**"Competition Act"**) aims to prevent anti--competitive practices that cause or are likely to cause an appreciable adverse effect on competition in the relevant market in India. The Act prohibits anti-competitive agreements, abuse of dominant position and regulates combinations (mergers and acquisitions) with a view to ensure that there is no adverse effect on competition in the relevant market in India. Under the Competition Act, the Competition Commission has powers to pass directions / impose penalties in cases of anti-competitive agreements, abuse of dominant position and combinations.

The Trade Marks Act, 1999

The Trade Marks Act, 1999, as amended from time to time (**"Trademarks Act"**), governs the statutory protection of trademarks in India. Indian trademarks law permits the registration of trademarks for goods and services. Certification trademarks and collective marks are also registrable under the Trademarks Act. Applications for a trademark registration may be made for in one or more international classes. Once granted, trademark registration is valid for ten years unless cancelled. If not renewed after 10 years, the mark lapses and the registration for such mark must be obtained afresh. Registered trademarks may be protected by means of an action for infringement. The owner of a registered trademark is prima facie regarded as the owner of the mark by virtue of the registration obtained.

REGULATORY FRAMEWORK FOR LAND AND CONSTRUCTION

Transfer of Property Act, 1882 ("T.P. Act")

The T.P. Act deals with the various methods in which transfer of property including transfer of immovable property or any interest in relation to that property, between individuals, firms and companies takes place. This mode of transfer between individuals is governed by the provisions of the T.P. Act, as opposed to the transfer of property or interest by the operation of law. The transfer of property as provided under the T.P. Act, can be through the mode of sale, gift and exchange while an interest in the property can be transferred by way of a lease or mortgage. The T.P. Act stipulates the general principles relating to the transfer of property including among other things identifying the categories of property that are capable of being transferred, the persons competent to transfer property, the validity of restrictions and conditions imposed on the transfer and the creation of contingent and vested interest in the property.

Registration Act, 1908 ("Registration Act")

The Registration Act has been enacted with the object of providing public notice of the execution of documents affecting a transfer of any interest in an immoveable property. The purpose of the Registration Act is the conservation of evidence, assurances, title, publication of documents and prevention of fraud. It lays down in detail, the formalities for registering an instrument. Section 17 of the Registration Act identifies documents for which registration is compulsory and includes among other things, any non-testamentary instrument which purports or operates to create, declare, assign, limit or extinguish, whether in present or in future, any right, title or interest, whether vested or contingent, in immovable property of the value of one hundred rupees or more, and a lease of immovable property for any term exceeding eleven months or reserving a yearly rent. An unregistered document will not adversely affect the property comprised in it, nor be treated as evidence of any transaction affecting such property (except as evidence of a contract in a suit for specific performance or as evidence of part performance under the T.P. Act or as collateral), unless it has been registered. However, the amount of the fees under the Registration Act for the purpose of registration, vary from State to State.

The Central Goods and Services Act, 2017

The Central Goods and Service Tax Act, 2017, as amended by the Central Goods and Services Tax (Amendment) Act, 2018, (**"GST Act"**) provides for the levy of a comprehensive tax on manufacture, sale and consumption of goods and service at a national level. The GST Act, has been passed to integrate all indirect taxes levied on goods and services by the Central and State governments in India. The GST Act levies a two-rate structure (i) a lower rate for necessary items and items of basic importance; and (ii) a standard rate for goods in general. The GST Act also provides for a special rate for precious metals and a list of exempted items.

REGULATORY FRAMEWORK FOR RAILWAYS SECTOR

The Railways Act, 1989 (**"Railways Act"**) as amended from time to time, oversees the development of railway land for commercial use and public carriage. The Railways Act provide framework for railway administration including non- government railway, construction and maintenance of railway works, land acquisition for special railway project, carriage of goods and public etc. The Railways Act also governs contract executed between non- government railway and central government for purposes of constructing and maintaining a railway wherein railway administration can alter, repair, maintain necessary acts for running railway, direct state government to accommodate railway work and provide directions for safety in case railway work is likely to impede or alter natural flow of water.

REGULATIONS APPLICABLE TO THE CENTRAL PUBLIC SECTOR ENTERPRISES

As a Central Public Sector Enterprise (**"CPSE"**), we are required to comply with certain laws and regulations such as guidelines on corporate social responsibility and sustainability for CPSE, Prevention of Corruption Act, 1988, the Central Vigilance Commission Act, 2003, and Right to Information Act, 2005 amongst others.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was incorporated in New Delhi as a public limited company on January 24, 2003 as "*Rail Vikas Nigam Limited*" with the RoC under the Companies Act, 1956. Our Company was issued its certificate of commencement of business on February 18, 2003. Further, our Company has been conferred the status of 'Schedule A – Public Sector Enterprise'.

The MoR vide letter dated September 19, 2013 bearing reference no. 2010/PL/52/1, conveyed the approval of the DPE granting our Company the status of 'Category I Miniratna Company'.

Registered Office

The Registered Office of the Company was changed from C-2/10, Safdarjung Development Area, Aurobindo Marg, New Delhi – 110016 to 1st floor, August Kranti Bhawan, Bhikaji Cama Place, R. K. Puram New Delhi – 110066 *vide* the resolution of the Board of Directors of the Company dated November 20, 2006 on account of the notice received from the municipal corporation, Delhi since the Company had set up its office in residential premises.

Main objects of our Company

The main objects contained in the Memorandum of Association of our Company are as follows:

1. *"To enter into and carry on business relating to creation and augmentation of capacity of rail infrastructure including the Golden Quadrilateral and its Diagonals connecting the four metros and any other project(s) under National Rail Vikas Yojana and any or all activities connected thereto, such as:*

   i) plan, design, develop, build, upgrade, convert, modernize, operate and maintain any or all types of rail infrastructure;

   ii) construction of new railway lines, doubling, laying of multiple lines, strengthening of conversion of existing railway lines;

   iii) construction of new railway bridges, strengthening or rebuilding of existing railway bridges;

   iv) electrification, grade separation of level crossings, construction of freight bye pass, creation and augmentation of passenger/freight terminals;

   v) construction of workshops, repair shops, running sheds, and maintenance facilities;

   vi) provision of modern signalling and telecommunication systems, train control systems, safety and disaster management systems; and

   vii) upgrading of track, rolling stock and terminals for running high speed freight and passenger trains.

2. *Acquire, purchase, licence, concession, or assign rail infrastructure assets including contractual rights and obligations.*

3. *a) To carry on business relating to railway related and other construction and to enter into contracts in India or abroad on a turnkey basis or otherwise either individually or jointly with other undertakings and companies or persons abroad or in India, including supply, erection and commissioning of equipment and all services ancillary thereto.*

   b) To carry on the business/activity/scheme like Build Own Transfer (BOT), Build Own Operate Transfer (BOOT), Build Lease Transfer (BLT) or any other scheme or project found suitable in and related to the field of construction and operation or Railway network.

4. *To provide consultancy services for undertaking line capacity, freight marketing, engineering and traffic surveys, geo-technical investigations, conceptual planning and feasibility studies, detailed design and engineering, environment impact assessment, construction supervision and project management, operation and maintenance, quality assurance, procurement services, training, investment planning, organizational restructuring, privatization, planning and estimation of fleet requirements, rehabilitation and improvement of rolling stock repair and servicing facilities, operation and maintenance services, quality assurance, human resource development, project consultancy and management services, computer services, energy management, environment engineering, industrial engineering and other infrastructural facilities in connection with the business as referred to in sub-clause (1) to (3) above.*

5. *Computerization projects related to all rail business areas in connection with the business as referred to in sub-clause (1) to (4) above."*

The existing and proposed activities of our Company are and shall be within the scope of the objects clause of the Memorandum of Association.

Amendments to our Memorandum of Association

Set out below are the amendments to our Memorandum of Association since the incorporation of our Company:

Date of Shareholder resolution	Nature of amendment
October 13, 2003	Increase in the authorised share capital from ₹50,000,000 divided into 5,000,000 equity shares of ₹10 each to ₹5,000,000,000 divided into 500,000,000 equity shares of ₹10 each
July 19, 2004	Increase in the authorised share capital from ₹5,000,000,000 divided into 500,000,000 equity shares of ₹10 each to ₹30,000,000,000 divided into 3,000,000,000 equity shares of ₹10 each

Major events in our history

The table below sets forth the key events in the history of our Company:

Year	Major Events
2003	Incorporated as a public company
	Categorised as Schedule A company
2013	Granted Miniratna category-I status
2015	Our turnover crossed ₹30,000 million
2017	Our turnover crossed ₹50,000 million
2018	Our turnover crossed ₹75,000 million

Awards and Recognition

Our Company has received the following awards:

Year of award	Description of the Award
2012	ICI – UltraTech Endownment Award for Outstanding Concrete Structure of Kerala (Infrastructure) for "Rail Bridge to International Transshipment Terminal at Vallarpadam – Cochin"
2013	Awarded Miniratna Category – I status
2014	ICC-DPE PSE Excellence Award for CSR & Sustainability
	ICC-DPE PSE Excellence Award for Corporate Governance
2015	Governance Now PSU Award for overall financial performance in Miniratna Category
2016	Governance Now PSU Award for best overall performance in Miniratna Category
2017	Dun & Bradstreet PSU Award for best performance in the Contract & Construction Services
2018	Dun & Bradstreet PSU Award for best Miniratna in Services Category
	Dun & Bradstreet PSU Award for "Construction - Infrastructure Development (Railways)"
	Dun & Bradstreet Infra Award for "Construction of Venkatachalam Junction New Railway Line"

Number of Shareholders of our Company

The total numbers of Shareholders of our Company as on the date of this Red Herring Prospectus is seven, namely, the President of India and six nominees of the President of India.

Corporate Profile of our Company

For details of our Company's corporate profile, business, description of activities, services, products, managerial competence and capacity built-up, location of facilities, marketing, competition, growth of our Company, standing of our Company in relation to prominent competitors with reference to our products and services, environmental issues, technology, major suppliers, major customers, and management, see *"Our Business", "Our Management"* and *"Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 112, 146 and 343 respectively.

Holding Company

As on the date of this Red Herring Prospectus, our Company does not have a holding company.

Details of Subsidiary of the Company

As on the date of this Red Herring Prospectus, we have one Subsidiary, the details of which are as given below:

High Speed Rail Corporation of India Limited ("HSRCL")

Corporate Information

HSRCL was incorporated on July 25, 2012 as a public company under the provisions of Companies Act, 1956 and registered with the Registrar of Companies, National Capital Territory of Delhi & Haryana. HSRCL was issued its certificate of commencement of business on August 18, 2012. The corporate identification number of HSRCL is U45204DL2012GOI239289. The registered office is situated at Room No.260, 1st floor, August Kranti Bhawan, Bhikaji Cama Place, R. K. Puram, New Delhi -110066.

Nature of Business

HSRCL was formed as a wholly – owned Subsidiary of our Company, a Schedule – A Miniratna Category (I) – CPSE under the Ministry of Railways. HSRCL is engaged in conducting of pre-feasibility studies of dedicated High Speed Corridors for Diamond Quadrilateral.

Shareholding Pattern

The shareholding pattern of HSRCL as on the date of this RHP is as follows:

Shareholder	**Number of equity shares of ₹10 each**	**Percentage holding (%)**
Rail Vikas Nigam Limited	107,405	100.00
P. K Singh*	01	Negligible
A. K Choudhary*	01	Negligible
Arun Kumar*	01	Negligible
Ajay Kumar*	01	Negligible
Vijay Anand*	01	Negligible
Ajit Kumar Panda*	01	Negligible
Total	**107,411**	**100.00**

** Held as the nominee shareholders of the holding company*

Capital Structure

The authorized share capital of HSRCL is ₹50,000,000 divided into 5,000,000 equity shares of ₹10 each and paid up share capital is ₹1,074,110 divided into 107,411 equity shares of ₹10 each.

Accumulated Profits or Losses

As of the date of this RHP, there are no accumulated profits or losses of HSRCL that are not accounted for by our Company in the Restated Consolidated Financial Statements.

Loss-making Subsidiary

Our Subsidiary has not incurred losses in the preceding Fiscal Year.

Nature and extent of interest of our Subsidiary

a) Interest in our Company

Our Subsidiary does not hold Equity Shares in our Company and has no interest in the promotion of our Company. Further, it does not have any business interest or any other interests in our Company other than as stated in "*Our Business*" and "*Related Party Transactions*" on pages 112 and 169 respectively.

b) Interest in the properties acquired or proposed to be acquired by our Company

Our Subsidiary does not have interest in any property acquired by our Company in the two years preceding the filing of this RHP or proposed to be acquired by the Company as of the date of this Red Herring Prospectus.

c) Interest in transactions for acquisition of land, construction of building and supply of machinery

Except as stated in "*Related Party Transactions*" on page 169, our Subsidiary has no interest in the transactions for acquisition of land, construction of building and supply of machinery or any other contracts, agreements or arrangements entered into by our Company and no payments have been made or are proposed to be made in respect of these contracts, agreements or arrangements by our Company to its Subsidiary.

Common pursuits

Our Subsidiary was incorporated for the purpose of expanding our existing business, accordingly, while our Subsidiary is engaged in a business similar to ours, they are not competing for any business with us.

Other confirmations

As of the date of this RHP, our Subsidiary:

(i) is not listed or has been refused listing on any stock exchange in India or abroad; or

(ii) has not made any public or rights issue of Equity Shares in the last three years; or

(iii) has not become a sick company as specified under Sick Industrial Companies (Special Provisions) Act, 1995; or

(iv) is not under process of being wound up; or

(v) has not become defunct; or

(vi) has not made an application to the RoC, in the five years preceding from the date of filing this Red Herring Prospectus with SEBI, for striking off its name; or

(vii) has not received any significant notes on the financial statements from the auditors.

Sales or purchases

Our Subsidiary is not involved in any sales or purchases with our Company where such sales or purchases exceed, in the aggregate, 10% of the total sales or purchases of our Company.

Associate company

As on the date of the Red Herring Prospectus, our Company has no associate company.

SPVs of our Company

Our Company has six SPVs: (i) Kutch Railway Company Limited; (ii) Bharuch Dahej Railway Company Limited; (iii) Krishnapatnam Railway Company Limited; (iv) Haridaspur Paradip Railway Company Limited; (v) Angul Sukinda Railway Limited and (vi) Dighi Roha Rail Limited. The details of the same are given below:

1. **Kutch Railway Company Limited** ("**KRCL**")

Corporate Information

KRCL, was incorporated on January 22, 2004 under the Companies Act, 1956 as a public limited company, registered with the RoC. The corporate identification number is U45202DL2004PLC124267. Its registered office is situated at Suit No. 15 - 22, 2nd floor, Indra Palace, H- Block, Connaught Circus, New Delhi, India.

Nature of business

This SPV was created to implement a broad gauge railway link between Gandhidham station and Palanpur station and for works of raising finances for the project, completion of civil works, installation of equipment and facilities for the project, testing and commissioning and subsequent operations and maintenance of railway line. It is operational since November 2006. It is currently implementing doubling of the line for the broad gauge railway link between Gandhidham station and Palanpur station.

Capital Structure and shareholding pattern

The authorized share capital is ₹2,500,000,000 divided into 250,000,000 equity shares of ₹10 each and the issued and paid up capital is ₹2,500,000,000 divided into 250,000,000 equity shares of ₹10 each. The shareholding pattern of KRCL is as follows:

Shareholder	Number of equity shares at ₹10 each	Percentage holding (%)
Rail Vikas Nigam Limited	1,24,999,994	50.00
Vinay Singh*	01	Negligible
A. K. Choudhary*	01	Negligible
Priyaranjan Parhi*	01	Negligible
Mukul Saran Mathur *	01	Negligible
Virender Kumar*	01	Negligible
P K Singh*	01	Negligible
Deendayal Port Trust	65,000,000	26.00
Government of Gujarat	10,000,000	4.00
Adani Ports and SEZ Limited	50,000,000	20.00
Total	**250,000,000**	**100.00**

** held as the nominee shareholders of RVNL*

Interest of Promoter

Our Promoter holds (along with our nominee shareholders) 50% shares in KRCL.

2. **Krishnapatnam Railway Company Limited** ("**KPRCL**")

KPRCL, was incorporated on October 11, 2006 under the Companies Act as a public limited company, registered with the RoC, Hyderabad. The corporate identification number is U45200TG2006PLC051378. Its registered office is situated at Amsri Faust Complex, Door No D-9-1-164/A to 166, 5th Floor, Sarojini Devi Road, Secunderabad, Telangana 500003, India.

Nature of business

KPRCL was created for the purpose of development, establishment, financing, construction, operations, maintenance and management of railway projects and facilities, and in particular for the development, establishment, financing, construction, operations, maintenance and management of the Obulvaripalli – Krishnapatnam Railway Linkage and incidental works.

Capital Structure and shareholding pattern

The authorized share capital is ₹6,500,000,000 divided into 650,000,000 equity shares of ₹10 each and the issued and paid up capital is ₹6,250,000,000 divided into 625,000,000 equity shares of ₹10 each. The shareholding pattern of KPRCL is as follows:

Shareholder	Number of equity shares at ₹10 each	Percentage holding (%)
Rail Vikas Nigam Limited	310,999,996	49.76
A K Choudhary*	01	Negligible
Arun Kumar*	01	Negligible
A K Panda*	01	Negligible
Pradeep Gaur*	01	Negligible
Government of Andhra Pradesh	35,000,000	5.60
Krishnapatnam Port Company Limited	80,999,999	12.96
C. Sasidhar**	1	Negligible
Sagarmala Development Corporation Limited	125,000,000	20.00
National Mineral Development Corporation Limited	40,000,000	6.40
Bramhani Industries Limited	33,000,000	5.28
Total	**625,000,000**	**100.00**

** held as the nominee shareholders of RVNL*
*** held as nominee of the Krishnapatnam Port Company Limited*

Interest of Promoter

Our Promoter (along with our nominee shareholders) holds 49.76% shares in KPRCL.

3. **Bharuch Dahej Railway Company Limited** ("**BDRCL**")

BDRCL, was incorporated on November 15, 2006 under the Companies Act as a public limited company, registered with the RoC. The corporate identification number is U45203DL2006PLC155511. Its registered office is situated at #39-42, 3rd Floor, Indra Palace, H Block, Middle Circle, Connaught Circus, Connaught Place New Delhi, -110001, India.

Nature of business

BDRCL was created for the purpose of development, establishment, financing, construction, operations, maintenance and management of railway projects and facilities, and in particular for the development, establishment, financing, construction, operations, maintenance and management of the Bharuch – Dahej Railway Linkage and related works.

Capital Structure and shareholding pattern

The authorized share capital is ₹1,650,000,000 divided into 165,000,000 equity shares of ₹10 each and the issued and paid up capital is ₹1,551,100,000 divided into 155,110,000 equity shares of ₹10 each. The shareholding pattern of BDRCL is as follows:

Shareholder	Number of equity shares at ₹10 each	Percentage holding (%)
Rail Vikas Nigam Limited	54,999,995	35.46
Pradeep Gaur*	1	Negligible
Vijay Anand*	1	Negligible

Shareholder	Number of equity shares at ₹10 each	Percentage holding (%)
A. K Choudhary *	1	Negligible
Arun Kumar*	1	Negligible
Gita Mishra*	1	Negligible
Gujarat Maritime Board	17,860,000	11.51
Gujarat Industrial Development Corporation Limited	17,860,000	11.51
Adani Petronet (Dahej) Port Private Limited	17,330,000	11.18
Gujarat Narmada Valley Fertilizers Company Limited	13,530,000	8.72
Hindalco Industries Limited	13,530,000	8.72
Jindal Rail Infrastructure Limited	10,000,000	6.45
Dahej (SEZ) Limited	10,000,000	6.45
Total	**155,110,000**	**100.00**

** held as the nominee shareholders of RVNL*

Interest of Promoter

Our Promoter (along with its nominee shareholders) holds 35.46% shares in BDRCL.

4. **Haridaspur Paradip Railway Company Limited** (“**HPRCL**”)

HPRCL, incorporated on September 25, 2006 was incorporated under the Companies Act as a public limited company, registered with the RoC. The corporate identification number is U45203OR2006PLC008959. Its registered office is situated at J/7, Pal Heights, Jaydev Vihar, Bhubaneswar - 751013 India.

Nature of business

HPRCL was created for the purpose of development, establishment, financing, construction, operations, maintenance and management of railway projects and facilities, and in particular for the development, establishment, financing, construction, operations, maintenance and management of the Haridaspur – Paradip Railway new line and incidental works.

Capital Structure and shareholding pattern

The authorized share capital is ₹9,500,000,000 divided into 950,000,000 equity shares of ₹10 each and the issued and paid up capital is ₹6,348,952,000 divided into 634,895,200 equity shares of ₹10 each. The shareholding pattern of HPRCL is as follows:

Shareholder	Number of equity shares at ₹10 each	Percentage holding (%)
Rail Vikas Nigam Limited	245,216,115	38.62
A. K. Choudhary*	1	Negligible
Arun Kumar *	1	Negligible
A. K Tyagi*	1	Negligible
D. Ghosh Roy*	1	Negligible
Surendra Kumar*	1	Negligible
Odisha Industrial Infrastructure Development Corporation	1,900,000	0.30
Paradip Port Trust	67,059,080	10.56
Essel Mining and Industry Limited	30,000,000	4.73
Rungta Mines Limited	30,000,000	4.73
Jindal Steel & Power Limited	5,000,000	0.79
Steel Authority of India Limited	5,000,000	0.79
MSPL Limited	15,000,000	2.36
Odisha Mining Corporation Limited	92,920,000	14.64
Government of Odisha	142,800,000	22.49
Total	**634,895,200**	**100.00**

** held as the nominee shareholders of RVNL*
Interest of Promoter

Our Promoter (along with its nominee shareholders) holds 38.62% shares in HPRCL.

5. **Angul Sukinda Railway Limited** ("**ASRL**")

ASRL, was incorporated on February 20, 2009 under the Companies Act as a public limited company, registered with the RoC. The corporate identification number is U45203OR2009PLC010620. Its registered office is situated at Plot No. 7622/4706, Mauza- Gadakana, Press Chhaka, Bhubaneswar 751005 India.

Nature of business

ASRL was created to carry on the business of development, establishment, financing, construction, operations, maintenance and management of railway projects and facilities, and in particular for the development, establishment, financing, construction, operations, maintenance and management of the Angul-Sukinda railway linkage,

Capital Structure and shareholding pattern

The authorized share capital is ₹6,000,000,000 divided into 600,000,000 equity shares of ₹10 each and the issued and paid up capital is ₹6,000,000,000 divided into 600,000,000 equity shares of ₹10 each. The shareholding pattern of ASRL is as follows:

Shareholder	Number of equity shares at ₹10 each	Percentage holding (%)
Rail Vikas Nigam Limited	188,999,995	31.50
A K Choudhary*	01	Negligible
Arun Kumar*	01	Negligible
Surendra Kumar*	01	Negligible
D. Ghosh Roy*	01	Negligible
A K Tyagi*	01	Negligible
Container Corporation of India Limited	156,000,000	26.00
Government of Odisha	127,800,000	21.30
Odisha Mining Corporation Limited	63,000,000	10.50
Jindal Steel & Power Limited	60,000,000	10.00
Odisha Industrial Infrastructure Development Corporation	4,200,000	00.70
Total	**600,000,000**	**100.00**

**held as the nominee shareholders of RVNL*

Interest of Promoter

Our Promoter (along with its nominee shareholders) holds 31.50% shares in ASRL.

6. **Dighi Roha Rail Limited** ("**DRRL**")

DRRL, incorporated on September 29, 2015 was incorporated under the Companies Act as a public limited company, registered with the RoC. The corporate identification number is U74140DL2015PLC285745. Its registered office is situated at Room No. 245, 1st floor, August Kranti Bhawan, Bhikaji Cama Place, New Delhi - 110066 India.

Capital Structure and shareholding pattern

The authorized share capital is ₹786,900,000 divided into 78,690,000 equity shares of ₹10 each and the issued and paid up capital is ₹1,000,000 divided into 100,000 equity shares of ₹10 each. The shareholding pattern of DRRL is as follows:

Shareholder	Number of equity shares at ₹10 each	Percentage holding (%)
Rail Vikas Nigam Limited	49,997	49.99
Vijay Anand*	01	Negligible
A K Choudhary*	01	Negligible
P.K. Singh*	01	Negligible
M/s Dighi Port Limited	49,998	49.99
Vishal Vijay Kalantri**	01	Negligible
Vijay Goverdhandas Kalantri**	01	Negligible
Total	**100,000**	**100.00**

** held as the nominee shareholders of RVNL*
*** held as the nominee shareholders of Dighi Port Limited*

The Company had agreed to contribute 26% equity in DRRL, which was created for the purpose of laying a new line between Dighi port and Roha in Maharashtra. However, the project has not yet materialized due to reasons beyond the control of Company. Accordingly, there is no shareholders' agreement entered into between the Company and the other stakeholder for the same.

Interest of SPVs in our Companies

(a) Business interests

Our SPVs do not have any business interests or other interests in our Company.

(b) In the promotion of our Company

Our SPVs are not interested in the promotion of our Company.

(c) In the properties acquired in the two years preceding the date of the Draft Red Herring Prospectus or proposed to be acquired by our Company

Our SPVs are not interested in any properties acquired or proposed to be acquired by our Company in the two years preceding the date of the Draft Red Herring Prospectus or which is proposed to be acquired by our Company.

(d) In transactions for acquisition of land, construction of building and supply of machinery

Our SPVs are not interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Common Pursuits among the SPVs with our Company

Except as disclosed in "*Risk Factors"*, *"Our Business"* and *"History and Certain Corporate Matters"* on pages 18, 112 and 130, respectively, we have no common pursuits among the SPVs with our Company.

For details of transactions between our Company and SPVs, see "*Related Party Transactions*" on page 169.

Related Business Transactions with the SPVs and Significance on the Financial Performance of our Company

Except for the equity shares allotted to our Company by HPRCL and KPRCL, through a rights issue to its shareholders, no transactions were entered into between our Company and our SPVs in Fiscal Year 2018 and the six month period ended September 30, 2018. However, for details of our investments in our SPVs in the Fiscal Year 2018 and the six month period ended September 30, 2018, see "*Financial Statements"* on page 172.

Sale/ Purchase between SPVs and our Company

Our SPVs have not been involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate of 10% of the total sales or purchases of our Company in Fiscal Years 2014, 2015, 2016, 2017 and 2018 and the six month period ended September 30, 2018.

Accumulated profits or losses

There are no accumulated profits or losses of our SPVs that are not accounted for by our Company.

Loss-making SPVs

Except as disclosed in this Red Herring Prospectus, our Group Companies have not incurred losses in the preceding Fiscal Year.

Other Confirmations

As of the date of this Red Herring Prospectus:

(i) none of our SPVs is listed or has been refused listing on any stock exchange in India or abroad; or
(ii) except HPRCL and KPRCL, which have made a rights issue to its shareholders, none of our SPVs have made any public or rights issue of equity shares in the last three years; or
(iii) none of our SPVs has become a sick company as specified under Sick Industrial Companies (Special Provisions) Act, 1995; or is under winding up proceedings; or
(iv) none of our SPVs has become defunct; or
(v) none of our SPVs has made an application to the RoC, in the five years preceding from the date of filing this Red Herring Prospectus with SEBI, for striking off its name.

Further, except as stated in "*Financial Statements*" on page 172, our SPVs have not received any significant notes on the financial statements from the auditors.

Except for DRRL, none of our SPVs have a negative net worth.

Our SPVs have not been identified as a Wilful Defaulter.

There are no unsecured loans taken by the SPVs that can be recalled at any point in time.

Our SPVs is not prohibited from accessing the capital market for any reasons by the SEBI or any other authorities.

Injunction or restraining order

As on the date of this Red Herring Prospectus, there are no injunctions or restraining orders against our Company.

Capital raising activities, through equity or debt, by our Company

For details in relation to equity and debt capital raised by our Company, see *"Capital Structure", "Financial Statements"* and *"Financial Indebtedness"* on pages 82, 172 and 406 respectively.

Changes in the activities of our Company during the last five years

There have been no changes in the activities undertaken by our Company during a period of five years prior to the date of this Red Herring Prospectus which may have had a material effect on the profits or loss of our Company or affected our business including discontinuance of lines of business, loss of agencies or markets and similar factors.

Defaults or rescheduling of borrowings with financial institutions/ banks and conversion of loans into equity

There have been no defaults or rescheduling of borrowings with financial institutions, banks or conversion of loans into equity in relation to our Company.

Lock-out, Strikes, etc.

We have not experienced any strike, lock – outs or labour unrest.

Time and Cost Overruns in setting up the projects

Our Company has experienced time and cost overruns in relation to some of the projects commissioned by us, in the ordinary course of its business.

Summary of key agreements

Shareholders Agreement:

1. ***Shareholders' agreement dated April 22, 2004 entered into between our Company, Government of Gujarat ("GoG"), Kandla Port Trust ("KPT"), Gujarat Adani Port Limited ("GAPL") and Kutch Railway Company Limited ("KRCL").***

   The agreement was entered into for the purpose of implementation of Gandhidham – Palanpur gauge conversion project through Kutch Railway Company Limited (SPV) for raising the necessary finances for the project, completion of civil works and gauge conversion, installation of equipment and facilities for the project, testing and commissioning and subsequent operations and maintenance of the railway line for a period as specified in concession agreement.

   The shares issued, subscribed and allotted to the parties shall rank pari-passu in all respects.

   Rights of Shareholders

   No Pledging of Shares: The parties shall not pledge, mortgage, hypothecate, charge or otherwise encumber or grant any security interests of any kind whatsoever on any of the Shares nor otherwise use such Shares nor otherwise use such Shares as collateral for any purpose which could result in an involuntary transfer of such shares in favour of any person.

   Pre-Emptive Rights: KRCL shall not issue or allot any further shares, unless such shares have first been offered to the existing shareholders of KRCL.

   Appointment / Removal of Directors: the board of KRCL shall comprise of 12 representative directors, six directors shall be nominated by our Company, three by KPT, two by GAPI and one by GoG The parties who have the right to appoint the directors on the board shall also have the right to require the removal and replacement of such directors.

   Lock-in Period: None of the parties shall transfer any part of the shares for a period commencing from the date of the agreement till one year to any third party.

   Other funding agreements: The investors have agreed that the anticipated balance project cost of ₹2530 million will be funded through debt from banks, financial institutions and/or investors. Any further increase in the project cost in future shall be funded by equity/debt from banks, financial institutions and/or willing investors.

   Chairman

   The Company shall have a part time non-executive chairman, who shall at all times be a nominee of MoR

   Term and Termination

   The agreement may be terminated by mutual consent of the parties in writing, upon the listing of shares on one or more recognised stock exchanges as a consequence of an IPO, upon occurrence of any other event which, under the law has the effect of terminating the agreement or on winding up of the company. Termination of the agreement shall not release the parties from any liability which at the time of termination has already accrued or which may accrue in respect of any act or omission occurring prior to such termination.

2. ***Shareholders and Share Subscription Agreement dated May 27, 2009 entered into between our Company, Jindal Steel & Power Limited ("JSPL"), Bhushan Steel Limited ("BSL") and Angul Sukinda Railway Limited ("ASRL").***

The agreement was entered into for construction of new railway line in the jurisdiction of East Coast Railway between Angul in Angul district, Orissa to Sukinda Road in Jaipur district through ASRL (SPV) for raising necessary finances for the project, completion of civil works and other works for new rail line, installation of equipment and facilities for the project, testing and commissioning and subsequent operations and maintenance of the railway line for a period as specified in the concession agreement.

The shares issued, subscribed and allotted to the parties shall rank pari-passu in all respects.

Rights of Shareholders

No Pledging of Shares: The parties shall not pledge mortgage, hypothecate, charge or otherwise encumber or grant any security interests of any kind whatsoever on any of the Shares nor otherwise use such Shares nor otherwise use such Shares as collateral for any purpose which could result in an involuntary transfer of such shares in favour of any person.

Pre-Emptive Rights: ASRL shall not issue or allot any further shares, unless such shares have first been offered to the existing shareholders of ASRL.

Appointment / Removal of Directors: the board of ASRL shall comprise of seven representative directors, three directors shall be nominated by our Company, one each by JSPL and BSL and one chairman to be appointed by MoR in addition to directors nominated by our Company. The parties who have the right to appoint the directors on the board shall also have the right to require the removal and replacement of such directors.

Lock-in Period: None of the parties shall transfer any part of the shares for a period commencing from the date of the agreement till on year to any third party.

Chairman

The Company shall have a part time non-executive chairman, who shall at all times be a nominee of MoR

Other funding agreements

The parties have agreed that the anticipated balance project cost of ₹6,320 million will be funded through debt from banks, financial institutions and/or investors. Any further increase in the project cost in future shall be funded as per the decision of the board. If the need arises to raise the level of equity from the amount committed in the SHA, the parties shall come forward to meet the requirement of additional equity.

Term and Termination

The agreement may be terminated by mutual consent of the parties in writing, upon the listing of shares on one or more recognised stock exchanges as a consequence of an IPO, upon occurrence of any other event which, under the law has the effect of terminating the agreement or on winding up of the company. Termination of the agreement shall not release the parties from any liability which at the time of termination has already accrued or which may accrue in respect of any act or omission occurring prior to such termination.

3. ***Shareholders and Share Subscription Agreement dated January 12, 2007 entered into between our Company, Gujarat Maritime Board ("GMB"), Adani Petronet (Dahej) Port Private Limited ("APDPPL"), Gujarat Narmada Valley Fertilizers Company Limited ("GNFC"), Dahej SEZ Limited ("DSL") and Bharuch – Dahej Railway Company Limited ("BDRCL").***

The agreement was entered for implementation of Bharuch – Dahej Railway Line Gauge Conversion project through BDRCL (SPV) for raising the necessary finances for the project, completion of civil works and other works for gauge conversion of railway line, installation of equipment and facilities for the project, testing and commissioning and subsequent operations and maintenance of the railway line for a period as specified in the concession agreement.

The shares issued, subscribed and allotted to the parties shall rank pari-passu in all respects.

Rights of Shareholders

No Pledging of Shares: The parties shall not pledge mortgage, hypothecate, charge or otherwise encumber or grant any security interests of any kind whatsoever on any of the Shares nor otherwise use such Shares nor otherwise use such Shares as collateral for any purpose which could result in an involuntary transfer of such shares in favour of any person.

Pre-Emptive Rights: BDRCL shall not issue or allot any further shares, unless such shares have first been offered to the existing shareholders of BDRCL.

Appointment / Removal of Directors: the board of BDRCL shall comprise of six representative directors, three directors shall be nominated by our Company, two by entities of Government of Gujarat, one by APDPPL and one chairman to be appointed by MoR. The parties who have the right to appoint the directors on the board shall also have the right to require the removal and replacement of such directors.

Lock-in Period: None of the parties shall transfer any part of the shares for a period commencing from the date of the agreement till one year to any third party.

Chairman

The Company shall have a part time non-executive chairman, who shall at all times be a nominee of MoR

Other funding agreements

The parties have agreed that the anticipated balance project cost of ₹1,230 million will be funded through debt from banks, financial institutions and/or investors. Any further increase in the project cost in future shall be funded as per the decision of the board.

Term and Termination

The agreement may be terminated by mutual consent of the parties in writing, upon the listing of shares on one or more recognised stock exchanges as a consequence of an IPO, upon occurrence of any other event which, under the law has the effect of terminating the agreement or on winding up of the company. Termination of the agreement shall not release the party from any liability which at the time of termination has already accrued or which may accrue in respect of any act or omission occurring prior to such termination.

4. ***Shareholders and Share Subscription Agreement dated October 11, 2006 entered into between our Company, Orissa Industrial Infrastructure Development Corporation ("IDCO"), Paradip Port Trust ("PPT"), Essel Mining and Industries Limited ("EMIL"), Rungta Mines Limited ("RML"), Jindal Steel and Power Limited ("JSPL"), Steel Authority of India Limited ("SAIL"), POSCO India Private Limited ("POSCO"), MSPL Limited ("MSPL") and Haridaspur-Paradip Railway Company Limited("HPRCL"), Haridaspur – Paradip New Line Project.***

The agreement was entered into for the purpose of construction of the new railway line between Haridaspur station and Paradip station and includes raising the necessary finances for the project, the completion of civil works and other works for new railway line installation of equipments including signalling and telecommunications and any other facilities for the project, testing and commissioning and subsequent operations and maintenance of the railway line and railway services thereon for a period as specified in the concession agreement.

The shares issued, subscribed and allotted to the parties shall rank pari-passu in all respects.

Rights of Shareholders

No Pledging of Shares: The parties shall not pledge mortgage, hypothecate, charge or otherwise encumber or grant any security interests of any kind whatsoever on any of the Shares nor otherwise use such Shares nor otherwise use such Shares as collateral for any purpose which could result in an involuntary transfer of such shares in favour of any person.

Pre-Emptive Rights: HPRCL shall not issue or allot any further shares, unless such shares have first been offered to the existing shareholders of HPRCL.

Appointment / Removal of Directors: the board of HPRCL shall comprise of 11 representative directors, five directors shall be nominated by our Company, one each by PPT, Government of Orissa, EMIL, RML and POSCO and one chairman to be appointed by MoR amongst the directors nominated by our Company. The parties who have the right to appoint the directors on the board shall also have the right to require the removal and replacement of such directors.

Lock-in Period: None of the parties shall transfer any part of the shares for a period commencing from the date of the agreement till one year to any third party.

Chairman

The Company shall have a part time non-executive chairman, who shall at all times be a nominee of MoR

Other funding agreements

The parties have agreed that the anticipated balance project cost of ₹3,230 million will be funded through debt from banks, financial institutions and/or investors. Any further increase in the project cost in future shall be funded as per the decision of the board.

Term and Termination

The agreement may be terminated by mutual consent of the parties in writing, upon the listing of shares on one or more recognised stock exchanges as a consequence of an IPO, upon occurrence of any other event which, under the law has the effect of terminating the agreement or on winding up of the company. Termination of the agreement shall not release the party from any liability which at the time of termination has already accrued or which may accrue in respect of any act or omission occurring prior to such termination.

5. ***Shareholders and Share Subscription Agreement dated October 13, 2006 entered into between our Company, the State of Andhra Pradesh, Krishnapatnam Port Company Limited, National Mineral Development Corporation Limited, Krishnapatnam Railway Company Limited.***

The agreement was entered into for the purpose of the construction of the new railway line between Obulavaripalle in Kadapa district, Andhra Pradesh to Krishnapatnam in Nellore District and includes raising of necessary finances for the project, the completion of civil works, installation of equipments and facilities for the project, testing and commissioning and subsequent operations and maintenance of the railway line and railway line and railway services thereon for a period as specified in the concession agreement.

The shares issued, subscribed and allotted to the parties shall rank pari-passu in all respects.

Rights of Shareholders

No Pledging of Shares: The parties shall not pledge mortgage, hypothecate, charge or otherwise encumber or grant any security interests of any kind whatsoever on any of the Shares nor otherwise use such Shares nor otherwise use such Shares as collateral for any purpose which could result in an involuntary transfer of such shares in favour of any person.

Pre-Emptive Rights: KPRCL shall not issue or allot any further shares, unless such shares have first been offered to the existing shareholders of KPRCL.

Appointment / Removal of Directors: the board of KPRCL shall comprise of eight representative directors, two directors shall be nominated by our Company, two nominated by KPRCL, one by Government of

Andhra Pradesh, one by NMDC and one chairman to be appointed by MoR in addition to directors nominated by our Company. The parties who have the right to appoint the directors on the board shall also have the right to require the removal and replacement of such directors.

Lock-in Period: None of the parties shall transfer any part of the shares for a period commencing from the date of the agreement till one year to any third party.

Chairman

The Company shall have a part time non-executive chairman, who shall at all times be a nominee of MoR

Other funding agreements

The parties have agreed that the anticipated balance project cost of ₹3,180 million will be funded through debt from banks, financial institutions and/or investors and viability gap of ₹500 million by the Government of India, if the same is approved. In case viability gap is not approved by the Ministry of Finance, then the same shall be met through debt. Any further increase in the project cost in future shall be funded as per the decision of the board.

Term and Termination

The agreement may be terminated by mutual consent of the parties in writing, upon the listing of shares on one or more recognised stock exchanges as a consequence of an IPO, upon occurrence of any other event which, under the law has the effect of terminating the agreement or on winding up of the company. Termination of the agreement shall not release the party from any liability which at the time of termination has already accrued or which may accrue in respect of any act or omission occurring prior to such termination.

Other agreements

Memorandum of understanding signed with Ministry of Railways for the financial year 2018-19

Our Company enters into an MoU with MoR in consultation with DPE every financial year which sets out certain financial, physical and other performance targets ("**Targets**") before the beginning of the financial year and the performance of our Company is evaluated against the Targets at the end of the financial year.

For the financial year 2018-19, our Company has entered into an MoU dated May 21, 2018 wherein our Company has undertaken to complete Gunter-Tenali doubling with electrification, assessment of level in line with project management maturity model, registration of new MSE vendors, start-up entrepreneurs with GST No., completion of doubling/ new line/ gauge conversion without time overrun, online human resource management system implementation and its integration with finance, completion of 26 km stretch of Raipur- Titlagarh DL, completion of 26 km stretch of Bina- Kota DL and completion of 26 km stretch of Daund- Gulbarga DL.

Financial and Strategic Partners

As on the date of this Red Herring Prospectus, our Company does not have any strategic or financial partners.

Details regarding acquisition of business/undertakings, mergers, amalgamations and revaluation of assets

As on the date of this Red Herring Prospectus, our Company has not acquired any business or undertaking, or entered into any scheme of merger or amalgamation since incorporation.

Further, our Company has not revalued its assets since incorporation.

Details of guarantees given to third parties by our Promoter

As on the date of this Red Herring Prospectus, our Company's Promoter has not provided any guarantee to any third parties.

Partnership Firms

As on the date of this Red Herring Prospectus, our Company is not party to any partnership firm**.**

OUR MANAGEMENT

Under the requirements of the Companies Act and our Articles of Association, our Company is currently authorized to have not less than three and not more than 15 directors. As of the date of this Red Herring Prospectus, our Company's Board is chaired by an Executive Director, and consists of 12 Directors, of which four are Executive Directors, two are Government Nominee Directors and six are Independent Directors out of which one is a woman director. Subject to the provisions of the Companies Act, the President of India, in terms of our AoA, is entitled to appoint all Directors.

Our Board

The following table sets forth details regarding our Board as on the date of this Red Herring Prospectus:

Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships
Pradeep Gaur *Designation*: Chairman & Managing Director *Address*: No. 121/E, Railway Colony Teynampet, Chennai - 600018, Tamil Nadu, India *Occupation*: Service *Nationality*: Indian *Term*: For a period of five years from September 1, 2018 to August 31, 2023. *DIN*: 07243986	53	High Speed Rail Corporation of India Limited
Ajay Kumar *Designation*: Director (Personnel) *Address*: Flat No. 10212, ATS One Hamlet, Sector 104, Gautam Buddha Nagar, Noida -201304, India *Occupation*: Service *Nationality*: Indian *Term*: For a period of five years from October 24, 2018 to October 23, 2023. *DIN*: 08249293	56	Nil
Vijay Anand *Designation*: Director (Projects) *Address*: 42 Railway Officers Enclave, San Martin Marg Chanakya Puri, New Delhi-110021, India *Occupation*: Service *Nationality*: Indian *Term*: For a period of five years from April 09, 2011 to April 08, 2016. The term was extended for a period of two years from April 09, 2016 to April 08, 2018. The term was further extended from April 09, 2018 to July	59	High Speed Rail Corporation of India Limited

Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships
31, 2019. *DIN*: 01874842		
Arun Kumar *Designation*: Director (Operations) *Address*: Flat No 1403, Tower Jack, Shipra Srishti Apartment, Hinsa Khand 1 Indirapuram Ghaziabad-201014, Uttar Pradesh, India *Occupation*: Service *Nationality*: Indian *Term*: For a period of five years from October 10, 2017 to October 09, 2022. *DIN*: 02486535	59	High Speed Rail Corporation of India Limited
Sukhmal Chand Jain *Designation*: Government Nominee Director *Address*: 24-C, S. P. Marg, Railway Officer's Enclave, Chanakyapuri, New Delhi – 110 021, India *Occupation*: Service *Nationality*: Indian *Term*: Appointed on January 02, 2017 till he holds the post of Executive Director (Works), Railway Board or further orders from the MoR, whichever is earlier. *DIN*: 07564584	52	• Pipavav Railway Corporation Limited • IRCON International Limited
A. P. Dwivedi *Designation*: Government Nominee Director *Address*: Quarter No.701, Type – 6A, Block – F, Floor –7, Deen Dayal Upadhaya Marg, New Delhi – 110002, India *Occupation*: Service *Nationality*: Indian *Term*: Appointed on February 21, 2018 till he holds the post of Executive Director (PSU), Railway Board or further orders from the MoR, whichever is earlier. *DIN*: 07122333	55	• RITES Limited • Konkan Railway Corporation Limited
Sabita Pradhan *Designation*: Independent Director *Address*: Andrews Palli, Santiniketan, Birbhum – 731 235, West Bengal, India	57	Nil

Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships
Occupation: Professor *Nationality*: Indian *Term*: For a period of three years with effect from September 19, 2017 to September 18, 2020. *DIN*: 07977780		
Shiv Kumar Gupta *Designation*: Independent Director *Address*: A-4, Tejpal Singh Enclave, Delhi Road, Meerut – 250 002, Uttar Pradesh, India *Occupation*: Chartered Accountant *Nationality*: Indian *Term*: For a period of three years with effect from April 01, 2016 to March 31, 2019. *DIN*: 07391077	51	Nil
Vinayak Bhalachandra Karanjikar *Designation*: Independent Director *Address*: B-6, Om Eashkrupa HS, 122 Sant Janabai Road, Vile Parle (East), Mumbai – 400 057, Maharashtra, India *Occupation*: Management Consultant *Nationality*: Indian *Term*: For a period of three years with effect from April 01, 2016 to March 31, 2019. *DIN*: 06518026	56	• Manachi Lekhak Sanghatana • Genaastha Pharmacy Private Limited • Terracon Ecotech Private Limited
Rajen Habib Khwaja *Designation*: Independent Director *Address*: 50, Aditya Royal Palms, 7 Tombs Road, Towli Chowki, Opposite Azaan International School, Golconda, Hyderabad - 500 008, Telangana, India *Occupation*: Retired IAS. *Nationality*: Indian *Term*: For a period of three years with effect from September 19, 2017 to September 18, 2020. *DIN*: 00101884	65	M.P. State Tourism Development Corporation Limited
Dr. L V Muralikrishna Reddy	51	• Legend Technologies (India) Private Limited

Name, Designation, Address, Occupation, Nationality, Term and DIN	Age (in years)	Other Directorships
Designation: Independent Director *Address*: #3743, 11th Cross, 13th B Main Indiranagar, HAL 2nd Stage, Bangalore – 560038, India *Occupation*: Service *Nationality*: Indian *Term*: For a period of three years from March 08, 2018 to March 07, 2021. *DIN*: 03316871		• The Kerala Minerals and Metals Limited • ENTI Innovations Private Limited
Dr. Anil Kumar *Designation*: Independent Director *Address*: Indu Raj, Deopuri Khajpura, B.V. College, Patna – 800014, Bihar, India *Occupation*: Professor *Nationality*: Indian *Term*: For a period of three years from March 08, 2018 to March 07, 2021 *DIN*: 00961397	58	Nil

Relationship between our Directors

None of our Directors are related to each other in terms of the definition of 'relative' under Section 2 (77) of the Companies Act, 2013.

Arrangement or understanding with major shareholders, customers, suppliers or others

As per our Articles of Association, the Chairman of the Board and the Government representatives on the Board shall be appointed by the President of India. Other members of the Board shall be appointed or reappointed by the President of India in consultation with the Chairman of the Board. The Directors shall be paid such remuneration as the President of India may, from time to time, determine. The Directors appointed shall be entitled to hold office for such period as the President of India may determine. Except as stated above, none of our Directors or Key Management Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others.

Brief profiles of our Directors

Pradeep Gaur, aged 53 years, is the chairman and managing Director of our Company. He has been associated with our Company since 2005 and was appointed as a managing Director in September, 2018. Previously, he was working as Executive Director/Projects/South and was in-charge of our PIUs in Chennai, Bengaluru and Rishikesh. He has completed his Bachelor of Engineering in Civil Engineering from the then REC, Kurukshetrra (now NIT, Kurukshetra) in 1986. He is a 1987 batch Indian Railway Service of Engineers officer. After working in Indian Railways, he has been associated with our Company in capacities of Chief Project Manager and Executive Director since 2005.

Ajay Kumar, aged 56 years, is the Director (Personnel) of the Company. He has been associated with our Company since 2007 in various capacities and prior to his appointment as Director (Personnel) he was working as Executive Director (HR). He holds a Masters Degree in Geology from Patna University. After qualifying the Indian Civil Services Examination, he joined Indian Railway Personnel Service in 1988. He is responsible for looking after aspects of corporate governance and formulation and implementation of CSR policies and projects in our Company. Prior to joining our Company, he was with the Indian Railways in various capacities until 2007.

Vijay Anand, aged 59 years, is the Director (Projects) of our Company. He has been associated with our Company since 2010 and was appointed as a Director in 2011. He holds a bachelor's degree in engineering (civil) from Punjab Engineering College, Punjab University, Chandigarh, and has qualified his Indian Railway Services of Engineers Exam in 1981. He has received a certificate from the Institute of Engineers (Indian), Delhi State Centre for significant contribution to the advancement and application of practice of Engineering in India. He has been the chief project manager of line - 3 of Metro Phase – I from 2001 to 2007. He has served as the Chief Project Manager, Delhi Metro Rail Corporation wherein he executed 22.79 km long corridor in record time of three years. Thereafter, he has been on the board of management of Delhi Metro Rail Corporation as the Functional director (Project Planning) till 2009. He has over 35 years of experience in railway sector.

Arun Kumar, aged 59 years, is the Director (Operations) of our Company. He has been associated with our Company since 2008 and was appointed as a Director in 2017. He holds a bachelor's degree in engineering (civil) from Banaras Hindu University and has qualified the Indian Railways Service of Engineers in 1982. He has been associated with the Indian Railways from 1984 till 2010. He has an experience of over 30 years in railways sector working with Indian Railways wherein he also served as a Chief Engineer & Executive Director (Track Modernization). He has served in North East (North Frontier Railway) and made contribution in construction and maintenance of railway infrastructures in very difficult hilly terrain.

Sukhmal Chand Jain, aged 52 years, is the Government Nominee Director in our Company. He has been associated with our Company since 2017. He holds a bachelor's degree in technology (civil) from Govind Ballabh Pant University of Agriculture & Technology, Pantnagar, a master's degree in technology from Indian Institute of Technology, Delhi and has qualified the Indian Railways Service of Engineers. He is presently working as Executive Director (Works) in Ministry of Railways. He has 27 years of experience in Indian Railways.

A. P. Dwivedi, aged 55 years, is the Government Nominee Director on the Board of our Company. He has been associated with our Company since 2018. He holds a bachelor's degree in civil engineering from Indian Institute of Technology, Delhi and is presently working as Executive Director (PSU & High Speed), Railway Board. He has over 28 years of experience.

Sabita Pradhan, aged 57 years, is an independent Director of our Company. She was appointed as the Director of our Company in 2017. She holds a bachelor's degree in arts from Sambalpur University, master's degree in philosophy from Sambalpur University, and doctorate in philosophy from Visva Bharati University. She has 37 years of experience in teaching & research in linguistics & stylistics, modern literature.

Shiv Kumar Gupta, aged 51 years, is an independent Director of our Company. He was appointed as the Director in 2016. He is a qualified chartered accountant and holds a bachelor's degree in commerce and law from Meerut University, and master's degree in business administration from Punjab Technical University and also done post qualification courses viz. Diploma in Information System Audit, International Financial Reporting Standards and Arbitration Concurrent Audit conducted by the Institute of Chartered Accountants of India. He has over 20 years of work experience.

Vinayak Bhalachandra Karanjikar, aged 56 years, is an independent Director of our Company. He was appointed as the Director in 2016. He holds a Diploma in Engineering from Government of Polytechnic, Dhule. He is an electrical engineer and a certified Systems, Applications, Products Platinum level consultant. He has completed a certificate course in Business Modeling from Rational University. He has also been a lecturer in Operations & Management Information System in the Leavey School of Business at Santa Clara University, California (USA). He has been certified as an SAP R/3 Application consultant, sales and distribution by the SAP Partner Academy.

Rajen Habib Khwaja, aged 65 years, is an independent Director of our Company and has been associated with our Company since 2017. He holds a bachelor's degree in arts from St. Stephen's College, Delhi University and a master's degree in history from Aligarh Muslim University, Aligarh.He joined the Indian Administrative Service in 1976. He has, in past, served as the Director – General of Administrative Staff College of India, Hyderabad. He has an experience of over 38 years in administration.

Dr. L V Muralikrishna Reddy, aged 51 years, is an independent Director of our Company. He was appointed as the Director in 2018. He holds a bachelor's degree in chemical engineering from Mangalore University, a master's degree in technology on energy systems from Jawaharlal Nehru Technical University, and a doctorate of philosophy in energy conservation from Bangalore University. He has over 25 years of experience.

Dr. Anil Kumar, aged 58 years, is an independent Director of our Company. He was appointed as the Director in 2018. He holds a master's degree in science (geology)from Ranchi University and a Doctorate of Philosophy (geology) from Patna University. He has over 26 years of experience in the field of education.

Borrowing powers of the Board

Pursuant to our Articles of Association, and in accordance with Sections 73-76, 179 and 180(1)(c) of the Companies Act, 2013 and rules made thereunder, our Board has been authorised to borrow such monies which together with the money already borrowed does not exceed the paid up share capital and free reserves of our Company.

Details of appointment and term of Directors

Sr. No.	Name of the Director	Letter of Appointment	Date of Appointment	Term
1.	Pradeep Gaur	Letter issued by MoR bearing reference number 2017/E(O)II/40/24 dated August 6, 2018	September 1, 2018	For a period of five years w.e.f. September 1, 2018 or till the date of his superannuation, or until further orders, whichever is the earliest.
2.	Ajay Kumar	Letter issued by MoR bearing reference number 2018/E(O)II/40/1 dated October 24, 2018	October 24, 2018	For a period of five years w.e.f. October 24, 2018 or till the date of his superannuation, or until further orders, whichever is the earliest.
3.	Vijay Anand	Letter issued by MoR bearing reference number 2010/E(O)II/40/4 dated March 24, 2011 Extension letter issued by MoR bearing reference number 2008/E(O)II/40/11 dated February 22, 2016 Extension letter issued by MoR bearing reference number 2008/E(O)II/40/11 dated January 25, 2018	May 04, 2011	For a period of five years w.e.f. April 09, 2011 or till the date of his superannuation, or until further orders, whichever is the earliest. An extension was granted for two w.e.f. April 09, 2016 or unitil further orders. Another extention was granted for one year w.e.f April 09, 2018 till July 31, 2019.

Sr. No.	Name of the Director	Letter of Appointment	Date of Appointment	Term
4.	Arun Kumar	Letter issued by MoR bearing reference number2015/E(O)II/40/20 dated October 10, 2017	October 10, 2017	Five years with effect from the date of his assumption of regular charge of the post or till the date of his superannuation, or until further orders, whichever is the earliest.
5.	Sukhmal C. Jain	Letter issued by the MoR bearing reference number 2003/PL/92/7 dated January 02, 2017	January 18, 2017	With immediate effect or further orders whichever is earlier.
6.	A. P. Dwivedi	Letter issued by the MoR bearing reference number 2003/PL/92/7 dated February 21, 2018	March 23, 2018	With immediate effect or further orders whichever is earlier.
7.	Sabita Pradhan	Letter issued by the MoR bearing reference number 2009/PL/52/1 dated September 19, 2017	October 17, 2017	With immediate effect for a period of three years or until further orders, whichever is earlier.
8.	Shiv K. Gupta	Letter issued by the MoR bearing reference number 2009/PL/52/1 dated April 01, 2016	April 01, 2016	With immediate effect for a period of three years or until further orders, whichever is earlier.
9.	Vinayak B. Karanjikar	Letter issued by the MoR bearing reference number 2009/PL/52/1 dated April 01, 2016	April 01, 2016	With immediate effect for a period of three years or until further orders, whichever is earlier.
10.	Rajen H. Khwaja	Letter issued by the MoR bearing reference number 2009/PL/52/1 dated September 19, 2017	October 13, 2017	With immediate effect for a period of three years or until further orders, whichever is earlier.
11.	Dr. L V Muralikrishna Reddy	Letter issued by the MoR bearing reference number 2009/PL/52/1 dated March 08, 2018	March 23, 2018	For a period of three years or until further orders whichever is earlier.
12.	Dr. Anil Kumar	Letter issued by the MoR bearing reference number 2009/PL/52/1 dated March 08, 2018 and corrigendum dated May 05, 2018 regarding rectification of name.	May 21, 2018	For a period of three years or until further orders whichever is earlier.

Remuneration to our Chairman and Managing Director and Whole Time Directors

The following table sets forth the details of remuneration paid by our Company to the Chairman and Managing Director and existing whole-time Directors for the Financial Year 2018:

(₹)

Name of the Director	Total remuneration
Pradeep Gaur	Nil*
Ajay Kumar	Nil**

Name of the Director	Total remuneration
Vijay Anand	8,130,348
Arun Kumar	5,280,523

*The Director was appointed on September 1, 2018
**The Director was appointed on October 24, 2018

Terms of appointment of Directors

Terms of appointment of our executive and whole – time Directors

Below are the details of their terms of appointment:

1. **Pradeep Gaur**

Term	For a period of five years with effect from September 01, 2018 or till the date of superannuation or until further orders.
Pay	A basic pay of ₹2,13,660/- per month in the scale of ₹2,00,000-3,70,000 from the date of assumption of office.
Headquarters	His headquarters will be at New Delhi where the registered office/ headquarters of the Company is located. He will be liable to serve in any part of the country at the discretion of the Company.
Dearness allowance	He would be paid dearness allowance in accordance with the new industrial dearness allowance scheme spelt out in in DPE's office memorandum August 03, 2017.
House rent allowance	He would be entitled to house rent allowance as per rates indicated in DPE's office memorandum dated August 03, 2017 and August 04, 2017.
Annual increment	He will be eligible to draw his annual increment @3% of basic pay on the anniversary date of his appointment in the scale as above, and further increments on the same date in subsequent years until the maximum of pay scale is reached. After reaching the maximum of the scale, one stagnation increment equal to the rate of last increment drawn will be granted on completion of every two year period from the date he reached the maximum of his pay scale provided his performance rating stands as 'Good' or above. He will be granted a maximum of three such stagnation increments.
Conveyance	He will be entitled to the facility of staff car for private use in terms of DPE's office memorandum dated January 21, 2013 and November 04, 2013.
Performance related payment	He will be eligible for approved performance related payment as per office memorandum dated August 03, 2017.
Other benefits and perquisites / superannuation	He will be eligible for superannuation benefits based on approved schemes as per DPE's office memorandum dated August 03, 2017.
Leave	He will remain subject to the leave rules of our Company.
Restriction on joining private commercial undertakings after retirement / resignation	He shall not accept any appointment or post, whether advisory or administrative, in any firm or company whether Indian or foreign, with which our Company has or had business relations, within one year from the date of his retirement/ resignation, without prior approval of the Government of India.
Conduct, discipline and appeal rules	The conduct, discipline and appeal rules framed by our Company in respect of their non-workmen category of staff would also mutatis mutandis apply to him with the modification that the disciplinary authority in his case would be the President of India. The Government of India also reserves the right not to accept his resignation if the circumstances so warrant, i.e. the disciplinary proceedings are pending or a decision has been taken by the competent authority to issue a charge sheet to him.

2. **Ajay Kumar**

Term	For a period of five years with effect from October 24, 2018 or till the date of superannuation or until further orders.

Pay	A basic pay of ₹2,13,660/- per month in the scale of ₹1,80,000-3,40,000 from the date of assumption of office.
Headquarters	His headquarters will be at New Delhi where the registered office/ headquarters of the Company is located. He will be liable to serve in any part of the country at the discretion of the Company.
Dearness allowance	He would be paid dearness allowance in accordance with the new industrial dearness allowance scheme spelt out in in DPE's office memorandum August 03, 2017.
House rent allowance	He would be entitled to house rent allowance as per rates indicated in DPE's office memorandum dated August 03, 2017 and August 04, 2017.
Annual increment	He will be eligible to draw his annual increment @3% of basic pay on the anniversary date of his appointment in the scale as above, and further increments on the same date in subsequent years until the maximum of pay scale is reached. After reaching the maximum of the scale, one stagnation increment equal to the rate of last increment drawn will be granted on completion of every two year period from the date he reached the maximum of his pay scale provided his performance rating stands as 'Good' or above. He will be granted a maximum of three such stagnation increments.
Conveyance	He will be entitled to the facility of staff car for private use in terms of DPE's office memorandum dated January 21, 2013 and November 04, 2013.
Performance related payment	He will be eligible for approved performance related payment as per office memorandum dated August 03, 2017.
Other benefits and perquisites / superannuation	He will be eligible for superannuation benefits based on approved schemes as per DPE's office memorandum dated August 03, 2017.
Leave	He will remain subject to the leave rules of our Company.
Restriction on joining private commercial undertakings after retirement / resignation	He shall not accept any appointment or post, whether advisory or administrative, in any firm or company whether Indian or foreign, with which our Company has or had business relations, within one year from the date of his retirement/ resignation, without prior approval of the Government of India.
Conduct, discipline and appeal rules	The conduct, discipline and appeal rules framed by our Company in respect of their non-workmen category of staff would also mutatis mutandis apply to him with the modification that the disciplinary authority in his case would be the President of India. The Government of India also reserves the right not to accept his resignation if the circumstances so warrant, i.e. the disciplinary proceedings are pending or a decision has been taken by the competent authority to issue a charge sheet to him.

3. **Vijay Anand**

Term	For a period of five years with effect from the date of assumption of the post or till the date of superannuation or until further orders. The term was extended for a period of two years w.e.f. April 09, 2016
Pay	A basic pay of ₹75,000/- per month in the scale of ₹75,000-100,000 from the date of assumption of office. The current basic pay consequent to implementation of third Pay Revision Committee for CPSEs is ₹232,880/- per month.
Headquarters	His headquarters will be at Delhi where the registered office/ headquarters of the Company is located. He will be liable to serve in any part of the country at the discretion of the Company.
Dearness allowance	He would be paid dearness allowance in accordance with the new industrial dearness allowance scheme spelt out in in DPE's office memorandum dated November 26, 2008 and April 02, 2009.
House rent allowance	He would be entitled to house rent allowance as per rates indicated in DPE's office memorandum dated August 04, 2017.
Annual increment	He will be eligible to draw his annual increment @ 03% of basic pay on the

	anniversary date of his appointment in the scale and further increments on the same date in subsequent years until the maximum of pay scale is reached. After reaching the maximum of the scale, one stagnation increment equal to the rate of last increment drawn will be granted on completion of every two year period from the date he reached the maximum of his pay scale provided his performance rating stands as 'Good' or above. He will be granted a maximum of three such stagnation increments.
Conveyance	He will be entitled to the facility of staff car for private use.
Performance related payment	He will be eligible for approved performance related payment as per office memorandum dated November 26, 2008, February 09, 2009 and April 02, 2009.
Other benefits and perquisites / superannuation	He will be eligible for superannuation benefits based on approved schemes as per DPE's office memorandum dated November 26, 2008 and April 02, 2009.
Leave	He will remain subject to the leave rules of our Company.
Restriction on joining private commercial undertakings after retirement / resignation	He shall not accept any appointment or post, whether advisory or administrative, in any firm or company whether Indian or foreign, with which our Company has or had business relations, within one year from the date of his retirement/ resignation, without prior approval of the Government of India.
Conduct, discipline and appeal rules	The conduct, discipline and appeal rules framed by our Company in respect of their non-workmen category of staff would also mutatis mutandis apply to him with the modification that the disciplinary authority in his case would be the President of India. The Government of India also reserves the right not to accept his resignation if the circumstances so warrant, i.e. the disciplinary proceedings are pending or a decision has been taken by the competent authority to issue a charge sheet to him.

4. **Arun Kumar**

Term	For a period of five years with effect October 10, 2017 or till the date of superannuation or until further orders.
Pay	A basic pay of ₹87,430/- per month in the scale of ₹75,000-100,000 from the date of assumption of office. The current basic pay consequent to implementation of third Pay Revision Committee for CPSEs is ₹227, 300/- per month.
Headquarters	His headquarters will be at New Delhi (as per the corrigendum bearing reference no. 2015/E(O)II/40/20 dated February 11, 2019 to the letter of appointment) where the registered office/ headquarters of the Company is located. He will be liable to serve in any part of the country at the discretion of the Company.
Dearness allowance	He would be paid dearness allowance in accordance with the new industrial dearness allowance scheme spelt out in in DPE's office memorandum dated November 26, 2008 and April 02, 2009.
House rent allowance	He would be entitled to house rent allowance as per rates indicated in DPE's office memorandum dated August 04, 2017.
Annual increment	He will be eligible to draw his annual increment @ 03% of basic pay on the anniversary date of his appointment in the scale and further increments on the same date in subsequent years until the maximum of pay scale is reached. After reaching the maximum of the scale, one stagnation increment equal to the rate of last increment drawn will be granted on completion of every two year period from the date he reached the maximum of his pay scale provided his performance rating stands as 'Good' or above. He will be granted a maximum of three such stagnation increments.
Conveyance	He will be entitled to the facility of staff car for private use.
Performance related payment	He will be eligible for approved performance related payment as per office memorandum dated November 26, 2008, February 09, 2009 and April 02, 2009.
Other benefits and	He will be eligible for superannuation benefits based on approved schemes as per

perquisites / superannuation	DPE's office memorandum dated November 26, 2008 and April 02, 2009.
Leave	He will remain subject to the leave rules of our Company.
Restriction on joining private commercial undertakings after retirement / resignation	He shall not accept any appointment or post, whether advisory or administrative, in any firm or company whether Indian or foreign, with which our Company has or had business relations, within one year from the date of his retirement/ resignation, without prior approval of the Government of India.
Conduct, discipline and appeal rules	The conduct, discipline and appeal rules framed by our Company in respect of their non-workmen category of staff would also mutatis mutandis apply to him with the modification that the disciplinary authority in his case would be the President of India. The Government of India also reserves the right not to accept his resignation if the circumstances so warrant, i.e. the disciplinary proceedings are pending or a decision has been taken by the competent authority to issue a charge sheet to him.

Remuneration payable to our non – executive and Independent Directors

Pursuant to a resolution of our Board dated August 13, 2018, our Independent Directors, except the government nominee directors, are entitled to receive sitting fees of ₹25,000 for attending each meeting of our Board and committees thereof, respectively.

Our Government Nominee Director(s) are not entitled to any remuneration or sitting fees from our Company.

Details of the sitting fees paid to our Independent Directors during the Fiscal Year 2018 are set forth below:

Sr. No	Name of the Director	Sitting fees paid (in ₹)
1.	Shiv Kumar Gupta	240,000
2.	Vinayak B Karanjikar	180,000
3.	Sabita Pradhan	12,000
4.	Rajen Habib Khwaja	36,000
5.	Dr. L V Muralikrishna Reddy	12,000
6.	Dr. Anil Kumar*	Nil

**The Director was appointed on May 21, 2018.*

Remuneration paid or payable from our Subsidiary and associate companies

No remuneration was paid or is payable to our Directors by our Subsidiary and / or our associate companies in the last two years.

Loans to Directors

Except for Mr. Ajay Kumar, Director (Personnel), who has availed a multi-purpose advanced loan of ₹500,000, as on the date of the RHP, there are no outstanding loans availed by our Directors from our Company.

Further, as on the date of this Red Herring Prospectus, none of our Directors are related to the beneficiaries of loans, advances and sundry debtors of our Company.

Bonus or profit sharing plan for the Directors

Except for the performance related pay as disclosed in "*Our Management- Terms of Appointment of Directors*", none of our Directors is a party to any bonus or profit sharing plan of our Company.

Shareholding of our Directors

Our Articles of Association do not require the Directors to hold any qualification shares. Further, as on the date of this Red Herring Prospectus, except S. C. Jain, who holds 1 share as a nominee on behalf of our Promoter, none of our Directors hold any shares in our Company.

Shareholding of Directors in Subsidiary

Except for Arun Kumar, Ajay Kumar and Vijay Anand who hold one share each as nominee shareholders of the Company, none of our Directors hold any shares in our Subsidiary.

Shareholding of Directors in SPVs

Except as stated below, none of our Directors hold any equity shares in our SPVs:

Name of the Director	**Name of the SPV**	**No. of equity shares of face value of ₹10 each***
Pradeep Gaur	KPRCL	1
Pradeep Gaur	BDRCL	1
Vijay Anand	BDRCL	1
Vijay Anand	DRRL	1
Arun Kumar	KPRCL	1
Arun Kumar	ASRL	1
Arun Kumar	BDRCL	1
Arun Kumar	HPRCL	1

**held as nominee shareholder of the Company*

Details of service contracts entered into by the directors with the Company

Except in the case of our Executive Directors, there exist no service contracts, entered into by our Company with any Directors pursuant to which they are entitled to benefits upon termination of employment.

Interest of Directors

Our executive and Independent Directors (except the Government Nominee Directors) may be deemed to be interested in the extent of fees if any, payable to them for attending meetings of the Board or a committee thereof and to the extent of other remuneration and reimbursement of expenses, if any, payable to them.

Our Government Nominee Directors may be deemed to be interested to the extent of the shareholding in our Company as a nominee of the President of India.

Our Directors may also be interested to the extent of Equity Shares, if any (together with dividends and other distributions in respect of such Equity Shares), held by them or held by the entities in which they are associated as promoters, directors, partners, proprietors or trustees or held by their relatives or that may be subscribed by or allotted to the companies, firms, ventures, trusts in which they are interested as promoters, directors, partners, proprietors, members or trustees, pursuant to the Offer.

Our Directors do not have any interest in appointment of the BRLMs, Registrar to the Offer, Banker to the Offer or any such intermediaries registered with SEBI.

Interest in promotion or formation of our Company

Except as mentioned above, our Directors have no interest in the promotion or formation of our Company.

Interest in property

Our Directors have no interest in any property acquired by our Company within the two years preceding the date of this Red Herring Prospectus, or presently intended to be acquired by our Company or in any transaction for acquisition of land, construction of buildings and supply of machinery. Further, none of our Directors are related to an entity from which our Company has acquired land or proposes to acquire land.

Payment of benefits (non-salary related)

Our Company has not paid in the last two years preceding the date of this Red Herring Prospectus, and does not intend to pay, any non-salary related amount or benefits to our Directors, otherwise than in ordinary course of employment.

Appointment of relatives to a place of profit

As on date of the Red Herring Prospectus, none of the relatives of any of the Directors have been appointed to an office or place of profit in our Company. No proceedings/ investigations have been initiated by SEBI against any of our Directors.

Business interest

Except as stated in *"Financial Statements"* on page 172, our Directors do not have any other interest in our business or our Company.

Confirmations

None of our Directors have been identified as a Wilful Defaulter.

None of our Directors are currently directors on, or have been directors on, the board of listed companies that are, or have been delisted from any stock exchange(s).

Our Directors are currently not, and have not been, during the five years preceding the date of the Draft Red Herring Prospectus, on the board of any listed company whose shares have been or were suspended from being traded on BSE or NSE.

Corporate Governance

In addition to the applicable provisions of the Companies Act, 2013 and DPE Guidelines on Corporate Governance for Central Public Sector Enterprises with respect to corporate governance, the provisions of the SEBI Listing Regulations will also be applicable to our Company immediately upon the listing of the Equity Shares on the Stock Exchanges.

Regulation 17(1)(b) of the SEBI Listing Regulations requires a listed company having an executive chairperson to have at least half of its board comprise of independent directors. As of the date of this Red Herring Prospectus, our Company's Board is chaired by an Executive Director, and consists of 12 Directors, of whom six are Independent Directors which includes one woman director on our Board. Accordingly, our Board is currently in compliance with Regulation 17(1) and 18(3) read with Schedule II – Part C, 19(4) read with Schedule II – Part D and 19(1)(b) of the SEBI Listing Regulations.

Pursuant to a MCA notification dated June 05, 2015, the Central Government has exempted/ modified the applicability of certain provisions of the Companies Act, 2013 in respect of government companies. In accordance with this notification, the DPE Guidelines on Corporate Governance for Central Public Sector Enterprises and pursuant to our Articles, matters pertaining to, among others, appointment, remuneration and performance evaluation of our Directors are determined by the President of India. Further, our Statutory Auditor is appointed by the Comptroller and Auditor General of India. Accordingly, in so far as the aforestated matters are concerned, the terms of reference of our Nomination and Remuneration Committee and Audit Committee only allow these committees to take on record the actions of the President of India or the Comptroller and Auditor General of India, as the case may be. See also "*Risk Factor – Our Company being a CPSE is currently not in compliance with certain provisions of the SEBI Listing Regulations and Companies Act, as may be applicable, in relation to the terms of reference of the Audit Committee and the Nomination and Remuneration Committee."* on page 24. In this regard, our Company has filed exemption letter dated March 28, 2018 with SEBI under Regulation 113(1)(c) of the SEBI ICDR Regulations and the same has been approved by SEBI.

Other than as described above, our Company is in compliance with corporate governance norms prescribed under SEBI Listing Regulations, including in relation to the composition of its committees, such as the Audit Committee and the Stakeholders Relationship Committee.

Board-Level committees

In terms of the provisions of the Companies Act, 2013 and the SEBI Listing Regulations, our Company has constituted the following Board-level committees:

(a) Audit committee;
(b) Nomination and Remuneration committee;
(c) Corporate Social Responsibility committee;
(d) Risk Management committee;
(e) IPO Committee; and
(f) Stakeholders' Relationship Committee

Additionally, in terms of the DPE Guidelines on Corporate Governance, our Company has constituted the following Board – level committees:

(a) Committee to oversee sustainable developments including Research & Development; and,
(b) Remuneration Committee for Performance Related Pay.

The details of the committees required to be constituted by our Company under the Companies Act, 2013 and the SEBI Listing Regulations are as follows:

Audit Committee

Our Audit Committee was re-constituted by a resolution of our Board dated March 23, 2018, in compliance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations. The Audit Committee consists of:

Name of Member	Designation	Position in the Committee
Shiv Kumar Gupta	Independent Director	Chairman
Vinayak B Karanjikar	Independent Director	Member
A. P. Dwivedi	Government Nominee Director	Member

The terms of reference of the Audit Committee consists of the following:

A. The role of the Audit Committee shall include the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;

2. Recommendation for remuneration of auditors of the company appointed by CAG of India;

3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;

4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

    a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
    b. Changes, if any, in accounting policies and practices and reasons for the same;
    c. Major accounting entries involving estimates based on the exercise of judgment by management;
    d. Significant adjustments made in the financial statements arising out of audit findings;
    e. Compliance with listing and other legal requirements relating to financial statements;
    f. Disclosure of any related party transactions; and
    g. Qualifications in the draft audit report.

5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring

agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;

7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

8. Approving initial or any subsequent modification of transactions of the company with related parties;

9. Scrutiny of inter-corporate loans and investments;

10. Valuation of undertakings or assets of the company, wherever it is necessary;

11. Evaluation of internal financial controls and risk management systems;

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

14. Discussion with internal auditors of any significant findings and follow up there on;

15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

17. Looking into the reasons for substantial defaults in the payment to depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;

18. Reviewing the functioning of the whistle blower mechanism;

19. To review the follow up action on the audit observations of the CAG audit.

20. To review the follow up action taken on the recommendations of Committee on Public Undertaking (COPU) of the Parliament.

21. Provide an open avenue of communication between the statutory auditor, internal auditor and the Board of Directors.

22. Review all related party transactions in the company. For this purpose, the Audit Committee may designate a member who shall be responsible for reviewing related party transactions.

23. Review with the statutory auditor the co-ordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, and the effective use of all audit resources.

24. Consider and review the following with the Statutory auditor and the management:

    a. The adequacy of internal controls including computerized information system controls and security, and
    b. Related findings and recommendations of the Statutory Auditor and Internal Auditor, together with the management response.

25. Consider and review the following with the management, internal auditors and the Statutory auditor:

a. Significant findings during the year, including the status of previous audit recommendation

b. Any difficulties encountered during audit work including any restrictions on the activities or access to required information.

26. Noting the appointment of chief financial officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function);

27. To take note for the appointment, and terms of appointment of the auditors of the company; and

28. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was re-constituted by a resolution of our Board dated March 16, 2017, in compliance with Section 178 of the Companies Act, 2013, and Regulation 19 of the SEBI Listing Regulations. The Nomination and Remuneration Committee consists of:

Name of Member	Designation	Position in the Committee
Vinayak B Karanjikar	Independent Director	Chairman
Shiv Kumar Gupta	Independent Director	Member
S.C. Jain	Government Nominee Director	Member

The terms of reference of the Nomination and Remuneration Committee consists of the following:

1. To decide Performance Related Pay ("**PRP**") for the company subject to presence of Independent Director on its Board

2. Performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

Corporate Social Responsibility Committee

Our Corporate Social Responsibility Committee was re-constituted by a resolution of our Board dated February 28, 2019, in compliance with Section 135 of the Companies Act, 2013. The Corporate Social Responsibility Committee consists of:

Name of Member	Designation	Position in the Committee
Ajay Kumar	Director (Personnel)	Chairman
Shiv Kumar Gupta	Independent Director	Member
Vijay Anand	Director (Projects)	Member
Vinayak B Karanjikar	Independent Director	Member
A. K. Choudhary	Chief Financial Officer	Member

The terms of reference, powers, quorum, and other matters in relation to the Corporate Social Responsibility Committee will be as per Section 135 of the Companies Act, 2013 and the applicable rules there under.

Risk Management Committee

Our Risk Management Committee was re-constituted by a resolution of our Board dated December 6, 2018 in compliance with Regulation 21 of the SEBI (LODR) Regulations, 2015. The Risk Management Committee consists of:

Name	Designation	Position in the Committee
Vijay Anand	Director (Projects)	Chairman
Arun Kumar	Director (Operations)	Member
Ajay Kumar	Director (Personnel)	Member
A. K. Choudhary	Chief Financial Officer	Member

Name	Designation	Position in the Committee
S. K. Dhiman	Chief Risk Officer	Member

The terms of reference of the Risk Management Committee consist of the following:

1. Ensure key risks exposure are brought down to acceptable levels and suggest newer approaches/methodologies for managing risks

2. Recommend training programs for staff with specific risk management responsibilities

3. Review and approve the risk assessment report including selection of critical risks to be put before the Board of Directors and Audit Committee.

4. To review and assess the risk management system and policy of the Company from time to time and recommend for amendment or modification thereof;

5. To frame and devise risk management plan and policy of the Company;

6. To review and recommend potential risk involved in any new business plans and processes;

7. To obtain outside legal or other professional advice whenever required.

8. To secure attendance of outsiders with relevant expertise, if it considers necessary.

9. Any other similar or other functions as may be laid down by Board from time to time. Any other role assigned for the Committee due to changes/modification in the Companies Act. 2013, SEBI Regulations& DPE Guidelines.

10. Ensure compliance with Risk Management Policy.

11. Review adequacy and effectiveness of business risk management.

12. Review the organization wide risk portfolio and consider it against the risk appetite.

13. Suggest improvements to risk management techniques and lift management awareness.

14. Provide updates to Board through the Audit Committee on the current risk management procedures and status of key risks.

IPO Committee

The IPO Committee was re-constituted by a resolution of our Board dated February 28, 2019. The IPO Committee currently consists of:

Name	Designation	Position in the Committee
Arun Kumar	Director (Operations)	Chairman
Ajay Kumar	Director (Personnel)	Member
A. K. Choudhary	Chief Financial Officer	Member

The terms of reference of the IPO Committee consists of the following:

1. to enter into agreements such as offer agreement, registrar agreement, ad agency agreement, share escrow agreement, public offer account agreement, syndicate agreement and underwriting agreement or any other agreements and any amendment thereto with book running lead managers, registrars, bankers to the issue, monitoring agency(ies), syndicate member(s), escrow collection bank(s), underwriter(s), publicity agency(ies), stock broker(s), Self – Certified Syndicate Banks and any other intermediaries and advisors as may be necessary for the Offer;

2. to take necessary actions and steps for obtaining relevant approvals, consents from DIPP, SEBI, Stock Exchanges, RBI and such other authorities as may be necessary in relation to the IPO;

3. to finalize the Draft Red Herring Prospectus, Red Herring Prospectus, Prospectus, Bid – cum – Application Form, ASBA Form, Abridged Prospectus and other application forms and/or documents and to file the same with SEBI, the Stock Exchanges and other concerned authorities and issue the same to the investors;

4. to approve all notices, including any advertisement(s) required to be issued, as allowed by SEBI and such other applicable authorities and to decide on other terms and conditions of the Offer;

5. to decide with the Selling Shareholder, the eligible employees for the purpose of employee reservation portion in the Offer, the employee reservation portion, the allocation of portion for qualified institutional buyers, retail individual investors, non – institutional investors, the basis of allotment, the Offer price, the minimum bid lot, the price band including without limitation the price cap for the sale of the Equity Shares or the total number of Equity Shares to be issued / offered in the Offer;

6. to decide with the Selling Shareholder in consultation with the book running lead managers, the Offer price and premium of the Equity Shares to be offered through Offer;

7. to obtain necessary approvals and listing for Equity Shares issued in the Offer from the Stock Exchanges and / or other statutory, governmental and regulatory authorities in accordance with all applicable laws;

8. to open separate bank accounts with any nationalized Bank / private bank / foreign bank for the purpose of the Offer;

9. to decide on the marketing strategy of the Offer and the costs involved;

10. to decide date of opening and closing of the Offer (including the Offer closing date for qualified institutional buyers) and to extend, vary or alter the same as it may deem fit at its absolute discretion or as may be suggested or stipulated by SEBI, Stock Exchanges or other authorities from time to time;

11. to do all such necessary acts, deeds including execution of agreements, applications undertaking and any other documents for listing of Equity Shares issued in the Offer on the Stock Exchanges;

12. to offer and allot Equity Shares in consultation with the Selling Shareholder and the BRLM's, Registrar, the Designated Stock Exchange and to do all necessary acts, things, execution of documents, undertaking, etc. with National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) in connection with admitting of Equity Shares issued in the Offer;

13. to co-ordinate with the Registrar to the Offer for Sale with respect to investor grievances received if any post allotment of equity shares;

14. to enter the names of the allottees in the Register of Members of the Company;

15. to decide the mode and manner of allotment of Equity Shares if any not subscribed and left / remaining after allotment of Equity Shares;

16. to decide the treatment to be given to the fractional entitlement, if any, including rounding upward or downwards or ignoring such fractional entitlements or issue of fractional coupons and the terms and conditions for consolidation of fractional entitlements into a whole Equity Share and application to the Company for the same as well as to decide the disposal off the Equity Shares representing the fractional coupons which are not so consolidated and presented to the Company for allotment of whole Equity Shares or treating fractional entitlement in the manner as may be approved by SEBI and the Stock Exchanges;

17. to take all such actions and give all such directions as may be necessary or desirable and also to settle any question or difficulty or doubts that may arise in regard to the creation, offer, issue and allotment of the Equity Shares and to do all acts, deeds, matters and things which they may in their discretion deem necessary or desirable for the purpose of the Offer;

18. to settle any question, difficulty or doubt that may arise in connection with the Offer including the issue

and allotment of the Equity Shares as aforesaid and to do all such acts, deeds and things as the committee may in its absolute discretion consider necessary, proper, desirable or appropriate for settling such question, difficulty or doubt;

19. to file necessary returns, make declarations / announcements, furnish information, etc. to the concerned authorities in connection with the Offer;

20. to sign and execute any other document, agreement, undertaking in connection with the Offer; and

21. to take all such other steps as may be necessary in connection with the Offer.

Stakeholders' Relationship Committee

Our Stakeholders' Relationship Committee was constituted by a resolution of our Board dated December 18, 2017. The scope and function of the Stakeholders' Relationship Committee is in accordance with section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI Listing Regulations.

The Stakeholders' Relationship Committee consists of:

Name of Member	Designation	Position in the Committee
Rajen Habib Khwaja	Independent Director	Chairman
Sabita Pradhan	Independent Director	Member
Arun Kumar	Director (Operations)	Member

Terms of reference of the Stakeholders' Relationship Committee are:

1. Considering and resolving grievances of shareholders', debenture holders and other security holders;

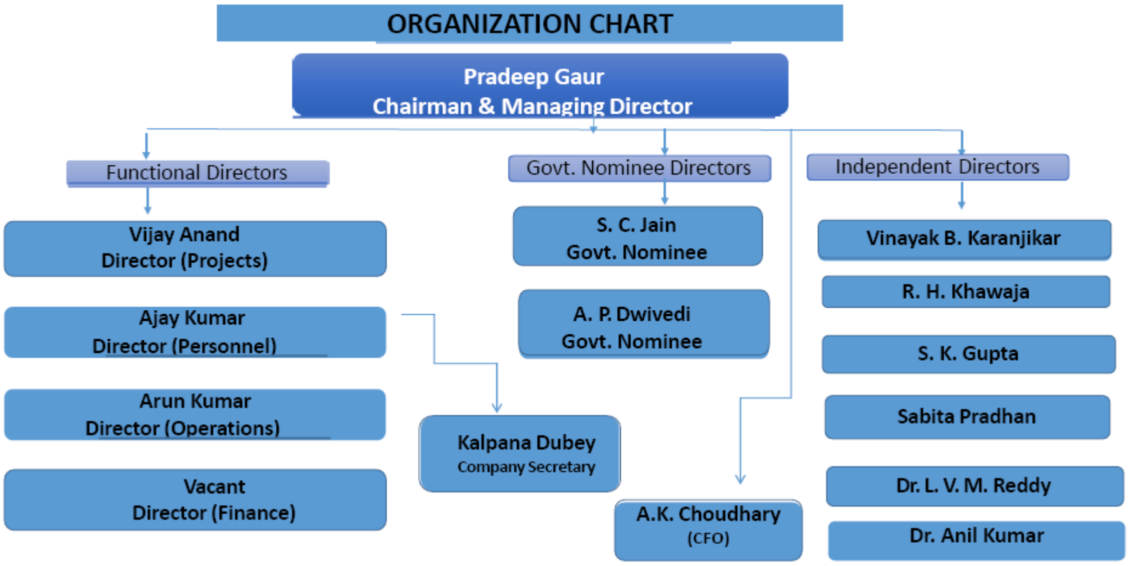
2. Redressal of grievances of the security holders of the Company, including complaints in respect of allotment of Equity Shares, transfer of Equity Shares, non-receipt of declared dividends, balance sheets of the Company, etc.;

3. Allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;

4. Issue of duplicate certificates and new certificates on split/ consolidation/ renewal, etc.; and

5. Carrying out any other function contained in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as and when amended from time to time.

Management Organization Structure



Key Management Personnel

Apart from our Chairman and Managing Director and our Whole Time Directors, the following persons are the Key Management Personnel of our Company:

1. A.K. Choudhary, Chief Financial Officer
2. Kalpana Dubey, Company Secretary

Brief Profiles of our Key Management Personnel

For details of Pradeep Gaur, Vijay Anand, Ajay Kumar and Arun Kumar, see "*Our Management - Brief profiles of our Directors*" on page 149.

A. K. Choudhary, aged 58 years is the Chief Financial Officer of our Company. He has been associated with our Company since 2011 and was appointed as a CFO of our Company, on December 18, 2017 w.e.f. November 01, 2017. He holds a master's degree in science (physics) from University of Delhi and qualified the Indian Railway Accounts Service. Prior to joining our Company he was working with IRCON International Limited as General Manager (Finance). The total remuneration paid to him in Fiscal 2018 was ₹4,981,207.

Kalpana Dubey, aged 38 years, is the Company Secretary and Compliance Officer of our Company. She has been associated with our Company, since November 21, 2013. She holds a bachelor's degree in commerce from Indira Gandhi National Open University, a bachelor's degree in law from University of Lucknow and a MBA degree in human resource from ICFAI University, Dehradun. She is a qualified company secretary from the Institute of Company Secretaries of India and has over 10 years of experience in handling secretarial matters. Prior to joining our Company she was working with Central U. P. Gas Limited. The total remuneration paid to her in Fiscal 2018 was ₹1,285,089.

All Key Management Personnel are permanent employees of our Company.

There are no arrangements or understanding with major shareholders, customers, suppliers or others, pursuant to which any of the Key Management Personnel were selected as a Director or a Key Management Personnel.

Relationship among Key Management Personnel

None of our Key Management Personnel are related to each other or to the Directors of our Company.

Bonus or profit sharing plan for the Key Management Personnel

Other than the performance-related pay scheme for our employees, through which bonus incentive payments are made to our employees (including our Key Management Personnel), our Company does not have a bonus or profit sharing plan.

Shareholding of Key Management Personnel

None of our Key Management Personnel hold Equity Shares in the Company as on the date of this Red Herring Prospectus.

Except for Vijay Anand, Ajay Kumar, Arun Kumar and A. K Choudhary, who hold one share each as nominee shareholders of our Company, none of our Key Management Personnel hold any equity shares in our Subsidiary.

Except as stated below, none of our Key Management Personnel hold any equity shares in our SPVs:

Name of the Director	Name of the SPV	No. of equity shares of face value of ₹10 each*
Pradeep Gaur	KPRCL	01
Pradeep Gaur	BDRCL	01
Vijay Anand	BDRCL	01
Vijay Anand	DRRL	01
Arun Kumar	KPRCL	01
Arun Kumar	ASRL	01
Arun Kumar	BDRCL	01
Arun Kumar	HPRCL	01
A. K. Choudhary	KPRCL	01
A. K. Choudhary	ASRL	01
A.K. Choudhary	KRCL	01
A.K. Choudhary	BDRCL	01
A.K. Choudhary	HPRCL	01
A.K. Choudhary	DRRL	01

**held as nominee shareholder of the Company*

Service Contracts with Key Management Personnel

Our Company has not entered into any service contracts, pursuant to which, its Key Management Personnel are entitled to benefits upon termination of employment. Except for statutory benefits upon termination of their employment in our Company or superannuation, no officer of our Company, including Key Management Personnel, is entitled to any benefit upon termination of employment or superannuation.

Interest of Key Management Personnel

Except as disclosed above in relation to our Executive Directors, none of our Key Management Personnel have any interest in our Company other than to the extent of remuneration from our Company, benefits, and reimbursement of expenses incurred by them in the ordinary course of business.

No loans have been availed from our Company by our Key Management Personnel.

Contingent and deferred compensation payable to Key Management Personnel

No contingent or deferred compensation is payable to our Key Management Personnel which does not form part of their remuneration.

Changes in our Board and Key Management Personnel during the last three years

The changes in our Board during the three years immediately preceding the date of this Red Herring Prospectus is as follows:

Name of Director	Date of Appointment	Date of Cessation	Reason
Vinayak B Karanjikar	April 01, 2016	-	Appointment as an Independent Director.
Shiv Kumar Gupta	April 01, 2016	-	Appointment as an Independent Director.
Anjum Pervez	-	December 21, 2016	Nomination withdrawn by appointing authority.
Mukul Jain	-	December 31, 2016	Retirement as whole-time Director (Operations).
Sukhmal Chand Jain	January 18, 2017		Appointment by Government order as Government Nominee Director.
Arun Kumar	October 10, 2017	-	Appointment as whole–time Director (Operations).
Rajen Habib Khwaja	October 13, 2017	-	Appointment as an Independent Director.
Sabita Pradhan	October 17, 2017	-	Appointment as an Independent Director.
A. K. Ganju	-	October 31, 2017	Retirement as whole-time Director (Finance).
K K Agarwal	-	March 21, 2018	Nomination withdrawn by appointing authority.
A P Dwivedi	March 23, 2018	-	Appointment by Government order as a Government Nominee Director.
Dr. L V Muralikrishna Reddy	March 23, 2018	-	Appointment as an Independent Director.
Dr. Anil Kumar	May 21, 2018	-	Appointment as an Independent Director.
Satish C. Agnihotri	-	August 31, 2018	Retirement as Chairman and Managing Director.
Gita Mishra	-	October 12, 2018	Retirement as Director (Personnel).
Pradeep Gaur	September 1, 2018	-	Appointment as Chairman and Managing Director.
Ajay Kumar	October 24, 2018	-	Appointment as Director (Personnel).

Changes in our Key Management Personnel during the three years immediately preceding the date of this Red Herring Prospectus are set forth below:

Name	Designation	Date of change	Reasons
Ashok K. Ganju	Chief Financial Officer	October 31, 2017	Superannuation
A. K. Choudhary	Chief Financial Officer	November 01, 2017	Designated by the Board

Employee stock option and stock purchase schemes

As on the date of this Red Herring Prospectus, our Company does not have any employee stock option and stock purchase schemes.

Payment of non – salary related benefits to officers of our Company

No amount or benefit has been paid or given to any officer of our Company within the two years preceding the date of filing of this Red Herring Prospectus or is intended to be paid, other than in the ordinary course of their employment.

OUR PROMOTER, PROMOTER GROUP AND GROUP COMPANIES

Our Promoter is the President of India acting through the Ministry of Railways. Our Promoter, alongwith its nominees, currently hold 100% of the pre-Offer paid-up Equity Share capital of our Company. After this Offer, our Promoter shall hold 87.84% of the post-Offer paid-up equity share capital of our Company. As our Promoter is the President of India, acting through the Ministry of Railways, disclosures on the Promoter Group (defined in regulation 2(1)(zb) of the SEBI ICDR Regulations) as specified in Schedule VIII of the SEBI ICDR Regulations have not been provided.

Group companies

In terms of the SEBI ICDR Regulations, for the purpose of identification of "*group companies*", our Company has considered:

(i) companies covered under the applicable accounting standards (i.e., Accounting Standard 18/Ind AS 24 issued by the ICAI) as per the Restated Financial Statements and;

(ii) other companies that are considered material by our Board.

Pursuant to a board resolution dated March 23, 2018, our Board has formulated a materiality policy with respect to identification of Group Companies.

Consequently, information for the Group Companies is being provided with respect to Kutch Railway Company Limited, Krishnapatnam Railway Company Limited, Bharuch Dahej Railway Company Limited, Haridaspur Paradip Railway Company Limited, Angul Sukinda Railway Limited and Dighi Roha Rail Limited in accordance with the Accounting Standard 18/Ind AS 24 issued by the Institute of Chartered Accountants of India, the details of which are given in "*History and Certain Corporate Matters - SPVs of our Company*" on page 134.

For avoidance of doubt, it is hereby clarified that our Subsidiary has not been considered as Group Companies for the purpose of disclosure in this Red Herring Prospectus.

RELATED PARTY TRANSACTIONS

For details of related party transactions during the last five Fiscals, as per the requirements under Accounting Standard 18 "*Related Party Disclosures*" issued by the Institute of Chartered Accountants of India, and IND AS 24 "*Related Party Disclosures*" see "*Financial Statements – Restated Ind AS Consolidated Statement of Related Party Transactions - Annexure V - Note 42*", "*Financial Statements – Restated Ind AS Unconsolidated Statement of Related Party Transactions – Annexure V - Note 42*" and "*Financial Statements – Restated IGAAP Unconsolidated Statement of Related Party Transactions - Annexure IVA - Note 30* " on pages 222, 295 and 336 respectively.

DIVIDEND POLICY

The DIPAM (F. No. 5/2/2016-Policy), by an Office Memorandum dated May 27, 2016, issued "Guidelines on Capital Restructuring of Central Public Sector Enterprises" ("**CPSE Capital Restructuring Guidelines**"). As per CPSE Capital Restructuring Guidelines, all central public sector enterprises are required to pay a minimum annual dividend of 30% of profit after tax or 5% of the net-worth, whichever is higher, subject to the maximum dividend permitted under the extant legal provisions and the conditions mentioned in the aforesaid CPSE Capital Restructuring Guidelines. Our Company, vide letter dated April 29, 2016 bearing number 2011/PL/64/3/Pt.1, was directed to pay a total dividend at the rate of 40% of PAT for the financial year ended March 31, 2016 (inclusive of interim dividend of 2015-2016). Further, our Company, vide letter dated April 29, 2016 bearing number 2011/PL/64/3/Pt.1, was directed to pay a total dividend at the rate of 40% of PAT for the financial year ended March 31, 2017 (wherein interim dividend for financial year ended March 31, 2017 shall be 20% higher than the interim dividend paid for financial year ended March 31, 2016).

However, the declaration and payment of dividends on our Equity Shares will be recommended by our Board and approved by our shareholders, at their discretion, in accordance with the provisions of the Articles and the Companies Act. Further, the dividends, if any, will depend on a number of factors, including but not limited to our earnings, guidelines issued by the Department of Public Enterprise ("**DPE**"), capital requirements and overall financial position of our Company. In addition, our ability to pay dividends may be impacted by a number of factors, including the results of operations, financial condition, contractual restrictions, and restrictive covenants under the loan or financing arrangements we may enter into. For further details, see "*Financial Statements*" and "*Financial Indebtedness*" on pages 172 and 406 respectively. Our Company may also, from time to time, pay interim dividends.

The dividend and dividend tax paid by our Company during the last five Fiscals is presented below:

Particulars	**For the six month period ended**	**Fiscal Year***					
	September 30, 2018	**2018**	**2017**	**2016**	**2015**	**2014**	**2013**
Face value per Equity Share (in ₹)	10.00	10.00	10.00	10.00	10.00	10.00	10.00
Total Dividend (in ₹ million) **	968.80	1,670.00	2,571.00	372.00	315.00	270.00	200.00
Number of Equity Shares (in million)	2,085.02	2,085.02	2,085.02	2,085.02	2,085.02	2,085.02	2,085.02
Dividend per Equity Share (in ₹)	0.46	0.80	1.23	0.18	0.15	0.13	0.10
Rate of dividend (%)	4.65	8.01	12.33	1.78	1.51	1.30	1.00
Dividend Tax (in million)	199.10	339.98	523.54	75.72	55.62	43.80	32.45

**Dividend for the respective financial years have been subsequently paid*
***Dividend represents dividend paid during the year*

The amounts distributed as dividends in the past are not necessarily indicative of our dividend amounts, if any, or our dividend policy, in the future. For further details, see **"***Risk Factor - Our ability to pay dividends in the future will depend on number of factors, including, our profit after tax for the fiscal year, utilization of the profit after tax towards reserves, our financial condition, our cash flows and applicable taxes, including dividend distribution tax payable by our Company, and the payments shall be subject to the CPSE Capital Restructuring Guidelines, 2016 issued by the Department of Investment & Public Asset Management***"** on page 24. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not decrease in the future. Future dividends will depend on guidelines issued by DPE, our profits, revenues, capital requirements, contractual restrictions and overall financial position of our Company.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

INDEX

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON THE RESTATED (CONSOLIDATED) FINANCIAL INFORMATION FOR THE YEAR ENDED 2015, 2016, 2017 AND 2018

To
The Board of Directors
Rail Vikas Nigam Ltd.
Plot No.25, First Floor,
August Kranti Bhawan,
Bhikaji Cama Place,
R.K. Puram
New Delhi-110066

Dear Sirs,

1) We have examined the attached Restated Consolidated Financial Information of **Rail Vikas Nigam Ltd.** (the "Holding Company") and its subsidiary company namely High Speed Rail Corporation of India Limited and its joint ventures namely Kutch Railway Company Limited, Krishnapatnam Railway Company Limited, Baruch Dahej Railway Company Limited, Dighi Roha Rail Limited, Angul Sukinda Railway Limited, Haridaspur Paradip Railway Company Limited, which comprise of the Restated Consolidated Summary Statement of Assets and Liabilities as at September 30, 2018, March 31, 2018, 2017, 2016 and 2015, the Restated Consolidated Summary Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity and the Restated Consolidated Summary Statement of Cash Flows for the six months period ended September 30, 2018 and for each of the years ended March 31, 2018, 2017, 2016 and 2015 and the Summary of Significant Accounting Policies (collectively, the "Restated Consolidated Financial Information") as approved by the Board of Directors of the Company prepared in terms of the requirements of:

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");

   b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations") and

   c) The Guidelines Notes on Reports in Company Prospectus (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

   The preparation of the Restated Consolidated Financial Information [including the interim financial information mentioned in paragraph 5 below] is the responsibility of the Management of the Company for the purpose set out in paragraph 12 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Guidance Note and ICDR Regulations.

2) Our responsibility is to examine the Restated Consolidated Financial Information and confirm whether such Restated Consolidated Financial Information comply with the requirements of the Act, the ICDR Regulations and the Guidance Note.

3) We have examined such Restated Consolidated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated December 03, 2018 in connection with the proposed issue of equity shares of the Company;

   b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI ("The Guidance Note").

c) The Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), which include the concepts of test checks and materiality. This Guidance Note requires us to obtain reasonable assurance based on verification of evidence supporting the Restated Unconsolidated Financial Information. This Guidance Note also requires that we comply with the ethical requirements of the code of Ethics issued by the ICAI.

d) The requirement of Section 26 of the Companies Act and ICDR Regulations.

4) These Restated Consolidated Financial Information have been compiled by the management from the:

a) Audited Consolidated Financial Statements of the Company as at and for the six month period ended 30th September, 2018 prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 which have been approved by the Board of directors at their meeting held on February 28, 2019.

b) Audited Consolidated Financial Statements of the Company as at and for the year ended 31st March, 2018 which include the comparative Ind AS financial statements as at and for the year ended 31st March, 2017, 2016 prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 which have been approved by the Board of directors at their meeting held on February, 28, 2019 and February, 28, 2019 respectively.

c) Audited Consolidated Financial Statements of the Company as at and for the year ended 31st March, 2015, prepared in accordance with Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with the Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act, which has been approved by Board of Directors on August 31, 2015 and which has been converted into figures as per the Ind AS to align accounting policies, exemptions and disclosures as adopted for the preparation of the first Ind AS statements for the year ended 31st March, 2017. The Restated Consolidated Financial Information as at and for the year ended 31st March, 2015 are referred to as "the Proforma Ind AS Restated Consolidated Financial Information."

Audit for the financial years ended 2017, 2016 and 2015 was conducted by previous auditors, Kumar Chopra & Associates and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years, i.e. 2017, 2016 and 2015 are based solely on the report submitted by Kumar Chopra & Associates.

5) We have examined the consolidated financial information of the Company and its subsidiaries, joint ventures for the period 01.04.2018 to 30.09.2018 prepared and approved by the Board of Directors for the purpose of disclosure in the offer document of the Company.

Based on the above, we report that in our opinion and according to the information and explanations given to us, the above interim financial information are in accordance with the Indian Accounting Standards and the interim financial information are presented with the Restated Consolidated Financial Information appropriately.

We did not audit the financial statements of the subsidiaries; joint ventures for the period ended 30.09.2018 who's Financial Statements reflect total assets, total revenue, net cash flows and Group's share of net profit/loss mentioned in the table below. These financial statements have been audited by another firm of Chartered Accountants, whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in these Consolidated Summary Statement of Asset and Liabilities and Summary Statement of Profit and Loss Account are based solely on the report of other auditors.

(₹ in millions)

Name of Co.	Total assets of Co.	Total Revenue of Co.	Net Cash Inflows	Group's share of net profit/loss	Name of Auditor of Co.
High Speed Rail Corporation of India Limited (subsidiary having 100% share)	20.63	0.00	0.32	0.25	BK Gupta & Associates
Kutch Railway Company Limited (JV having 50% share)	23,613.17	5,001.77	(1.53)	140.50	JK Sarawgl & Co.
Krishnapatnam Railway Company Limited (JV having 30% share)	23,092.13	3,811.28	(34.73)	95.44	Jindal & Co.
Baruch Dahej Railway Company Limited (JV having 35.46% share)	4,236.94	363.58	(45.52)	2.40	D Singh & Co.
Dighi Roha Rail Limited (JV having 50% share)	0.65	0.00	0.26	0.00	Bhushan Bensal Jain & Associates
Angul Sukinda Railway Limited (JV having 31.5% share)	7,174.48	922.90	(196.61)	5.06	Amitav Mishra & Co.
Haridaspur Paradip Railway Company Limited (JV having 33.40% share)	14,990.64	1,761.27	(92.17)	0.13	RDA & Associates

6) We did not audit the financial statements of certain subsidiaries, joint ventures and for the financial years ended March 31, 2018, 2017, 2016 and 2015 whose share of total assets, total revenues, net cash flows and Group's share of net profit/loss, included in the Restated Consolidated Financial Information, for the relevant years is tabulated below:

(₹ in Million)

Name of Co.	Year	Total assets of Co.	Total Revenue of Co.	Net Cash Inflows	Group's share of net profit/loss	Name of Auditor of Co.
High Speed Rail Corporation of India Limited (subsidiary having 100% share)	2017-18	20.35	407.98	(31.45)	0.54	B.K. Gupta & Associates
	2016-17	306.63	0.00	34.81	1.76	
	2015-16	182.94	0.00	(16.01)	1.87	
	2014-15	59.09	0.00	0.44		ASAP & Associates
Kutch Railway Company Limited (JV having 50% share)	2017-18	22,222.96	10,254.62	0.91	822.70	A.K.G & Associates
	2016-17	21,045.69	9,267.89	(8.03)	567.19	
	2015-16	18,559.91	8,288.60	7.52	1,147.58	
	2014-15	14,861.29	7,419.51	(2.49)	1,164.67	
Krishnapatnam Railway Company Limited (JV having 30% share)	2017-18	20,024.37	6,701.92	16.53	64.31	Satyendra Jain & Associates
	2016-17	13,941.37	5,263.64	(42.14)	0.21	
	2015-16	9,412.91	3,800.85	43.23	5.10	

Name of Co.	Year	Total assets of Co.	Total Revenue of Co.	Net Cash Inflows	Group's share of net profit/loss	Name of Auditor of Co.
	2014-15	6,355.66	1,641.57	22.86	12.03	Kumar Mittal & Co.
Baruch Dahej Railway Company Limited (JV having 35.46% share)	2017-18	4,301.36	665.74	(61.14)	79.06	KMGS & Associates
	2016-17	4,643.10	593.14	(4.87)	66.80	
	2015-16	4,801.30	1,224.92	169.73	48.35	
	2014-15	4,517.18	1,421.47	32.12	63.62	
Dighi Roha Rail Limited (JV having 50% share)	2017-18	0.39	0.00	0.04	0.00	Bhushan Bensal Jain & Associates
	2016-17	0.28	0.00	(0.53)	0.00	
	2015-16	0.81	0.00	0.81	(0.50)	
Angul Sukinda Railway Limited (JV having 31.5% share in 2016-17, 2015-16 and 33.80% in 2014-15)	2017-18	7,160.55	1,429.36	119.87	30.98	Amitav Mishra & Co.
	2016-17	6,750.48	1,465.48	(108.17)	66.80	MIR & Associates
	2015-16	6,574.05	1,010.88	183.42	88.90	
	2014-15	5,794.36	388.28	35.31	40.67	
Haridaspur Paradip Railway Company Limited (JV having 35.23% share in 2016-17, 2014-15 and 34.62% share in 2015-16)	2017-18	12,656.56	1,765.08	(92.17)	1.01	BCP & Associates
	2016-17	9,795.07	2,263.19	285.47	0.04	
	2015-16	6,670.92	1,959.46	37.10	(0.11)	
	2014-15	5,157.97	1,566.72	(163.79)	0.10	Pratyush & Associates

Audit for the above financial statements have been audited by another firm of Chartered Accountants as indicated above, whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in these Restated Consolidated Financial Information are based solely on the report of other auditors.

7) Based on our examination in accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, the ICDR Regulations and the Guidance Note, we report that:

a) The Restated Consolidated Summary Statement of Assets and Liabilities of the Group as at September 30, 2018, March 31, 2018, 2017, 2016 and 2015 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure I – Restated Consolidated Summary Statement of Assets and Liabilities

b) The Restated Consolidated Summary Statement of Profit and Loss of the Group for the six month period ended September 30, 2018, and for each of the years ended March 31, 2018, 2017, 2016 and 2015 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure II– Restated Consolidated Summary Statement of Profit and Loss.

c) The Restated Consolidated Statement of Changes in Equity of the Company for the half year ended September 30, 2018 and each of the years ended March 31, 2018, 2017, 2016 and 2015 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure III- Restated Consolidated Summary Statement of change in equity.

d) The Restated Consolidated Summary Statement of Cash Flows of the Company for the half year ended September 30, 2018 and each of the years ended March 31, 2018, 2017, 2016 and 2015 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure IV- Restated Consolidated Summary Statement of Cash Flows.

e) Based on the above, and according to the information and explanations given to us, and also as per the reliance placed on the reports submitted by the previous auditors, Kumar Chopra & Associates., for the respective years, we further report that the Restated Consolidated Financial Information:

  a. Have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

  b. Have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate;

  c. There are no qualifications in the Auditor's Report which require any adjustments and

  d. Do not contain any extra-ordinary items that need to be disclosed separately in the Restated Consolidated Financial Information and there are no qualifications in Auditor's Report that require any adjustments.

8) We have also examined the following restated consolidated financial information of the Group set out in the Annexures prepared by the management and approved by the Board of Directors on February 28, 2019 for six month period ended September 30, 2018 and for the years ended March 31, 2018, 2017, 2016 and 2015.

a) Annexure V- Notes forming part of Restated consolidated financial information:

- Note 1:- Corporate Overview
- Note 2:- Significant Accounting Policies
- Note 3:- Restated Consolidated Summary Statement of Property, Plant and equipment
- Note 4:- Restated Consolidated Summary Statement of Capital work in progress
- Note 5:- Restated Consolidated Summary Statement of Intangible Assets
- Note 6:- Restated Consolidated Summary Statement of Investment in Joint Ventures
- Note 7:- Restated Consolidated Summary Statement of Deferred Tax
- Note 8:- Restated Consolidated Summary Statement of Other Non Current Assets
- Note 9:- Restated Consolidated Summary Statement of Project Work-in-Progress
- Note 10:- Restated Consolidated Summary Statement of Financial assets Current
- Note 11:- Restated Consolidated Summary Statement of Current Tax
- Note 12:- Restated Consolidated Summary Statement of Other Current Assets

- Note 13:- Restated Consolidated Summary Statement of Equity Share Capital
- Note 14:- Restated Consolidated Summary Statement of Other Equity
- Note 15:- Restated Consolidated Summary Statement of Financial Liability – Non Current
- Note 16:- Restated Consolidated Summary Statement of Provisions
- Note 17:- Other Non Current Liability
- Note 18:- Restated Consolidated Financial Liability Current
- Note 19:- Restated Consolidated Summary Statement of Other Current Liability
- Note 20:- Restated Consolidated Summary Statement of Revenue from Operations
- Note 21:- Restated Consolidated Summary Statement of Other Income
- Note 22:- Restated Consolidated Summary Statement of Expense on Operations
- Note 23:- Restated Consolidated Summary Statement of Employee Benefit Expenses
- Note 24:- Restated Consolidated Summary of Finance Costs
- Note 25:- Restated Consolidated Summary of Depreciation and Amortization
- Note 26:- Restated Consolidated Summary of Other Expenses
- Note 27:- Restated Consolidated Summary of CSR and R&D Expenses
- Note 28 :- Restated Consolidated Summary Statement of Tax Expense
- Note29:- Components of Other Comprehensive Income (OCI)
- Note30: - Capital management
- Note 31 :- Fair Value measurements
- Note 32:- Key sources of estimation uncertainty
- Note33:- Prior Period Errors
- Note 34:- Deposit Works (SPVs and others)
- Note 35:- Disclosure as required by the Micro, Small and Medium Enterprises Development Act, 2006
- Note 36:- Expenditure in Foreign Currency
- Note 37:- Contingent Liabilities
- Note 38:- Capital Commitment
- Note 39:- Managerial Remuneration

- Note 40:- Earnings per Share
- Note 41:- Composition of Group
- Note 42:- Related Party disclosures as required by Ind-AS 24 "Related party Disclosure"
- Note 43:- Disclosure in respect of Joint Venture/Subsidiary
- Note 44:- Lease Arrangements
- Note 45:- Approval of financial statement
- Note 46:- Operating Cycle
- Note 47:- Securities released to State Electricity Board/Public Companies
- Note 48:- Disclosure on Specified Bank Notes from 08-11-2016 to 30-12-2016 (SBN)
- Note 49:- Disclosure of Operating Profit/Loss as per DPE Guidelines
- Note 50:- Disclosure of Adoption of IND-AS 115 "Revenue from Contract with Customers''
- Note 51:- Disclosure of rearrangement, regrouping and reclassification.
- Note 52 :- First-time adoption of Ind AS
- Note 53:-Statement containing salient feature of Financial Statements of Subsidiaries/Joint venture
- Note 54:- Additional information pursuant to Schedule III to the Companies Act, 2013
- Note 55:- Disclosure pursuant to Indian Account Standard (IND AS-112): Disclosure of interest in Other Entities:- Joint Ventures
- Note 56:- Notes of the Joint ventures consolidated by applying equity method for half year ended September, 2018
- Note 57:- Notes of the Joint ventures consolidated by applying equity method for the year ended 31st March, 2018
- Note 58:- Notes of the Joint ventures consolidated by applying equity method for the year ended 31st March, 2017
- Note 59:- Notes of the Joint ventures consolidated by applying equity method for the year ended 31st March, 2016
- Note 60:- Notes of the Joint ventures consolidated by applying equity method for the year ended 31st March, 2015

b) Annexure VI- Adjustment for Restatement of Profit & Loss

c) Annexure VII- Restated consolidated Statement of Accounting Ratios

d) Annexure VIII- Restated consolidated Statement of Tax Shelters

e) Annexure IX- Restated consolidated Statement of Dividend

f) Annexure X- Restated consolidated Turnover Statement

g) Annexure XI- Restated consolidated Statement of Indebtedness

h) Annexure XII- Restated consolidated Statement of Capitalization

i) Annexure XIII- Total Equity Reconciliation as at 31st March, 2015- Proforma

9) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10) Basis of Qualified Opinion

I. As reported by respective jointly controlled entities statutory Auditors:

i. KRISHNAPATNAM RAILWAY COMPANY LIMITED(KPRCL)

a. Note No. 56.3.1 regarding Accounting of Revenue and Note No.21(1) regarding accounting of Operation & Maintenance (O&M) expenses by the company on the basis of provisional advices/calculation sheets provided by South Central Railway (SCR) and not making available the detailed substantiating collateral records and procedures for verification of the same.

Further, in view of non- receipt of the information of the confirmation from South Central Railways regarding provisional apportionment of revenue, O&M expenses, service tax/GST claims, overhead expenses and the outstanding balance could vary.

b. Note No. 56.3.2 regarding accounting of Operation & Maintenance Expenses of ₹95 million on which GST is not being paid by company under Reverse Charge Mechanism.

c. Note No. 56.3.6 regarding accounting of revenue of ₹709.4 million, the Company is not being charging GST on such revenue on the basis of the agreement between KRCL and Ministry of Railway is related to sharing of apportioned freight and no supply of services is involved.

d. Note No. 56.3.3, 56.3.4, 56.3.5 regarding outstanding Trade Receivables and Trade Payables balance of SCR is subject to confirmation. Other petty balances payable to sundry parties are too unconfirmed.

e. Note No. 56.3.8, regarding Non-Provision of Departmental charges amounting to ₹971.2 million, payable to Rail Vikas Nigam Limited @5% of the total cost of works as per detailed estimate/ revised estimate/ completion estimate in the books of accounts of the Company. In view of non-provision, the impact of same on the financial statements could not be ascertained.

ii. KUTCH RAILWAY COMPANY LIMITED (KRCL)

a. Note No. 56.1.3 regarding fixed assets capitalized by the company are being adjusted under different heads on annual basis (as per advice received from Western Railways) verification and reconciliation whereof is yet to be done. Similarly, material supplied by company and balance outstanding as advance to Western Railways are subject to reconciliation with Western Railways. The impact of the same is unascertainable and consequent impact on depreciation is unascertainable.

b. Note No. 56.1.1 regarding division of addition in Bridges & Building, Formation, Plant & Machinery (Project) and Permanent Way (classified in other intangible assets) in proportion of their gross opening balances. The impact of the same is unascertainable.

c. Note No. 56.1.2 regarding non-confirmation of receivables including advances and payables. The impact of the same is unascertainable.

iii. BHARUCH DAHEJ RAILWAY COMPANY LIMITED

a. Reference is drawn to Note No. 56.2.1 of the Ind AS financial statements on Obligation to restore project assets to specified level of serviceability. In terms of Concession agreement, there is an obligation on the company to keep the project assets in working condition, including making replacement, as per laid down standards of Ministry of Railways, of all project assets whose lives expire during the concession period. Accordingly, company is required to provide for in respect of replacement obligations arising during the remaining concession period as per requirement of Appendix A of the Ind AS 11 at the best estimate of expenditure required to settle the obligation. However, the company has not estimated and provided for the aforesaid obligation in the financial statements. In the absence of information, we are unable to ascertain the impact of the above on the Ind AS financial statements of the company.

For the period ended 31st March, 2018;

RAIL VIKAS NIGAM LIMITED (RVNL)

I. The restated consolidated Ind AS financial statements include share of Bharuch Dahej Railway Company Limited (BDRCL), a jointly controlled entity based on its audited financial statements. These financial statements were previously received unaudited but approved by Board of the company at the time of signing of audit report of the consolidated financial statements for the period ended 31st March, 2017.

II. As reported by respective jointly controlled entities statutory Auditors:

i. KRISHNAPATNAM RAILWAY COMPANY LIMITED (KPRCL)

a. Reference is drawn to Note No. 57.2.1 regarding Accounting of Revenue and Note No. 57.2.2 regarding accounting for of Operation & Maintenance (O&M) expenses by the company on the basis of provisional advices/calculation sheets provided by South Central Railway (SCR) and not making available the detailed substantiating collateral records and procedures for verification of the same.

Further, in view of non-receipt of the confirmation from South Central Railways regarding provisional apportionment of revenue, O&M expenses, service tax/GST claims, overhead expenses and the outstanding balance could vary.

Management confirms that the whole of the Revenue and O&M expenses are booked on basis of figures informed by the SCR which are provisional (pl refer Note 55.2.1and 55.2.2) and liable to change, as explained to us, no confirmation has been received from SCR since beginning of the project. Thus it is affirmed that financial statements are provisional in this respect.

b. Reference is drawn regarding Non-Provision of Departmental charges amounting to ₹874.3 million (approximately), payable to Rail Vikas Nigam Limited @ 5% of the total cost of works as per detailed estimate/ revised estimate/ completion estimate in the books of accounts of the Company. In view of non-provision, the impact of same on the financial statements could not be ascertained.

c. Reference is drawn to Note No. 57.2.3, 57.2.4 and 57.2.5 regarding outstanding Trade Receivables and Trade Payables balances of SCR are subject to confirmation. Apart from that Debit/credit balances of various clients, associates, suppliers and others are subject to confirmation and reconciliation.

d. In order to verify the balances of bank loan accounts, we have been provided the bank statements received by the company through email only except for Bank of India for which online verification by net banking is available. The impact of the same on the financial statement could not be determined.

ii. KUTCH RAILWAY COMPANY LIMITED (KRCL)

a. Note No. 57.1.1 regarding fixed assets capitalized by company (as per advice received from Western Railways), are yet to be verified by the company. Similarly, material supplied by company and balance outstanding as advance to Western Railways are subject to reconciliation with Western Railways. The impact of the same is unascertainable and consequent impact on depreciation is unascertainable.

b. Note No. 57.1.2 and 57.1.3 regarding division of addition in Bridges & Building, Formation, Plant & Machinery (Project) and Permanent Way (classified in other intangible assets) in proportion of their gross opening balances. The impact of the same is unascertainable.

c. Note No. 57.1.4 regarding non-confirmation of receivables including advances and payables. The impact of the same is unascertainable.

For the period ended 31stMarch, 2017;

I. The restated consolidated Ind AS financial statements include share of Bharuch Dahej Railway Company Limited (BDRCL), a jointly controlled entity based on its audited financial statements. These financial statements were previously received unaudited but approved by Board of the company at the time of signing of audit report of the consolidated financial statements for the period ended 31st March, 2017.

II. As reported by respective jointly controlled entities statutory Auditors:

i. KRISHNAPATNAM RAILWAY COMPANY LIMITED(KPRCL)

a. Refer Note no 58.2.1 of the restated consolidated Ind AS financial statements regarding Accounting of Revenue and Note No. 58.2.2(a) of consolidated Ind AS financial statements regarding accounting for of Operation & Maintenance (O&M) expenses by the company on the basis of provisional advices/calculation sheets provided by South Central Railway (SCR) and not making available the detailed substantiating collateral records and procedures for verification of the same.

   Further, in view of non-receipt of the confirmation from South Central Railways regarding provisional apportionment of revenue, O&M expenses, service tax claims, overhead expenses and the outstanding balance could vary.

b. Refer Note No. 58.2.3 and 58.2.4 of the restated consolidated Ind AS financial statements regarding outstanding Trade Receivables, Trade Payables, and other balances except of RVNL and Banks are subject to confirmation, reconciliation and consequential adjustments, if any.

ii. KUTCH RAILWAY COMPANY LIMITED (KRCL)

a. Note No. 58.3.2 of the restated consolidated Ind AS financial statements regarding fixed assets capitalized by company (as per advice received from Western Railways), are yet to be verified by the company. Similarly, material supplied by company and balance outstanding as advance to Western Railways are subject to reconciliation with Western Railways. The impact of the same is unascertainable.

b. Note No. 58.3.3 of the restated consolidated Ind AS financial statements regarding non-confirmation, reconciliation and consequential adjustments, if any, of receivables including advances and payables. The impact of the same is unascertainable.

For the period ended 31st March, 2016;

As reported by respective jointly controlled entities statutory Auditors:

(i). BHARUCH DAHEJ RAILWAY COMPANY LIMITED (BDRCL)

a. Refer Note no 59.1.1 of the restated consolidated financial statements- Western Railway had raised a demand for lease rental amounting to ₹777.4 millions (Previous year- ₹653.1 millions). As per the information available and explanation provided, ₹319.6 millions (previous year- ₹319.6 millions) out of the above demand pertaining to the period June, 2008 to March, 2016 is clearly not payable as per the concession agreement and related policies.

The company has accrued for land lease rental amount to ₹457.8 millions (previous year- ₹333.5 millions) commencing from the date of commencement of commercial activities till balance sheet date. Accordingly, the company has disclosed contingent liability of ₹319.6 millions.

Management has currently requested for deferral of the amount due as provided by the company and is contesting the claim raised for prior period as explained above.

As per the management, no further provision is currently required and, additional amount payable, if any, shall be accounted for at that point of time, when such additional liability is crystallized.

However, based on constant reminders from Western Railway and no concrete settlement or negotiation in place till date of signing of this report, auditor is unable to ascertain the additional liability, if any that may eventually crystallize and Consequently the impact, if any, of the above on the financial statements of the company.

b. Refer Note no. 59.1.2 in the restated consolidated Financial Statements explaining the nature of project assets, the accounting policy in this regard followed by the Company as well as the basis of useful life and residual value calculated by the management. Pending clarity in this matter as explained in that note, management has continued to account for the project assets as Fixed Assets in accordance with the accounting policy of the Company in this regard and the Company has followed useful life as prescribed in the Schedule II Part C of the Companies Act, 2013 for those assets as against accounting for of these assets as Intangible assets and amortizing the same as per Schedule II Part A and amendment therein vide Circular no.(GSR No. 237 E).

   This being a significant matter, with various points of view, management strongly believes that the accounting policy followed by them in this regard is appropriate and reflects fairly the nature of the assets etc. As explained in the note and as explained by management since the outcome of the above mentioned disparity of points of view is currently un- ascertainable and since management is awaiting the conclusion on this matter as detailed in the note, auditors are unable to ascertain the impact, if any, of the above on the financial statements.

   But while preparing the restated financial statements as per Ind AS, this qualification gets corrected because as per Ind AS-11, Appendix-A these assets are covered under intangible assets.

c. Refer Note no. 59.1.3 of restated consolidated financial statements w.r.t extended operations of the company upto Chavaj. Based on information and explanation provided, the company has constructed an extended line up to Chavaj and has capitalized the cost as part of plant and machinery effective from Feb 2014. As explained, the company has been in constant discussion with western railways to recover revenue on the use of extended line by them. After prolonged discussions the company and western railways has come to understanding, by which the company has been advised by Western Railway with details of traffic routed and Operation &Maintenance expenditure incurred in this regard for the period Feb 2014 to March 2016. Based on this understanding the company has recognized the revenue amounting to 229.7 millions in its accounts for the year ended 31 March 2016.

   However, based on the audit procedure performed and inquiries made, auditors have been informed that there was no written confirmation on account of Revenue from the western Railways to support the above claim. Accordingly, auditors are unable to ascertain significant uncertainty, if any that exists regarding the amount of the consideration that will be derived from the above claim and extent of recoverability of the same, and hence are also not able to ascertain if the company should recognize the corresponding revenue in accordance with Accounting Standard – 9 “Revenue Recognition”. Consequently, auditors are unable to ascertain the impact, if any, of the above uncertainty on the financial statements for the year ended 31st March 2016.

(ii).KRISHNAPATNAM RAILWAY COMPANY LIMITED (KRCL)

a. Refer Note No. 59.2.1 in restated consolidated financial statements regarding Accounting of Revenue and Note No. 59.2.2 regarding accounting of Operation & Maintenance (O&M) expenses by the company on the basis of provisional advices/calculation sheets provided by South Central Railway (SCR) and not making available the detailed substantiating collateral records and procedures for verification of the same. Further, in view of non-receipt of the confirmation from South Central Railways regarding provisional apportionment of revenue, O&M expenses, service tax claims, overhead expenses and the outstanding balance could vary.

(iii).KUTCH RAILWAY CO. LTD (KRCL)

a. Note no 59.4.1 in restated consolidated financial statements regarding fixed assets capitalized by the company (as per advice received from Western Railway), are yet to be verified by the company. Similarly, material supplied by company and balance outstanding as advance to the western railway are subject to reconciliation with western railway. The impact of the same is unascertainable and consequent impact on depreciation is also unascertainable.

b. Note no 59.4.2 in restated consolidated financial statements regarding non componentization of project assets. The impact of same is unascertainable.

c. Note no 59.4.3 regarding division of addition in bridges & Building, Formation, Plant & Machinery (Project) and Permanent way in proportion of their gross opening balances. The impact of same is unascertainable.

d. Note No 59.4.4 in restated consolidated financial statements regarding non confirmation of receivables including advances and payables. The impact of same is unascertainable.

For the period ended 31stMarch, 2015;

As reported by respective jointly controlled entities statutory Auditors:

i. BHARUCH DAHEJ RAILWAY COMPANY LIMITED (BDRCL)

a. Refer Note no 60.2.1 of the restated consolidated financial statements- Western Railway has raised a demand for lease rental amounting to ₹653.1 millions. As per the information available and explanation provided, ₹319.6 millions out of the above demand pertaining to the period June, 2008 to March, 2015 is clearly not payable as per the concession agreement and related policies.

   The company has accrued for land lease rental amount to ₹333.5 millions commencing from the date of commencement of commercial activities till balance sheet date. Accordingly, the company has disclosed contingent liability of Rs 319.6 millions.

   Management has currently requested for deferral of the amount due as provided by the company and is contesting the claim raised for prior period as explained above.

   As per the management, no further provision is currently required and, additional amount payable, if any, shall be accounted for at that point of time, when such additional liability is crystallized.

   However, based on constant reminders from Western Railway and no concrete settlement or negotiation in place till date of signing of this report, we are unable to ascertain the additional liability, if any that may eventually crystallize.

Consequently the impact, if any, of the above on the financial statements of the company could not be ascertained.

b. Reference is invited to Note 60.2.2 of restated consolidated financial statements regarding a clarification issued by Institute of Chartered Accountants of India (ICAI) to another Rail SPV through Ministry of Corporate Affairs (MCA), suggesting that assets of the SPV should be accounted for in accordance with " Accounting Standard 26-Intangible Assets", treating the same as intangible assets . Since in the Management's perception, this clarification did not take into account several relevant factors that apply to BDRCL, the company has made a reference to MCA and ICAI explaining the nature of project assets, seeking a review and the Management is confident that its views will be upheld. Pending clarity in this matter, SPV has continued to account for the project assets as Fixed Assets in accordance with its accounting policy and has followed useful life as prescribed in the Schedule II Part C of the Companies Act, 2013 for those assets as against accounting for of these assets as "Intangible assets" and amortizing the same as per Schedule II Part A and amendment therein vide Circular no.(GSR No. 237 E).

   This being a significant matter, with various points of view, SPV'S management strongly believes that the accounting policy followed by them in this regard is appropriate and reflects fairly the nature of the assets etc. As explained by management since the outcome of the above mentioned disparity of points of view is currently un-ascertainable and since management is awaiting the conclusion on this matter, the impact, if any, of the above on the financial statements of the company could not be ascertained.

   But while preparing the restated financial statements as per Ind AS, this qualification gets corrected because as per Ind AS-11, Appendix-A these assets are covered under intangible assets.

(ii).KRISHNAPATNAM RAILWAY COMPANY LIMITED (KRCL)

a. Refer Note no 60.3.1 of the restated consolidated financial statements- The Revenue and Operation & Maintenance (O&M) Expenses by the SPV have been booked based on the basis of advices/calculation sheets provided by South Central Railway (SCR) and not making available the detailed substantiating collateral records and procedures for verification of the same.

   The KRCL is anticipating earnings on Length of about 10 Km section from Krishnapatnam Railway Station to the Buffer of Port from South Central Railway. Hence, the revenue reported is subject to the same.

   The income pertaining to Phase 1 and Phase 3 cannot be segregated due to non availability of any information from SCR pertaining to same. Further, all supporting evidences related to revenue bookings controlled and managed by SCR only and not made available for verification.

   Further in view of non-receipt of the confirmation of South Central Railways regarding apportionment of revenue, O & M expenses, service tax claims, overhead provisional expenses and the outstanding balance, final figures could vary.

(iii). KUTCH RAILWAY CO. LTD (KRCL)

a. Note No.60.5.1 regarding fixed Assets capitalized by Company (as per advice received from Western Railway), material supplied by company and balance outstanding as advance to Western Railway are yet to be verified by the company and subject to reconciliation with Western Railway. The impact of the same is uncertainable, and consequent impact on depreciation is also unascertainable.

b. Note No.60.5.2 regarding division of addition in Bridges & Building, Formulation, Plant & Machinery (Project) and Permanent Way in proportion of their gross opening balances. The impact of the same is uncertainable.

c. Note No. 60.5.3 regarding non confirmation of receivables including advances and payables. The impact of the same is uncertainable.

11) **Emphasis of Matter:**

Further, we draw attention to the following matters in the annexure to the Restated Consolidated Financial statements:

I. RAIL VIKAS NIGAM LIMITED

i. Without qualifying our opinion, attention is invited to wards Note 12(a) for non receipt of balance confirmation. No Balance confirmation has been received relating to advance given to zonal railways of ₹51,20.90 million as on 30.09.18.

II. As reported by respective jointly controlled entities statutory Auditors:

i. Krishnapatnam Railway Company Limited(KPRCL)

a.) Without qualifying our opinion, attention is drawn towards Note No. 56.3.9 as such the amount of interest ₹124.2 million (31.03.2018 ₹241.5 million) being payable to RVNL on its outstanding balance is as calculated by them and accepted as debited by RVNL. As terms of construction agreement RVNL should charge Interest @PLR however RVNL was charging interest @SBI Base Rate Plus 1%. The concept of PLR has ended earlier than signing of the "Construction Agreement". Thus rate of interest as per agreement is void ab initio.

b.) Without qualifying our opinion, attention is drawn towards Note-56.3.1 for non- recognition of revenue on account of apportioned terminal cost for the period from 15th November 2008 to 10th August 2017 of ₹7000 million (approx) due to pending decision of Railway Board and earnings on length of about 10 Km section from Krishnapatnam Railway station to the Buffer of port. Efforts are required to finalize the same at the earliest.

c.) Without qualifying our opinion, attention is drawn towards Note No. 56.3.9, for RVNL is charging interest on delay in payment for project expenditure inclusive of D&G charges whereas as per management, construction agreement does not contain any provision for charging the interest on D&G charges.

d.) Without qualifying our opinion, attention is drawn towards Note No. 56.3.10, Clause 10.2 of the Construction Agreement provides "D&G charges shall be payable to RVNL @9.13% for civil work, 10.18% for electrical works and 10.69% for S&T work. However, the above percentage shall be calculated finally based on the actual completion cost". Thus D&G charges being capitalized and amortized/depreciation being charged thereon is subject to change based on the outcome of final actual completion cost.

e.) Without qualifying our opinion, we draw attention to Note No. 56.3.12 of Capital Commitment for project related assets which is under review as total cost of project work is increased from its revised estimated cost of ₹20604.2 million. In absence of any approval from the Company, no figure has been shown under Capital Commitment as on 30.09.2018.

f.) Without qualifying our opinion, we draw attention to Note no 56.3.11 for provision of Re-surfacing cost for project assets in working condition including replacement during the concession period and the Company has estimate liability of 500 million for the remaining concession period but the same is discounted in 6 years instead remaining concession period.

g.) Without qualifying our opinion, attention is drawn towards Note No. 56.3.2 (ii) as such South Central Railway has claimed service tax/GST on the services related to operation and maintenance and indirect cost in earlier previous years whereas as per Company Service tax/GST is not applicable on O&M expenses and the same is pending for approval from Railway.

h.) Without qualifying our opinion, we draw attention to Note no 56.3.2(iv) and as such Operation

Agreement is yet to be entered into with SCR pertaining to operation of Phase-III which is functional since 2nd March, 2014. Thus accounting for of revenue and operation cost of Phase-III between KRCL and SCR is being made on the basis of Operation and Maintenance Agreement for Phase-I. If the terms of agreement change, the related revenue and operation cost will vary.

As per Operation & Maintenance agreement of phase-I, the agreement is to be reviewed every six months but the same was reviewed last in October, 2012.

ii. Kutch Railway Company Limited (KRCL)

a.) Without qualifying our report, we draw attention to Note No. 56.1.4 to the Financial Statement which may have effect of reduction in the Reserves and Sundry debtors by ₹255 million (approx.) in the subsequent years (as and when advised by the Western Railways).

iii. Bharuch Dahej Railway Company Limited

a.) Without qualifying our opinion, we draw attention to Note No. 56.2.2 to the Ind AS financial statements, The Operation and Maintenance Agreement with the Western Railway that defines among others, rights & obligations, the share of Income & Expense to be apportioned to the company arising out of the peration of the Bharuch Dahej Samni Railway Line by the company has however recognized the operating income and expenses arising out of this arrangement which is yet to be formalized.

b.) We further draw attention to Note No. 56.2.2 and Note 56.2.2 to the Ind AS financial statements. The Operating Income & Operating Expenses accounted for by the Company are based on provisional figures made available by the western railway and the figures could vary. Our Opinion is not qualified in respect of this matter.

c.) Note No. 56.2.3 and Note No. 56.2.3 to the Ind AS financial statements. The Income from Railway Operations of ₹356.62 million (previous half year ended September 30, 2017; Rs. 205.68 million (unaudited) includes revenue amounting to Rs. 28.83 million (previous half year ended September 30, 2017 (unaudited); Rs. 15.87 million) pertaining to Bharuch-Chavaj section computed on provisional basis. The revenue recognized is outstanding as Trade Receivable of Rs. 339.10 million as on the balance sheet date. As per information and explanations provided, the revenue apportionment by Western Railways does not include the apportionments for share of revenue towards the Bharuch-Chavaj section. Further, the company has also recognized the 'Intangible assets' pertaining to this section as the freight sharing rights of the company. However, the concession agreement executed with the Ministry of Railways dated 25th June, 2008 does not include the said section as it was not envisaged at the time of agreement. During the previous year ended March 31, 2018, the Railway Board vide its letter dated 22-11-2017 had approved for apportionment of freight for Bharuch-Chavaj from the date from which the section was opened for traffic. However, the apportionment is yet to be provided by the western Railways and the final figures could vary. Our opinion is not qualified in respect of this matter.

For the period ended 31st March, 2018;

I. The consolidated Ind AS financial statements include share of profit of Bharuch Dahej Railway Company Limited (BDRCL), a jointly controlled entity based on its unaudited financial statements as approved by board of the company. (Refer Para 7.b given below)

II. As reported by respective jointly controlled entities statutory Auditors:

i. KRISHNAPATNAM RAILWAY COMPANY LIMITED(KPRCL)

a. Reference is drawn to Note No. 57.2.1 regarding Accounting of Revenue and Note No. 57.2.2 regarding accounting for of Operation & Maintenance (O&M) expenses by the company on the basis of provisional advices/calculation sheets provided by South Central Railway (SCR) and not making available the detailed substantiating collateral records and procedures for verification of the same.

Further, in view of non-receipt of the confirmation from South Central Railways regarding provisional apportionment of revenue, O&M expenses, service tax/GST claims, overhead expenses and the outstanding balance could vary.

Management confirms that the whole of the Revenue and O&M expenses are booked on basis of figures informed by the SCR which are provisional (pl refer Note 57.2.1and 57.2.2) and liable to change, as explained to us, no confirmation has been received from SCR since beginning of the project. Thus it is affirmed that financial statements are provisional in this respect.

b. Reference is drawn regarding Non-Provision of Departmental charges amounting to ₹874.3 million (approximately), payable to Rail Vikas Nigam Limited @ 5% of the total cost of works as per detailed estimate/ revised estimate/ completion estimate in the books of accounts of the Company. In view of non-provision, the impact of same on the financial statements could not be ascertained.

c. Reference is drawn to Note No. 57.2.3, 57.2.4 and 57.2.5 regarding outstanding Trade Receivables and Trade Payables balances of SCR are subject to confirmation. Apart from that Debit/credit balances of various clients, associates, suppliers and others are subject to confirmation and reconciliation.

d. In order to verify the balances of bank loan accounts, we have been provided the bank statements received by the company through email only except for Bank of India for which online verification by net banking is available. The impact of the same on the financial statement could not be determined.

ii. KUTCH RAILWAY COMPANY LIMITED (KRCL)

a. Note No. 57.1.1 regarding fixed assets capitalized by company (as per advice received from Western Railways), are yet to be verified by the company. Similarly, material supplied by company and balance outstanding as advance to Western Railways are subject to reconciliation with Western Railways. The impact of the same is unascertainable and consequent impact on depreciation is unascertainable.

b. Note No. 57.1.2 and 57.1.3 regarding division of addition in Bridges & Building, Formation, Plant & Machinery (Project) and Permanent Way (classified in other intangible assets) in proportion of their gross opening balances. The impact of the same is unascertainable.

c. Note No. 57.1.4 regarding non-confirmation of receivables including advances and payables. The impact of the same is unascertainable.

For the period ended 31st March, 2017;

i. Rail Vikas Nigam Limited(RVNL)

Without qualifying our opinion, we draw attention to Note 9(f) & (g)to the restated Consolidated Ind AS financial statements which describes the change and impact of change in accounting policy of Project Work in Progress as per Revised Procedure Order dt. 30/12/2016 issued by Ministry of Railways. Due to this change, additional PWIP of ₹1516,79.59 millions stands transferred to MOR resulting in decrease in assets to that extent and consequential decrease in liability of MOR. However, there is no impact of this change on Statement of Profit and Loss.

ii. Krishnapatnam Railway Company Limited(KPRCL)

a. Without qualifying our opinion, attention is drawn towards Note No. 58.2.1(b) of restated consolidated Ind AS financial statements for non-recognition of revenue on account of apportioned terminal cost due to pending decision of Railway Board and earnings on length of about 10 Km section from Krishnapatnam Railway station to the Buffer of port. Efforts are required to finalize the same at the earliest.

b. Without qualifying our opinion, we draw attention to Note No. 58.2.2(d) of restated consolidated Ind AS financial statements for Operation agreement pertaining to operation of phase III line is pending for finalization and signing and as such Operation Agreement is yet to be entered into with SCR which is functional since 2nd March' 2014. Thus accounting for of revenue and operation cost of Phase – III between KRCL and SCR is being made on the basis of Operation and Maintenance Agreement for Phase–I. If the terms of agreement change, the related revenue and operation cost will vary. As per Operation & Maintenance agreement of Phase – I line, the agreement is to be reviewed every six months but the same was reviewed last in October' 2012.

iii. Kutch Railway Company Limited (KRCL)

a. Without qualifying our report, we draw attention to Note No. 58.3.1 of the restated consolidated Ind AS Financial Statement which may have effect of reduction in the Reserves and Sundry debtors by ₹255 millions (approx.) in the subsequent years (as and when advised by the Western Railways).

For the period ended 31ST March, 2016;

i. KRISHNAPATNAM RAILWAY COMPANY LIMITED

a. Without qualifying our opinion, attention is drawn towards Note No. 59.2.1(b) for non-recognition of revenue on account of apportioned terminal cost due to pending decision of Railway Board and earnings on length of about 10 Km section from Krishnapatnam Railway station to the Buffer of port. Efforts are required to finalize the same at the earliest.

b. Without qualifying our opinion, attention is drawn towards Note No. 59.2.2.2 as such South Central Railway has claimed service Tax on the services related to operation and maintenance and indirect cost.

c. Without qualifying our opinion, we draw attention to fact that Operation and Maintenance Agreement is yet to be entered into with SCR pertaining to operation of Phase – III which is functional since 2nd March' 2014.Thus dealing of revenue and operation cost of Phase – III between KRCL and SCR is being made on the basis of Operation and Maintenance Agreement for Phase – I. If the terms of agreement change, the related revenue and operation cost will vary. As per Operation & Maintenance agreement of Phase – I line, the agreement is to be reviewed every six months but the same was reviewed last in October' 2012.

ii. KUTCH RAILWAY COMPANY LIMITED

a. Without qualifying our opinion, attention is drawn towards Note No. 59.4.5 of restated consolidated Ind AS financial statements Since the previous financial year i.e. 2013-14, Western Railway has computed Company's share of apportioned earnings on the basis of "carried route" instead of "booked route". Accordingly, an apportioned earnings has been reduced by ₹315.3 millions for the current financial year. Further, a total amount of ₹89.8 millions has been deducted on this account for the financial years 2010-11. The company has contested against this method of calculation of apportioned earnings at various levels in Railways. The approximate amount of ₹385 millions may be deducted on this account for earlier financial years (from 2006-07 to 2009-10). The average amount of both of above methods works out to be ₹385 millions (approx.). The impact of the same will be reduction in Reserves and Sundry Debtors by ₹385 millions (approx.) in the subsequent years as and when advised by the Western Railway. (Proportionate impact on consolidated Financial statements ₹192.5 millions being 50% ownership interest)

iii. BHARUCH DAHEJ RAILWAY COMPANY LIMITED (BDRCL)

a. The Operation and Maintenance Agreement with the Western Railway that defines among others, right & obligations, the share of Income & Expenses to be apportioned to the Company arising out of the operation of the Bharuch Dahej Samni Railway Line by the Company has not yet been signed although an in-principal approval has been received from the Ministry of Railways. The Company has however recognized the operating income and expenses arising out of this arrangement which is yet to be formalized. The Operating Income & Operating Expenses accounted for by the Company are based on provisional figures made available by the Western Railway and the final figures could vary.

For the period ended 31st March, 2015;

i. ANGUL SUKINDA RAILWAY LTD.

Without qualifying our opinion, attention is drawn towards Note No. 60.1.1 of restated consolidated Ind AS financial statements- There is a change in the policy for Interest earned on deposits with banks, earlier Interest earned on deposits with bank had been taken to the profit and loss account. From current financial year the interest earned during year on deposits with bank has been taken to the capital work in progress. Had the company continued to apply the earlier policy, capital work in progress would have been higher by ₹138.34 millions and profit of the company would have been higher to that extent. (Proportionate impact on consolidated financial statements ₹43.5 millions being 31.5% ownership interest).

ii. HARIDASPUR PARADIP RAILWAY COMPANY LTD.

Without qualifying our opinion, attention is drawn towards Note No. 60.4.1 of restated consolidated Ind AS financial statements-During the year, the company has changed its policy and routed the receipts and expenditure directly to Capital Work in Progress as against the earlier practice of routing it through statement of Profit and Loss since the interest income earned on fixed deposits/flexi accounts out of the funds infused as share capital for meeting. This change of accounting policy has net impact of decrease in profit of the year ₹89.67 millions with a consequential decrease in capital work in Progress to that extent. (Proportionate impact on consolidated financial statements ₹29.9 millions being 33.33% ownership interest)

iii. KUTCH RAILWAY CO. LTD.

Without qualifying our opinion, attention is drawn towards Note No. 60.5.4 of restated consolidated Ind AS financial statements- Since the previous financial year i.e. 2013-14, Western Railway has computed Company's share of apportioned earnings on the basis of "carried route" instead of "booked route". Accordingly, an apportioned earnings has been reduced by ₹419.9 million for the current financial year. Further, a total amount of ₹310.2 million has been deducted on this account for the financial years 2011-12 & 2012-13. The company has contested against this method of calculation of apportioned earnings at various levels in Railways. The approximate amount of ₹535 millions may be deducted on this account for earlier financial years (from 2006-07 to 2010-11). The average amount of both of above methods works out to be ₹535 millions (approx.). The impact of the same will be reduction in Reserves and Sundry Debtors by ₹535 millions (approx.) in the subsequent years as and when advised by the Western Railway. (Proportionate impact on consolidated financial statements ₹267.5 millions being (50% ownership interest).

Our Opinion is not qualified in respect of above matters.

12) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

13) Our report is intended solely for use of the management for inclusion in the offer document to be filed with Securities and Exchange Board of India, Registrar of Companies, New Delhi and concerned Stock Exchanges in connection with the proposed IPO of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For Raj Har Gopal & Co.
Chartered Accountants
FRN:-002074N

Gopal Krishan Gupta
(Partner)

Membership No: - 081085

Place: New Delhi
Date: February 28, 2019

RAIL VIKAS NIGAM LIMITED
ANNEXURE-I
Restated Consolidated Summary Statement of Assets and Liabilities

(₹ in millions)

	Particulars	Note No.	As at 30 September 2018		As at 31 March 2018		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
I.	ASSETS											
1	Non-current assets											
	(a) Property, Plant and equipment	3	2,488.61		2,487.61		75.71		59.55		57.62	
	(b) Capital work-in-progress	4	0.00		0.00		0.00		0.00		-	
	(c) Other Intangible assets	5	0.54		1.11		0.06		0.13		0.26	
	(d) Intangible assets under development	5	273.16		211.37		127.29		55.82		16.58	
	(e) Investments in Joint Ventures	6	12,465.53		12,221.82		10,785.49		10,138.53		8,957.26	
	(f) Financial Assets											
	(i) Investments	6.1	99.70		100.00		100.00		100.00		-	
	(ii) Lease Receivables	6.2	14,798.65		17,195.28		11,467.58		6,367.68		4,984.64	
	(iii) Loans	6.3	68.68		64.76		65.62		48.92		34.41	
	(iv) Others	6.4	3,894.85		4,626.32		4,914.25		4,971.83		4,610.62	
	(g) Deferred tax assets (Net)	7	676.22		655.63		409.61		374.97		292.19	
	(h) Other non-current assets	8	2.05	34,768.00	2.70	37,566.59	1,640.56	29,586.17	8.98	22,126.41	8.48	18,962.06
2	Current assets											
	(a) Project-Work-in-Progress	9	61.78		19.24		7,662.61		1,48,240.53		1,15,646.85	
	(b) Financial Assets	10										
	(i) Trade Receivables	10.1	11,767.00		9,352.88		2,789.51		4,807.57		1,869.46	
	(ii) Lease Receivables	10.2	2,626.50		2,413.25		2,004.32		1,089.83		752.17	
	(iii) Cash and cash equivalents	10.3	507.72		3,428.52		12,545.96		13,776.18		8,080.69	
	(iv) Bank Balances other than (iii) above	10.4	12,212.55		10,600.00		14,500.00		16,550.00		4,850.00	
	(v) Loans	10.5	76.17		74.17		10.61		10.54		13.88	
	(vi) Others	10.6	3,251.22		4,521.04		4,412.19		2,212.19		2,190.37	
	(c) Current Tax Asset (Net)	11.1	46.25		98.88		105.07		74.72		166.60	
	(d) Other current assets	12	22,006.92	52,556.10	17,610.88	48,118.86	14,979.28	59009.55	13,268.78	2,00,030.34	8,821.64	1,42,391.66
	Total Assets			**87,324.10**		**85,685.46**		**88,595.72**		**2,22,156.75**		**1,61,353.72**
II.	EQUITY AND LIABILITIES											
1	Equity											
	(a) Equity Share Capital	13	20,850.20		20,850.20		20,850.20		20,850.20		20,850.20	
	(b) Other Equity	14	19,770.99	40,621.19	18,402.28	39,252.48	14,718.60	35,568.80	13,374.08	34,224.28	9,754.91	30,605.11
2	Liabilities											
	Non-current liabilities											
	(a) Financial Liabilities	15										
	(i) Borrowing	15.1	19,633.46		22,591.49		24,368.80		26,240.83		25,139.70	
	(ii) Other financial liabilities	15.2	3,225.44		3,748.28		-		-		-	
	(b) Provisions	16	81.67		91.61		88.87		75.05		50.81	
	(c) Other Non current liabilities	17	284.69	23,225.26	400.84	26,832.22		24,457.67		26,315.88		25,190.51
	Current liabilities											
	(a) Financial Liabilities	18										
	(i) Trade payables	18.1	1,489.39		684.48		1,098.92		904.95		449.96	
	(ii) Other financial liabilities	18.2	9,615.60		8,912.75		9,121.94		7,661.70		6,657.41	
	(b) Other current liabilities	19	11,724.86		9,423.51		17,939.49		1,52,803.67		98,226.74	
	(c) Provisions	17	612.67		451.14		408.90		229.82		147.23	
	(d) Current Tax liability (Net)	11.2	35.13	23,477.65	128.88	19,600.76	-	28,569.26	16.45	1,61,616.59	76.75	1,05,558.09
	Total Equity and Liabilities			**87,324.10**		**85,685.46**		**88,595.72**		**2,22,156.75**		**1,61,353.72**

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V , Adjustment for Restatement of Consolidated Profit & Loss in Annexure VI , Restated Consolidated Statement of Accounting Ratios in Annexure-VII , Restated Consolidated Statement of Tax Shelters in Annexure VIII, Restated Consolidated Statement of Dividend Paid in Annexure IX , Restated Consolidated Statement of Turnover in Annexure- X, Restated Consolidated Statement of Indebtedness XI ,Restated Consolidated Statement of Capitalisation in Annexure- XII , Total Equity Reconciliation as at March 2015-Proforma in Annexure- XIII.

See accompanying notes forming part of the restated financial information from 1 to 60

As per our Report of even date attached

For Raj Har Gopal & Co.
Chartered Accountants
Firm Registration No.:002074N

For and on behalf of the board

G.K. GUPTA
Partner
M.No. 081085

Pradeep Gaur
Chairman and Managing Director
DIN: 07243986

A.K. Choudhary
Chief Financial Officer

Kalpana Dubey
Company Secretary

Place : New Delhi
Date: 28-02-2019

RAIL VIKAS NIGAM LIMITED
ANNEXURE-II
Restated Consolidated Summary Statement of Profit and Loss

(₹ in millions)

	Particulars	Note No.	For the half year ended 30th Sep 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
	Revenue :						
I.	Revenue from operations	20	36,228.82	75,973.58	59,151.06	45,398.54	31,465.35
II.	Other income	21	1,475.21	2,249.32	2,477.71	1,804.39	1,232.47
III.	**Total Income (I + II)**		**37,704.03**	**78,222.90**	**61,628.77**	**47,202.93**	**32,697.82**
IV.	**Expenses:**						
	Expenses on Operations	22	33,511.06	70,239.65	54,678.48	41,889.36	28,957.33
	Employee benefits expenses	23	775.99	1,339.88	1,170.19	967.10	771.16
	Finance Costs	24	205.55	446.59	354.54	230.84	152.79
	Depreciation, amortization and impairment	25	27.07	48.35	50.18	46.69	51.21
	Other Expenses	26	225.08	429.41	423.27	308.78	234.21
	CSR and R&D Expenses	27	101.74	76.74	61.23	59.75	46.69
	Total Expenses (IV)		**34,846.49**	**72,580.62**	**56,737.89**	**43,502.52**	**30,213.39**
V.	**Profit/(loss) before exceptional items and tax (III-IV)**		2,857.54	5,642.28	4,890.87	3,700.41	2,484.43
VI.	Exceptional items						
VII.	Share in Profit/(Loss) of Joint Ventures		243.53	998.05	542.08	1,289.26	1,281.14
VIII.	Profit/(Loss) before tax (V - VI + VII)		3,101.07	6,640.33	5,432.95	4,989.67	3,765.58
IX.	Tax expense:	28					
	(1) Current tax		585.46	1,186.59	1,032.50	777.74	489.85
	(2) Deferred tax (net)		(20.59)	(245.45)	(34.17)	(82.41)	(92.76)
	Total Tax Expense (IX)		564.87	941.14	998.33	695.33	397.09
X.	**Profit/(loss) for the period from continuing operation (VIII - IX)**		**2,536.20**	**5,699.20**	**4,434.62**	**4,294.34**	**3,368.49**
XI.	Profit/(loss) from discontinued operations		-	-	-	-	-
XII.	Tax Expense of discontinued operations		-	-	-	-	-
XIII.	Profit/(loss) from discontinued operations (after tax) (X-XI)		-	-	-	-	-
XIV.	**Profit/(loss) for the period (X+XIII)**		**2,536.20**	**5,699.20**	**4,434.62**	**4,294.34**	**3,368.49**
XV.	**Other Comprehensive Income**						
	Items that will not be reclassified to profit or loss	29					
	a) (i) Remeasurement gains (losses) on defined benefit plans		0.53	(6.17)	(4.18)	(4.48)	(1.07)
	(ii) Income tax effect on Remeasurement gains (losses) on defined benefit plans		(0.03)	0.58	0.47	0.34	0.36
	b)(i) Fair Value of Investment in in equity instruments through OCI		(0.30)	-	-	-	-
	(ii) Income tax effect on investment in equity instruments		0.04				
XVI.	**Total Comprehensive Income for the period (XIV +XV) (Comprehensive profit and other comprehensive income for the period)**		**2,536.43**	**5,693.60**	**4,430.91**	**4,290.20**	**3,367.78**
XVII.	Earnings Per Equity Share: (For Continuing Operation)						
	(1) Basic	40	1.22	2.73	2.13	2.06	1.62
	(2) Diluted	40	1.22	2.73	2.13	2.06	1.62
XVIII.	Earnings Per Equity Share: (For discontinuing Operation)						
	(1) Basic	40	-	-	-	-	-
	(2) Diluted	40	-	-	-	-	-
XIX.	Earnings Per Equity Share: (For discontinued and continuing Operation)						
	(1) Basic	40	1.22	2.73	2.13	2.06	1.62
	(2) Diluted	40	1.22	2.73	2.13	2.06	1.62

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V , Adjustment for Restatement of Consolidated Profit & Loss in Annexure VI , Restated Consolidated Statement of Accounting Ratios in Annexure-VII , Restated Consolidated Statement of Tax Shelters in Annexure VIII, Restated Consolidated Statement of Dividend Paid in Annexure IX , Restated Consolidated Statement of Turnover in Annexure- X, Restated Consolidated Statement of Indebtedness XI ,Restated Consolidated Statement of Capitalisation in Annexure- XII , Total Equity Reconciliation as at March 2015-Proforma in Annexure- XIII.

See accompanying notes forming part of the restated financial information from 1 to 60

As per our Report of even date attached

For Raj Har Gopal & Co.
Chartered Accountants
Firm Registration No.:002074N

For and on behalf of the board

G.K. GUPTA
Partner
M.No. 081085

Pradeep gaur
Chairman and Managing Director
DIN:07243986

A.K. Choudhary
Chief Financial Officer

Kalpana Dubey
Company Secretary

Place : New Delhi
Date: 28-02-2019

RAIL VIKAS NIGAM LIMITED

ANNEXURE-IV

Restated Consolidated Summary Statement of Cash Flows

(₹ in Millions)

S.N.	Particulars	Figures for the half year ended 30th September 2018		Figures for the year ended 31st March 2018		Figures for the year ended 31st March 2017		Figures for the year ended 31st March 2016		Figures for the year ended 31st March 2015 (Proforma)	
		Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
1	**(a) Cash Flow from Operating Activities**										
	Net Profit Before Taxation	3,101.07		6,640.33		5,432.95		4,989.67		3,765.58	
	Add: Adjustment for non cash items :										
	Share in (Profit)/Loss of Joint Ventures	(243.53)		(998.05)		(542.08)		(1,289.26)		(1,281.14)	
	Depreciation, amortization and impairment	27.07		48.35		50.18		46.69		51.21	
	CWIP Written Off			-		-		1.96		-	
		2,884.60		5,690.63		4,941.05		3,749.06		2,535.64	
	Add: Adjustment for other items										
	Loss/(Profit) on sale of Fixed assets			0.00		9.29		0.04		0.02	
	Other Income	(1,105.42)		(1,128.33)		(1,586.01)		(1,176.83)		(825.05)	
	Dividend Received	(175.00)		(100.00)		(55.00)		(25.00)		(50.00)	
	Effect of Ind AS adjustment during F.Y. 2015-16	-		-		-		(114.76)		-	
	Other Comprehensive Income	0.32		(6.17)		(4.15)		(4.59)		(0.98)	
	Operating Profit Before Working Capital Changes	1,604.49		4,456.14		3,305.18		2,427.92		1,659.63	
	(b) Adjustments for Changes in Working Capital:										
	Adjustments for (Increase)/Decrease in Operating Assets:										
	Trade Receivables (Current)	(2,414.12)		(6,563.37)		2,018.06		(2,938.11)		(1,308.00)	
	Lease Receivables (Non-Current)	2,396.63		(5,727.70)		(5,099.90)		(1,383.06)		(200.27)	
	Lease Receivables (Current)	(213.25)		(408.93)		(914.49)		(337.66)		(190.59)	
	Project work in progress (Inventory)	(42.53)		7,643.37		1,40,577.92		(32,593.68)		(22,878.20)	
	Bank Balances other than cash and cash equivalents	(1,612.55)		3,900.00		2,050.00		(11,700.00)		(1,290.00)	
	Other Financial Assets	3,437.81		2,492.50		331.77		2,126.16		2,381.66	
	Other Current Assets	(4,471.64)		(2,591.97)		(30.35)		91.89		(1,676.86)	
		(2,919.66)		**(1,256.09)**		**1,38,933.00**		**(46,734.46)**		**(25,162.26)**	
	(c) Adjustments for (Increase)/Decrease in Operating Liabilities:										
	Trade Payables	804.92		(414.45)		193.97		454.99		(78.44)	
	Other Financial Liabilities	1,366.67		(497.84)		706.14		973.87		(96.61)	
	Other Non-Current/Current Liabilities	1,662.37		(4,366.86)		(1,34,864.20)		54,576.95		25,275.27	
	Short Term Provisions	161.53		42.24		179.08		82.58		17.02	
	Long Term Provisions	(9.95)		2.74		13.82		24.24		15.22	
		3,985.54		(5,234.16)		(1,33,771.18)		56,112.64		25,132.45	
	Cash Generated from Operations	2,670.37		(2,034.12)		8,467.00		11,806.09		1,629.82	
	Direct Taxes Paid/Received	(550.33)		1,087.40		2,759.46		5,285.18		495.37	
	Cash Flow from Operating Activities (A)	**2,120.04**	**2,120.04**	**(3,121.52)**	**(3,121.52)**	**5,707.54**	**5,707.54**	**6,520.92**	**6,520.92**	**1,134.46**	**1,134.46**
2	**Cash from Investment Activities :-**										
	Capital Expenditure on Fixed Assets, Including Capital Advances	(27.40)		(826.50)		(1,702.75)		(49.59)		(39.63)	
	Capital Expenditure on CWIP			-		-		(1.96)		-	
	Capital Expenditure on Intangibles	(61.91)		(85.39)		(71.55)		(39.35)		(10.47)	
	Proceeds from Sale of Fixed Assets	0.01		0.60		(6.81)		1.16		1.39	
	Proceeds from Loan given	(5.91)		(62.70)		(16.70)		(14.51)		(35.24)	
	Current Investments not Considered as Cash and Cash Equivalents:										
	- Purchased			-		-		-		-	
	Purchase of Long Term Investments:										
	- Joint Venture	-		(438.26)		(96.90)		(100.50)		(1,082.83)	
	Interest Income (Revenue)										
	- Others	739.38		1,128.33		1,586.01		1,176.83		825.05	
	Dividend Received										
	- Joint Venture	175.00		100.00		55.00		25.00		50.00	
	Net Cash Generated from / (used in) Investing Activities (B)	**819.17**	**819.17**	**(183.93)**	**(183.93)**	**(253.69)**	**(253.69)**	**997.09**	**997.09**	**(291.73)**	**(291.73)**
3	**Cash Flow from Financing Activities :-**										
	Proceeds from issuance of share capital (including share application money)			-		-		-		-	
	Proceeds from Long Term Borrowings	400.00		925.00		371.30		2,559.00		2,730.00	
	Repayment of Short -Term Borrowings	(2,413.25)		(2,185.75)		(1,819.08)		(1,732.42)		(1,642.50)	
	Dividend and Tax thereon	(1,167.70)		(2,009.97)		(3,094.40)		(447.72)		(370.62)	
	Repayment of interest accrued	(2,679.06)		(2,541.27)		(2,141.89)		(2,201.37)		(2,239.79)	
	Utilisation of Reserve			-		-		-		-	
	Net Cash Generated from / (used in) Financing Activities (C)	**(5,860.01)**	**(5,860.01)**	**(5,811.99)**	**(5,811.99)**	**(6,684.07)**	**(6,684.07)**	**(1,822.51)**	**(1,822.51)**	**(1,522.91)**	**(1,522.91)**
	Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)		**(2,920.80)**		**(9,117.44)**		**(1,230.22)**		**5,695.49**		**(680.18)**
	Cash & Cash Equivalent at the beginning of the Year		**3,428.52**		**12,545.96**		**13,776.18**		**8,080.69**		**8,760.87**
	Cash & Cash Equivalent at the end of year		**507.72**		**3,428.52**		**12,545.96**		**13,776.18**		**8,080.69**
	Cash and Cash Equivalents										
	- Cash and Cheques in Hand			-		-		74.62		-	
	Balance with Scheduled Banks										
	- On Current Account	207.97		415.98		1,415.96		601.56		1,040.69	
	- On term Deposit Account	299.76		3,012.55		11,130.00		13,100.00		7,040.00	
	- Book Overdraft			-		-		-		-	
			507.72		**3,428.52**		**12,545.96**		**13,776.18**		**8,080.69**

Notes :

The above Cash Flow Statement has been prepared under the indirect method setout as per Ind-AS-7 issued by The Institute of Chartered Accountants of India and notified u/s 133 of the Companies Act, 2013.

For Raj Har Gopal & Co.
Chartered Accountants
Firm Registration No.:002074N

For and on behalf of the board

G.K. GUPTA
Partner
M.No. 081085

Pradeep Gaur
Chairman and Managing Director
DIN: 07243986

A.K. Choudhary
Chief Financial Officer

Kalpana Dubey
Company Secretary

Place : New Delhi
Date: 28-02-2019

RAIL VIKAS NIGAM LIMITED

Annexure-III

Restated Consolidated Summary Statement of Change in Equity

Statement of changes in equity for the half year ended 30th September 2018

A. Equity share capital

(₹ in Millions)

Particulars	No. of Shares	Amount
Balance at April 1, 2018	**2,085.02**	**20,850.20**
Changes in equity share capital during the year		
(a) issue of equity shares capital during the year	-	-
Balance at September 30,2018	**2,085.02**	**20,850.20**

B. Other Equity

Particulars	Reserve & Surplus		Total
	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period	710.00	17,692.28	18,402.28
Adjustments	-	-	-
Restated balance at the beginning of the reporting period	**710.00**	**17,692.28**	**18,402.28**
Profit for the year	-	2,536.20	2,536.20
Other Comprehensive Income for the year (net of income tax)	-	0.24	0.24
Total Comprehensive Income for the year	**-**	**2,536.43**	**2,536.43**
Dividends	-	(1,167.70)	(1,167.70)
Transfer to retained earning	-	-	-
Add/(Less): Changes in carrying value of investments in Joint Ventures other than share in profit/(loss)	-	(0.03)	-0.03
Balance at the end of the reporting period	**710.00**	**19,060.99**	**19,770.99**

Statement of Change in equity for the year ended 31-March -2018

A. Equity share capital

(₹ in Millions)

Particulars	No. of Shares	Amount
Balance at April 1, 2017	**2,085.02**	**20,850.20**
Changes in equity share capital during the year		
(a) issue of equity shares capital during the year	-	-
Balance at March 31,2018	**2,085.02**	**20,850.20**

B. Other Equity

(₹ in Millions)

Particulars	Reserve & Surplus		Total
	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period	710.00	14,008.60	14,718.60
Adjustments	-		-
Restated balance at the beginning of the reporting period	**710.00**	**14,008.60**	**14,718.60**
Profit for the year	-	5,699.20	5,699.20
Other Comprehensive Income for the year (net of income tax)	-	(5.60)	(5.60)
Total Comprehensive Income for the year	**-**	**5,693.60**	**5,693.60**
Dividends	-	(2,009.97)	(2,009.97)
Transfer to retained earning	-	-	-
Add/(Less): Changes in carrying value of investments in Joint Ventures other than share in profit/(loss)	-	0.06	0.06
Balance at the end of the reporting period	**710.00**	**17,692.28**	**18,402.28**

Statement of changes in equity for the year ended 31st March 2017

A. Equity share capital

(₹ in millions)

Particulars	No. of Shares	Amount
Balance at April 1, 2016	**2,085.02**	**20,850.20**
Changes in equity share capital during the year		
(a) issue of equity shares capital during the year	-	-
Balance at March 31, 2017	**2,085.02**	**20,850.20**

B. Other Equity (₹ in millions)

Particulars	Reserve & Surplus		Total
	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period	710.00	12,664.08	13,374.08
Adjustments	-		-
Restated balance at the beginning of the reporting period	**710.00**	**12,664.08**	**13,374.08**
Profit for the year	-	4,434.62	4,434.62
Other Comprehensive Income for the year (net of income tax)	-	(3.71)	(3.71)
Total Comprehensive Income for the year	**-**	**4,430.91**	**4,430.91**
Dividends	-	(3,094.40)	(3,094.40)
Transfer to retained earning	-	-	-
Add/(Less): Changes in carrying value of investments in Joint Ventures other than share in profit/(loss)		8.01	8.01
Balance at the end of the reporting period	**710.00**	**14,008.60**	**14,718.60**

Statement of changes in equity for the year ended 31-March-2016

A. Equity share capital (₹ in millions)

Particulars	No. of Shares	Amount
Balance at April 1, 2015	**2,085.02**	**20,850.20**
Changes in equity share capital during the year		
(a) issue of equity shares capital during the year	-	-
Balance at March 31, 2016	**2,085.02**	**20,850.20**

B. Other Equity (₹ in millions)

Particulars	Reserve & Surplus		Total
	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period	710.00	8,795.74	9,505.74
Adjustments	-		-
Restated balance at the beginning of the year *	**710.00**	**8,795.74**	**9,505.74**
Profit for the year	-	4,294.34	4,294.34
Other Comprehensive Income for the year (net of income tax)	-	(4.14)	(4.14)
Total Comprehensive Income for the year	**-**	**4,290.20**	**4,290.20**
Dividends	-	(447.72)	(447.72)
Transfer to retained earning	-	-	-
Add/(Less): Changes in carrying value of investments in Joint Ventures other than share in profit/(loss)		25.85	25.85
Balance at the end of the reporting period	**710.00**	**12,664.08**	**13,374.08**

Statement of changes in equity for the year ended 31-March-2015

A. Equity share capital (₹ in millions)

Particulars	No. of Shares	Amount
Balance at March 31, 2014 (Proforma)	**2,085.02**	**20,850.20**
Changes in equity share capital during the year		
(a) issue of equity shares capital during the year	-	-
Balance at March 31, 2015 (Proforma)	**2,085.02**	**20,850.20**

B. Other Equity (₹ in millions)

Particulars	Reserve & Surplus		Total
	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period	610.00	6,215.31	6,825.31
Adjustments	-	-	-
Restated balance at the beginning of the year	**610.00**	**6,215.31**	**6,825.31**
Profit for the year	-	3,368.49	3,368.49
Other Comprehensive Income for the year (net of income tax)	-	(0.71)	(0.71)
Total Comprehensive Income for the year	**-**	**3,367.78**	**3,367.78**
Dividends (including CDT)	-	(370.62)	(370.62)
Transfer to retained earning	-	-	-
Transfer to general reserve	100.00	(100.00)	-
Add/(Less): Changes in carrying value of investments in Joint Ventures other than share in profit/(loss)	-	(67.56)	(67.56)
Balance at the end of the reporting period *	**710.00**	**9,112.47**	**9,754.91**

* Difference to adoption of Ind AS during the year 2014-15 (Refer Annexure-XIII)

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V , Adjustment for Restatement of Consolidated Profit & Loss in Annexure VI , Restated Consolidated Statement of Accounting Ratios in Annexure-VII , Restated Consolidated Statement of Tax Shelters in Annexure VIII, Restated Consolidated Statement of Dividend Paid in Annexure IX , Restated Consolidated Statement of Turnover in Annexure- X, Restated Consolidated Statement of Indebtedness XI ,Restated Consolidated Statement of Capitalisation in Annexure- XII , Total Equity Reconciliation as at March 2015-Proforma in Annexure-XIII.

See accompanying notes forming part of the restated financial information from 1 to 60

As per our Report of even date attached

For Raj Har Gopal & Co.
Chartered Accountants
Firm Registration No.:002074N

G.K. GUPTA
Partner
M.No. 081085

For and on behalf of the board

Pradeep Gaur
Chairman and Managing Director
DIN: 07243986

A.K. Choudhary
Chief Financial Officer

Kalpana Dubey
Company Secretary

Place : New Delhi
Date: 28-02-2019

ANNEXURE-V

Notes Forming part of the Restated Consolidated Financial Information for the period ended September 30,2018 and years ended March31,2018, 2017, 2016 and 2015

Note 1 :- Corporate Overview

Rail Vikas Nigam Limited ("the Parent Company") and its subsidiary and Joint Ventures (collectively referred to as the "Group") are engaged in the business of implementing various types of Rail infrastructure projects assigned by MoR including doubling (including 3rd/4th lines), gauge conversion, new lines, railway electrification, major bridges, workshops, Production Units and sharing of freight revenue with Railways as per the concession agreement entered into with Ministry of Railway.

The Restated Consolidated Summary Statement of Assets & Liabilities of the Group as at September 30, 2018, March 31, 2018, 2017, 2016 and March 31, 2015 (Proforma) and the related Restated Consolidated Summary Statement of Profit & Loss, Restated Consolidated Summary Statement of Changes in Equity and Restated Consolidated Summary Statement of Cash flows for the period ended September 30,2018, March 31, 2018, 2017, 2016 & March 31, 2015 (Proforma) have been prepared specifically for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India(‘"SEBI") in connection with proposed Initial Public Offering.

These Restated Consolidated Financial Information have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016, Companies (Indian Accounting Standards) Amendment Rules, 2017and Companies (Indian Accounting Standards) Amendment Rules, 2018.

These Restated Consolidated Financial Information have been prepared to comply in all material respects with the requirements of Part I of Chapter III to the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI regulations") as amended from time to time.

The Consolidated Proforma financial information of the Group as at and for the year ended March 31, 2015, is prepared in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 ("SEBI Circular"). As envisaged by the SEBI Circular, the Group has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on its Ind AS transition date (i.e April 1, 2015) while preparing Consolidated Proforma financial information for the FY 2014-15 and accordingly suitable restatement adjustments in the accounting heads have been made in the Proforma Financial Information. This Consolidated Proforma Financial Information have been prepared by making Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2015.

Note 2 :-

2.1 Basis of Preparation

a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian accounting standards) Amendment Rules 2016.

For all periods up to and including the year ended 31 March 2016, the group prepared its consolidated financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013 (Indian GAAP). These consolidated financial statements for the year ended 31 March 2017 are group's first IND AS consolidated financial statements. The figures for the previous periods have been restated and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

The financial statements as at and for half year ended on September 30, 2018 have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under section 133 of the Companies Act 2013 as Companies (Indian Accounting Standards) Rules, 2015 ,Companies (Indian accounting standards) Amendment Rules 2016, Companies (Indian Accounting Standards) Amendment Rules 2017 and Companies (Indian Accounting Standards) Amendment Rules 2018.

b) **Basis of Measurement**

The Restated Consolidated financial information have been prepared under the historical cost convention and on an accrual basis, except for the following item that have been measured at fair value as required by relevant Ind-AS.

i. Defined benefit Plan and other long term employee benefits

ii. Certain financial assets and liabilities measured at fair value.

c) Use of estimates and judgement

The preparation of Restated Consolidated financial information in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, disclosure of contingent assets and liabilities at the date of consolidated financial statements and the reported amount of income and expenses. Examples of such estimates include estimates of future obligations under employee retirement benefit plans and estimated useful life of property, plant and equipment actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Future results could differ due to changes in these estimates and difference between the actual result and the estimates are recognised in the period in which the results are known /materialize.

All financial information presented in Indian rupees and all values are rounded to the nearest millions rupees with two decimal points except where otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentage may not precisely reflect the absolute figures.

d) Basis of Consolidation

(i) Consolidation of subsidiary

The Restated Consolidated financial information of the Group combines Standalone financial statements of the Parent Company and its subsidiary line-by-line by adding together the like items of assets, liabilities, income and expenses.

All intra-group assets, liabilities, income, expenses and unrealised profits/losses on intra-group transactions are eliminated on consolidation. The accounting policies of subsidiary have been harmonised to ensure the consistency with the policies adopted by the Parent Company.

The consolidated financial information have been presented in the same manner as Parent Company's standalone financial information.

ANNEXURE-V

ii) Investments in Joint Ventures

Investment in Joint Ventures has been accounted under the equity method as per Ind AS 28 - Investments in Associates and Joint Ventures.
The Company accounts for its share of post acquisition changes in net assets of joint ventures, after eliminating unrealised profits and losses resulting from transactions between the Company and its joint ventures to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.
When the Group's share of losses of joint venture exceeds the Group's interest in that joint venture (which includes any long term interests that, in substance, form part of the Group's net investment joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

2.2 Cash Flow Statement

Restated Consolidated Summary of Cash flow statement is reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the group are segregated based on the available information.

The Group has adopted the amendment to Ind-AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosures requirement. The adoption of amendment did not have any material effect on the financial statements.

2.3 Exceptional Items

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the group, is such that its disclosure improves an understanding of the performance of the group. Such income or expense is classified as an exceptional item and accordingly disclosed in the Notes to Accounts.

2.4 Property, plant and equipment

a) Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.
Cost of asset includes the following:
i. Cost directly attributable to the acquisition of the assets
ii. Incidental expenditure during the construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is directly related to construction or is incidental thereto.
iii. Present value of the estimated costs of dismantling & removing the items & restoring the site on which it is located if recognition criteria are met.

b) Cost of replacement, major inspection, repair of significant parts and borrowing costs for long-term construction projects are capitalised if the recognition criteria are met.

c) Upon sale of assets cost and accumulated depreciation are eliminated from the consolidated financial statements and the resultant gains or losses are recognized in the consolidated summary statement of profit and loss.

d) Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work- in-progress.

For transition to IND-AS, the group has elected to continue with the carrying value of all its property, plant and equipment's recognised as on April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as on the transition date.

Depreciation

a) Depreciation on Property, plant and Equipment is provided on Straight Line basis (SLM) over the useful life of the assets as specified in Schedule II of the Companies Act, 2013 except in the case of (i) Furniture & Fixtures and (ii) Mobiles Phones & Tablets. In both the categories of these assets, Management has estimated the useful life after taking into consideration the economic benefits embodied in these assets and other factors such as technical obsolescence and wear and tear etc.
The estimated useful life of assets for current and comparative period of significant items of property plant and equipment are as follows:

Particulars	Useful Life
Furniture and fixtures	4 year
Computers	3 year
Mobile phones	2 year
Office Equipment's (excluding Mobile Phones)	5 year

(b) Each part of an item of Property, Plant and Equipment is depreciated separately if the cost of part is significant in relation to the total cost of the item and useful life of that part is different from the useful life of remaining asset.
(c) Leasehold improvements are amortized over the lower of estimated useful life and lease term.
(d) Depreciation methods, useful lives and residual values are reviewed at each reporting date.
(e) Depreciation on individual assets acquired for ₹ 5000/- or less is depreciated at the rate of 100% taking in to consideration the commercial life in the year of purchase itself.

2.5 Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at historical cost less accumulated amortization and impairment loss, if any.

Intangible assets comprise of license fees, other implementation costs for system software and other application software acquired for in-house use. The costs are capitalized in the year in which the relevant software is implemented for use. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes, and any directly attributable expenditure on making the asset ready for its intended use. intangible assets not ready for intended use as on reporting date is recognised as intangible assets under development.

For transition to IND-AS, the group has elected to continue with the carrying value of all its intangibles assets recognised as on April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as on the transition date.

Amortization of Intangible Assets

Intangible assets are amortized over their respective estimated useful lives on a straight- line basis from the date that they are available for use.
The estimated useful life of acquired softwares are finite (3 years). Amortisation methods, useful lives and residual values are reviewed at each reporting date.

ANNEXURE-V

2.6 Impairment of non-financial assets
An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value and impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired. At each reporting date group assesses the estimate amount of impairment loss. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount and such losses either no longer exists or has decreased. Reversal of impaired loss is recognized in the consolidated summary Statement of Profit & Loss.

2.7 Inventories & Project Accounting
(a) Project Work-in-Progress is valued at the contract rates and construction material at site is stated at cost. Payments made to Zonal Railways for acquiring land included in project Work-in-Progress is stated at cost.

(b)IRFC funded Projects completed and handed over to Railways for operations are being transferred from Project Work in Progress to the Railways. IRFC funded completed projects on transfer are shown as "Lease Receivable" under the heads Non-current/ Current assets in Compliance with Ind-AS 17.

(c) Financial transfers of IRFC funded projects have been carried out in the accounts after handing over / commissioning of the full project to the Zonal Railway and where the expenditure booked against the project at the end of the financial year is at least 95 % of the latest anticipated cost of the work.

(d) The value of projects which are transferred from the project Work in Progress (PWIP) is determined by adding direct expenditure plus management fee as agreed with MoR.

(e) **MoR Funded Projects:** In accordance with revised Procedure Order dt. 30.12.2016 of MoR, PWIP of MoR funded projects are adjusted against fund received from MoR in compliance with this revised accounting policy. The amount of expenditure on MoR funded projects recognised during the year including opening balances of PWIP for MoR funded project are being adjusted as at 31.03.2017 from the fund received from MoR and from the subsequent financial year adjustments will be carried out periodically.

2.8 Revenue Recognition
2.8.1 Company Recognises revenue from contracts with customers based on a five-step as set out in Ind AS-115:-
(i) Identify contracts with a customer:- A contract is defined as an agreement between two or more parties that creates enforeceable rights and obligations ans sets out the criteria for every contract that must be met.
(ii) Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
(iii) Determine the transaction price: The transaction price is the amount of consideration to which the company expects to be entitled in exchange for transfering promised goods or services to a customer, excluding amounts collected on behalf of third parties.
(iv) Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.
(v) Recognise revenue when or as the Company satisfies a performance obligation.

2.8.2 The Company satisfies a performance obligation and recognises revenue over time, of one of the following criteria is met:
(i) The customer simultaneously receives and consumes the benefits provided by the company's performance as the company performs
(ii) The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.
(iii) The Company's performance does not create an asset with an alternative use to the company and the company has an an enforeceable right to payment for performance completed to date.
For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which performance obligation is satisfied.

2.8.3 The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. Revenue is recognized based on the nature of activity, when consideration can be reasonably measured and there exits reasonable certanity of its recovery.Revenue from construction/project related activity is measured at the amount company expects to be entitled, taking into acount contractually defined terms of payment and excluding taxes and duty as given below:-
(a) Projects executed for Ministry of Railways (MOR): Revenue from project execution is determined by adding aggregate cost plus margin agreed with MOR and any subsequent clarifications received in this respect.

(b) Works Executed by Zonal Railways on behalf of RVNL - Revenue from works executed by Zonal Railways on RVNL projects is determined on the basis of statement of Expenditure submitted by the respective Zonal Railways.

2.9 Other Revenue Recognition

i. Dividend income is recognized when the right to receive is established.

ii. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable using Effective Interest Rate Method.

2.10 Employee Benefits
a) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits. Benefits such as salaries, wages, and short- term compensated absences, LTC etc. are recognized in the period in which the employee renders the related service.

b) Long Term Employee Benefits :

The obligation for long-term employee benefits such as long-term compensated absences & half pay leave is recognized in the same manner as in the case of defined benefit plans as mentioned in (c)(iii) below

c) Post Employment Benefits
i. Defined contribution plans: The group makes defined contribution to the Regional Provident Fund Commissioner in respect of provident fund scheme, CGIS and employee state insurance scheme. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

ii. Defined contribution plans: The group makes defined contribution to the RVNL Medical and Welfare Trust in respect of RVNL Medical and Welfare Scheme. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

Notes to the Consolidated financial statements

ANNEXURE-V

iii. Defined benefit plans: Gratuity is a post employment defined benefit plan. The liability recognized in the balance sheet is the present value of the defined benefit obligation at the balance sheet date less fair value of plan assets. The defined benefit obligation is calculated by an independent actuary using projected unit credit (PUC) method. Actuarial gains and losses are recognised immediately in the Profit & Loss Account.

d) Retirement benefits of the 'staff on deputation' have been accounted for on the basis of the guidelines of the Ministry of Railways.

e) Actuarial gains or losses are recognized in Other Comprehensive Income.

f) Re-measurements recognised in Other Comprehensive Income are comprising actuarial gains or losses that are not reclassified to consolidated summary statements of profit or loss from Other Comprehensive Income in subsequent periods.

2.11 Functional and presentation currency
Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the group operates. (Functional Currency) The consolidated financial statements are presented in Indian rupees, which is the presentation currency of group.

Foreign Currency Transactions
i. All foreign currency transactions are translated into functional Currency at the rate prevalent on the date of transaction.
ii. Non-monetary items are translated at the rate on the date of initial transaction.
iii. Monetary items denominated in foreign currency are translated at the prevailing closing buying rate at each reporting date.
iv. Foreign exchange gain or losses in respect of monetary and non-monetary items is recognised in consolidated summary statement of profit and loss.

2.12 Borrowing Cost
Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of such asset till such time as the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

2.13 Tax expenses represents the sum of current tax and deferred tax
a) Current Income Tax
i. Taxes including current income-tax are computed using the applicable tax rates and tax laws.
ii. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the group operates and generates taxable income.
iii. Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities Liability for additional taxes, if any, is provided / paid as and when assessments are completed.
iv. Current tax related to OCI Item are recognized in Other Comprehensive Income (OCI).

b) Deferred tax
i. Deferred income tax is recognized using balance sheet approach.
ii. Deferred income tax assets and liabilities are recognized for temporary differences which is computed using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.
iii. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.
iv. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.
v. Deferred tax related to OCI Item are recognized in Other Comprehensive Income (OCI).
vi. Deferred Tax is recognised for all temporary differences including the temporary differences associated with investment in Subsidiary and Joint Ventures except where the group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. If temporary differences were to reverse through dividends, deferred tax liability is Nil.

2.14 Leases
a) group as a lessee
Finance Lease:-
(i) that transfers substantially all the risks and rewards incidental to ownership of an asset
(ii) are capitalised at lease inception at lower of fair value or present value of minimum lease payment
(iii) Payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.
(iv) Finance charges are recognised in finance costs in the statement of profit and loss.
(v) Depreciated over the useful life of the asset. However, if there is no reasonable certainty to obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating Lease:-
i. is classified as operating lease when significant portion of the risk and rewards are not transferred to the group.
ii. payment are charged to profit and loss on straight-line basis over the lease term except where lease payment are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase

b) group as a lessor
Finance Lease
i. is recognised when substantially all of the risks and rewards of ownership transfer from the group to the lessee.
ii. Payment due are recorded as receivables at the group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Operating Lease
i. are the leases in which the group does not transfer substantially all the risks and rewards of ownership to the lessee.
ii. incomes are recognized as income in the statement of profit & loss on straight-line basis over the lease term except where lease payment are structured to increase in line with expected general inflation expected general inflation to compensate for the expected inflationary cost increase

ANNEXURE-V

2.15 Provisions

Provision is recognised when:
i) The group has a present obligation as a result of a past event,
ii) A probable outflow of resources is expected to settle the obligation and
iii) A reliable estimate of the amount of the obligation can be made.
Reimbursement of the expenditure required to settle a provision is recognised as per contract provisions or when it is virtually certain that reimbursement will be received.

Provisions are reviewed at each Balance Sheet date.

a) Discounting of Provisions
Provision which expected to be settled beyond 12 months are measured at the present value by using pretax discount rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expenses.

2.16 Contingent Liabilities and contingent Assets

(a) Contingent Liabilities are disclosed in either of the following cases:
i) A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or
ii) A reliable estimate of the present obligation cannot be made; or
iii) A possible obligation, unless the probability of outflow of resource is remote.
(b) Contingent assets is disclosed where an inflow of economic benefits is probable.
(c) Contingent Liability and Provisions needed against Contingent Liability and Contingent Assets are reviewed at each Reporting date.
(d) Contingent Liability is net of estimated provisions considering possible outflow on settlement.

2.17 Earnings Per Share

In determining earnings per share, the group considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The dilutive earning per share is not computed as there is no dilution involved during the year.

2.18 Liquidated Damages and Penalties

Credit items arising on account of Liquidated Damages and Penalties during execution of contract or due to termination of contract etc. are carried as "Retention Money" under “other Current Liabilities" until the final Closure of the Project. Thereafter,i.e. on financial closure of the Project, such leftover balances of liquidity Damages and Penalties are credited to the total cost of the concerned project."

2.19 Stale Cheques Policy

Cheques which have not been cleared within the validity period of 3 months are credited to the stale Cheques account. Items which are more than 3 yrs.' old and could not be cleared in stale Cheques account are credited to the head which was earlier debited while making payments except deductions made from salary of staff which are credited to misc income.

2.20 Operating Segment

Operating segments are reported in the manner consistent with the internal reporting provided by the Chief Operating Decision Maker (CODM). Chairman and Managing Director of the group has been identified as CODM. group has identified only one reportable segment i.e. "Development of Railway Infrastructure". Joint Ventures, being engaged in the sector of Operation and maintenance of Railway Assets are not considered as segment for reporting purpose as joint ventures are consolidated using Equity method of consolidation.

2.21 Fair Value Measurement

Group measures financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:
• in the principal market for the asset or liability, or
• in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

2.22 Dividend to equity holders

Dividend paid/payable shall be recognised in the year in which the related dividends are approved by shareholders or board of directors as appropriate.

2.23 Financial instruments:-

(A) Initial recognition and measurement

Financial Instruments are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial instruments.

(B) Subsequent measurement

(i) Financial Assets

financial assets are classified in following categories:
a) At Amortised Cost
b) Fair value through Other Comprehensive Income.
c) Fair value through Profit and loss account.

ANNEXURE-V

a. Debt instrument at Amortised Cost
A financial asset shall be measured at amortised cost if both of the following conditions are met:
(a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
(b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
Financial assets measured at amortised cost using effective interest rate method less impairment if any. The EIR amortisation is included in finance income in the statement of profit and loss.

b. Debt instrument at FVTOCI
A debt instrument is classified as at the FVTOCI if both of the following criteria are met:
• The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
• The asset's contractual cash flows represent SPPI.
Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI). However, the group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned is recognised using the EIR method.

c. Debt instrument at FVTPL
FVTPL is a residual category for financial Assets. Any financial assets, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.
In addition, the group may elect to designate financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. If doing so reduces or eliminates a measurement or recognition inconsistency. The group has not designated any financial asset as at FVTPL.
Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the P&L.
Investment in Equity instruments are measured through FVTPL.

(ii) Financial liabilities
a) Financial liabilities at Amortised Cost
Financial liabilities at amortised cost represented by trade and other payables, security deposits and retention money are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.
b) Financial liabilities at FVTPL
The group has not designated any financial liabilities at FVTPL.

b. Derecognition
Financial Asset
A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized only when the contractual rights to the cash flows from the asset expires or it transfers the financial assets and substantially all risks s and rewards of the ownership of the asset.

Financial Liability
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the income statement.

c. Impairment of financial assets:
Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The group follows' simplified approach' for recognition of impairment loss allowance on trade receivable. The application of simplified approach does not require the group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition
Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applies on whether there has been significant increase in credit risk.

2.24 Non-current Assets (or disposal groups) held for Sale
Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is considered highly probable only when the asset or disposal group is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and sale is expected within one year from the date of the classification. Disposal groups classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell. Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the statement of financial position.

If the criteria stated by IND AS 105 "Non-current Assets Held for Sale and Discontinued Operations" are no longer met, the disposal group ceases to be classified as held for sale. Non-current asset that ceases to be classified as held for sale are measured at the lower of (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognised had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.

Notes to the Consolidated financial statements

Note: - 3

Restated Consolidated Summary Statement of Property, Plant and equipment (₹ in millions)

Particulars	Lease hold Land *	Lease hold Improvements	Furniture and Fixtures	EDP Assets	Office Equipment's	Total
Cost or Deemed cost						
At 1 April 2014 (Proforma)	**-**	**85.28**	**56.73**	**89.91**	**59.74**	**291.66**
Additions during the year	-	5.63	9.72	15.13	9.15	39.63
Disposals/Adjustments	-	-	(1.47)	(2.80)	(1.64)	(5.91)
At 31 March 2015 (Proforma)	**-**	**90.91**	**64.98**	**102.24**	**67.25**	**325.38**
Additions during the year	-	9.90	10.27	17.75	11.67	49.59
Disposals/Adjustments	-	-	(1.22)	(3.71)	(2.15)	(7.08)
At 31 March 2016	**-**	**100.81**	**74.03**	**116.28**	**76.77**	**367.89**
Additions during the year	-	11.43	16.53	25.72	14.98	68.66
Disposals/Adjustments	-	-	(9.15)	(15.17)	(17.19)	(41.51)
At 31 March 2017	**-**	**112.24**	**81.41**	**126.83**	**74.56**	**395.04**
Additions during the year	2,354.84	50.83	15.19	25.18	14.55	2,460.59
Disposals/Adjustments	-	-	(1.33)	(3.37)	(1.88)	(6.57)
At 31 March 2018	**2,354.84**	**163.07**	**95.27**	**148.65**	**87.23**	**2,849.06**
Additions during the year			8.84	12.32	6.25	27.40
Disposals/Adjustments			(0.07)	(0.05)	(0.18)	(0.29)
At 30-September 2018	**2,354.84**	**163.07**	**104.04**	**160.92**	**93.30**	**2,876.17**
Depreciation and impairment						
At 1 April 2014 (Proforma)	**-**	**58.96**	**48.27**	**68.17**	**46.89**	**222.29**
Depreciation charge for the year	-	12.74	8.72	17.58	10.93	49.97
Impairment	-	-	-	-	-	-
Disposals/Adjustments	-	-	(1.24)	(1.76)	(1.50)	(4.50)
At 31 March 2015 (Proforma)	**-**	**71.70**	**55.75**	**83.99**	**56.32**	**267.76**
Depreciation charge for the year	-	9.30	8.72	17.38	11.05	46.45
Impairment	-	-	-	-	-	-
Disposals/Adjustments	-	-	(0.97)	(3.17)	(1.74)	(5.88)
At 31 March 2016	**-**	**81.00**	**63.50**	**98.20**	**65.63**	**308.33**
Depreciation charge for the year	-	9.98	12.93	16.72	10.40	50.03
Impairment	-	-	-	-	-	-
Disposals/Adjustments	-	-	(8.79)	(14.24)	(16.00)	(39.03)
At 31 March 2017	**-**	**90.98**	**67.64**	**100.68**	**60.03**	**319.33**
Depreciation charge for the year	-	16.82	8.27	14.35	8.66	48.09
Impairment	-	-	-	-	-	-
Disposals/Adjustments	-	-	(1.28)	(3.01)	(1.68)	(5.97)
At 31 March 2018	**-**	**107.80**	**74.63**	**112.01**	**67.01**	**361.45**
Depreciation charge for the year	-	9.78	3.98	8.73	3.90	26.39
Impairment	-	-				-
Disposals/Adjustments	-		(0.06)	(0.04)	(0.17)	(0.28)
At 30 September 2018	**-**	**117.58**	**78.55**	**120.69**	**70.74**	**387.56**
Net book value						
At 30 September 2018	**2,354.84**	**45.49**	**25.49**	**40.23**	**22.56**	**2,488.61**
At 31 March 2018	**2,354.84**	**55.27**	**20.64**	**36.64**	**20.22**	**2,487.61**
At 31 March 2017	**-**	**21.26**	**13.76**	**26.16**	**14.53**	**75.71**
At 31 March 2016	**-**	**19.81**	**10.52**	**18.08**	**11.14**	**59.55**
At 31 March 2015 (Proforma)	**-**	**19.21**	**9.23**	**18.25**	**10.93**	**57.62**

3.1 Assets with WDV less than ₹ 1,000/- have been written off in FY 2016-17 approximately to ₹ 0.77 Millions

3.2 *The BoD in its 80th meeting has approved purchase of land at NOIDA to be used for Training Facility and for other purposes. Allotment of Land is dated 02.05.2017. However title deed is dated 04.12.2017.

3.3 As on 30th Sep 2018 there are property plants and equipment with net carrying value of ₹ 2,488.61 Millions out of which bill for assets with net carrying value of ₹24.91 Millions are in the name of employees of RVNL, However ownership of these assets belongs to RVNL. During the the half year company has charged depreciation of ₹5.36 Millions on these assets.

Note: - 4

Restated Consolidated Summary Statement of Capital Work in Progress (₹ in millions)

Particulars	Amount
At 1 April 2014 (Proforma)	**-**
Additions during the year	-
Disposals/Adjustments	-
At 31 March 2015 (Proforma)	**-**
Additions during the year	1.96
Adjustments	1.96
At 31 March 2016	**0.00**
Additions during the year	-
Adjustments	-
At 31 March 2017	**0.00**
Additions during the year	-
Adjustments	-
At 31 March 2018	**0.00**
Additions during the year	-
Adjustments	-
At 30 September 2018	**0.00**
Net Book Value	
At 30 September 2018	0.00
At 31 March 2018	**0.00**
At 31 March 2017	**0.00**
At 31 March 2016	**0.00**
At 31 March 2015 (Proforma)	**-**

4.1 Capital work in progress comprises the multi functional complex which has been constructed in accordance with the MOU entered with RLDA. During financial year 2015-16, it has been charged off to the administrative expenses.

Note: - 5

Restated Consolidated Summary Statement of Intangible Assets (₹ in millions)

Particulars	Intangible assets under development (ERP)	Other Intangibles (Software)	Total
Cost or deemed cost			
At 1 April 2014 (Proforma)	**7.53**	**8.87**	**16.40**
Additions during the year	9.05	1.42	10.47
Disposals/Adjustments	-	-	-
At 31 March 2015 (Proforma)	**16.58**	**10.29**	**26.87**
Additions during the year	39.24	0.11	39.35
Disposals/Adjustments	-	9.89	9.89
At 31 March 2016	**55.82**	**0.51**	**56.33**
Additions during the year	71.47	0.08	71.55
Disposals/Adjustments	-	-	-
At 31 March 2017	**127.29**	**0.59**	**127.88**
Additions during the year	84.08	1.32	85.39
Disposals/Adjustments	-	-	-
At 31 March 2018	**211.37**	**1.90**	**213.27**
Additions during the year	61.80	0.11	61.91
Disposals/Adjustments			-
At 30-Sep 2018	**273.16**	**2.02**	**275.18**

Amortisation and Impairment

At 1 April 2014 (Proforma)	-	**8.79**	**8.79**
Amortisation for the year	-	1.24	1.24
Impairment	-	-	-
Disposals/Adjustments	-	-	-
At 31 March 2015 (Proforma)	-	**10.03**	**10.03**
Amortisation for the year	-	0.24	0.24
Impairment	-	-	-
Disposals/Adjustments	-	9.89	9.89
At 31 March 2016	-	**0.38**	**0.38**
Amortisation for the year	-	0.15	0.15
Impairment	-	-	-
Disposals/Adjustments	-	-	-
At 31 March 2017	-	**0.53**	**0.53**
Amortisation for the year	-	0.26	0.26
Impairment	-	-	-
Disposals/Adjustments	-	-	-
At 31 March 2018	-	**0.79**	**0.79**
Amortisation for the year	-	0.68	0.68
Impairment	-	-	-
Disposals/Adjustments	-	-	-
At 30 September 2018	-	**1.47**	**1.47**
<u>Net book value</u>			
At 30 September 2018	**273.16**	**0.54**	**273.71**
At 31 March 2018	**211.37**	**1.11**	**212.48**
At 31 March 2017	**127.29**	**0.06**	**127.35**
At 31 March 2016	**55.82**	**0.13**	**55.95**
At 31 March 2015 (Proforma)	**16.58**	**0.26**	**16.84**

6. Restated Consolidated Summary Statement of Investments in Joint Venture

(₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
A. Investment in Equity instruments of joint ventures (fully paid-up) **Unquoted and measured as per Equity Method of Consolidation**					
Kutch Railways Company Limited 10,00,00,000 Equity Share of ₹ 10 Each fully paid up & 2,50,00,000 Bonus Share of ₹ 10 Each fully paid up	6,573.70	6,432.97	5,610.30	5,045.28	3,950.91
Haridaspur Paradip Railways Company Limited 17,96,90,000 Equity Share of ₹ 10 Each fully paid up (As at 31st March 2017 17,96,90,000 Equity Share of ` 10 Each fully paid up, As at March 31,2016 & as at March 31,2015 17,00,00,000 Equity Share of ` 10 Each fully paid up)	2,236.08	2,235.98	1,796.69	1,699.89	1,700.10
Krishnapatnam Railways Company Limited 8,10,00,000 Equity Share of ₹ 10 Each fully paid up	904.83	809.39	745.09	744.87	770.70
Bharuch Dahej Railways Company Limited 5,50,00,000 Equity Share of ₹ 10 Each fully paid up	647.62	645.23	566.15	632.95	603.07
Angul Sukinda Railways Company Limited 18,90,00,000 Equity Share of ₹ 10 Each fully paid up	2,103.30	2,098.25	2,067.27	2,015.53	1,932.49
Dighi Roha rail Limited * 50,000 Equity Share of ₹ 10 Each fully paid up	-	-	-	-	-
Total (Equity instruments in joint ventures)	**12,465.53**	**12,221.82**	**10,785.49**	**10,138.53**	**8,957.26**

(i) The share of loss in Dighi Roha Rail Limited is greater than investment.

6.1 Restated Consolidated Summary Statement of Investments

(₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
A. Share Application Money pending Allotment					
Indian Port Rail Corporation Limited	-	-	-	100.00	-
Total (Share Application Money pending Allotment)	**-**	**-**	**-**	**100.00**	**-**
B. Investment in Equity instruments Others (Unquoted)					
Indian Port Rail Corporation Limited # 1,00,00,000 Equity Share of ₹ 10 Each fully paid up	99.70	100.00	100.00	-	-
Total (Investment in equity instruments others)	**99.70**	**100.00**	**100.00**	**-**	**-**
Total Investments	**99.70**	**100.00**	**100.00**	**100.00**	**-**
Total Non current investments	12,565.23	12,321.82	10,885.49	10,238.53	8,957.26
Aggregate value of unquoted investments	12,565.23	12,321.82	10,885.49	10,238.53	8,957.26
Aggregate amount of impairment in value of investments	-	-	-	-	-

(i) Investment in Indian Port Railway Corporation Limited is fair valued, refer note 31 for details

6.2 Restated Consolidated Summary Statement of Lease Receivables

(₹ in millions)

Particulars	30 September 2018		31 March 2018		31 March 2017		31 March 2016		31 Mar 2015 (Proforma)	
Unsecured, considered good										
Opening Balance	17,195.28		11,467.58		6,367.68		4,984.64		4,784.37	
Add: Transfer during the Period	229.87		8,367.12		10,555.04		4,363.73		1,756.14	
Add/(less): Adjustment during the year	-		(226.17)		(3,450.81)		(1,890.85)		(792.55)	
Less: Repayment to be made within 12 months	(2,626.50)	14,798.65	(2,413.25)	17,195.28	(2,004.32)	11,467.58	(1,089.83)	6,367.68	(763.32)	4,984.64
Total		**14,798.65**		**17,195.28**		**11,467.58**		**6,367.68**		**4,984.64**

(i) Lease receivable represents the amount receivable from Ministry of Railway in respect of the projects which was IRFC funded and has already been transferred to concerned zonal railways. Lease Receivable has been recognised after adjusting the funds received from MoR for the transferred amounts of the projects. (Refer Note 32 (c))

(ii) Lease receivables are interest bearing equal to the amount which has been charged by IRFC in respect of the borrowings outstanding for projects.

(iii) There are no amounts recoverable from the Directors or entity related to Directors of the Company

6.3 Restated Consolidated Summary Statement of Loans (₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
Unsecured, considered good					
(a) Loan to employees (refer note32 (a))	38.03	39.61	7.03	7.79	9.61
(b) Security Deposit	30.64	25.14	58.59	41.13	24.80
Total	**68.68**	**64.76**	**65.62**	**48.92**	**34.41**

(i) Refer note 31 for fair value measurements

6.4 Restated Consolidated Summary Statement of Other Financial Assets (₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
Unsecured, considered good					
(a) Recoverable from Ministry of Railways (Interest Accrued but not due on IRFC loan)	3,893.66	4,625.19	4,914.25	4,971.83	4,610.62
(b) Other Receivables	1.19	1.14	-	-	-
Total	**3,894.85**	**4,626.32**	**4,914.25**	**4,971.83**	**4,610.62**

Note: - 7
Restated Consolidated Summary Statement of Deferred Tax

(₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
Deferred tax assets	676.22	655.63	409.61	374.97	292.19
Deferred tax liabilities		-	-	-	-
Deferred tax assets (net of deferred tax liabilities)	**676.22**	**655.63**	**409.61**	**374.97**	**292.19**
The balance comprises to temporary differences attributable to:					
Deferred Tax Assets					
(a) Depreciation and amortisation	16.79	29.36	23.77	19.47	13.94
(b) Employee Benefits	63.53	50.67	44.56	22.13	9.80
(c) MAT Credit Entitlement	595.87	575.61	341.28	333.37	268.45
(d) Revaluation of Investment	0.04				
	676.22	**655.63**	**409.61**	**374.97**	**292.19**

Movement in Deferred Tax Liability/(Asset)

(₹ in millions)

Particulars	Property, Plant and Equipment Intangible Assets	Employee Benefits	MAT credit	Total
At 31 March 2014 (Proforma)	**13.04**	**6.04**	**180.02**	**199.10**
Charged/(credited)				
To Profit & Loss	0.90	3.42	88.44	92.76
To other comprehensive income	-	0.33	-	0.33
At 31 March 2015 (Proforma)	**13.94**	**9.80**	**268.45**	**292.19**
Charged/(credited)				
To Profit & Loss	5.53	11.99	64.92	82.44
To other comprehensive income	-	0.34	-	0.34
At 31 March 2016	**19.47**	**22.13**	**333.37**	**374.97**
Charged/(credited)				
To Profit & Loss	4.30	21.96	7.91	34.17
To other comprehensive income	-	0.47	-	0.47
At 31 March 2017	**23.77**	**44.56**	**341.28**	**409.61**
Charged/(credited)				
To Profit & Loss	5.59	5.53	234.33	245.45
To other comprehensive income		0.57		0.57
At 31 March 2018	**29.36**	**50.67**	**575.60**	**655.62**
Charged/(credited)				
To Profit & Loss	-12.57	12.87	20.26	20.56
To other comprehensive income				
At 30 September 2018	**16.79**	**63.53**	**595.86**	**676.18**

Note: - 8
Restated Consolidated Summary Statement of Other Non Current Assets

(₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
Capital Advance*	-	-	1,634.09	-	-
Prepaid Expenditure (Arising on Fair Value Adjustment on Financial Assets-Note no 30)	2.05	2.70	6.47	8.98	8.48
Tax Refundable	-	0			
	2.05	**2.70**	**1,640.56**	**8.98**	**8.48**

* Capital Advances of ₹ 1634.09 millions has been adjusted against leasehold land & capitalised during the year ended as on 31 March 2018. Refer Note 3

Note: - 9
Restated Unconsolidated Summary Statement of Project Work-in-Progress

(₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Project Work in Progess (MoR)	-	-	7,654.46	1,48,239.11	1,15,646.85
Construction of Flats	61.78	19.24	8.15	1.42	-
	61.78	**19.24**	**7,662.61**	**1,48,240.53**	**1,15,646.85**

Note: - 10 Restated Consolidated Summary Statement of Financial assets Current

10.1 Restated Summary Statement of Trade Receivables (₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
Unsecured, considered good					
Receivables from related parties (Refer Note 41)	10,802.45	8,305.17	2,706.42	4,702.16	1,867.13
Other Trade receivables	964.55	1,047.70	83.09	105.41	2.33
Total Trade Receivables	**11,767.00**	**9,352.88**	**2,789.51**	**4,807.57**	**1,869.46**
Age Wise analysis of Debtors					
(a) More than 6 months					
Unsecured-Considered good	7682.12	6,353.58	476.99	2,997.51	578.97
(b) Other (less than 6 months)					
Unsecured-Considered good	4084.88	2,999.29	2,312.52	1,810.06	1,290.49
	11,767.00	**9,352.88**	**2,789.51**	**4,807.57**	**1,869.46**

(i) Receivables from related parties include unbilled revenue of Rs. 2117.34 Millions
(ii) Receivables from related parties are interest bearing at SBI Base rate +1%.
(iii) Other Trade receivable includes unbilled revenue of Rs.520.17 Millions
(iv) There are no other amounts recoverable from Directors or entity related to Directors of the Company except as stated above

10.2 Restated Consolidated Summary Statement of Lease Receivables (₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
Unsecured, considered good					
Opening Balance	2413.25	2,004.32	1,089.83	752.17	561.58
Add: Transfer during the Period	2626.5	2,639.39	2,004.32	1,089.83	763.32
Less: Amount received	-2413.25	(2,230.47)	(1,089.83)	(752.17)	(572.73)
Total Lease Receivables	**2,626.50**	**2,413.25**	**2,004.32**	**1,089.83**	**752.17**

(i) Lease receivables-current represents receivable from railways within 12 months in respect of the cost of completed projects which has been transferred to railways. For details refer note 6.2.(i)(ii).

(ii) There are no other amounts recoverable from Directors or entity related to Directors of the Company except as stated

10.3 Restated Consolidated Summary Statement of Cash and Cash equivalent

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
(i) Balances with Bank					
-- Current Account	188.668	396.90	1,365.71	601.56	1,040.69
-- Flexi Accounts	19.3	19.07	50.25		
-- Fixed Deposits (Maturity less than 3 Months)	299.756	3,012.55	11,130.00	13,100.00	7,040.00
(ii) Cheque-in-Hand		-	-	74.62	-
Total	**507.72**	**3,428.52**	**12,545.96**	**13,776.18**	**8,080.69**

(i) There are no other amounts recoverable from Directors or entity related to Directors of the Company except as stated above

10.4 Restated Consolidated Summary Statement of Bank Balances other than Cash and Cash equivalent

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
Other Bank Balances					
(i) Balances with Bank					
Term Deposit in Schedule Bank (Maturity more than 3 Months but less than 12 months)	12,212.55	10,600.00	14,500.00	16,550.00	4,850.00
Total	**12,212.55**	**10,600.00**	**14,500.00**	**16,550.00**	**4,850.00**

10.5 Restated Consolidated Summary Statement of Loans

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
Unsecured, considered good					
Loan to employees {Refer Note 32 (a)}	35.67	29.89	7.20	7.86	11.24
Loan to Director	-	-	-	0.11	0.05
Security Deposit	40.50	44.29	3.41	2.57	2.59
Total	**76.17**	**74.17**	**10.61**	**10.54**	**13.88**

(i) There are no other amounts recoverable from Directors or entity related to Directors of the Company except as stated above

10.6 Restated Consolidated Summary Statement of Other Financial Assets

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
Unsecured, considered good					
Recoverable from Ministry of Railways (Interest Accrued but not due) Refer Note 6.2 (ii)	1,651.59	2,528.67	2,467.48	2,080.04	2,136.25
Recoverable from Telangana State Govt.	1,154.31	1,864.51	1,864.51	-	-
Other Receivables	46.62	95.22	52.11	41.94	17.22
Interest accrued on Fixed Deposit	374.40	8.35	28.09	90.21	36.90
Recoverable from Ministry of Railways-Demand No. 80 Railway Major Head 3001 (HSR Studies)	24.30	24.30	-	-	-
Total	**3,251.22**	**4,521.04**	**4,412.19**	**2,212.19**	**2,190.37**

(i) There are no other amounts recoverable from Directors or entity related to Directors of the Company except as stated above

Note: - 11
Restated Consolidated Summary Statement of Current Tax

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
11.1 Current Tax Asset					
Advance Tax and TDS	-	-	1,062.83	-	-
Less: Direct Tax Payable	-	-	(1,032.49)	-	-
Income Tax Refundable	46.25	98.88	74.73	74.72	166.60
Total	**46.25**	**98.88**	**105.07**	**74.72**	**166.60**
11.2 Current Tax Liabilities					
Direct Tax Payable	585.46	1,186.38	-	778.24	489.86
Less : Advance Tax and TDS	(550.33)	(1,057.51)	-	(761.79)	(413.11)
Total	**35.13**	**128.88**	**-**	**16.45**	**76.75**

Note: - 12
Restated Consolidated Summary Statement of Other current assets

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
(a) Advances Other than Capital Advances					
Advances to Zonal Railways	5,120.90	2,996.26	1,771.55	1,358.15	925.71
Advances for Sleepers	3,178.70	2,412.11	1,581.17	2,046.10	1,248.14
Mobilization Advances	3,074.09	2,413.20	1,890.56	2,631.53	2,666.80
Other Advances	8,478.41	9,758.99	9,682.66	7,169.18	3905.47
(b) Others					
Interest accrued on Mobilization Advance	30.93	12.92	50.02	59.52	70.00
Duties & Taxes	2,122.54	15.24	-	-	-
(c) Prepaid Expenditure					
(Arising on Fair Value Adjustment on Financial Assets)	1.35	2.16	3.32	4.30	5.52
Total	**22,006.92**	**17,610.88**	**14,979.28**	**13,268.78**	**8,821.64**

Note: - 13
Restated Consolidated Summary Statement of Equity Share capital

(₹ in millions)

Particulars	As at 30 September 2018	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 Mar 2015 (Proforma)
Authorised share capital					
3,00,00,00,000.00 Equity shares of ₹ 10 each	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00
	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00
Issued/Subscribed and Paid up Capital					
2,08,50,20,100.00 Equity shares of ₹10 each (100% shareholding with MOR)	20,850.20	20,850.20	20,850.20	20,850.20	20,850.20
	20,850.20	20,850.20	20,850.20	20,850.20	20,850.20

Details of shareholder holding more than 5% in the company

(₹ in Millions)

Name of the shareholder	As at 30 September 2018		As at 31 March 2018		As at 31 March 2017		As at 31 March 2016		As at 31 Mar 2015 (Proforma)	
	No in Shares (in Millions)	% holding in the class	No in Shares (in Millions)	% holding in the class	No in Shares (in Millions)	% holding in the class	No in Shares (in Millions)	% holding in the class	No in Shares (in Millions)	% holding in the class
Equity shares of INR each fully paid										
Ministry of Railways (MoR)	2085.02	100	2,085.02	100	2,085.02	100	2,085.02	100	2,085.02	100
Total	**2,085.02**	**100**	**2,085.02**	**100**	**2,085.02**	**100**	**2,085.02**	**100**	**2,085.02**	**100**

1. Rights, Preferences and Restrictions attaching to shares

Equity Shares: The Company has one class of Equity Shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Reconciliation of the number of equity shares and share capital

Particulars	As at 30 September 2018		As at 31 March 2018		As at 31 March 2017		As at 31 March 2016		As at 31 Mar 2015 (Proforma)	
	No in Shares (in Millions)	₹ in Millions	No in Shares (in Millions)	₹ in Millions	No in Shares (in Millions)	₹ in Millions	No in Shares (in Millions)	₹ in Millions	No in Shares (in Millions)	₹ in Millions
Issued/Subscribed and Paid up equity Capital outstanding at the beginning of the year	2085.02	20,850.20	2,085.02	20,850.20	2,085.02	20,850.20	2,085.02	20,850.20	2,085.02	20,850.20
Add: Shares Issued during the year			-	-	-	-	-	-	-	-
Issued/Subscribed and Paid up equity Capital outstanding at the end of the year	**2,085.02**	**20,850.20**	**2,085.02**	**20,850.20**	**2,085.02**	**20,850.20**	**2,085.02**	**20,850.20**	**2,085.02**	**20,850.20**

No of shares issued as Bonus Shares/ Bought back

Particulars	2017-18	2016-17	2015-16	2014-15	2014-13
	No in Shares (in Millions)	No in Shares (in Millions)	No in Shares (in Millions)	No in Shares (in Millions)	No in Shares (in Millions)
No of shares issued as Bonus Shares	-	-	-	-	-
No of shares Bought back	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

Note: - 14

Restated Consolidated Summary Statement of Other Equity

(₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
General Reserve	710.00	710.00	710.00	710.00	710.00
Retained Earnings	19,061.25	17,692.28	14,008.60	12,664.08	9,044.91
FVTOCI Equity Instrument	(0.27)				
	19,770.99	**18,402.28**	**14,718.60**	**13,374.08**	**9,754.91**

Note: - 14.1

(₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
(a) General Reserve					
As per last Balance sheet	710.00	710.00	710.00	710.00	610.00
Add: Transfer from retained earning	-	-	-	-	100.00
	710.00	**710.00**	**710.00**	**710.00**	**710.00**
(b) Retained Earnings					
As per last Balance Sheet	17,692.28	14,008.60	12,664.08	8,795.74	6,215.31
Add: Profit after Tax	2,536.20	5,699.20	4,434.62	4,294.34	3,368.49
Less: Transfer to General Reserve		-	-	-	-
Less: Dividend declared and paid during the year	(130.70)	(125.00)	(1,151.00)	(372.00)	(315.00)
Less: Dividend distribution tax (DDT) on dividend declared and paid	(26.87)	(25.45)	(234.31)	(75.72)	(55.62)
Less: Interim Dividend paid during the year	(837.90)	(1,545.00)	(1,420.00)	-	-
Less: Dividend distribution tax (DDT) on Interim dividend paid	(172.23)	(314.53)	(289.09)	-	-
Less: Transfer to General Reserve			-	-	(100.00)
Add/(Less): Changes in carrying value of investments in Joint Ventures other than share in profit/(loss)	(0.03)	0.06	8.01	25.85	(67.56)
Items of Other comprehensive income recognised directly in retained earnings					
Remeasurements of defined benefits plans, net of tax	0.50	(5.60)	(3.71)	(4.14)	(0.71)
	19,061.25	**17,692.28**	**14,008.60**	**12,664.08**	**9,044.91**
(c) FVTOCI Equity Instrument					
Change in Fair value of FVTOCI equity instrument	(0.30)				
Deferred Taxes	0.04				
	(0.27)	**-**	**-**	**-**	**-**

(i) On dated 20th Sep 2018, the final dividend of ₹. 0.06 per share was approved and paid for FY 2017-18.

(ii) On dated 20th September 2018, the interim dividend of ₹ 0.40 per share was approved and paid for FY 2018-19 (total interim dividend during F Y 2018-19 of ₹ 837.90 millions and dividend and DDT of ₹172.23 millions)

(iii) On dated 23rd March 2018, the interim dividend of ₹. 0.50 per share was approved and paid for FY 2017-18, on dated 22nd December 2017, the interim dividend of ₹ 0.24 per share was approved and and paid for F Y 2017-18 (total interim dividend during F Y 2017-18 of ₹1545.0 Millions and dividend and DDT of ₹ 314.53 Millions)

(iv) In respect of the year ended 31 March 2017, the Board of Directors declared interim dividend of ₹ 0.6810 per share on equity shares as on 23-12-2016 and 16-03-2017 (total dividend of ₹ 1,420.00 millions and DDT of ₹ 289.08 millions).

(v) On dated 22nd September 2017, the final dividend of ₹ 0.06 per share was approved for FY 2016-17. Interim dividend of ₹ 0.68 per share was paid during the financial year 2016-17. (total dividend of ₹ 1,545.00 Millions and DDT of ₹ 314.53 Millions).

(vi) Proposed dividend for the year ended 31 March 2017 is ₹1,545.00 millions (₹ 0.74 per share on 2,085.02 millions no. of equity shares) and DDT ₹ 314.53 millions.

(vii) On 22nd September 2015 a dividend of ₹ 0.17842 per share was paid to the holders of equity shares (total dividend ₹ 372.00 millions and DDT of ₹ 75.73 millions). On dated 22nd September 2016 , the dividend of ₹0.55 per share was paid to the holders of equity shares (total dividend of ₹ 1,151.00 millions and DDT of ₹ 234.32 millions).

(viii) Difference in Other Equity as on 31-03-15 and opening balance as on 01-04-2015 (Transition date) is due to adoption of Ind AS during the year 2014-15 as required by the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 ("SEBI Circular") (Refer Annexure-XIII)

(ix) On 10th September 2014 a dividend of ₹ 0.15108 per share was paid to the holders of equity shares (total dividend ₹ 315.00 millions and DDT of ₹ 55.62 millions).

(x) FVTOCI Equity instrument

RVNL has elected to recognize changes in fair value of certain investment in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserves within equity. The company transfers amounts from this reserve to retained earnings when the relevant equity securities are de-recognized

Note: - 15 Restated Consolidated Summary Statement of Financial Liability - Non Current

15.1 Restated Consolidated Summary Statement of Borrowings

(₹ in millions)

Particulars	30 September 2018		31 March 2018		31 March 2017		31 March 2016		31 Mar 2015 (Proforma)	
Unsecured										
(i) Indian Railway Finance Corporation										
Opening Balance	17,966.30		19,454.55		21,269.00		20,529.08		19,531.50	
Addition during the year	400.00		925.00		371.30		2,559.00		2,730.00	
Less Repayment made with in 12 months	(2,626.50)	15,739.80	(2,413.25)	17,966.30	(2,185.75)	19,454.55	(1,819.08)	21,269.00	(1,732.42)	20,529.08
(ii) Interest accrued but not due (IRFC Loan)										
Opening Balance	4,625.19		4,914.26		4,971.83		4,610.62		4,374.78	
Addition during the year	1,070.46		2,313.39		2,471.74		2,506.37		2,439.52	
Less Repayment made with in 12 months	(1,801.98)	3,893.66	(2,602.46)	4,625.19	(2,529.32)	4,914.25	(2,145.16)	4,971.83	(2,203.68)	4,610.62
		19,633.46		**22,591.49**		**24,368.80**		**26,240.83**		**25,139.70**

Terms of Repayment:

(i) There is a moratorium period of 3 years for each year's loan. During the said moratorium period, no amount on account of interest and principal shall be payable. The interest shall be charged on yearly basis and repayment of loan shall be once in a year (for a period of 12 years) after the completion of moratorium period. Ministry of Railways would make available to RVNL the required funds thereafter, to enable them to do the debt servicing . The debt servicing will pass through RVNL books.

(ii) Company has borrowed funds ₹ 400 Millions during the half year 2018-19, (Rs.925 Millions in Financial year 2017-18, ` 371.30 millions in Financial year 2016-17 ,` 2,559.00 millions in Financial year 2015-16:) from Indian Railway Finance Corporation (IRFC). The outstanding borrowing is ₹ 15739.80 Millions (as at 31.03.2018 :Rs. 17966.30 millions, as at 31.03.2017:19,454.55 millions : 21,269 millions and as at 31.03.2016 : ₹ 20529.08 millions, as at 31.03.2015 (Proforma)), which includes current liability i.e. repayable in next twelve months ₹2626.50 Millions,as at 31.03.2018:2413.25 millions ,as at 31.03.2017: ₹ 2,185.75 millions, as at 31.03.2016: ₹1,819.08 millions, as at 31.03.2015 (Proforma) : ₹1,732.42 millions).

(iii) The interest liability has been assessed on the amount disbursed during the half year at the rate of 8.75% (rates applicable for the amount disbursed in the year 2017-18 is 8.75% , rates applicable for the amount disbursed in the year 2016-17 is 8.19 %, rates applicable for the amount disbursed in the year 2015-16 is 8.68 % & for the year 2014-15 is 9.56%). The interest accrued but not due on the IRFC loan amount has been shown in the Balance Sheet as recoverable from MOR under Current Assets & Non-Current assets (for the interest non recoverable in next 12 Months) and the interest payable but not due under the Current Liabilities and Non-Current Liabilities (for the interest not payable in next 12 Months) payable to IRFC.

15.2 Other Financial Liability

(₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
Earnest Money	-	542.55	-	-	-
Performance Security Deposit	2,448.10	1,887.00	-	-	-
Misc. Deposit	-	425.78	-	-	-
Retention money	777.34	892.96	-	-	-
Total other financial liability	**3,225.44**	**3,748.28**	**-**	**-**	**-**

Note: - 16
Restated Consolidated Summary Statement of Provisions

(₹ in millions)

Particulars	Provisions for employee benefits							
	Provision for Foreign Service Contribution	Provision for PRP/PLI	Provision for Retirement Benefit	Provision for LTC	Provision for Ex Gratia	Provision for 7th Pay Commission	Provision for 3rd PRC	Total
At 1-April-2014 (Proforma)	**60.98**	**50.13**	**39.26**	**1.20**	**25.00**	**-**	**-**	**176.57**
Current	60.98	50.13	3.67	1.20	25.00	-	-	140.98
Non Current	-	-	35.59	-	-	-	-	35.59
Provision made during the year	26.25	42.68	24.58	0.58	30.00	-	-	124.09
Utilization during the year	(24.01)	(46.98)	(6.47)	(0.16)	(25.00)	-	-	(102.62)
At 31-March-2015 (Proforma)	**63.22**	**45.83**	**57.37**	**1.62**	**30.00**	-	**-**	**198.04**
Current	63.22	45.83	6.56	1.62	30.00	-	-	147.23
Non Current	-	-	50.81	-	-	-	-	50.81
Provision made during the year	48.10	44.08	28.00	1.60	53.50	35.61	-	210.88
Utilization during the year	(59.45)	(8.98)	(4.04)	(1.50)	(30.09)	-	-	(104.06)
At 31-March-2016	**51.87**	**80.93**	**81.33**	**1.72**	**53.41**	**35.61**	**-**	**304.87**
Current	51.87	80.93	6.28	1.72	53.41	35.61	-	229.82
Non Current	-	-	75.05	-	-	-	-	75.05
Provision made during the year	125.35	54.47	19.54	6.11	61.53	57.77	14.02	338.79
Utilization during the year	(32.79)	(42.04)	(4.35)	(1.38)	(51.51)	(13.82)	-	(145.89)
At 31-March-2017	**144.43**	**93.36**	**96.52**	**6.45**	**63.43**	**79.56**	**14.02**	**497.77**
Current	144.43	93.36	7.65	6.45	63.43	79.56	14.02	408.90
Non Current	-	-	88.87	-	-	-	-	88.87
Provision made during the year	131.77	129.17	20.27	1.82	82.00	-	26.78	391.80
Utilization during the year	(95.00)	(79.94)	(20.45)	(0.77)	(53.71)	(63.56)	(33.39)	(346.82)
At 31-March-2018	**181.20**	**142.59**	**96.34**	**7.49**	**91.72**	**16.00**	**7.41**	**542.76**
Current	181.20	142.59	11.37	0.86	91.72	16.00	7.41	451.14
Non Current	-	-	84.98	6.64	-	-	-	91.61
Provision made during the year	74.87	71.50	1.14	1.00	50.56	-	-	199.07
Utilization during the year	(31.99)		(15.21)	(0.28)	-	-	-	(47.49)
At 30-September -2018	**224.08**	**214.09**	**82.27**	**8.22**	**142.28**	**16.00**	**7.41**	**694.34**
Current	224.08	214.09	7.98	0.84	142.28	16.00	7.41	612.67
Non Current			74.29	7.38				81.67

Foot Note

16.1 Foreign Service Contribution :

The majority of the officers / staff employed in RVNL are on deputation from Indian Railways. RVNL is paying Foreign Service Contribution to the Indian Railways towards retirement benefits.

16.2 For RVNL Employees
The disclosure required under Indian Accounting Standard-19 "Employee Benefit" in respect of defined benefit plan is:

Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

(₹ in Millions)

Particulars	Gratuity					Leave Encashment					Half Pay Leave					LTC				
	Half year ended 30-9-18	2017-18	2016-17	2015-16	2014-15 (Proforma)	Half Year Ended 30-9-18	2017-18	2016-17	2015-16	2014-15 (Proforma)	Half year ended 30-9-18	2017-18	2016-17	2015-16	2014-15 (Proforma)	Half Year ended 30-9-18	2017-18	2016-17	2015-16	2014-15 (Proforma)
Opening Balance	59.512	41.12	31.62	19.25	12.82	27.27	47.16	42.59	33.45	22.36	10.92	7.85	7.13	4.67	4.07	7.50	6.45	1.73	1.62	1.20
Interest Cost	2.321	1.54	2.53	1.54	1.00	1.06	3.54	3.41	2.68	1.74	0.43	0.59	0.57	0.37	-	0.29	0.48	0.14	0.13	-
Current Service Cost	6.964	5.32	9.08	7.82	5.22	1.11	4.56	8.89	9.69	5.56	0.43	1.78	1.46	1.59	0.60	1.35	1.75	1.45	0.48	0.42
Benefit Paid	(3.43)	(1.40)	(1.74)	(0.59)	(0.77)	(11.78)	(14.55)	(2.61)	(3.45)	(1.02)	-	-	-	-	-	(0.28)	(0.77)	(1.38)	(1.50)	-
Actuarial (Gain)/ Loss on Obligation	0.321	4.51	(0.37)	3.60	0.98	(4.85)	(13.45)	(5.12)	0.22	4.81	(6.65)	0.69	(1.30)	0.49	-	(0.64)	(0.42)	4.52	0.99	-
Closing Balance	**65.69**	**51.09**	**41.12**	**31.62**	**19.25**	**12.82**	**27.27**	**47.16**	**42.59**	**33.45**	**5.13**	**10.92**	**7.85**	**7.13**	**4.67**	**8.21**	**7.50**	**6.45**	**1.73**	**1.62**

Amount Recognised in Statement of Profit and Loss

(₹ in Millions)

Particulars	Gratuity					Leave Encashment					Half Pay Leave					LTC				
	Half year ended 30, Sep 2018	2017-18	2016-17	2015-16	2014-15 (Proforma)	Half year ended 30, Sep 2018	2017-18	2016-17	2015-16	2014-15 (Proforma)	Half year ended 30, Sep 2018	2017-18	2016-17	2015-16	2014-15 (Proforma)	Half year ended 30, Sep 2018	2017-18	2016-17	2015-16	2014-15 (Proforma)
Interest Cost	2.32	1.54	2.53	1.54	1.00	1.06	3.54	3.41	2.68	1.74	0.43	0.59	0.57	0.37	-	0.29	0.48	0.14	0.13	-
Current Service Cost	6.96	5.32	9.08	7.82	5.22	1.11	4.56	8.89	9.69	5.56	0.43	1.78	1.46	1.59	0.60	1.35	1.75	1.45	0.48	0.42
Actuarial (Gain)/ Loss on Obligation			-	-	-	(4.85)	(13.45)	(5.12)	0.22	4.81	(6.65)	0.69	(1.30)	0.49	-		-	-	-	-
	9.29	**6.86**	**11.61**	**9.36**	**6.22**	**(2.67)**	**(5.35)**	**7.19**	**12.58**	**12.11**	**(5.79)**	**3.07**	**0.73**	**2.46**	**0.60**	**1.64**	**2.24**	**1.59**	**0.61**	**0.42**

Amount Recognised in Other Comprehensive Income account

Particulars	Gratuity					Leave Encashment					Half Pay Leave					LTC				
	Half year ended 30, Sep 2018	2017-18	2016-17	2015-16	2014-15 (Proforma)	Half year ended 30, Sep 2018	2017-18	2016-17	2015-16	2014-15 (Proforma)	Half year ended 30, Sep 2018	2017-18	2016-17	2015-16	2014-15 (Proforma)	Half year ended 30, Sep 2018	2017-18	2016-17	2015-16	2014-15 (Proforma)
Actuarial (Gain)/ Loss on Obligation	0.321	6.58	(0.37)	3.60	0.98	-	-	-	-	-	-	-	-	-	-	(0.64)	(0.42)	4.52	0.99	-
	0.32	**6.58**	**(0.37)**	**3.60**	**0.98**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(0.64)**	**(0.42)**	**4.52**	**0.99**	**-**

Leave Encashment including Half pay Leave is payable to employees on retirement. The amount of Leave Encashment payable is based on past service and salary at time of retirement.

There are no Investment held against the provision for gratuity and leave encashment.

ACTUARIAL ASSUMPTIONS:	30th September 2018	2017-18	2016-17	2015-16	2014-15 (Proforma)
Method Of Valuation :	Project Unit Credit Method	Project Unit Credit Method	Project Unit Credit Method	Project Unit Credit Method	Project Unit Credit Method
Discount Rate :	8.30%	7.80%	7.50%	8.00%	7.80%
Salary Escalation Rate:	6.50%	6.50%	6.50%	6.50%	6.50%
Retirement Age:	60 Years	60 Years	60 Years	60 Years	60 Years
Withdrawal Rate:	3% at younger ages and reducing to 1% at older ages according to graduated scale.	3% at younger ages and reducing to 1% at older ages according to graduated scale.	3% at younger ages and reducing to 1% at older ages according to graduated scale.	3% at younger ages and reducing to 1% at older ages according to graduated scale.	3% at younger ages and reducing to 1% at older ages according to graduated scale.
Mortality Rate	India Assured Lives Mortality (2006-08) Ult.	India Assured Lives Mortality (2006-08) Ult.	India Assured Lives Mortality (2006-08) Ult.	India Assured Lives Mortality (2006-08) Ult.	India Assured Lives Mortality (2006-08) Ult.

Sensitivity analysis:

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the statement of financial position.

For the half Year ended 30th September 2018

Change in	Change in assumptions	Effect on Gratuity obligation	Effect on Leave Encashment	Effect on Half pay Leave	Effect on LTC
Discount Rate	+0.5%	(2.52)	(0.67)	(0.11)	(0.34)
	-0.5%	2.79	0.71	0.12	0.37
Salary Growth Rate	+0.5%	2.80	0.71	0.12	-
	-0.5%	(2.55)	(0.68)	(0.11)	-

Note: - 17 Other Non Current Liability

(₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
Deferred Income (Fair Value Adjustment)	284.69	400.84	-	-	-
Total other non current liability	**284.69**	**400.84**	**-**	**-**	**-**

Note: - 18 Restated Consolidated Financial Liability Current

18.1 Restated Consolidated Summary Statement of Trade Payables (₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 Mar 2015 (Proforma)
- Micro, Small and medium enterprises (Refer note-35)			-	-	-
- Others	1,489.39	684.48	1,098.92	904.95	449.96
Total	**1,489.39**	**684.48**	**1,098.92**	**904.95**	**449.96**

18.2 Restated Consolidated Summary Statement of Other Financial Liability (₹ in millions)

Particulars	30 September 2018		31 March 2018		31 March 2017		31 March 2016		31 Mar 2015 (Proforma)	
Earnest Money Deposits		0.00		199.95		543.96		355.09		440.18
Performance Security Deposit		3,615.93		2,676.23		2,806.01		2,361.49		1,660.60
Sundry creditors (Miscellaneous Services)		8.96		7.93		15.57		40.89		36.03
Sundry creditors Others		9.77		36.67		103.60		67.94		54.70
Miscellaneous Deposit		0.00		251.13		170.92		187.95		108.03
Retention money		827.03		622.82		672.65		660.43		410.54
Other Liabilities		812.72		143.80		119.40		76.70		75.31
Expenses Payable		63.10		32.31		36.62		12.09		3.35
Book Overdraft				-		-		-		-
Indian Railway Finance Corporation *										
Opening balance	2,413.25		2,185.75		1,819.08		1,732.42		1,642.50	
Add: Addition during the Year	2,626.50		2,413.25		2,185.75		1,819.08		1,732.42	
Less: Repayment during the year	-2,413.25	2,626.50	(2,185.75)	2,413.25	(1,819.08)	2,185.75	(1,732.42)	1,819.08	(1,642.50)	1,732.42
Interest accrued but not due (IRFC Loan)										
Opening balance	2,528.67		2,467.48		2,080.04		2,136.25		2,172.36	
Add: Addition during the Year	1,801.98		2,602.46		2,529.32		2,145.16		2,203.68	
Less: Repayment during the year	-2,679.06	1,651.59	(2,541.27)	2,528.67	(2,141.89)	2,467.47	(2,201.37)	2,080.04	(2,239.79)	2,136.25
Total other financial liability		**9,615.60**		**8,912.75**		**9,121.94**		**7,661.70**		**6,657.41**

***For terms and conditions refer note no 15.1 and 32(c)**

Note: - 19
Restated Consolidated Summary Statement of Other current Liability (₹ in millions)

Particulars	30 September 2018		31 March 2018		31 March 2017		31 March 2016		31 Mar 2015 (Proforma)	
19.1 Other Advances										
i) Unsecured										
Project Advance Capital Ministry of Railways :										
Opening Balance	5,755.57		14,849.06		1,45,240.58		90,251.98		65,950.75	
Add: Addition during the year	32,607.06		55,940.48		43,803.50		55,141.90		27,770.10	
Less: Projects Transferred during the year	-15,297.85		(65,033.97)		(1,74,195.01)		(153.31)		(3,468.87)	
Less: Unbilled Revenue	-15,544.76	7,520.02		5,755.57		14,849.07		1,45,240.57		90,251.98
iii) Unsecured										
Advance from MoR IRFC loan Repayment										
Opening Balance	-		44.72		2,766.28		3,676.87		3,399.65	
Add: Addition during the year	5,092.31		2,185.75		3,960.97		3,933.80		1,642.50	
Less: Projects Transferred during the year	(5,092.31)	-	(2,230.47)	-	(6,682.53)	44.72	(4,844.39)	2,766.28	(1,365.28)	3,676.87
x)HSR Studies under Demand-2										
Opening Balance	30.04		285.87		154.62		80.00		30.00	
Add: Addition during the year	-		166.70		131.25		74.62		50.00	
Less: Projects Transferred during the year	-	30.04	(422.53)	30.04	-	285.87	-	154.62	-	80.00
xi)Deposit Andhra Pradesh Govt.										
Opening Balance	661.77		286.07		2,060.00		860.00		860.00	
Add: Addition during the year	1,483.90		375.70		-		1,200.00		-	
Less: Projects Transferred during the year	-	2,145.67	-	661.77	(1,773.93)	286.07	-	2,060.00	-	860.00
xii)Deposit Telangana State Govt.										
Opening Balance			-		-		300.00		-	
Add: Addition during the year			-		-		-		300.00	
Less: Projects Transferred during the year			-	-	-	-	-	300.00	-	300.00
xiii)Deposit Tamil Nadu Govt.										
Opening Balance					-		1,778.04		1,185.04	
Add: Addition during the year					-		-		593.00	
Less: Projects Transferred during the year				-	-	-	(1,778.04)	-	-	1,778.04
xiv)Deposit Himachal Pradesh Govt.										
Opening Balance	980.20		120.00		-		-		-	
Add: Addition during the year	-		860.20		120.00		-		-	
Less: Projects Transferred during the year	-	980.20	-	980.20	-	120.00	-	-	-	-
xv)Advance received from Customers against Deposit Works		510.07		703.38		1,292.47		1,216.74		378.87
19.2 Others										
Duties & Taxes		164.73		945.92		362.68		217.1		83.91
Dividend Payable				-		-		-		-
RVNL Welfare Fund				4.81		3.58		2.91		2.29
RVNL Welfare Scheme#										
Opening Balance	-		-		1,000.00		50.00		-	
Add: Addition during the year	-		-		-		100.00		50.00	
Less: Projects Transferred during the year	-	-	-	-	(1,000.00)	-	(50.00)	100.00	-	50.00
RVNL Medical Scheme#										
Opening Balance	0.21		-		-		-			
Add: Addition during the Year	-	0.21	25.64		16.31		16.40			
Less: Adjustment during the Year			(25.64)	-	(16.31)	-	(16.40)	-		-
Deferred Income (Fair Value Adjustment)		373.92		341.81		695.03		745.45		764.78
Total		**11,724.86**		**9,423.51**		**17,939.49**		**1,52,803.67**		**98,226.74**

\# **RVNL Medical and Welfare Scheme**
Company has contributed `Nil (FY 2017-18:10.63 millions, F.Y. 2016-17: 16.31 millions, F.Y.2015-16: ` 16.40 millions, F.Y. 14-15 (Proforma) : Nil) in the RVNL Medical Scheme and `0.21 Millions (F.Y. 2017-18 :NIL, F.Y. 2016-17: Nil, F.Y. 2015-16: ` 100.00 millions , F.Y. 14-15 (Proforma) : 50 millions) in Capital Fund of RVNL Medical and Welfare Trust.

Note: - 20
Restated Consolidated Summary Statement of Revenue from operations (₹ in millions)

Particulars	For the Half year ended 30th September 2018	For the year ended 31st March 2018	For the year ended 31 Mar 2017	For the year ended 31 Mar 2016	For the year ended 31 Mar 2015 (Proforma)
Revenue from Operation:					
(Turnover from Construction Work and Project related Activity)					
- From MoR Projects	27,922.41	56,216.59	42,346.64	33,953.81	24,370.79
- From MoR Metro Projects	1,413.25	4,925.54	4,889.77	4,698.14	3,518.93
- From MoR Projects (Executed by Zonal Railways)	72.93	216.93	931.27	152.74	279.25
- From Deposit Work - Projects (SPV)	5,809.90	11,669.41	9,077.00	5,808.79	2,778.66
- From Deposit Work - Project (Others)	1,010.34	2,945.11	1,906.38	785.06	517.72
Total	**36,228.82**	**75,973.58**	**59,151.06**	**45,398.54**	**31,465.35**

20.1 In accordance with Railway Board's letter No. 2004/W-1/RVNL/15 dated 04.01.2012 RVNL has accounted Consolidated Management fee @ 9.25% in case of Metro Projects and 8.5% in case of Other Plan Heads on the expenditure incurred by RVNL on MoR projects. As per the directions of MoR, all expenditure in the nature of consultancies related to Project Management are being charged directly to project. D&G charges payable to Railway up to 0.25 % of cost of projects are allocated to the projects on actual funds released to the respective Zonal Railway, Expenditure incurred on D&G (Supervision) are being charged to the Statement of Profit & Loss account. The miscellaneous receipts from sale proceeds of Tender and other income has been credited to the Statement Profit & Loss account.

20.2 In respect of SPV projects, construction work has been undertaken by RVNL as per the terms and conditions of the Model Construction agreement for execution of SPV Projects issued by MoR and Revenue Recognised accordingly. In respect of Kutch Railways Company Limited (KRCL), revenue is recognised based on bills raised and payments received although acceptance of Formal Construction Agreement by KRCL is pending.

20.3 In respect of Deposit Work of Simar Port and Rewas Port Turnover of Rs 2.93 millions has been accounted and adjusted with the outstanding balances of respective parties.

Note: - 21
Restated Consolidated Summary Statement of Other Income (₹ in millions)

Particulars	For the Half Year Ended 30-September 2018	For the year ended 31st March 2018	For the year ended 31 Mar 2017	For the year ended 31 Mar 2016	For the year ended 31 Mar 2015 (Proforma)
OTHER INCOME	1,475.21	2,249.32	2,477.71	1,804.39	1,232.47
Net Profit Before Tax as Restated	3,101.60	6,634.16	5,428.77	4,985.19	3,764.51
Percentage	47.56%	33.91%	45.64%	36.20%	32.74%
Source of Income					
Non Related and Recurring					
Interest Income					
Interest Income on FDR's & TDR's (Gross)	528.535	1,128.33	1586.01	1,176.83	825.05
Interest Income on Advance to staff (like MPA, HBA & FWA)	-	-	0.91	1.52	1.51
Recovery of residence furnishing (other income)	-	-	0.13	0.13	0.15
Other deduction salary			-	0.00	-
(a)	**528.54**	**1,128.33**	**1,587.05**	**1,178.48**	**826.71**
Related and Recurring					
Interest from Special Purpose Vehicles (SPVs) against balances	576.324	544.91	424.13	240.45	69.60
Dividend from SPV's against Investment in Share	175	100.00	55.00	25.00	50.00
Sale of Tender Forms	-	-	3.90	2.36	0.86
Miscellaneous Income	10.98	26.89	10.44	4.74	2.97
(b)	**762.31**	**671.80**	**493.47**	**272.55**	**123.43**
Related and Non Recurring					
Excess Provision Written Back	-	-	28.44	37.71	10.69
Profit on sale of assets	-	-	0.07	0.05	0.07
(c)	**-**	**-**	**28.51**	**37.76**	**10.76**
Non Related and Non Recurring					
Income from amortisation of deferred security deposits-Liability	182.31	443.75	363.49	308.60	268.15
Interest Income on Unwinding of Discounts on security deposits	2.06	5.44	5.14	4.12	3.42
Notice period pay from Staff	-	-	0.05	0.06	-
Sale of Scarp	-	-	-	0.77	-
Interest on Income Tax Refund	-	-	-	1.99	-
Penalty Forfeited	-	-	-	0.06	-
	184.37	**449.20**	**368.68**	**315.60**	**271.57**
Total (a+b+c+d)	**1,475.21**	**2,249.32**	**2,477.71**	**1,804.39**	**1,232.47**

"Interest from others" includes interest from Special Purpose Vehicles (SPVs) against balances outstanding.

Note: - 22
Restated Consolidated Summary Statement of Expenses on Operations :- (₹ in millions)

Particulars	For the Half Year Ended 30 September 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 Mar 2015 (Proforma)
Expenses on Operation:					
(Direct Expenses on Construction and Project related Activity)					
- Incurred on MoR Projects	25,830.64	51,950.60	39,102.84	31,336.13	22,492.86
- Incurred on MoR Metro Projects	1,293.59	4,508.66	4,465.08	4,291.74	3,209.72
- Incurred on Projects (Zonal Railway)	72.93	216.93	931.27	152.74	279.25
- Incurred on Deposit Work - Projects (SPV)	5,445.45	10,842.11	8,414.36	5,380.14	2,494.52
- Incurred on Deposit Work - Projects (Others)	868.46	2,721.36	1,764.93	728.61	480.98
Total	**33,511.06**	**70,239.65**	**54,678.48**	**41,889.36**	**28,957.33**

22.1 Expenditure against contracts awarded by the Company is recognized on completion of measurements and testing certified by the Engineer.

22.2 Expenditure of execution of projects done by the Zonal Railways on behalf of the Company on MOR projects is accounted for on the basis of statement of estimated expenditure received from respective Zonal Railways and is adjusted allocation-wise as and when the final expenditure statement is received.

22.3 With the rationalisation of the revenue stream of RVNL, the expenses incurred on supervision and monitoring directly allocable to the projects have been reviewed in terms of Railway Board 's letter no 2004/W-1/RVNL/15 dated 04/01/2012, the pattern of booking of expenditure on Zonal Railways and general accounting practices. The expenditure incurred on this account related to execution of Deposit Works (for SPV and others) have been charged to the Statement of Profit and Loss.

Note: - 23
Restated Consolidated Summary Statement of Employee Benefit Expenses (₹ in millions)

Particulars	For the Half Year Ended 30th September 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 Mar 2015 (Proforma)
(a) Salaries and Wages	733.36	1,234.08	1,062.04	792.30	655.15
(b) Contribution to Provident & Other Funds (Refer Note 16.2)	24.58	51.91	36.07	35.96	30.78
(c) Staff Welfare Expenses.	18.05	53.89	72.08	138.84	85.23
Total	**775.99**	**1,339.88**	**1,170.19**	**967.10**	**771.16**

Note: - 24
Restated Consolidated Summary Statement of Finance Costs

(₹ in millions)

Particulars	For the Half Year Ended 30th September 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 Mar 2015 (Proforma)
(a) Unwinding of Interest Cost performance deposit	144.36	261.82	219.03	158.59	75.95
(b) Unwinding of Interest Cost Misc Deposit	-	35.51	17.15	9.04	8.66
(c) Unwinding of Interest Cost Retention Money	42.49	91.63	62.86	41.26	36.71
(d) Unwinding of Interest Cost Earnest Money	-	57.63	55.51	21.95	31.47
(e) Interest on Loan from IRFC (Compete Project)(refer note 24.1)	398.43	1,004.32	775.22	581.56	554.42
Less: Interest receivable from MoR on loan from IRFC	(398.43)	(1,004.32)	(775.22)	(581.56)	(554.42)
Interest Expenses on Income Tax	18.70	0.01			
Total	**205.55**	**446.59**	**354.54**	**230.84**	**152.79**

24.1 Interest payable on IRFC Loan for the above mentioned period and recoverable from MOR for completed/ transferred project has been disclosed .

Note: - 25
Restated Consolidated Summary Statement of Depreciation and Amortization

(₹ in millions)

Particulars	For the Half Year Ended 30th September 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 Mar 2015 (Proforma)
Depreciation on Property Plant and equipment (Refer Note 3)	26.39	48.09	50.0301505	46.45	49.97
Amortisation on Intangible Assets (Refer Note 5)	0.68	0.26	0.15	0.24	1.24
Total	**27.07**	**48.35**	**50.18**	**46.69**	**51.21**

Note: - 26
Restated Consolidated Summary Statement of Other Expenses

(₹ in millions)

Particulars	For the Half Year Ended 30th September 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 Mar 2015 (Proforma)
(a) Power & Fuel	14.41	21.54	19.38	16.95	15.13
(b) Rent (Refer note-26.1)	21.00	60.79	75.33	55.03	39.47
(c) Rates & Taxes	0.02	0.06	0.16	-	0.01
(d) Miscellaneous Expenditure	16.94	25.44	14.45	6.16	5.05
(e) Payment to Auditors					
(i) As Auditor	0.73	2.12	1.25	0.81	0.59
(ii) For Taxation Matters	-	0.27	0.31	0.23	0.20
(iii) For Other Services	-	0.18	0.17	0.21	0.14
(iv) For Expenses	-	-	0.16	0.02	0.08
(v) For Expenses-Previous Auditor	-	0.05			
(f) Advertisement and Business Promotion	27.17	56.86	50.86	37.33	33.12
(g) Printing and Stationery	12.61	34.03	30.10	23.42	20.18
(h) Travelling & Local Conveyance	36.01	39.69	29.54	26.00	28.22
(i) Communication	13.46	33.98	32.56	22.40	21.96
(j) Books & Periodicals	0.17	0.47	0.43	0.45	0.18
(k) Legal and Professional Charges	34.13	51.20	37.46	27.64	19.50
(l) Consultant Fee	28.27	35.75	69.43	41.55	20.77
(m) Other expenses	20.21	66.95	61.30	48.61	28.21
(n)Expenditure of Multi Functional Complex	-	-	0.48	1.97	1.39
(o) Short & Excess due to rounding off	(0.03)	0.03	(0.10)	-	-
Total	**225.08**	**429.41**	**423.27**	**308.78**	**234.21**

26.1 The company has taken offices and residential premises under operating lease. The lease agreement are for period from 11 months to 3 years and are cancellable & renewable by consent. Rent expenses includes ₹1.56 millions during the half year ended 30.09.2018, 5.15 Million during the year ended 31.03.2018 ₹ 5.49 millions during the year ended 31.03.2017 and ` 5.07 millions during the year ended 31.03.2016 and ` 4.02 millions during the year ended 31.03.2015 (Proforma) for amortisation of deferred expense recognised due to fair valuation of security deposits.

26.2 The incidental expenditure aggregating to Rs. 40.57 Millions claimed from HSRC till March 2016, has been reversed to respective expenditure as per directives issued by MoR.

Note: - 27
Restated Consolidated Summary Statement of CSR and R&D Expenses

(₹ in millions)

Particulars	For the Half Year Ended 30th September 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 Mar 2015 (Proforma)
(a)CSR Expenses	101.74	76.74	61.23	59.75	45.45
(b)Research & Development Expenses	-	-	-	-	10.29
Less: Transferred to Capital Working Progress	-	-	-	-	(9.05)
Total	**101.74**	**76.74**	**61.23**	**59.75**	**46.69**

27.1 As per the Companies Act, 2013, an amount equivalent to 2% of Average PBT of immediately preceding 3 Financial Year i.e. `72.87 Millions is required to be spent during the half year ended on September 2018, `76.74 Millions for the year ended March 2018, `61.23 Millions for the year ended March 2017 and `59.75 Millions for the year ended March 2016 and `45.45 Millions for the year ended March 2015 on Corporate Social Responsibility (CSR) Activities. However, Amount of Rs 31.51 Millions has been incurred during the period.

27.2 Amount spent during the year

(₹ in millions)

Particulars	In Cash	Yet to be paid in Cash	Total
For the Half Year ended 30th September 2018			
(i) Construction/acquisition of any assets	-	-	-
(ii) On purpose other than (i) above			

Healthcare	43.88	-	43.88
Education & Livelihood	32.83	-	32.83
Environment	0.43	-	0.43
Rural Development	22.91	-	22.91
Administrative	1.70	-	1.70
Total Expenses (ii)	**101.74**	**-**	**101.74**
For the year ended 31st March 2018			
(i) Construction/acquisition of any assets	-	-	
(ii) On purpose other than (i) above	76.74	-	76.74
Year ended 2017			
(i) Construction/acquisition of any assets	-	-	-
(ii) On purpose other than (i) above	61.23	-	61.23
Year ended 2016			
(i) Construction/acquisition of any assets	-	-	-
(ii) On purpose other than (i) above	59.73	0.02	59.75
Year ended 2015 (Proforma)			
(i) Construction/acquisition of any assets	-	-	-
(ii) On purpose other than (i) above	45.45	-	45.45

Note: - 28

Restated Consolidated Summary Statement of Tax Expense

(₹ in millions)

Particulars	**For the half year ended 30th September 2018**	**For the year ended 31st March 2018**	**For the year ended 31 Mar 2017**	**For the year ended 31 Mar 2016**	**For the year ended 31 Mar 2015 (Proforma)**
Current income tax:					
Current income tax charge	585.46	1,186.59	1,032.50	777.74	489.85
Adjustments in respect of current income tax of previous year	-	-0.00		-	-
Deferred tax:					
Relating to origination and reversal of temporary differences	(20.59)	(245.45)	(34.17)	(82.41)	(92.76)
	564.87	**941.14**	**998.33**	**695.33**	**397.09**

28.1 Restated Unconsolidated Summary Statement of Other Comprehensive Income section
Deferred tax related to items recognised in OCI during the year:

(₹ in millions)

Particulars	**For the half year ended 30th September 2018**	**For the year ended 31st March 2018**	**For the year ended 31 Mar 2017**	**For the year ended 31 Mar 2016**	**For the year ended 31 Mar 2015 (Proforma)**
Net loss/(gain) on remeasurements of defined benefit plans	(0.03)	0.46	0.47	0.34	0.36
Total	**(0.03)**	**0.46**	**0.47**	**0.34**	**0.36**

28.2 Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2015 (Proforma) ,31 March 2016 and 31 March 2017, 31 March 2018 and 30th Spetember 2018:

(₹ in millions)

Particulars	**For the half year ended 30th September 2018**	**For the year ended 31st March 2018**	**For the year ended 31 Mar 2017**	**For the year ended 31 Mar 2016**	**For the year ended 31 Mar 2015 (Proforma)**
Accounting profit before tax from continuing operations	3,101.07	6,640.33	4,886.69	3,695.93	2,483.37
Profit/(loss) before tax from a discontinued operation	-	-	-	-	-
Accounting profit before income tax	**3,101.07**	**6,640.33**	**4,886.69**	**3,695.93**	**2,483.37**
Calculation as per MAT					
At India's statutory income tax rate	615.71	1,204.19	1,043.10	788.93	520.43
Less: Ind-AS Adjustment	3.34	1.92	3.29	(16.47)	(23.77)
Less: Dividend Income (Exempt)	(37.71)	(21.34)	(11.74)	(5.34)	(10.48)
Add: Expenditure disallowed as per Rule 8D	-	2.13	6.46	6.35	4.78
Add: Interest on TDS	4.12	1.82	-	0.05	0.05
Less: Expenses deductible for Income Tax Purpose	-	-	(0.08)	(0.10)	-
Add: Interest on Income Tax	-	-	-	0.10	-
Tax payable as per MAT	**585.46**	**1,188.72**	**1,041.04**	**773.53**	**491.01**
Adjustment in Respect of Previous Year		-2.13	0.25		
Less: Deferred Tax Assets (Refer note no. 7)	(20.59)	(245.45)	(34.17)	(82.41)	(92.76)
Effect of recasting	-	-	(8.78)	4.22	(1.16)
Tax Expenses	**564.87**	**941.14**	**998.33**	**695.33**	**397.09**
Effective rate of Tax	18.22%	14.17%	20.43%	18.81%	15.99%

Note: - 29

Components of Other Comprehensive Income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below

(₹ in millions)

Particulars	**For the Half Year Ended 30th September 2018**	**For the year ended 31st March 2018**	**For the year ended 31st March 2017**	**For the year ended 31st March 2016**	**For the year ended 31 Mar 2015 (Proforma)**
Remeasurement of Defined benefit plans	0.53	(6.17)	(4.18)	(4.48)	(1.07)
Income Tax relating to Items that will not be reclassified to profit and loss	(0.03)	0.58	0.47	0.34	0.36
Fair Value of Investment through other Comprehensive Income	(0.30)	-	-	-	-
Tax Related to Investment through other Comprehensive Income	0.04	-	-	-	-
Total	**0.24**	**(5.60)**	**(3.71)**	**(4.14)**	**(0.71)**

Note: - 30 Capital management

The company objective to manage its capital in a manner to ensure and safeguard their ability to continue as a going concern so that company can continue to provide maximum returns to share holders and benefit to other stake holders. Company has paid dividend as per the guidelines issued by Department of Public Enterprises (DPE) as follows:-

Dividends (₹ in millions)

Particulars	For the half year ended 30th September 2018	For the year ended 31st March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 Mar 2015 (Proforma)
Dividend Paid	968.60	1,670.00	2,571.00	372.00	315.00
Total	**968.60**	**1,670.00**	**2,571.00**	**372.00**	**315.00**

Further, company manages its capital structure to make adjustments in light of changes in economic conditions and the requirements of the financial covenants. Company has borrowed the funds form IRFC for railway projects, for repayment of IRFC loan Ministry of Railways would make available to RVNL the required funds thereafter, to enable them to do the debt servicing . The debt servicing will pass through RVNL books.

Debt Equity Ratio (₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Borrowing (Note No. 15.1)	19,633.46	22,591.49	24,368.80	26,240.83	25,139.70
Long term debt	**19,633.46**	**22,591.49**	**24,368.80**	**26,240.83**	**25,139.70**
Equity (Note No.13)	20,850.20	20,850.20	20,850.20	20,850.20	20,850.20
Other equity (Note No.14)	19,770.99	18,402.28	14,718.60	13,374.08	9,754.91
Total equity	**40,621.19**	**39,252.48**	**35,568.80**	**34,224.28**	**30,605.11**
Debt equity Ratio	**33:67**	**37:63**	**41:59**	**43:57**	**45:55**

In order to achieve this overall objective, the Company capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the period ended 30 Sep 2018

Note 31 :Fair Value measurements

(i) Financial Instruments by Category (₹ in millions)

Particulars	30 September 2018			31 March 2018			31 March 2017			31 March 2016			31-03-2015 (Proforma)		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets															
Loans	-	-	73.71	-	-	69.50	-	-	14.22	-	-	15.76	-	-	20.90
Lease Receivables	-	-	17,425.15			19,608.53	-	-	13,471.90	-	-	7,457.51	-	-	5,736.81
Trade Receivables	-	-	11,767.00	-	-	9,352.88	-	-	2,789.51	-	-	4,807.57	-	-	1,869.46
Investments *	-	99.70	0	100.00	-	-	100.00	-	-	-	-	-	-	-	-
Cash and Cash Equivalents	-	-	507.72	-	-	3,428.52	-	-	12,545.96	-	-	13,776.18	-	-	8,080.69
Bank Balances other than Cash and Cash equivalent	-	-	12,212.55	-	-	10,600.00	-	-	14,500.00	-	-	16,550.00	-	-	4,850.00
Recoverable from MOR	-	-	5,545.25	-	-	7,153.85	-	-	7,381.73	-	-	7,051.87	-	-	6,746.87
Security Deposit	-	-	71.14	-	-	64.66	-	-	62.00	-	-	43.70	-	-	27.39
Other receivables	-	-	47.81	-	-	96.36	-	-	52.11	-	-	41.94	-	-	17.22
Other Financial Assets	-	-	1,553.01	-	-	1,901.93	-	-	1,892.60	-	-	90.21	-	-	36.90
Total Financial Assets		**99.70**	**49,203.33**	**100.00**	**-**	**52,276.22**	**100.00**	**-**	**52,710.03**	**-**	**-**	**49,834.74**	**-**	**-**	**27,386.24**
Financial Liabilities															
Borrowings	-	-	19,633.46	-	-	22,591.49	-	-	24,368.80	-	-	26,240.83	-	-	25,139.70
Trade Payables	-	-	1,489.39	-	-	684.48	-	-	1,098.92	-	-	904.95	-	-	449.96
Earnest Money Deposits	-	-	-	-	-	742.49	-	-	543.96	-	-	355.09	-	-	436.66
Performance Security Deposit	-	-	6,064.03	-	-	4,563.23	-	-	2,806.01	-	-	2,361.49	-	-	1,660.60
Miscellaneous Deposit	-	-	-	-	-	676.90	-	-	170.92	-	-	187.95	-	-	108.03
Retention money	-	-	1,604.38	-	-	1,515.78	-	-	672.65	-	-	660.43	-	-	410.54
Other financial liabilities	-	-	5,172.63	-	-	5,162.63	-	-	4,928.41	-	-	4,096.74	-	-	4,041.58
Total Financial Liabilities	**-**	**-**	**33,963.89**	**-**	**-**	**35,937.00**	**-**	**-**	**34,589.66**	**-**	**-**	**34,807.48**	**-**	**-**	**32,247.07**

* Latest Audited financial information of Indian Port Railway Corporation Limited is not available therefore the same has been carried at cost.

(ii) Fair value of financial assets and liabilities that are measured at amortised cost: (₹ in millions)

Particulars	30 September 2018		31 March 2018		31 March 2017		31 March 2016		31-03-2015 (Proforma)	
	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
Financial Assets										
Security deposits	71.14	70.926	64.66	60.01	62.00	67.41	43.70	57.37	27.39	27.79
Total Assets	**71.14**	**70.93**	**64.66**	**60.01**	**62.00**	**67.41**	**43.70**	**57.37**	**27.39**	**27.79**
Financial Liabilities										
Other financial liabilities										
Earnest Money Deposits	-		742.49	604.63	543.96	575.94	355.09	362.71	436.66	487.33
Performance Security Deposit	6,064.03	5,745.93	4,563.23	3,461.11	2,806.01	2,929.08	2,361.49	2,390.91	1,660.60	1,707.43
Miscellaneous Deposit	-		676.90	746.15	170.92	182.77	187.95	190.91	108.03	112.65
Retention money	1,604.38	1612.347	1,515.78	1,430.49	672.65	714.05	660.43	669.93	410.54	429.22
Total Liabilities	**7,668.40**	**7,358.28**	**7,498.40**	**6,242.39**	**4,193.54**	**4,401.84**	**3,564.96**	**3,614.46**	**2,615.83**	**2,736.63**

i) The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other short term trade receivables and payables which are due to be settled within 12 months are considered to the same as their fair values, due to short term nature.

ii) Long term variable rate borrowings and lease receivables are evaluated by company on parameters such as interest rates, specific country risk factors and other risk factors. Based on this evaluation the fair value of such payables are not materially different from their carrying amount.

iii) The fair value of Security Deposits and earnest money deposit, performance security deposit, miscellaneous deposit and retention money are calculated based on cash flows discounted using current market rate. They are classified as level 3 fair values in fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

iv) Staff loans and advances have been continued at carrying value as measurement implications are immaterial.

v) Investmnet in unquoted equity of subsidiaries and joint ventures are stated at cost as per exemption provided by para 10 of Ind AS 27

vi) RVNL has determined fair value of investment those are carried through other comprehensive income based on adjusted intrinsic value, through independent valuer. Valuation of investment of Indian Port Rail Corporation Limited is based on financial statement for 31-Mar -2018

Fair Value hierarchy

Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2- Inputs other than quoted prices included within Level 1 that are observable for the assets or liability, either directly (i.e. as prices) or indirectly (i.e. derived form prices)

Level 3- Inputs for the assets or liabilities that re not based on observable market data (unobservable inputs)

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at amortised cost:-

As at 30-09-2018 (₹ in millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial assets at Amortised Cost				
Security deposits	-	-	70.93	70.93
Investments	-	-	99.70	99.70
	-	**-**	**170.63**	**170.63**

As at 30-09-2018 (₹ in millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Performance Security Deposit	-	-	5,745.93	5,745.93
Miscellaneous Deposit	-	-	-	-
Retention money	-	-	1,612.35	1,612.35
Other financial liabilities	-	-	-	-
	-	**-**	**7,358.28**	**7,358.28**

As at 31-03-2018 (₹ in millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial assets at Amortised Cost				
Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilities	-	-	70.37	70.37
	-	**-**	**70.37**	**70.37**

As at 31-03-2018 (₹ in millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Performance Security Deposit	-	-	5,799.03	5,799.03
Miscellaneous Deposit	-	-	-	-
Retention money	-	-	1,557.20	1,557.20
	-	-	-	-
	-	**-**	**7,356.23**	**7,356.23**

As at 31-03-2017 (₹ in millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial assets at Amortised Cost				
Security deposits	-	-	67.41	67.41
	-	**-**	**67.41**	**67.41**

As at 31-03-2017 (₹ in millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Earnest Money Deposits	-	-	575.94	575.94
Performance Security Deposit	-	-	2,929.08	2,929.08
Miscellaneous Deposit	-	-	182.77	182.77
Retention money	-	-	714.05	714.05
	-	**-**	**4,401.84**	**4,401.84**

As at 31-03-2016 (₹ in millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial assets at Amortised Cost				
Security deposits	-	-	57.37	57.37
	-	**-**	**57.37**	**57.37**

As at 31-03-2016 (₹ in millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Earnest Money Deposits	-	-	362.71	362.71
Performance Security Deposit	-	-	2,390.91	2,390.91
Miscellaneous Deposit	-	-	190.91	190.91
Retention money	-	-	669.93	669.93
	-	**-**	**3,614.46**	**3,614.46**

As at 31-03-2015 (Proforma) (₹ in millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial assets at Amortised Cost				
Security deposits	-	-	27.79	27.79
	-	**-**	**27.79**	**27.79**

As at 31-03-2015 (Proforma) (₹ in millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Earnest Money Deposits	-	-	487.33	487.33
Performance Security Deposit	-	-	1,707.43	1,707.43
Miscellaneous Deposit	-	-	112.65	112.65
Retention money	-	-	429.22	429.22
	-	**-**	**2,736.63**	**2,736.63**

(iii) Financial risk management

The Company's principal financial liabilities comprise Borrowings from IRFC, trade payables and other payables. The main purpose of these financial liabilities is to finance the company's operations. The Company's principal financial assets include trade and lease receivables and cash and cash equivalents that derive directly from its operations.

The Company's is expose to market risk, credit risk and liquidity risk. The company financial risk activities are governed by appropriated policies and procedures and that financial risk are identified, measured and managed in accordance with the companies policies and risk objectives. The board of directors reviews and agrees policies for managing each of these risk, which are summarised below:-

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises Interest rate risk and foreign currency risk. Financial instruments affected by market risk includes loans and borrowing, deposits and other non derivative financial instruments.

i) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of change in market interest rate and in case of IRFC loan for payment of interest and principal Ministry of Railways would make available to RVNL the required funds therefore the risk related to IRFC loan is nil, debt servicing will pass through RVNL books only.

ii) Foreign Currency Risk

Company has take services from outside India for project expenses and is exposed to foreign currency risk arising from such foreign currency transactions. due to immateriality of foreign exchange amount company does not hedge any risk.

b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The company is exposed to credit risk from its financial activities including deposits with banks, financial institutions and other financial instruments. There is negligible risk for receivable from Ministry of railways also company does not have any history of bad debts.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed in accordance with the companies policy. Investment of surplus are made only with approved with counterparty on the basis of the financial quotes received from the counterparty.

c) Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they become due. The company manages its liquidity risk by ensuring , as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the company's reputation.

The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company has no bank borrowings. The company believes that the working capital is sufficient to meet its current operational requirements. Any short term- surplus cash generated, over and above the amount required for working capital management and other operational requirements, are retained as cash and investment in short term deposits with banks. The said investments are made in instruments with appropriate maturities and sufficient liquidity.

Note 32 Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and the key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities with next financial year.

a) Fair valuation measurement and valuation process

Financial instruments are measured initially at fair value and subsequently at amortised cost on the basis of materiality, transaction value upto ₹ 1.20 millions are measured at fair value on initial recognition and subsequently at amortised cost on group basis by considering that the amount is recoverable or payable at a average period of 5 years and the transaction value of ₹1.20 millions or more are measured at fair value at initial recognition and subsequently at amortised cost on individual transaction basis. Such advances of transaction value of upto ₹ 1.20 millions comprises less than 3% of total advances. Impact of fair valuation of Staff loans and advances are immateriality therefore it has been continuing at the carrying value as per previous Indian GAAP.

The fair values of financial assets and financial liabilities is measured the valuation techniques including the DCF model. The inputs to these method are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 31 for further disclosures.

b) Taxes

Deferred tax assets are recognized for unused tax losses and unabsorbed depreciation to the extent that it is probable that taxable profit will be available against which losses can be utilised significant management judgment is required to determine the amount of deferred tax asset that can be recognised, based upon the likely timing and level of future taxable profit together with future tax planning strategies.

c) Borrowings and Lease Receivables from Railway against Completed Projects

Company has borrowed funds from Indian Railway Finance Corporation for the purpose of construction of railway projects. There is a moratorium period of 3 years for each year's loan. During the said moratorium period, no amount on account of interest and principal shall be payable. The interest shall be charged on yearly basis and repayment of loan along with interest shall be once in a year (for a period of 12 years) after the completion of moratorium period. Ministry of Railways would make available to RVNL the required funds thereafter, to enable them to do the debt servicing. The debt servicing will pass through RVNL books. Accordingly, funds are received by RVNL on each year from MoR and the same is transferred to IRFC immediately. Therefore, there is no impact on Profit & Loss of RVNL i.e.. on the debit side of Profit & Loss finance cost is charged and by the same amount interest income is recognised in Statement of Profit and Loss.

Note :33 Prior Period Errors (₹ in millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Impact on equity (increase/(decrease) in equity)					
Sundry Creditors	-	-	-	-	(0.88)
Sundry Creditors (Others)	-	(1.28)	(1.11)	0.17	(0.17)
Employee Loan and Advances	-	-	0.00	0.00	(0.00)
Trade Payable	-	-	0.29	0.29	(0.29)
Sundry Creditors (Staff)	-	-	0.02	0.02	(0.02)
Sundry Debtors	-	-	0.02	0.02	-
Financial Liabilities	-	(33.87)	(33.87)	-	-
Financial Assets	-	-	0.00	-	-
Property, Plant & Equipment and Intangible Assets	-	1.03	1.01	-	-
Net Impact on Equity	**-**	**(34.11)**	**(33.62)**	**0.51**	**(1.37)**

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31-03-2015 (Proforma)			
Impact on statement in profit and loss (increase/(decrease) in profit)								
Electricity Charges	-	-	-	0.88	(0.88)			
Other Expenses	-	-	0.50	(0.02)	(0.48)			
Interest Cost on Financial Liabilities	-	-	1.77	-	-			
Deferred Income on Financial Liabilities	-	-	(35.64)	-	-			
Rent Expense on Financial Assets	-	-	-	-	-			
Depreciation and Amortisation	-	-	(0.25)	-	-			
	-	-	(33.62)	0.86	(1.37)	-	-	-
Attributable to Equity Holders	-	-	(33.62)	0.86	(1.37)			

Impact on basic and diluted earnings per share (EPS) (increase/(decrease) in EPS)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Earnings per share for continuing operation					
Basic, profit from continuing operations attributable to equity holders	-	-	(0.02)	0.00	(0.00)
Diluted, profit from continuing operations attributable to equity holders	-	-	(0.02)	0.00	(0.00)

Note 34:- Deposit Works (SPVs and others)

34.1 Works being executed for SPVs and others parties are treated as a Deposit Work. The corresponding current assets and liabilities in respect of such projects have been recognized on the basis of expenditure incurred plus supervision charges as agreed. The advance received is disclosed under Current Liabilities and the amount recoverable on account of project execution under Sundry Debtors.

34.2 Costs incurred on Deposit and SPV Works:

(₹ in millions)

Particulars	Half Year Ended September 30,2018	Year Ended March 31,2018	Year Ended March 31,2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
Costs incurred for Deposit Works	6,313.90	13,563.47	10,179.29	6,108.75	2,975.50
Recognized Profit/Loss	506.34	1,051.05	804.09	485.10	320.88
Advance received	510.07	703.38	1,292.47	1,216.74	378.87
Gross Amount due from Customers	11,767.00	9,352.88	2,789.51	4,807.57	1,869.46
Cumulative amount of costs incurred	54,812.62	48,498.72	34,935.25	24,755.96	18,647.21
Cumulative amount of recognized Profit/Loss	4,456.46	3,950.12	2,899.07	2,094.98	1,609.88

Note 35. Disclosure as required by the Micro , Small and Medium Enterprises Development Act, 2006 are as under:-

(₹ in millions)

Particulars	Half Year Ended September 30,2018	Year Ended March 31,2018	Year ended March 31, 2017	Year ended March 31, 2016	Year Ended March 31,2015 (Proforma)
a. the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year: • Principal amount due to Micro, small and Medium Enterprises • Interest due on above	0.07	0.71	Nil	Nil	Nil
b. the amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil	Nil	Nil	Nil
c. the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act,2006	Nil	Nil	Nil	Nil	Nil
d. the amount of interest accrued and remaining unpaid at the end of each accounting year;	Nil	Nil	Nil	Nil	Nil
e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil	Nil	Nil	Nil

Note 36. Expenditure in Foreign Currency

(₹ in millions)

Particulars	Half Year Ended September 30,2018	Year Ended March 31,2018	Year Ended March 31,2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
A- Profit or loss (except those recognised as financial instrument and measured at fair value)					
Travel expenses	0.35	10.67	6.33	4.07	2.99
Project Management Consultancy	-	7.93	37.40	41.94	73.07
B- Other Comprehensive Income	-	NIL	NIL	NIL	NIL

Note 37. Contingent Liabilities

(₹ in millions)

Particulars	As at September 30, 2018	As at March 31, 2018	As at March 31, 2017	As at March 31,2016	As at March 31,2015 (Proforma)
Claims by the contractor on account of Arbitration not acknow ledged as debts by the Company	37,740.56	38,183.51	31,935.22	32,843.02	6,823.34
Income Tax Demand as reflected on the w ebsite of Income Tax Department	1.53	1.53	7.06	7.06	7.06

The company has not accepted the claim and submitted its representation to department as follow s:-

(₹ in millions)

S. No.	Authority	A.Y	As at September 30, 2018	As at March 31, 2018	As at March 31,2017	As at March 31,2016	As at March 31, 2015 (Proforma)
1	Income Tax	2008-09	1.52	1.52	1.52	1.52	1.52
2	Income Tax	2010-11	0.00	0.00	5.53	5.53	5.53
3	Income Tax	2012-13	0.01	0.01	0.01	0.01	0.01
4	Income Tax	2014-15	0.00	0.00	-	-	-
5	Income Tax	2015-16	0.00	0.00	-	-	-
6	Company has received a show cause notice from Director General Goods & Service Tax Intelligence, Delhi Zonal Unit show ing a demand of Rs. 2110 Millions of Non Payment of Service tax for the period from July-12 to June-17 under Forw ard/reverse charge mechanism of service provided to Ministry of Railw ays and/or services received by Zonal Railw ays. In this regard, the Company has appointed a counsel to represent the case before the Adjudicating Authortiy. If the liability is decided against the company in future, the same w ill be borne by Ministry of Railw ays.						
		Total	**1.53**	**1.53**	**7.06**	**7.06**	**7.06**

37.3-A Share in Contingent Liabilities of Joint Ventures

(₹ in millions)

Name of Joint Ventures	As at September 30,2018	As at March 31,2018	As at March 31,2017	As at March 31,2016	As at March 31, 2015 (Proforma)
Kutch Railw ay Company Limited	2,642.84	2,543.34	1,485.05	1,067.95	1,067.95
Krishnapatnam Railw ay Company Limited	374.10	82.74	74.02	51.42	11.16
Bharuch Dahej Railw ay Company Limited	239.55	238.33	109.02	3.35	2.78
Dighi Roha Rail Limited	0.77	0.77	-	-	-
Angul Sukinda Railw ay Limited	3.69	3.69	4.03	4.66	1.95
Haridaspur Paradip Railw ay Company Limited	93.96	87.04	-	57.54	5.48
Total	**3,354.90**	**2,955.91**	**1,672.13**	**1,184.92**	**1,089.32**

37.3-B Contingent Assets

In respect of counter claims by the Company on account of arbitration is `10,994.14 Millions, as at 31-3-2018 : ` 11,492.34 Millions, as at 31-3-2017: ` 4841.51 Millions).

Note 38. Capital Commitment

(₹ in millions)

Particulars	As at September 30, 2018	As at March 31, 2018	As at March 31,2017	As at March 31,2016	As at March 31,2015 (Proforma)
Tow ards share capital in SPV's	227.10	204.10	204.10	301.00	11.20
Tow ards implementation of ERP	308.91	380.69	435.22	496.28	530.20
Tow ards acquisition of Land	NIL	NIL	146.15	Nil	Nil

38.1 Other Commitment

(₹ in millions)

Particulars	As at September 30, 2018	As at March 31, 2018	As at March 31,2017	As at March 31,2016	As at March 31,2015 (Proforma)
Tow ards Contractual Payments of Project expenditure	1,38,874.20	1,09,983.60	1,06,664.08	1,08,900.00	1,13,700.34

38.2 Share in Capital Commitments of Joint Ventures (₹ in millions)

Name of Joint Ventures	As at September 30,2018	As at March 31,2018	As at March 31,2017	As at March 31,2016	As at March 31,2015 (Proforma)
Kutch Railway Company Limited	4,625.29	5,445.28	6,747.85	-	-
Krishnapatnam Railway Company Limited	-	55.10	1,153.98	2,624.22	3,642.48
Bharuch Dahej Railway Company Limited	8.48	10.87	73.33	1.67	20.00
Dighi Roha Rail Limited	2.11	2.11	2.11	-	-
Angul Sukinda Railway Limited	2,102.88	2,443.30	28.23	3,204.31	-
Haridaspur Paradip Railway Company Limited	2,624.40	2,352.49	12,648.50	51.48	-
Total	**9,363.15**	**10,309.14**	**20,654.00**	**5,881.68**	**3,662.48**

Note 39. Managerial Remuneration (₹ in millions)

S.No.	Particulars	Half Year Ended September 30,2018	Year Ended March 31,2018	Year Ended March 31,2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
1	**Short Term Employee benefits**					
	Salary & allowances	**12.86**	**45.85**	**26.03**	**16.51**	**23.37**
	Sh. S.C. Agnihotri	2.64	12.97	6.41	3.87	5.84
	Sh. Pradeep Gaur	0.33	0.00			
	Sh. A.K. Ganju	0.00	8.15	5.12	3.35	4.65
	Smt. Gita Misra	2.21	8.31	4.72	3.05	4.26
	Sh. Mukul Jain	0.00	0.00	4.35	3.38	4.68
	Sh. Vijay Anand	2.40	8.29	4.55	2.87	3.94
	Smt. Kalpana Dubey	0.57	1.25	0.88	-	-
	Sh. Arun Kumar	2.56	4.05	-	-	-
	Sh.Ashok Kumar Chaudhary	2.17	2.84	-	-	-
2	**Post Employee benefits**					
	Contribution to provident fund	**0.93**	**1.62**	**1.43**	**1.32**	**1.21**
	Sh. S.C. Agnihotri	0.16	0.39	0.31	0.29	0.26
	Sh. Pradeep Gaur	0.03	0.00			
	Sh. A.K. Ganju	0.00	0.20	0.28	0.26	0.24
	Smt. Gita Misra	0.19	0.37	0.29	0.27	0.25
	Sh. Mukul Jain	0.00	0.00	0.21	0.26	0.24
	Sh. Vijay Anand	0.17	0.34	0.27	0.25	0.23
	Smt. Kalpana Dubey	0.04	0.09	0.07	-	-
	Sh. Arun Kumar	0.17	0.17	-	-	-
	Sh.Ashok Kumar Chaudhary	0.16	0.05	-	-	-
	Total	**16.04**	**47.47**	**27.46**	**17.83**	**24.58**
39.2	Gratuity Liability as per actuary report	3.18	5.27	2.80	-	-

Note 40. Earnings per Share:

Particulars	Half Year Ended 30-September 2018	Year Ended 31-March 2018	Year Ended March 31,2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
	(₹ per share)	(₹ per share)	(₹ per share)	(₹ per share)	(₹ per share)
Basic EPS					
From continuing operation	1.22	2.73	2.13	2.06	1.62
From discontinuing operation		-	-	-	-
Diluted EPS					
From continuing operation	1.22	2.73	2.13	2.06	1.62
From discontinuing operation		-	-	-	

40.1 Basic Earning per Share

The earnings and weighted average number of equity shares used in calculation of basic earning per share:-

(₹ in millions)

Particulars	Half Year Ended 30-September 2018	Year Ended 31-March-2018	Year Ended March 31,2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
Profit attributable to equity holders of the company:					
Continuing operations	2,536.20	5,693.60	4,434.62	4,294.34	3,368.49
Discontinuing operations	-	-	-	-	-
Earnings used in calculation of Basic Earning Per Share	2,536.20	5,693.60	4,434.62	4,294.34	3,368.49
Weighted average number of shares for the purpose of basic earnings per share	2,085.02	2,085.02	2,085.02	2,085.02	2,085.02

40.2 Diluted Earning per Share

The earnings and weighted average number of equity shares used in calculation of diluted earning per share:-

(₹ in millions)

Particulars	Half Year Ended September 30,2018	Year Ended 31-March-2018	Year Ended March 31,2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
Profit attributable to equity holders of the company:					
Continuing operations	2,536.20	5,693.60	4,434.62	4,294.34	3,368.49
Discontinuing operations	-	-	-	-	
Earnings used in calculation of diluted Earning Per Share from continuing operations	2,536.20	5,693.60	4,434.62	4,294.34	3,368.49

The weighted number of equity shares for the purpose of diluted earning per share reconciles to the weighted average number of equity shares used in calculation of basic earning per share as follows:

Particulars	Half Year Ended 30-September 2018	Year Ended 31-March-2018	Year Ended March 31,2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
Weighted average number of Equity shares used in calculation of basic earnings per share	2,085.02	2,085.02	2,085.02	2,085.02	2,085.02
Effect of dilution:					
Share Options	-	-	-	-	
Weighted average number of Equity shares used in calculation of diluted earnings per share	2,085.02	2,085.02	2,085.02	2,085.02	2,085.02

Note 41. Composition of Group

Name of Company	Principal Activity	Place of Incorporation and Operation	Proportion of Ownership interest and voting Power held by company				
			As at September 30, 2018	As at March 31,2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015 (Proforma)
(i) Subsidiary company							
High Speed Rail Corporation of India Limited	Build operate and transfer of Railway line	INDIA	100%	100%	100%	100%	100%
(ii) Joint Ventures:							
Kutch Railway Company Limited	Build operate and transfer of Railway line	INDIA	50%	50%	50%	50%	50%
Haridaspur Paradip Railway Company Limited		INDIA	36.45%	37.25%	35.23%	33.33%	33.33%
Krishnapatnam Railway Company Limited		INDIA	30%	30%	30%	30%	30%
Bharuch Dahej Railway Company Limited		INDIA	33.33%	33.33%	33.33%	33.33%	33.33%
Angul Sukinda Railway Limited		INDIA	31.5%	31.5%	31.5%	31.5%	31.5%
Dighi Roha Rail Limited		INDIA	26.00%	26.00%	26.00%	26.00%	0.00%

Note 42. Related Party disclosures as required by Ind-AS 24 "Related party Disclosure"

42.1 Key Management Personnel:

Name **Designation**

Sh. Pradeep Gaur	Managing Director (From 01st Sept , 2018)
Sh. S.C. Agnihotri	Managing Director (upto 31st Aug 2018)
Sh. Ajay Kumar	Director Personnel (From 24th Oct 2018)
Ms. Gita Mishra	Director Personnel (Upto 12th Oct 2018)
Sh. Vijay Anand	Director Projects
Sh. Arun Kumar	Director Operation
Sh. Ashok Kumar Chaudhary	Chief Financial Officer
Ms.Kalpana Dubey	Company Secretary
Sh.Vinayak Bhalchandra Karanjikar	Independent Director
Sh. Amar Prakash Dwivedi	Independent Director
Sh.Shiv Kumar Gupta	Independent Director
Sh.Rajen Habib Khwaja	Independent Director
Ms Sabita Pradhan	Independent Director
Sh.Sukhmal Chand Jain	Independent Director
Sh.Lingireddy Venkata Muralikrishn Reddy	Independent Director
Sh. Anil Kumar	Independent Director

42.2 Enterprises in which Directors interest exist:
High Speed Rail Corporation of India Limited

42.3 Joint Ventures
Kutch Railway Company Limited
Haridaspur Paradip Railway Company Limited
Krishnapatnam Railway Company Limited
Bharuch Dahej Railway Company Limited
Angul Sukinda Railway Limited
Dighi Roha Rail Limited

42.4 Subsidiary
High Speed Rail Corporation of India Limited

42.5 Superannuation Trust
RVNL Medical and Welfare Trust

42.6 Disclosure of transactions with related parties: (₹ in millions)

Particulars	Transactions					Outstanding Amount* (Unsecured, Considered Good)				
	Half Year Ended March 31,2018	Year Ended March 31,2018	Year Ended March 31,2017	Year ended March 31, 2016	Year Ended March 31,2015 (Proforma)	As at September 30,2018	As at March 31,2018	As at March 31,2017	As at March 31,2016	As at March 31,2015
Remuneration to Key Personnel	Refer Note no 38	Refer Note no 38	Refer Note no 38	Refer Note no 38	Refer Note no 38					
Haridaspur Paradip Railway Company Limited										
Investment in Shares	-	438.26	96.90	-	-					
Interest paid/payable for the year	-		-	-	33.72					
Interest on Mob. Advance	1.08	6.72	7.31	4.32	20.12					
Interest on outstanding balances	-		2.20	6.20	33.72					
Expenditure towards project	1,196.31	2,785.15	2,005.29	1,965.56	1,555.01	394.83	356.90	(353.44)	100.78	297.26
Bharuch Dahej Railway Company Limited										
Investment in Shares	-		-	-	-					
Interest paid/payable for the year	-		-	-	-					
Interest on outstanding balances	-		-	(2.63)	5.67					
Expenditure of Vadodara Office apportioned	-		-	-	0.40					
Expenditure towards project	-	2.35	4.00	36.93	95.80	0.18	0.18	3.08	(0.93)	(18.29)
Krishnapatnam Railway Company Limited										
Investment in Shares	-	-	-	-	-					
Interest paid/payable for the year	-	-	-	-	29.05					
Interest on outstanding balances	260.37	241.46	421.93	236.88	-					
Interest on Mob. Advance	0.49	1.17	20.66	42.03	11.71					
Expenditure towards project	1,133.08	4,465.42	4,201.68	3,021.73	841.90	8,266.05	7,636.40	2,673.67	4,548.68	1,567.40
Angul Sukinda Railway Limited										
Investment in Shares	-		-	-	1,082.83					
Interest paid/payable for the year	-		-	-	1.16					
Interest on Mob. Advance	3.32	15.29	20.08	4.22	1.59					
Expenditure towards project	561.35	1,374.72	1,198.62	377.16	238.71	(114.38)	(91.63)	(62.25)	(54.24)	2.35
Kutch Railway Company Limited										
Investment in Shares	-		-	-	-					
Interest paid/payable for the year	-		-	-	-					
Interest on outstanding balances	-		-	-	-					
Interest on Mob. Advance	-	4.32	5.11	-	-					
Dividend Received	175.00	100.00								
Expenditure towards project	645.80	3,041.77	1,712.56	424.02	-	443.48	68.53	22.47	45.45	-
Dighi Roha Rail Limited										
Investment in Shares	-	-	-	0.50	-					
Interest paid/payable for the year	-	-	-	-	-					
Interest on Mob. Advance	-	-	-	-	-					
Expenditure towards project	-	-	-	-	-	7.74	7.54	7.38	7.28	-
High Speed Rail Corporation of India Limited										
Investment in Shares	-	-	-	-	0.57					
Payment towards expenses of company	-	-	-	15.66	23.89	19.48	19.48	20.28	-19.19	3.32
RVNL Medical and Welfare Trust										
Subscription to Medical Fund	-	25.64	0.16	0.16	-					
Subscription to Welfare Fund	-	-	-	1.00	-					
Other reimbursements	-	-	0.08	0.01	-	-	0.31	0.08	(1.00)	-
Employee Contributions	0.21	-	-	-	-	0.02	-	-	-	-

* These represent amounts recoverable on account of expenditure incurred on various projects of Joint Ventures, misc. expenses of Subsidiary and Trust.

42.7 Transactions with the related Government Entities
Apart from transactions reported above, the company has transactions with related Government entities which included but not limited to the following:-

Name of Government:- Ministry of Railways, Government of India (Significant Control over Entity)

Certain Significant transactions & Closing Balances

Transaction during the year:- (₹ in millions)

S.No.	Particulars	30-Sep-18	31-Mar-18	31-Mar-17	31-Mar-16	31-03-2015 (Proforma)
i)	Revenue form Operation	29,408.58	61,359.06	48,167.69	38,802.55	28,168.97
ii)	Interest Passed on Mobilisation advances	-	-	419.60	477.67	448.78
iii)	Dividend Paid	968.60	1,670.00	2,571.00	372.00	315.00

Closing Balances: (₹ in millions)

S.No.	Particulars	30-Sep-18	31-Mar-18	31-Mar-17	31-Mar-16	31-03-2015 (Proforma)
i)	Interest Accrued but not due from MOR	5,545.25	7,153.85	7,381.73	7,051.87	6,746.87
ii)	Lease Receivable	17,425.15	19,608.53	13,471.91	7,457.51	5,736.81
iii)	Other Recoverable from MOR	24.30	24.30	-	-	-

Note 43. Disclosure in respect of Joint Venture/Subsidiary:

Name of the Joint Venture	Partner(s), Country of Origin	Proportion of Ownership Interest as at Sep 30, 2018*	Proportion of Ownership Interest as at March 31,2018*	Proportion of Ownership Interest as at March 31, 2017 *	Proportion of Ownership Interest as at March 31, 2016 *	Proportion of Ownership Interest as at March 31, 2015*
Kutch Railway Company Limited	Rail Vikas Nigam Limited, India	50.00%	50.00%	50%	50%	50%
	Kandla Port Trust, India	26.00%	26.00%	26%	26%	26%
	Mundra Port SEZ	20.00%	20.00%	20%	20%	20%
	Government of Gujarat, India	4.00%	4.00%	4%	4%	4%
Haridaspur Paradip Railway Company Limited (HPRCL)	Rail Vikas Nigam Limited, India	37.25%	37.25%	35.23%	33.33%	33.33%
	IDCO (Govt of Odisha)	0.32%	0.32%	0.37%	0.35%	0.35%
	Essel Mining and Industries Ltd., India	5.00%	5.00%	5.88%	5.88%	5.88%
	Paradeep Port Trust	8.98%	8.98%	10.57%	10.00%	10.00%
	Rungla Mines Ltd	5.00%	5.00%	5.88%	5.88%	5.88%
	Jindal Steel & Power Ltd	0.83%	0.83%	0.98%	0.98%	0.98%
	Steel Authority of India Limited	0.83%	0.83%	0.98%	0.98%	0.98%
	POSCO India Limited	-	-	0.00%	0.00%	5.40%
	MSPL LTD	2.50%	2.50%	2.94%	2.94%	2.94%
	OMC	15.49%	15.49%	14.66%	14.66%	14.66%
	Govt of Odisha	23.80%	23.80%	22.51%	19.60%	19.60%
	Equity Gap	0.00%	0.00%	0.00%	5.44%	0.00%
Krishnapatanam Railway Company Limited (KRCL)	Rail Vikas Nigam Limited, India	30.00%	30.00%	30%	30%	30%
	Krishnapatnam Port Corporation Limited,	30.00%	30.00%	30%	30%	30%
	Bramhani Industries Limited	12.00%	12.00%	12%	12%	12%
	National Mineral Development	15.00%	15.00%	15%	15%	15%
	Government of Andhra Pradesh	13.00%	13.00%	13%	13%	13%
Bharuch Dahej Railway Company Limited (BDRCL)	Rail Vikas Nigam Limited, India	33.33%	33.33%	33.33%	33.33%	33.33%
	Adani Petronet (Dahej) Port Private	10.50%	10.50%	10.50%	10.50%	10.50%
	Gujarat Maritime Board, India	10.82%	10.82%	10.82%	10.82%	10.82%
	Dahej SEZ Limited, India	6.06%	6.06%	6.06%	6.06%	6.06%
	GNFC	8.20%	8.20%	8.20%	8.20%	8.20%
	Hindalco Industries Limited, India	8.20%	8.20%	8.20%	8.20%	8.20%
	Jindal Rail Infrastructure Limited, India	6.06%	6.06%	6.06%	6.06%	6.06%
	Guj. Industrial Dev. Corp Ltd	10.82%	10.82%	10.82%	10.82%	10.82%
	Equity Gap	6.00%	6.00%	6.00%	6.00%	6.00%
Angul Sukinda Railway Limited (ASRL)	Rail Vikas Nigam Limited, India	31.5%	31.5%	31.50%	31.50%	31.50%
	Jindal Steel and Power Limited, India	10.00%	10.00%	10.00%	10.00%	10.00%
	Govt of Odisha	21.30%	21.30%	21.30%	21.30%	21.00%
	OMC	10.50%	10.50%	10.50%	10.50%	11.00%
	IDCO (Govt of Odisha)	0.70%	0.70%	0.70%	0.70%	1.00%
	CONCOR	26.00%	26.00%	26.00%	26.00%	26.00%
Dighi Roha Rail Limited	Rail Vikas Nigam Limited, India	50.00%	26.00%	26.00%	26.00%	-
	DPL	50.00%	52.00%	63.00%	63.00%	-
	Maharashtra Maritime Board	0.00%	11.00%	11.00%	11.00%	-
	Sagarmala Development Company	0.00%	11.00%	-	-	-
High Speed Rail Corporation of India Limited	Rail Vikas Nigam Limited, India	100%	100%	100%	100%	100%

* Above disclosure for proportion of ownership in Joint venture has been shown as per Share Holder Agreement with the respective subscribers of SPVs, However, As per Audited balance sheet of Spv's holding in paid up capital are as follows :-

Kutch Railway Company Limited	50.00%
Haridaspur Paradip Railway Company Limited	36.45%
Bharuch Dahej Railway Company Limited	35.46%
Angul Sukinda Railway Limited	31.50%
Dighi Roha Rail Limited	50.00%
Krishnapatanam Railway Company Limited	30.00%
High Speed Rail Corporation of India Limited	100.00%

Note 44.Lease Arrangements

44.1 Financial Lease

The value of assets given on lease is reflected against contra liability payable to IRFC towards loan on completed projects as appearing in note 5, which is liquidated progressively through loan repayment to IRFC being arranged by MoR.

Future minimum lease payments of gross investment in the lease are as follow:

(₹ in millions)

Particulars	Half Year Ended 30-September 2018	Year ended 31st March, 2018	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015
Not later than one year	2,626.50	2,413.25	2,004.32	1,089.83	752.17
Later than one year and not later than five years	8,682.68	11,011.27	5,521.50	4,641.38	3,653.15
Later than five years	6,115.96	6,184.01	5,946.08	1,726.31	1,331.49
Total	**17,425.15**	**19,608.53**	**13,471.90**	**7,457.52**	**5,736.81**

Note 45. Approval of financial statement

The consolidated financial statements were approved for issue by the Board of Directors on 28.02.2019

Note 46. Operating Cycle

Earlier,the operating cycle of the Company was more than 12 months and extends upto 5 to 6 years based on the time required from initiation of the project to completion of the project. Now the operating cycle of the Company is 12 months after change in procedure order of MoR in respects of transfer of PWIP as per the note no 9 (e).Non Current Liability has been increased by ₹ 5,025.65 millions and accordingly current liabilities decreased by the same amount due to change in operating cycle.

Note 47. Securities released to State Electricity Board/Public Companies

Securities paid to Electricity Boards/ Public Companies towards provision of High Tension Power Lines for electricity connections are booked as project expenditure being part of the project cost.

Note 48. Disclosure on Specified Bank Notes from 08-11-2016 to 30-12-2016 (SBN)

The company did not have any specified bank note or other denomination note as defined in the MCA notification G.S.R. 308 (E) dated 31.03.2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 08-11-2016 to 30-12-2016. The denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs	Other Denomination notes		Total
Closing cash in hand as on 08.11.2016	-	-		-
(+) Permitted receipts	-	-		-
(-) Permitted payments	-	-		-
(-) Amount deposited in Banks	-	-		-
Closing cash in hand as on 30.12.2016	-	-		-

For the purpose of this clause, the term "Specified Bank Note" shall have the same meaning as provided in the notification of Government of India, in the Ministry of Finance, Department of Economic Affairs No. S.O. 3407 (E) dated 08-11-2016.

Note 49. Disclosure of Operating Profit/Loss as per DPE Guideline

(₹ in millions)

Particulars	For the half year ended 30 Sep 2018	Year ended 31st March, 2018	Year ended 31st March, 2017	Year ended 31st March, 2016	Year ended 31st March, 2015
CPSE with operating profit (Profit/Surplus before Tax excluding Other Income Extraordinary and Exceptional Items)	1,382.33	4,327.46	2,413.55	1,896.22	1,252.21

Note 50 Company has adopted IndAS 115 (Revenue from Contract with Customers) in accordance with requirement of applicable financial reproting framework, due to adoption of this there is no material impact on financial statements of RVNL.

Note 51 Previous year figures has been rearranged, regrouped and reclassified to make them confirmatory with current year figures.

Note 52 First-time adoption of Ind AS

The consolidated financial statements, for the year ended 31 March 2017, are the first, the group has prepared in accordance with Ind-AS. For periods up to and including the year 31 Mach 2016, the company prepared its consolidated financial statements in accordance with the Indian GAAP, including accounting standards notified under the companies (Accounting Standards) Rules, 2006 (as amended).

Accordingly the group has prepared consolidated financial statements which comply with Ind-AS applicable for the periods on or after the 31 March 2016, together with the comparative period data as at and for the year ended 31 March 2016, as described in the summary of the significant accounting policies. In preparing these consolidated financial statements, the group opening balance sheet was prepared as at 1 April 2015, the group date of transition to Ind-AS. This note explains the principal adjustments made by the group in restating its Indian GAAP consolidated financial statements, including the balance sheet as at 1 April 2015 and the consolidated financial statements as at and for the year ended 31 March 2016.

Exemptions applied

Ind-AS 101 allows first time adopters certain exemptions from the retrospective application of certain requirements under Ind-AS
Group has applied the following exemptions:-

1- Estimates

The estimates at 1 April 2015 and at 31 March 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies).
The estimates used by the group to present these amounts in accordance with Ind AS, reflect conditions at 1 April 2015, the date of transition to Ind-AS and as of 31 March 2016.

2- Deemed Costs

Since there is no change in functional currency, the company has elected to continue with the previous GAAP carrying value of all property Plant and Equipment and intangibles assets as recognized in the previous GAAP financials as deemed cost at the transition date.

3- Leases

4- Classification and measurement of financial assets

Financial assets are classified and measured on the basis of the conditions exiting on the date of the transition to Ind-AS

Reconciliation of Consolidated Balance sheet on 1st April 2015 (at the date of Transition)*

(₹ in millions)

	Particulars	Foot Notes	INDIAN (GAAP)	Adjustments	IND AS
I.	**ASSETS**				
1	**Non-current assets**				
	(a) Property, Plant and equipment	9	3,752.27	(3,694.65)	57.62
	(b) Capital work-in-progress	9	2,962.18	(2,947.93)	14.25
	(c) Other Intangible assets	4	1.24	(0.98)	0.26
	(d) Intangible assets under development		16.58	-	16.58
	(e) Financial Assets				
	(i) Investments	9	-	8,817.39	8,817.39
	(ii) Lease Receivables		4,984.64	-	4,984.64
	(iii) Loans		34.41	-	34.41
	(iv) Others	7.1, 9	4,996.28	(385.44)	4,610.84
	(f) Deferred tax assets (Net)	5	-	292.06	292.06
	(g) Other non-current assets	7.1	-	8.63	8.63
			16,747.60	2,089.08	18,836.68
2	**Current assets**				
	(a) Project Work in Progress		1,15,673.81	-	1,15,673.81
	(b) Financial Assets				
	(i) Trade Receivables	9	2,130.42	(249.25)	1,881.17
	(ii) Lease Receivables		752.17	-	752.17
	(iii) Cash and cash equivalents	9	8,279.06	(198.36)	8,080.70
	(iv) Bank Balances other than (iii) above	9	10,412.64	(5,562.64)	4,850.00
	(v) Loans	9	11.29	-	11.29
	(vi) Others	7.1,9	2,998.19	(804.70)	2,193.49
	(c) Other current assets	7.1,9	8,711.57	109.76	8,821.33
	(d) Current Tax Asset (Net)	9	313.65	(145.44)	168.21
			1,49,282.80	(6,850.63)	1,42,432.17
	Total Assets		**1,66,030.40**	**(4,761.55)**	**1,61,268.85**
II.	**EQUITY AND LIABILITIES**				
1	**Equity**				
	(a) Equity Share Capital		20,850.20	-	20,850.20
	(b) Other Equity	1, 3, 5,9	9,319.82	221.00	9,540.82
			30,170.02	221.00	30,391.02
2	**Liabilities**				
(i)	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowing	9	26,472.12	(1,332.40)	25,139.71
	(b) Provisions	9	55.76	(4.95)	50.81
	(c) Deferred Tax Liability(Net)		375.46	(375.46)	-
	(d) Other Non- Current Liability	9	2,518.30	(2,518.30)	-
			29,421.64	(4,231.11)	25,190.53
(ii)	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Trade payables	3, 7.2,9	500.93	(50.97)	449.96
	(ii) Other financial liabilities	3, 7.2,9	7,621.64	(843.43)	6,778.21
	(b) Other current liabilities	1, 2 & 7.2,9	97,908.87	312.37	98,221.24
	(c) Provisions	1 & 2	144.69	(0.13)	144.55
	(d) Current Tax liability (Net)	9	262.61	(169.27)	93.34
			1,06,438.74	(751.43)	1,05,687.30
	Total Equity and Liabilities		**1,66,030.40**	**(4,761.55)**	**1,61,268.85**

* The previous GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the purpose of this note.

Reconciliation of Consolidated Balance sheet on 31st March 2015

(₹ in millions)

	Particulars	Foot Notes	INDIAN (GAAP)	Adjustments	IND AS
I.	**ASSETS**				
1	**Non-current assets**				
	(a) Property, Plant and equipment	9	3,752.27	(3,694.65)	57.62
	(b) Capital work-in-progress	9	2,962.18	(2,947.94)	14.24
	(c) Other Intangible assets	4	1.24	(0.98)	0.26
	(d) Intangible assets under development		16.58	-	16.58
	(e) Financial Assets				
	(i) Investments	9	-	8,951.81	8,951.81
	(ii) Lease Receivables		4,984.64	-	4,984.64
	(iii) Loans		34.41	0.00	34.41
	(iv) Others	7.1, 9	4,996.27	(385.66)	4,610.61
	(f) Deferred tax assets (Net)	5	-	292.06	292.06
	(g) Other non-current assets	7.1	-	8.48	8.48
			16,747.59	2,223.12	18,970.71
2	**Current assets**				
	(a) Project Work in Progress		1,15,673.82	-	1,15,673.82
	(b) Financial Assets				
	(i) Trade Receivables	9	2,130.42	(249.24)	1,881.18
	(ii) Lease Receivables		752.17	-	752.17
	(iii) Cash and cash equivalents	9	8,279.06	(198.37)	8,080.69
	(iv) Bank Balances other than (iii) above	9	10,412.64	(5,562.64)	4,850.00
	(v) Loans	9	11.29	(0.00)	11.29
	(vi) Others	7.1,9	2,998.19	(805.24)	2,192.95
	(c) Other current assets	7.1,9	8,711.57	110.05	8,821.62
	(d) Current Tax Asset (Net)	9	313.65	(145.44)	168.21
			1,49,282.81	(6,850.88)	1,42,431.93
	Total Assets		**1,66,030.40**	**(4,627.75)**	**1,61,402.65**
II.	**EQUITY AND LIABILITIES**				
1	**Equity**				
	(a) Equity Share Capital		20,850.20	-	20,850.20
	(b) Other Equity	1, 3, 5,9	9,319.82	470.18	9,790.00
			30,170.02	470.18	30,640.20
2	**Liabilities**				
(i)	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowing	9	26,472.12	(1,332.42)	25,139.70
	(b) Provisions	9	55.76	(4.95)	50.81
	(c) Deferred Tax Liability(Net)		375.46	(375.46)	-
	(d) Other Non- Current Liability	9	2,518.30	(2,518.30)	-
			29,421.64	(4,231.13)	25,190.51
(ii)	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Trade payables	3, 7.2,9	500.93	(50.97)	449.96
	(ii) Other financial liabilities	3, 7.2,9	7,621.64	(1,098.18)	6,523.46
	(b) Other current liabilities	1, 2 & 7.2,9	97,908.87	451.77	98,360.64
	(c) Provisions	1 & 2	144.69	(0.14)	144.55
	(d) Current Tax liability (Net)	9	262.61	(169.28)	93.33
			1,06,438.74	(866.80)	1,05,571.94
	Total Equity and Liabilities		**1,66,030.40**	**(4,627.75)**	**1,61,402.65**

* The previous GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the purpose of this note.

Reconciliation of Consolidated Balance sheet on 31st March 2016 *

(₹ in millions)

	Particulars	Foot Notes	INDIAN (GAAP)	Adjustments	IND AS
I.	**ASSETS**				
1	**Non-current assets**				
	(a) Property, Plant and equipment	9	3,501.10	(3,441.55)	59.55
	(b) Capital Work In Progress	9	4,829.74	(4,829.74)	-
	(c) Other Intangible assets	4	0.82	(0.69)	0.13
	(d) Intangible assets under development	4	56.31	(0.50)	55.81
	(e) Financial Assets				
	(i) Investments	9	100.00	10,126.73	10,226.73
	(ii) Lease Receivables		6,367.68	-	6,367.68
	(iii) Loans		48.93	-	48.93
	(iv) Others	7.1,9	5,498.29	(526.46)	4,971.83
	(f) Deferred tax assets (Net)	5	-	374.98	374.98
	(g) Other non-current assets	7.1	-	8.99	8.99
			20,402.87	1,711.76	22,114.63
2	**Current assets**				
	(a) Project Work in Progress		1,48,281.09	-	1,48,281.09
	(b) Financial Assets				
	(i) Trade Receivables	3,9	4,390.17	421.96	4,812.13
	(ii) Lease Receivables		1,089.83	-	1,089.83
	(iii) Cash and cash equivalents	9	14,132.04	(355.86)	13,776.18
	(iv) Bank Balances other than (iii) above	9	23,086.89	(6,536.89)	16,550.00
	(v) Loans		7.97	-	7.97
	(vi) Others	7.1,9	2,600.23	(385.43)	2,214.80
	(c) Other current assets	7.1,9	13,159.92	108.86	13,268.78
	(d) Current Tax Asset (Net)	9	1,022.67	(946.34)	76.33
			2,07,770.81 -	(7,693.70)	2,00,077.11
	Total Assets		**2,28,173.69**	**(5,981.94)**	**2,22,191.74**
II.	**EQUITY AND LIABILITIES**				
1	**Equity**				
	(a) Equity Share Capital		20,850.20	-	20,850.20
	(b) Other Equity	1, 3, 4, 5, 7.1 & 7.2,9	12,062.72	1,376.60	13,439.32
			32,912.92	1,376.60	34,289.52
2	**Liabilities**				
(i)	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowing	9	28,174.34	(1,933.50)	26,240.83
	(b) Provisions	9	81.36	(6.31)	75.05
	(c) Deferred Tax Liability	9	383.28	(383.28)	-
	(d) Other Non-Current Liability	9	3,171.49	(3,171.49)	-
			31,810.47	(5,494.58)	26,315.88
(ii)	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Trade payables	3, 7.2,9	1,064.23	(159.28)	904.95
	(ii) Other financial liabilities	3, 7.2,9	8,564.81	(903.09)	7,661.72
	(b) Other current liabilities	1, 2 & 7.2,9	1,51,830.80	948.98	1,52,779.78
	(c) Provisions	1 ,2, 9	1,711.02	(1,486.98)	224.04
	(d) Current Tax liability (Net)	9	279.44	(263.59)	15.85
			1,63,450.30	(1,863.96)	1,61,586.34
	Total Equity and Liabilities		**2,28,173.69**	**(5,981.94)**	**2,22,191.74**

* The previous GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the purpose of this note.

Reconciliation of Consolidated Statement of Profit and Loss for the year ended 31st March 2015*

(₹ in millions)

	Particulars	Foot Notes	INDIAN (GAAP)	Adjustments	IND AS
I.	**Revenue :**				
	Revenue from operations	9	34,477.31	(3,057.62)	31,419.69
II.	Other income	7,9	1,204.04	29.37	1,233.41
III.	**Total Income (I + II)**		**35,681.35**	**(3,028.25)**	**32,653.10**
IV.	**Expenses:**				
	Expenses on Operations	9	30,256.13	(1,298.80)	28,957.33
	Employee benefits expenses	6,9	719.37	28.24	747.61
	Finance Cost	7,9	99.83	52.96	152.79
	Depreciation, amortization and impairment	9	376.44	(325.23)	51.21
	Other Expenses	3, 4 ,7.1,9	263.48	(44.94)	218.54
	CSR and R&D Expenses	9	46.69	-	46.69
	Total Expenses (IV).		**31,761.94**	**(1,587.77)**	**30,174.17**
V.	**Profit/(loss) before share of profit/(loss) of joint venture and exceptional items and tax (III-IV)**		3,919.41	(1,440.48)	2,478.93
VI.	Exceptional items		-	-	-
VII.	Share of Profit / Loss of Joint Ventures	9	-	1,279.28	1,279.28
VIII.	Profit/(Loss) before tax (V - VI)		3,919.41	(161.20)	3,758.21
IX	Tax expense:				
	(1) Current tax	9	652.96	(146.51)	506.45
	(2) Deferred tax (net)	5,9	39.57	(132.20)	(92.63)
	Total Tax Expense (VIII)		692.53	(278.71)	413.82
X	**Profit/(loss) for the period from continuing operation (VII - VIII)**		**3,226.88**	**117.51**	**3,344.39**
XI	Profit/(loss) from discontinued operations		-	-	-
XII	Tax Expense of discontinued operations		-	-	-
XIII	Profit/(loss) from discontinued operations (after tax) (X-XI)		-	-	-
XIV	**Profit/(loss) for the period (IX+XII)**		**3,226.88**	**117.51**	**3,344.39**
XV	**Other Comprehensive Income**				
	Items that will not be reclassified to profit and loss				
	Remeasurement gains (losses) on defined benefit plans	6	-	(1.07)	(1.07)
	Income tax effect on Remeasurement gains (losses) on defined benefit plans	5	-	0.36	0.36
XVI.	**Total Comprehensive Income for the period (XIII +XIV) (Comprehensive profit and other comprehensive income for the period)**		**3,226.88**	**116.81**	**3,343.69**
XVII.	Earnings Per Equity Share:				
	(For Continuing Operation)				
	(1) Basic		1.55	0.06	1.60
	(2) Diluted		1.55	0.06	1.60
XVIII.	Earnings Per Equity Share:				
	(For discontinuing Operation)				
	(1) Basic		-	-	-
	(2) Diluted		-	-	-
XIX.	Earnings Per Equity Share:				
	(For discontinued and continuing Operation)				
	(1) Basic		1.55	0.06	1.60
	(2) Diluted		1.55	0.06	1.60

* The previous GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the purpose of this note.

Reconciliation of Consolidated Statement of Profit and Loss for the year ended 31st March 2016*

(₹ in millions)

	Particulars	Foot Notes	INDIAN (GAAP)	Adjustments	IND AS
I.	**Revenue :**				
	Revenue from operations	9	47,355.24	(1,942.23)	45,413.01
II.	Other income	7,9	1,828.57	(24.18)	1,804.39
III.	**Total Income (I + II)**		49,183.81	(1,966.41)	47,217.40
IV.	**Expenses:**				
	Expenses on Operations	9	42,301.28	(411.92)	41,889.36
	Employee benefits expenses	6,9	912.59	39.93	952.52
	Finance Cost	7,9	88.75	142.09	230.84
	Depreciation, amortization and impairment	9	379.09	(332.39)	46.70
	Other Expenses	3, 4 ,7.1,9	390.53	(72.47)	318.06
	CSR and R&D Expenses	9	70.20	(10.45)	59.75
	Total Expenses (IV)		44,142.44	(645.21)	43,497.23
V.	**Profit/(loss) before share of profit/(loss) of joint venture and exceptional exceptional items and tax (III-IV)**		**5,041.37**	**(1,321.20)**	**3,720.17**
VI.	Exceptional items		-	-	-
VII.	Share of Profit / Loss of Joint Ventures	9	-	1,296.42	1,296.42
VIII.	Profit/(Loss) before tax (V - VI)		5,041.37	(24.78)	5,016.59
IX	Tax expense:				
	(1) Current tax	9	956.24	(195.12)	761.12
	(2) Deferred tax (net)	5,9	7.82	(90.36)	(82.54)
	Total Tax Expense (VIII)		964.06	(285.48)	678.58
X	**Profit/(loss) for the period from continuing operation (VII - VIII)**		**4,077.31**	**260.70**	**4,338.01**
XI	Profit/(loss) from discontinued operations		-	-	-
XII	Tax Expense of discontinued operations		-	-	-
XIII	Profit/(loss) from discontinued operations (after tax) (X-XI)		-	-	-
XIV	**Profit/(loss) for the period (IX+XII)**		**4,077.31**	**260.70**	**4,338.01**
XV	**Other Comprehensive Income**				
	Items that will not be reclassified to profit and loss				
	Remeasurement gains (losses) on defined benefit plans	6	-	(4.48)	(4.48)
	Income tax effect on Remeasurement gains (losses) on defined benefit plans	5	-	0.34	0.34
XVI.	**Total Comprehensive Income for the period (XIII +XIV) (Comprehensive profit and other comprehensive income for the period)**		**4,077.31**	**256.56**	**4,333.87**
XVII.	Earnings Per Equity Share:				
	(For Continuing Operation)				
	(1) Basic		1.96	0.12	2.08
	(2) Diluted		1.96	0.12	2.08
XVIII.	Earnings Per Equity Share:				
	(For discontinuing Operation)				
	(1) Basic		-	-	-
	(2) Diluted		-	-	-
XIX.	Earnings Per Equity Share:				
	(For discontinued and continuing Operation)				
	(1) Basic		1.96	0.12	2.08
	(2) Diluted		1.96	0.12	2.08

* The previous GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the purpose of this note.

Reconciliation of Total Equity as at 31st March 2016 and 1st April 2015*

(₹ in millions)

Particulars	Foot Notes	31 March 2016	01 April 2015	As at 31st March 2015 (Proforma)
Total Equity (shareholder's fund) as per previous GAAP		**32,882.59**	**30,170.02**	**30,170.02**
Adjustments				
Proposed dividend and dividend tax	1	1,386.66	448.17	448.17
Prior Period Adjustments	3	(0.50)	(1.37)	(1.37)
Intangible assets written off (Website charges)	4	(0.50)	-	-
Deferred tax assets	5	374.98	292.06	292.06
Unwinding of interest cost on financial liabilities	7.2	(230.84)	-	(152.79)
Deferred income on financial liabilities	7.2	308.60	-	268.15
Unwinding of interest income on financial assets	7.1	4.12	-	3.42
Rent expenses on financial assets	7.1	(5.07)	-	(4.02)
Change in method of consolidation	9	(430.51)	(517.86)	(383.44)
Total Equity (shareholder's fund) as per Ind-AS		**34,289.52**	**30,391.02**	**30,640.20**

Reconciliation of Total Comprehensive Income for the year ended 31st March 2016*

(₹ in millions)

Particulars	Foot Notes	31 March 2016	As at 31st March 2015 (Proforma)
Profit after tax as per previous GAAP		**4,077.31**	**3,226.88**
Prior Period adjustment	3	0.86	(1.37)
Deferred tax assets	5	82.92	92.95
Intangible assets written off (Website charges)	4	(0.50)	-
Unwinding of interest cost on financial liabilities	7.2	(230.84)	(152.78)
Deferred income on financial liabilities	7.2	308.60	268.15
Unwinding of interest income on financial assets	7.1	4.12	3.42
Rent expenses on financial assets	7.1	(5.07)	(4.02)
Change in method of consolidation	9	96.48	(89.54)
Profit after tax as per Ind-AS		**4,333.87**	**3,343.69**

Impact of Ind-AS on the Cash flow for the year ended 31st March 2016*

(₹ in millions)

Particulars	Foot Notes	INDIAN (GAAP)	Adjustments	IND AS
Net Cash From Operating Activities	8	(34,660.36)	38,781.13	4,120.77
Net Cash From Investing Activities	8	(13,005.07)	13,881.62	876.55
Net Cash From Financing Activities	8	53,518.22	(52,820.06)	698.16
Net Decrease In Cash & Cash Equivalent		**5,852.79**	**157.31**	5,695.48
Cash & Cash Equivalent as at 1st April 2015		8,280.05	(199.36)	8,080.69
Cash & Cash Equivalent as at 31st March 2016		**14,132.84**	**356.67**	**13,776.17**

* The previous GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the purpose of this note.

Notes To Reconciliation

Foot Notes:-

1- Proposed Dividend

As per Ind AS 10: Group will recognise a liability for final dividend (including dividend distribution tax) in the period when the dividend are approved by the shareholders. Therefore provision made for proposed dividend as per GAAP has been reversed and booked in the year in which it was declared by shareholder in AGM.

2- Short Term provision and Current Liability

Provision for welfare scheme has been transferred to current liabilities from short term provision as at 1 April 2015, therefore there is decrease in short term provisions and increase in current liabilities.

3- Prior Period

Prior period expenses of ₹ 0.88 millions for the period ended 31 March 2016 have been adjusted in opening balance of retained earning as at 1 April 2015.

Prior period expenses of ₹ 0.50 millions for the period ended 31 March 2017 has been reversed and ₹ 0.48 millions adjusted in retained earning in opening balance sheet and ₹ 0.02 millions have been adjusted in FY 2015-16, therefore there is increase in profit by ₹ 0.50 millions for the period ended 31 March 2017 and decrease in retained earning as at 01 April 2015 of ₹ 0.48 millions and profit during FY 2015-16 of ₹ 0.02 millions. For details refer note-33.

4- Intangible Assets

Company has capitalised the website charges in intangibles, As per Ind-AS it has been charged off to the expenses, therefore there is decrease in profit with corresponding increase in intangibles assets.

5- Deferred Tax

As per Ind-AS 12 company has recognised the deferred tax assets , therefore there is increase in retained earning as at 1 April 2015 and increase in profit after tax for the year ended 31 March 2016.

6- Other Comprehensive Income

Actuarial gain & (loss) and its tax component are recognised in other comprehensive income of ₹ (4.48) millions and ₹ 0.34 millions respectively, therefore there is decrease in employee benefit expenses by ₹ 4.48 millions and increase in deferred tax by ₹ 0.34 millions.

7- Financial Instruments*

7.1- Financial Assets

Security deposits and other receivables has been recognised at amortised cost and the difference is recognised in prepaid expenditure.

7.2- Financial Liabilities

Financial liabilities have been recognised at amortised cost and the difference is recognised as deferred income.

8- Cash Flow Statement

There is no difference in net cash flow during the financial year 2015-16 as per GAAP and Ind AS, difference arising in operating, investing and financing activities due to reclassification of balance sheet items from GAAP to Ind AS.

9- Consolidation of Joint Ventures

Entities have been classified as Joint Ventures under Ind AS 111 based on the nature of the control exercised by Parent Company. Accordingly, the share in net profit/loss of Joint Ventures is recognised in the Consolidated Statement of Profit and Loss and the share in the net assets is included under investments in Joint Ventures in the Consolidated Balance Sheet as per equity method. Under I-GAAP,the financials of these entities were consolidated line by line using proportionate consolidation method.

Notes To Proforma Financials

Foot Notes:-

1- Proposed Dividend

As per Ind AS 10: Group will recognise a liability for final dividend (including dividend distribution tax) in the period when the dividend are approved by the shareholders. Therefore provision made for proposed dividend as per GAAP has been reversed and booked in the year in which it was declared by shareholder in AGM.

2- Short Term provision and Current Liability

Provision for welfare scheme has been transferred to current liabilities from short term provision as at 1 April 2015, therefore there is decrease in short term provisions and increase in current liabilities.

3- Prior Period

Prior period expenses of ₹ 0.88 millions for the period ended 31 March 2016 have been adjusted during the F.Y.2014-15.

Prior period expenses of ₹ 0.50 millions for the period ended 31 March 2017 has been reversed and ₹ 0.48 millions adjusted during the F.Y.2014-15. For details refer note-33.

4- Intangible Assets

Company has capitalised the website charges in intangibles, As per Ind-AS it has been charged off to the expenses, therefore there is decrease in profit with corresponding increase in intangibles assets.

5- Deferred Tax

As per Ind-AS 12 company has recognised the deferred tax assets , therefore there is increase in retained earning as at 1 April 2015 and increase in profit after tax for the year ended 31 March 2016.

6- Other Comprehensive Income

Actuarial gain & (loss) and its tax component are recognised in other comprehensive income of ₹ (0.98) millions and ₹ 0.33 millions respectively, therefore there is decrease in employee benefit expenses by ₹ 0.98 millions and increase in deferred tax by ₹ 0.33 millions.

7- Financial Instruments*

7.1- Financial Assets

Security deposits and other receivables has been recognised at amortised cost and the difference is recognised in prepaid expenditure.

7.2- Financial Liabilities

Financial liabilities have been recognised at amortised cost and the difference is recognised as deferred income.

Notes to the Consolidated financial statements

Note 53:- Statement containing salient feature of Financial Statements of Subsidiaries/Joint venture
Part A "Subsidiaries" [as per section 2(87) of the companies act 2013]

(₹ in millions)

Sr. No.	Particulars	High Speed Rail Corporation of India Limited	High Speed Rail Corporation of India Limited	High Speed Rail Corporation of India Limited	High Speed Rail Corporation of India Limited	High Speed Rail Corporation of India Limited
	Financial Year ending on	**30th September 2018**	**31st March 2018**	**31st March 2017**	**31st March 2016**	**31st March 2015 (Proforma)**
	Date of acquisition	**13 August 2012**	**13 August 2012**	**13 August 2012**	**13 August 2012**	**13 August 2012**
	Principal Place of Business	**India**	**India**	**India**	**India**	**India**
1	Share Capital (Including share application money pending allotment	0.11	1.07	1.07	1.07	1.07
2	Other equity/Reserves & surplus (as applicable)	(0.38)	(0.63)	(1.16)	(2.46)	(3.85)
3	Liabilities	19.93	19.91	306.72	184.33	61.87
4	Total Equity and Liability	20.63	20.35	306.63	182.94	59.09
5	Total assets	20.63	20.35	306.63	182.94	59.09
6	Investments	-	-	-	-	-
7	Turnover	-	407.98	-	-	-
8	Profit before taxation	0.33	0.79	1.76	1.87	1.09
9	Provision for taxation	0.09	0.21	0.45	0.48	0.10
10	Profit after taxation	0.25	0.54	1.30	1.39	0.99
11	Interim Dividend - Equity	-	-	-	-	-
12	Interim Dividend - Preference	-	-	-	-	-
13	Proposed Dividend - Equity	-	-	-	-	-
14	Proposed Dividend - Preference	-	-	-	-	-
15	% of share holding	100%	100%	100%	100%	100%

Notes to the Consolidated financial statements

Statement Containing salient features of financial statement of Associate Companies and Joint Ventures
Part "B": Associates and Joint Ventures [as per Section 2(6) of the Companies Act, 2013]

(₹ in millions)

Sr. No.	Particulars	Kutch Railways Company Limited	Haridaspur Paradip Railways Company Limited	Krishnapatnam Railways Company Limited	Bharuch Dahej Railways Company Limited	Angul Sukinda Railways Company Limited	Dighi Roha rail Limited
1	Principal Place of Business	India	India	India	India	India	India
2	Latest audited Balance Sheet Date	30-Sep-18	30-Sep-18	30-Sep-18	30-Sep-18	30-Sep-18	30-Sep-18
3	Shares of Associate/Joint Ventures held by the company on the year end						
	Number of shares held (in numbers)	125.00	223.52	81.00	55.00	189.00	0.05
	Amount of Investment in Associates/Joint Venture	1,000.00	2,235.16	810.00	550.00	1,890.00	0.50
	Total No of Shares (in numbers)	250.00	613.20	270.00	155.11	600.00	0.10
	Extend of Holding %	50.00%	36.45%	30.00%	35.46%	31.50%	50.00%
4	Description of how there is significant influence	Refer note 1					
5	Reason why the associate/joint venture is not consolidated	NA	NA	NA	NA	NA	NA
6	Net worth attributable to share holders as per latest audited balance sheet (In Millions)	15,417.31	6,135.44	3,128.73	1,920.75	6,815.04	-7.91
7	Profit/ (loss) for the year (In Millions)						
	Considered in consolidation	339.31	0.42	383.51	8.16	19.36	-0.28
	Not considered in consolidation	-	-	-	-	-	-

Notes

1 Significant influence is demonstrated by holding 20% or more of the voting power of the investee.

Notes to the Consolidated financial statements

Note 54:-Additional information pursuant to Schedule III to the Companies Act, 2013

(₹ in millions)

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in profit or (loss)		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (Rs.)	As % of consolidated profit or loss	Amount (Rs.)	As % of consolidated other comprehensive income	Amount (Rs.)	As % of consolidated total comprehensive income	Amount (Rs.)
Parent Company								
Rail Vikas Nigam limited	85.28%	34,641.65	90.39%	2,292.42	8.39%	0.02	90.38%	2,292.44
Subsidiaries								
1. High Speed Rail Corporation of India Limited	0.00%	0.70	0.01%	0.25	0.00%	-	0.01%	0.25
Total Subsidiaries		0.70		0.25		-		0.25
Joint Ventures								
1. Kutch railway company limited	13.72%	5,573.70	5.54%	140.50	93.99%	0.22	5.55%	140.73
2. Haridaspur paradip railway company limited	0.00%	0.92	0.01%	0.13	0.00%	-	0.01%	0.13
3. Krishnapatnam railway company limited	0.23%	94.83	3.76%	95.44	0.00%	-	3.76%	95.44
4. Bharuch Dahej Railways Company Limited	0.24%	97.62	0.09%	2.40	-2.38%	(0.01)	0.09%	2.40
5. Angul sukinda railway limited	0.53%	213.31	0.20%	5.06	0.00%	-	0.20%	5.06
6. Dighi roha rail limited	0.00%	(0.50)	0.00%	-	0.00%	-	0.00%	-
Total Joint Ventures		5,979.87		243.53	91.61%	0.22		243.75
CFS adjustments and elimination		(1.07)		-		-		-
Net Total	100%	40,621.19	100%	2,536.19	100%	0.24	100%	2,536.43

Notes to the Consolidated financial statements

Note 55 :- Disclosure pursuant to Indian Account Standard (IND AS-112): Disclosure of interest in Other Entities:- Joint Ventures

(a) Summarised Balance Sheet for material joint venture(s)

(₹ in millions)

Particulars	Kutch Railway Company Limited					Haridaspur Paradip Railway Company Limited				
	As at 30-09-2018	As at 31-03-2018	As at 31-3-2017	As at 31-03-2016	As at 31-03-2015 (Proforma)	As at 30-09-2018	As at 31-03-2018	As at 31-3-2017	As at 31-03-2016	As at 31-03-2015 (Proforma)
Current assets										
Cash and cash equivalents	4.894	6.427	0.32	**8.35**	0.83	103.44	195.61	400.87	115.40	78.30
Other assets	10216.493	10,738.06	12,814.20	12,456.07	9,516.62	368.06	165.22	34.20	34.12	427.11
Total current assets	10,221.39	10,744.49	12,814.52	12,464.42	9,517.45	471.50	360.83	435.07	149.52	505.41
Total non-current assets	13391.781	11,622.52	8,231.17	6,095.49	5,343.84	14,519.14	12,295.73	9,360.00	6,521.40	4,652.56
Current liabilities										
Financial liabilities (excluding trade payables and other payables)	3.758	2.34	4.56	53.53	2.76	56.26	9.28	314.88	17.72	266.32
Other liabilities (including trade payables and other payables)	1806.835	934.31	870.53	66.11	209.18	20.95	22.19	12.42	2.44	6.30
Total current liabilities	1,810.59	936.65	875.09	119.64	211.94	77.20	31.47	327.30	20.17	272.62
Non-current liabilities										
Financial liabilities (excluding trade payables)	0	-	-	-	-	8,778.00	6,621.60	4,368.00	1,740.00	60.02
Other liabilities (including trade payables)	6385.263	6,352.35	7,072.91	6,713.39	5,545.63		-	-	-	-
Total non-current liabilities	6,385.26	6,352.35	7,072.91	6,713.39	5,545.63	8,778.00	6,621.60	4,368.00	1,740.00	60.02
Non-controlling interest	0	-	-	-	-			-	-	-
Net assets	**15,417.31**	**15,078.01**	**13,097.69**	**11,726.88**	**9,103.72**	**6,135.44**	**6,003.49**	**5,099.77**	**4,910.75**	**4,825.33**

* Dighi Roha Rail Limited was incorporated on 29th September 2015

Notes to the ConsNotes to the Consolidated financial statements

Note 55 :- Disclosure

(a) Summarised Balanc(a) Summarised Balance Sheet for material joint venture(s) (₹ in millions)

Particulars	Krishnapatnam Railway Company Limited					Bharuch Dahej Railway Company Limited				
	As at 30-09-2018	As at 31-03-2018	As at 31-03-2017	As at 31-3-2016	As at 31-03-2015 (Proforma)	As at 30-09-2018	As at 31-03-2018	As at 31-03-2017	As at 31-3-2016	As at 31-03-2015 (Proforma)
Current assets										
Cash and cash equivalents	28.64	63.37	46.84	88.98	45.75	105.43	150.95	212.09	216.96	47.23
Other assets	267.14	216.83	72.18	88.16	106.56	1,017.95	977.21	1,246.36	1,276.94	961.07
Total current assets	295.79	280.20	119.02	177.14	152.30	1,123.38	1,128.17	1,458.45	1,493.90	1,008.30
Total non-current assets	22,796.35	19,744.16	13,822.35	9,235.77	6,203.36	3,113.56	3,173.19	3,184.65	3,307.40	3,508.88
Current liabilities										
Financial liabilities (excluding trade payables and other payables)	10,324.50	7,642.81	2,686.69	4,554.55	1,573.32	283.74	286.05	291.57	164.34	181.46
Other liabilities (including trade payables and other payables)	33.78	68.91	54.64	57.17	59.85	192.80	176.31	149.97	131.79	24.82
Total current liabilities	10,358.28	7,711.72	2,741.32	4,611.72	1,633.17	476.54	462.36	441.54	296.13	206.28
Non-current liabilities										
Financial liabilities (excluding trade payables)	9,299.69	9,299.69	8,505.48	2,169.69	1,948.77	1,197.25	1,335.29	1,612.24	1,888.24	2,049.24
Other liabilities (including trade payables)	305.44	267.74	207.35	145.11	196.58	642.40	591.16	945.11	784.35	524.37
Total non-current liabilities	9,605.13	9,567.43	8,712.82	2,314.80	2,145.34	1,839.65	1,926.40	2,557.35	2,672.59	2,573.61
Non-controlling interest			-	-	-			-	-	-
Net assets	**3,128.73**	**2,745.22**	**2,487.23**	**2,486.39**	**2,577.15**	**1,920.76**	**1,912.59**	**1,644.21**	**1,832.58**	**1,737.29**

* Dighi Roha Rail Limited w

Notes to the Cons Notes to the Consolidated financial statements

Note 55 :- Disclosure

(a) Summarised Balanc (a) Summarised Balance Sheet for material joint venture(s)

(₹ in millions)

Particulars	Angul Sukinda Railway Limited					Dighi Roha Rail Limited				
	As at 30-09-2018	As at 31-03-2018	As at 31-03-2017	As at 31-3-2016	As at 31-03-2015 (Proforma)	As at 30-09-2018	As at 31-03-2018	As at 31-03-2017	As at 31-3-2016	As at 31-03-2015 (Proforma)
Current assets										
Cash and cash equivalents	72.99	269.60	149.73	257.90	74.48	0.49	0.24	0.28	0.81	-
Other assets	620.36	1,239.43	3,013.99	4,153.29	4,159.16	-		-	-	-
Total current assets	693.35	1,509.03	3,163.72	4,411.19	4,233.64	0.49	0.24	0.28	0.81	-
Total non-current assets	6,481.13	5,651.52	3,586.76	2,162.86	1,560.72	0.16	0.16	-	-	-
Current liabilities										
Financial liabilities (excluding trade payables and other payables)	0.14	0.47	-	-	15.53	8.64	8.27	7.73	7.52	-
Other liabilities (including trade payables and other payables)	323.97	311.40	2.51	3.03	0.90	0.04	-	0.01	0.02	-
Total current liabilities	324.11	311.87	2.51	3.03	16.43	8.68	8.27	7.74	7.54	-
Non-current liabilities										
Financial liabilities (excluding trade payables)	35.33	53.00	70.66	88.33	-	-		-	-	-
Other liabilities (including trade payables)	-	-	-	-	-			-	-	-
Total non-current liabilities	35.33	53.00	70.66	88.33	-	-		-	-	-
Non-controlling interest			-	-	-			-	-	-
Net assets	**6,815.04**	**6,795.68**	**6,677.31**	**6,482.69**	**5,777.93**	**-8.02**	**-7.88**	**-7.46**	**-6.73**	**-**

* Dighi Roha Rail Limited w

Notes to the Consolidated financial statements

For the year ended September 30,2018

(b) Summarised Statement of Profit and Loss of material Joint Ventures:

(₹ in millions)

Particulars	Kutch Railway Company Limited					Haridaspur Paradip Railway Company Limited					Krishnapatnam Railway Company Limited				
	01-04-2018 to 30-9-18	2017-18	2016-17	2015-16	2014-15 (performa)	01-04-2018 to 30-9-18	2017-18	2016-17	2015-16	2014-15 (Proforma)	01-04-2018 to 30-9-18	2017-18	2016-17	2015-16	2014-15 (Proforma)
Revenue	5,001.77	10,254.62	8,385.85	7,462.44	6,831.27	1,761.27	2,739.88	2,263.19	1,959.46	1,566.72	3,811.27	6,701.92	5,263.64	3,800.46	1,641.54
Interest Income	299.24	754.37	882.04	826.16	588.24	-	-	-	-	-	-	-	-	0.39	0.03
Depreciation and amortisation	93.52	184.64	180.63	175.88	178.27	0.28	0.42	0.26	0.94	0.32	34.67	70.45	70.26	69.92	74.39
Interest expense	-		-	-	-	-	-	-	-	-	23.17	45.23	46.23	49.70	51.71
Income tax expenses	104.81	267.88	315.51	386.43	287.62	0.35	(1.45)	0.05	0.10	0.06	108.89	57.05	4.45	11.33	-
Profit from continuing operations	760.02	2,221.07	1,503.22	2,821.52	2,920.65	0.42	3.26	0.12	(0.32)	0.33	383.51	257.99	0.84	20.47	48.26
Profit for the year	760.02	2,221.07	1,503.22	2,821.52	2,920.65	0.42	3.26	0.12	(0.32)	0.33	383.51	257.99	0.84	20.47	48.26
Other comprehensive income	0.54	-0.04	(0.03)	0.14	(0.11)	-	-	-	-	-	-	-	-	-	-
Total comprehensive income	760.56	2,221.04	1,503.19	2,821.66	2,920.54	0.42	3.26	0.12	(0.32)	0.33	383.51	257.99	0.84	20.47	48.26

(₹ in millions)

Particulars	Bharuch Dahej Railway Company Limited					Angul Sukinda Railway Limited					Dighi Roha Rail Limited				
	01-04-2018 to 30-9-18	2017-18	2016-17	2015-16	2014-15 (Proforma)	01-04-2018 to 30-9-18	2017-18	2016-17	2015-16	2014-15 (Proforma)	01-04-2018 to 30-9-18	2017-18	2016-17	2015-16	2014-15 (Proforma)
Revenue	363.58	665.74	522.37	1,159.67	1,396.38	922.90	1,429.36	1,187.57	595.90	249.79	-	-	-	-	-
Interest Income	9.52	31.78	70.77	65.25	25.09	23.56	151.90	277.91	414.98	138.49	-	-	-	-	-
Depreciation and amortisation	66.58	128.44	128.86	127.42	126.71	0.34	0.80	0.90	1.76	1.50	-	-	-	-	-
Interest expense	62.86	145.44	182.06	208.25	243.45	-		-	-	-	-	-	-	-	-
Income tax expenses	25.68	270.60	(43.07)	116.73	285.44	5.24	32.12	76.95	-	-	-	-	-	-	-
Profit from continuing operations	8.18	268.35	(188.37)	164.11	215.96	19.36	118.37	194.63	336.19	90.96	(0.15)	(0.42)	(0.73)	(7.73)	-
Profit for the year	8.18	268.35	(188.37)	164.11	215.96	19.36	118.37	194.63	336.19	90.96	(0.15)	(0.42)	(0.73)	(7.73)	-
Other comprehensive income	(0.02)	0.03	(0.01)	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income	8.16	268.39	(188.38)	164.11	215.96	19.36	118.37	194.63	336.19	90.96	(0.15)	(0.42)	(0.73)	(7.73)	-

Notes to the Consolidated financial statements
For the year ended September 30,2018

(c) Reconciliation of carrying amounts of material joint ventures:

(₹ in millions)

Particulars	Kutch Railway Company Limited						Haridaspur Paradip Railway Company Limited						Krishnapatnam Railway Company Limited					
	As at 30-9-2018	**As at 31-03-2018**	**As at 31-3-2017**	**As at 31-03-2016**	**As at 31-03-2015 (Proforma)**	**As at 01-04-2014 (Proforma)**	**As at 30-9-2018**	**As at 31-03-2018**	**As at 31-3-2017**	**As at 31-03-2016**	**As at 31-03-2015 (Proforma)**	**As at 01-04-2014 (Proforma)**	**As at 30-9-2018**	**As at 31-03-2018**	**As at 31-03-2017**	**As at 31-3-2016**	**As at 31-03-2015 (Proforma)**	**As at 01-04-2014 (Proforma)**
Opening net assets	15,078.01	13,097.69	11,726.89	8,965.41	6,302.33	*	6,003.49	5,099.77	4,910.75	4,825.00	4,550.00	*	2,745.21	2,487.22	2,486.38	2,465.91	2,528.89	*
Profit for the year	760.02	2,221.07	1,503.22	2,821.52	2,920.65	*	0.42	3.26	0.12	(0.32)	0.33	*	383.51	257.99	0.84	20.47	48.26	*
Adjustment in opening retained earnings due to stake dilution	-	-	-	-	-	*	-	-	-	-	-	*	-	-	-	-	-	*
Other Comprehensive Income	0.54	(0.04)	(0.03)	0.14	(0.11)	*	-	-	-	-	-	*	-	-	-	-	-	*
Dividends paid	(421.25)	(240.72)	(132.39)	(60.18)	(117.00)	*	-	-	-	-	-	*	-	-	-	-	-	*
Equity component of other financial instruments	-	-	-	-	-	*	-	-	-	-	-	*	-	-	-	-	-	*
Other Adjustment	-	-	-	-	(2.15)	*	131.53	900.46	188.90	86.07	275.00	*	-	-	-	-	-	*
Closing net assets	15,417.31	15,078.01	13,097.69	11,726.89	9,103.72	6,302.33	6,135.44	6,003.49	5,099.77	4,910.75	4,825.33	4,550.00	3,128.72	2,745.21	2,487.22	2,486.38	2,577.15	2,528.89
Group's share in %	50%	50%	50%	50%	50%	50%	36.45%	37.25%	35%	35%	35%	37%	30%	30%	30%	30%	30%	30%
Group's share	7,708.66	7,539.00	6,548.85	5,863.44	4,551.86	3,151.17	2,236.43	2,236.30	1,796.81	1,699.89	1,700.12	1,700.00	938.62	823.56	746.17	745.91	773.15	758.67
Other Adjustments	(1,134.96)	(1,106.03)	(938.54)	(818.17)	(600.95)	(363.85)	(0.35)	(0.33)	(0.12)	-	(0.02)	-	(33.79)	(14.17)	(1.08)	(1.04)	(2.45)	-
Carrying amount	**6,573.70**	**6,432.97**	**5,610.30**	**5,045.28**	**3,950.91**	**2,787.31**	**2,236.08**	**2,235.98**	**1,796.69**	**1,699.89**	**1,700.10**	**1,700.00**	**904.82**	**809.39**	**745.09**	**744.87**	**770.70**	**758.67**

Particulars	Bharuch Dahej Railway Company Limited						Angul Sukinda Railway Limited						Dighi Roha Rail Limited					
	As at 30-9-2018	**As at 31-03-2018**	**As at 31-03-2017**	**As at 31-3-2016**	**As at 31-03-2015 (Proforma)**	**As at 01-04-2014 (Proforma)**	**As at 30-9-2018**	**As at 31-03-2018**	**As at 31-03-2017**	**As at 31-3-2016**	**As at 31-03-2015 (Proforma)**	**As at 01-04-2014 (Proforma)**	**As at 30-9-2018**	**As at 31-03-2018**	**As at 31-03-2017**	**As at 31-3-2016**	**As at 31-03-2015 (Proforma)**	**As at 01-04-2014 (Proforma)**
Opening net assets	1,912.59	1,644.20	1,832.58	1,668.47	1,521.37	*	6,795.68	6,677.31	6,470.87	5,625.17	1,931.10	*	(7.88)	(7.46)	(6.73)	-	-	*
Profit for the year	8.18	268.35	(188.37)	164.11	215.96	*	19.36	118.37	194.63	336.19	90.96	*	(0.15)	(0.42)	(0.73)	(7.73)	-	*
Adjustment in opening retained earnings due to stake dilution	-	-	-	-	-	*	-	-	-	-	-	*	-	-	-	-	-	*
Other Comprehensive Income	(0.02)	0.03	(0.01)	-	-	*	-	-	-	-	-	*	-	-	-	-	-	*
Dividends paid	-	-	-	-	-	*	-	-	-	-	-	*	-	-	-	-	-	*
Equity component of other financial instruments	-	-	-	-	-	*	-	-	-	-	-	*	-	-	-	-	-	*
Other Adjustment	-		-	-	-	*	-	-	-	509.51	3,696.80	*	-	-	-	1.00	-	*
Closing net assets	1,920.75	1,912.59	1,644.20	1,832.58	1,737.33	1,521.37	6,815.04	6,795.68	6,665.49	6,470.87	5,718.86	1,931.10	(8.02)	(7.88)	(7.46)	(6.73)	-	-
Group's share in %	35.46%	35.46%	35.46%	35.46%	35.46%	35.46%	31.50%	31.50%	31.50%	31.50%	33.80%	46.05%	50.00%	50.00%	50.00%	50.00%	0.00%	0%
Group's share	681.10	678.20	583.03	649.83	616.03	539.46	2,146.74	2,140.64	2,099.63	2,038.32	1,932.88	889.37	(0.50)	(0.50)	(0.50)	(0.50)	-	-
Other adjustments	(33.48)	(32.98)	(16.89)	(16.89)	(12.95)	-	(43.43)	(42.39)	(32.37)	(22.80)	(0.39)	(13.90)	0.50	0.50	0.50	0.50	-	-
Carrying amount	647.62	645.23	566.15	632.95	603.08	539.46	2,103.30	2,098.25	2,067.27	2,015.53	1,932.48	875.46	-	-	-	-	-	-

* indicates disclosures not applicable.

** Dighi Roha Rail Limited was incorporated on 29th September 2015

* Corresponding amount of carrying net assets as on 31st March 2018 has been restated based on audited financial statements.

(d) Carrying amount of investments in joint ventures/associates:

(₹ in millions)

Particulars	**As at 30-9-2018**	**As at 31-03-2018**	**As at 31-3-2017**	**As at 31-03-2016**	**As at 31-03-2015 (Proforma)**
Non-material associates	-	-	-	-	-
Non-material joint ventures	-	-	-	-	-
Sub-total	-	-	-	-	-
Material joint ventures	12,465.53	12,221.82	10,785.49	10,138.53	8,957.26
Total	**12,465.53**	**12,221.82**	**10,785.49**	**10,138.53**	**8,957.26**

Notes to the Consolidated financial statements
For the half year ended September 30,2018

56. Notes of the Joint ventures consolidated by applying equity method

56.1 KUTCH RAILWAY COMPANY LIMITED

Note 56.1.1 : Western Railway (WR) has provided the consolidated figures in respect of deletion during the F.Y 2017-18 amounting to ₹ 0.24 Million in Intangible assets (Freight sharing right) i:e Bridges & Buildings, Formation, Plant & Machinery (Project) and Permanent Way. They have expressed their inability to provide assets wise break up of deletion. In absence of the same, the total deletion has been divided in proportion of gross opening balance of these asset

Note 56.1.2.The project of Gauge Conversion work completed by Western Raiilway has been duly capitalized under different heads of fixed assets on the basis of advices received from Western Raiilway on year to year basis. Besides that the Company has also supplied material to Western Raiilway to the tune of ₹1,199.70 millions for completion of project (capitalized under other Intangible assets / Permanent Way) which is subject to verification and reconciliation with Western Raiilway. An amount of ₹ 50.25 Millions is also outstanding as on 30th September, 2018 to Western Raiilway for the project work which is also subject to verification and reconciliation with Western Raiilway.

Note 56.1.3: The capital cost incurred and advised by Western Raiilway to the tune of ₹ 40.85/- millions during half year ended 30 September, 2017 (FY 16-17 77.81 millions) has been debited in Intangible assets (Freight sharing right) i:e -Permanent Way only. Western Raiilway (Western Raiilway) has provided the consolidated figures in respect of addition during the year FY 2016-17 amounting to ₹ 0.18 millions in Intangible assets (Freight sharing right) i:e Bridges & Buildings, Formation, Plant & Machinery (Project) and Permanent Way. They have expressed their inability to provide assets wise break up of addition. In absence of the same, the total addition has been divided in proportion of gross opening balance of these assets.

Note 56.1.4 : All receivables including advances and payables are subject to confirmation, reconciliation and consequential adjustments, if any.he Company has a system of obtaining periodical Western Raiilwayitten confirmation from its suppliers to identify Micro Enterprises & Small Enterprises. Based on such identification the Company makes provision for unpaid dues under Section 16 of Micro, Small & Medium Enterprises Development Act, 2006 & its disclosure required under Section 22 of the said Act. The amount due to Micro Enterprises & Small Enterprises for more than 30 days is Nil (Previous Year Nil).

Note :56.1.5 Carried Route and Booked RouteSince the financial year i.e. 2013-14, Western Raiilway has computed Company's share of apportioned earnings on the basis of 'carried route' instead of 'booked route'. Accordingly, apportioned earnings have been reduced by ₹ 167.13 millions for current financial year. The Company has contested against this method of calculation of apportioned earnings at various levels in Railways. The approximate amount of ₹ 255.00 millions may be deducted by on this account for earlier financial years (from 2006-07 to 2008-09). The same has been estimated as follows:-

Financial Year	Loaded Trains (no.)	Approx deduction in Apportioned Earning on the basis of No. of loaded trains (in millions)	NTKM (millions)	Approx. deduction in Apportioned Earnings on the basis NTKM (in Rs. Millions)
2006-07	3166	50.00	134.50	500
2007-08	6617	110.00	2,122.90	800
2008-09	7696	120.00	2,484.20	1000
Total		**280.00**		**2300**

The average amount of both of above methods works out to be ₹ 255.00 millions (approx.). The impact of the same will be reduction in Reserves and Sundry Debtors by ₹ 255.00 millions (approx.) in the subsequent years as and when advised by the Western Railway.

56.2 KRISHNAPATNAM RAILWAY COMPANY LIMITED

56.2.1 : Revenue from Operation **(` in millions)**

Particulars	For the half year ended Sept. 30th 2018	For the year ended March 31st, 2018
Sale/Rendering of services	709.37	708.56
Other operating revenue		
Construction contract revenue under SCA	3,101.91	5,993.36
Total	3,811.28	6,701.92

Note (i) : Operating Income:

a) After completion of the Phase-I of the project on 15th November 2008, same is being operated by South Central Railway (SCR) and revenue is being collected by SCR which has been apportioned between the company and various Zonal Railways from 15th November 2008 in terms of Operation and Maintenance Agreement dated 6th, January 2012 signed detailing the modalities of revenue and cost sharing between the company and SCR. Phase 3 of the project is being operated from 2nd March 2014.

Revenue is based on the Calculation sheets received from SCR showing Apportioned Revenue and O&M expenses on Provisional basis. Also the Figures intimated by SCR are provisional and Subject to Confirmation. Hence any Impact arising out of Confirmation of the Figures will be accounted for in the year in which it is finalized.

b) Krishnapatnam Railway Company Limited (KRCL) is anticipating earnings on Length of about 14.45 Km section from Krishnapatnam Railway Station to the Buffer of Port from South Central Railway and O&M Cost. Hence, the revenue reported is subject to the same.

c) Krishnapatnam Railway Company Limited (KRCL) is also anticipating earnings on account of apportioned Terminal Cost from South Central Railway (SCR) for the period from 15th November 2008 to 10th August 2017, pending due to railway board decision which is not quantified yet. Hence, the revenue reported is subject to the same. SCR has started apportionment of terminal cost from 11th August 2017 onwards.

d) Further all supporting evidences related to revenue bookings are being controlled and managed by SCR only and not made available for verification

e) Also the Income pertaining to Phase-1 and Phase -3 can not be segregated due to non availability of any information from SCR pertaining to same

56.2.2 Operation and Maintenance Expenses		**(₹ in Millions)**

Particulars	For the year ended September 30th,2018	For the year ended March 31st, 2018
Operation & Maintenance Expenses	95.00	167.28
Overhead Cost	15.04	34.02
Construction Contract Cost under SCA	3,101.91	5,993.36
Total	**3,211.95**	**6,194.67**

Note (i) : Operation & Maintenance Expenses recognized in current year as intimated by South Central Railway are provisional and subject to Confirmation. Hence, any impact arising on the confirmation of the figures will be accounted for in the year in which it is finalized.

Note (ii) : South Central Railway has claimed service tax on the services related to operation and Maintenance and indirect cost.

Note (iii) : Also, the O&M expenses pertaining to Phase 1 and Phase 3 can not be segregated due to non availability of any information from SCR pertaining to same.

Note (iv) : Operation agreement pertaining to operation of phase 3 line is pending for finalization and signing.

Note (v) Operation & Maintenance expenses of Phase 1 and Phase 3 are being accounted for in terms of the Operations and Maintenance Agreement signed with South Central Railway for 24.50 Km Railway line from Venkatachalam to Krishnapatnam for Phase 1.

Note (vi) Operation & Maintenance expenses includes Lease Rent of ₹ 1 in accordance with terms of concession agreement.

Note (vii) All supporting evidences related to O & M expenses incurred have been controlled and managed by SCR only and not made available for verification.

56.2.3 :Trade Receivables

(₹ in Millions)

Particulars	As at 30th September 2018	As at 31st March 2018
Trade Receivables		
Unsecured, considered good		
- Trade receivables	253.49	201.85
Total	**253.49**	**201.85**

Note: The trade receivable represents the amount receivable from the South Central Railways (SCR) being the gross revenue apportioned and are non interest bearing. Since, the revenue apportioned by the South Central Railways is on provisional basis and the final figures may vary, the above trade receivables and their classification is subject to change. Further, the amount of receivable being ₹ 253.49 millions (March 31st 2018 Rs. 201.85 millions) is subject to confirmation by the South Central Railways.

56.2.4 : Trade Payables (` in millions)

Particulars	As at 30 th September 2018	As at 31st March 2018
At Amortised Cost		
Overhead Cost Payable (SCR)	26.63	27.19
Total	26.63	27.19
Total Financial Liabilities	9,326.32	9,326.88

Trade payable represents Overhead cost payable (i.e. Salary for RPF,medical and personnel, accounts and corresponding retirement benefits etc.) which are not payable to South Central Railway as it is deferred for first five year of operation and same being payable by the company over a period of 10 years commencing from the 6th year of operation as per the O&M agreement. In terms of clause 3.1.8 of the operations and maintenance agreement.

56.2.5 : Trade Payables (` in millions)

Particulars	As at 30 th September 2018	As at 31st March 2018
Overhead Cost Payable (SCR) [Refer Note 13.2]	2.25	4.92
O&M Expenses Payable (SCR)	31.53	16.68
Trade Payable to Related party (RVNL)[Refer Note 17.2.1]	-	-
Total	33.78	21.60

56.2.7 : Capitalised borrowing costs

Intangible under development includes expenditure on account of interest Payable to Rail Vikas Nigam Limited (Project Contractor), for the 6 months period ending 30th september 2018 is ₹418.62 millions (31 March 2018: ₹241.46 Millions) for delay in payment for project expenditure as calculated by RVNL on balance outstanding in the books of accounts of RVNL and as accepted by Company. Further, RVNL has provided infrastructure and other indirect establishment facilities to KRCL for which no amount is charged by RVNL.

The amount of borrowing costs capitalised for loan taken from banks, during the half year ended 30 th September 2018 is ₹ 462.05- millions (31 March 2018 : ₹925.69 millions). The rate used to determine the amount of borrowing costs eligible for capitalisation was the effective interest rate of the specific borrowing.

56.2.8 :Intangible Assets and Intangible Under Development includes expenditure on account of Directional & General Charges (D&G charges) amounting to ₹ 164.14 millions/- (Previous Year ₹ 378.04 millions) as charged by RVNL (Project Contractor) during the period which is as per the clause no. 10.2 of Construction Agreement dated 29th September 2011, is subject to change. Cumulative D&G Charges up to 30th September 2018 is ₹1458.602 millions (Previous Year ₹ 1294.46 millions) is subject to change. Break up of "D & G charges" included in Intangible under development and intangible assets during the period is as under:

Particulars	(Amount in millions)	(Amount in millions)
	Half Year Ended 30.9.2018	Year Ended 31.3.2018
1. Civil Works	146.31	333.59
2. Signalling & Telecom	6.53	12.66
3. Electric Works	11.29	31.80
Total	**164.13**	**378.04**

Note 56.2.9: Operation & Maintenance Expense (O&M Expenses) of the Company for the period ended 30.09.2018 is 3211.95 Millions (Previous Year 2017-18 ₹6194.67 Millions)

Note 56.2.10: Non-Provision of Departmental charges amounting to ₹971.20 Millions, payable to Rail Vikas Nigam Limited @5% of the total cost of works as per detailed estimate/revised estimate/ completion estimate in the books of accounts of the Company. In view of non-provision, the impact of same on the financial statements could not be ascertained.

Note 56.2.10 In terms of Concession agreement, there is an obligation on the Company to keep the project assets in working condition, including making replacement, as per laid down standards of MOR, of all project assets whose codal life expire during the concession period. Accordingly, Company has made estimated liability of ₹ 500 Millions in respect of replacement obligations arising during the remaining concession period as per requirement of Appendix A of the Ind AS 11. Based on said estimated liability, provision for half year ended 30th September 2018 of ₹ 32.06 Millions (prevoius year ended 31st March 2018 ₹ 67.55 Millions) has been made. Interest cost of ₹ 11.11 Millions for the half year ended 30th September 2018 (Previous year ended 31st March 2018 ₹13.572 Millions) have been charged to Statement of Profit and Loss.

Note 56.2.11

Capital commitment for project related assets is under review for Sep 2018, For March 2018 ₹ 183.6 Millions (₹20604.2 Millions being total revised estimated project cost less ₹20424.20 Millions being amount of expense incurred till 31-03-2018)

56.3 BHARUCH DAHEJ RAILWAY COMPANY LIMITED

Note 56.3.1: In terms of Concession aggreement, there is an obligation on the company to keep the project assets in working conditions, including making replacement as per laid down standards of MOR of all project assets whose codal lives expire during the concession period. Accordingly company is required to provide for in respect of replacement obligations arising during the remaining concession period as per requirement of Appendix D of AS-115 for best estimate of expenditure required to settle obligation. However at present there reliable estimation for restoration obligation is not available, therefore provision of same is not provided in financial statements, the same will be provided in the year in which estmate become reliable.

Note 56.3.2 Revenue from Operations **(₹ in Millions)**

Particulars	For the period ended September 30th, 2018	For the year ended March 31st, 2018
(a) Income from Railway Operation	356.62	531.26
Revenue from Weighment Charges	0.56	
Construction Contract Revenue under Service concession Arrangement	6.41	134.49
TOTAL	363.58	665.74

(a) Operating Income: The Bharuch-Samni-Dahej Railway Line of route length 61.60 kilometers became operational from March 8,2012 and Bharuch-Chavaj line of route length 5.52 Kilometers became operational from 27th February 2014 with the completion of the respective portions of the project. The operating income of the company has been recognized for the period from 1st April 2018 to 30th September 2018 for Bharuch-Samni-Dahej Railway Line, with the revenue pertaining to Bharuch-Chavaj being computed on provisional basis. The share of BDRCL in the total revenue collected by the Railway at the time of loading is computed on the basis of percentage of chargeable distance travelled on BDRCL line to total chargeable distance travelled. While the Operation and Maintenance Agreement is yet to be signed with Western Railway, apportionment of revenue is being done on the basis of in-principle approval accorded by Ministry of Railways.

(b) The Minstry of Railways has allowed the company to charge freight at inflated kilometers (50% inflated) for the distance travelled over BDRCL's jurisdiction. Therefore, as against actual distance of 67.12 Kms on the Bharuch-Samni-Dahej section and actual distance of 5.52of Bharuch-Chavaj section constructed by the company, the total chargeable distance is taken as 100.68 Kms. Revenue pertaining to Bharuch-Chavaj section, has been accounted for on provisional basis

Note 56.3.3 Operation and Maintenance Expenses (₹ in Millions)

Particulars	For the period ended September 30th, 2018	For the year ended March 31st, 2018
Operation and Maintenance Expenses	185.41	313.41
Construction Contract Cost under Service Concession Arrangement	6.41	134.49
	191.82	**447.90**

(a) In terms of Draft Operation and Maintenace Agreement to be entered into Western Railway read together with the Concession Agreement, the company ha to bear the expenses incurred by Western Railway on the operation and maintenace of Bharuch-Samni-Dahej section and the additional line from Bharuch to Chavaj. The company has recognized operating expenses of ₹124.739 Millions (during F.Y. 2017-18 ₹191.687 Millions) for the period from April 2018 to September 2018 as adviced by the western Railway on provisional basis in terms of Operation & Maintenance Agreement to be entered into iwth the Western Railway. The final amount of expenses to be borne by company could vary.

(b) Earlier the O&M of Civil Engineering and S&T assets was being carried out by the Company but the Western Railway has been partially taken over maintenance of above mentioned assets from january 2016, with a fwa non-safety related activities remaining the responsibility of BDRCL. Accordingly, the company has recognized O&M Expenses on activities retained by BDRCLrelated to Civil Engineering, S&T assets and othe activities on Railway section amounting to ₹ 60.68 Millions (During FY 2017-18 ₹121.72 Millions) for the period ending 30 September 2018.

The above amount also includes Operation and Maintenance expenses on the extended section of the line from Bharuch to havaj for the perid from Apr 2018 to September 2018 on proportionate basis to the extent it was determinable.

57. Notes of the Joint ventures consolidated by applying equity method

57.1 KUTCH RAILWAY COMPANY LIMITED

Note 57.1.1 : The project of Gauge Conversion work completed by Western Railway has been duly capitalized under different heads of fixed assets on the basis of advices received from Western Railway on year to year basis. Besides that the Company has also supplied material to Western Railway to the tune of ₹1199.70 Millions for completion of project (capitalized under other Intangible assets / Permanent Way) which is subject to verification and reconciliation with Western Railway.
An amount of ₹ 50.255 millions is also outstanding as on 31st March 2018 to Western Railway for the project work which is also subject to verification and reconciliation with Western Railway.

Note **57.1.2**: The capital cost incurred and advised by WR to the tune of ₹. 86.11 Millions during F.Y 2017-18 (₹ 77.81 Millions during FY 16-17)has been debited in Intangible assets (Freight sharing right) i:e -Permanent Way only.
Western Railway (WR) has provided the consolidated figures in respect of addition during the year of ₹ Nil (FY 2016-17 amounting to ₹ 0.18 Millions) in Intangible assets (Freight sharing right) i:e Bridges & Buildings, Formation, Plant & Machinery (Project) and Permanent Way. They have expressed their inability to provide assets wise break up of addition. In absence of the same, the total addition has been divided in proportion of gross opening balance of these assets.

Note 57.1.3: Western Railway (WR) has provided the consolidated figures in respect of deletion during the F.Y 2017-18 amounting to ₹.0.24Million in Intangible assets (Freight sharing right) i:e Bridges & Buildings, Formation, Plant & Machinery (Project) and Permanent Way. They have expressed their inability to provide assets wise break up of deletion. In absence of the same, the total deletion has been divided in proportion of gross opening balance of these asset.

Note 57.1.4 : All receivables including advances and payables are subject to confirmation, reconciliation and consequential adjustments, if any. The Company has a system of obtaining periodical written confirmation from its suppliers to identify Micro Enterprises & Small Enterprises. Based on such identification the Company makes provision for unpaid dues under Section 16 of Micro, Small & Medium Enterprises Development Act, 2006 & its disclosure required under Section 22 of the said Act. The amount due to Micro Enterprises & Small Enterprises for more than 30 days is ₹ Nil (Previous Year ₹ Nil).

Note :57.1.5 Carried Route and Booked Route
Since the financial year i.e. 2013-14, Western Railway has computed Company's share of apportioned earnings on the basis of 'carried route' instead of 'booked route'. Accordingly, apportioned earnings have been reduced by ₹ 376.66 Millions for current financial year. The Company has contested against this method of calculation of apportioned earnings at various levels in Railways. The approximate amount of ₹ 255.00 Millions may be deducted by on this account for earlier financial years (from 2006-07 to 2008-09). The same has been estimated as follows:-

Financial Year	Loaded Trains (no.)	Approx deduction in Apportioned Earning on the basis of No. of loaded trains (in ₹ Millions)	NTKM (Millions)	Approx. deduction in Apportioned Earnings on the basis NTKM (in ₹ Millions.)
2006-07	3166	50.00	134.50	50.00
2007-08	6617	110.00	2,122.90	80.00
2008-09	7696	120.00	2,484.20	100.00
Total		**280.00**		**230.00**

The average amount of both of above methods works out to be ₹255.00 Millions (approx.). The impact of the same will be reduction in Reserves and Sundry Debtors by ₹ 255.00 Millions (approx.) in the subsequent years as and when advised by the Western Railway.

Note 57.1.6 : During the current financial year, newly introduced Goods and Service Tax (GST) has subsumed the service tax with effect from 1st July 2017. The Company has maintained same stand, as was taken in the matter of service tax, with respect to applicability of the taxes on the .share of the freight received by the Company from Indian Railways and the Operation & Maintenance costs recovered by Railways from the Company. The Company is of the view that no supply is involved by the Company to railways and visa-versa in sharing of freight revenue & cost by Railways with the Company. Therefore, there are no GST obligations on the Company in respect to sharing of the freight revenue & cost by Railways with the Company iincluding furnishing of the particulars/details for the same. However, Ministry of Railways has taken up the issue with Finance Ministry for issuing clarification/exemption.

57.2 KRISHNAPATNAM RAILWAY COMPANY LIMITED

57.2.1 Revenue from Operation

(₹ in Millions)

Particulars	For the period ended March. 31st, 2018	For the year ended March 31st, 2017
Sale/Rendering of services	708.56	368.95
Other operating revenue		
Construction contract revenue under SCA	5,993.36	4,894.69
Total	**6,701.92**	**5,263.64**

Note (i) : Operating Income:

a) After completion of the Phase-I of the project on 15th November 2008, same is being operated by South Central Railway (SCR) and revenue is being collected by SCR which has been apportioned between the company and various Zonal Railways from 15th November 2008 in terms of Operation and Maintenance Agreement dated 6th, January 2012 signed detailing the modalities of revenue and cost sharing between the company and SCR. Phase 3 of the project is being operated from 2nd March 2014.

Revenue is based on the Calculation sheets received from SCR showing Apportioned Revenue and O&M expenses on Provisional basis. Also the Figures intimated by SCR are provisional and Subject to Confirmation. Hence any Impact arising out of Confirmation of the Figures will be accounted for in the year in which it is finalized.

b) Krishnapatnam Railway Company Limited (KRCL) is anticipating earnings on Length of about 14.45 Km section from Krishnapatnam Railway Station to the Buffer of Port from South Central Railway and O&M Cost. Hence, the revenue reported is subject to the same.

c) Krishnapatnam Railway Company Limited (KRCL) is also anticipating earnings on account of apportioned Terminal Cost from South Central Railway (SCR) for the period 15 November 2008 to 10th August 2017, pending due to railway board decision which is not quantified yet. Hence, the revenue reported is subject to the same.
SCR has started apportionment of terminal cost from 11th August 2017 onwards.

d) Further all supporting evidences related to revenue bookings are being controlled and managed by SCR only and not made available for verification

e) Also the Income pertaining to Phase-1 and Phase -3 can not be segregated due to non availability of any information from SCR pertaining to same.

57.2.2 Operation and Maintenance Expenses **(₹ in Millions**

Particulars	For the year ended March 31st, 2018	For the year ended March 31st, 2017
Operation & Maintenance Expenses	167.28	153.56
Overhead Cost	34.02	27.21
Construction Contract Cost under SCA	5,993.36	4,894.69
Total	**6,194.67**	**5,075.46**

Note (i) : Operation & Maintenance Expenses recognized in current year as intimated by South Central Railway are provisional and subject to Confirmation. Hence, any impact arising on the confirmation of the figures will be accounted for in the year in which it is finalized.

Note (ii) : South Central Railway has claimed service tax on the services related to operation and Maintenance and indirect cost.

Note (iii) : Also, the O&M expenses pertaining to Phase 1 and Phase 3 can not be segregated due to non availability of any information from SCR pertaining to same.

Note (iv) : Operation agreement pertaining to operation of phase 3 line is pending for finalization and signing.

Note (v) Operation & Maintenance expenses of Phase 1 and Phase 3 are being accounted for in terms of the Operations and Maintenance Agreement signed with South Central Railway for 24.50 Km Railway line from Venkatachalam to Krishnapatnam for Phase 1.

Note (vi) Operation & Maintenance expenses includes Lease Rent of Rs. 1 in accordance with terms of concession agreement.

Note (vii) All supporting evidences related to O & M expenses incurred have been controlled and managed by SCR only and not made available for verification.

57.2.3 Trade Receivables

(₹ in Millions)

Particulars	As at 31st March 2018	As at 31st March 2017
Trade Receivables		
Unsecured, considered good		
- Trade receivables	201.85	52.33
Total	**201.85**	**52.33**

Note The trade receivable represents the amount receivable from the South Central Railways (SCR) being the gross revenue apportioned and are non interest bearing. Since, the revenue apportioned by the South Central Railways is on provisional basis and the final figures may vary, the above trade receivables and their classification is subject to change. Further, the amount of receivable being Rs. 201.85 Millions(March 31st 2017 Rs. 52.33 Millions) is subject to confirmation by the South Central Railways.

57.2.4 Trade Payables

(₹ in Millions

Particulars	As at 31st March 2018	As at 31st March 2017
At Amortised Cost		
Overhead Cost Payable (SCR)	27.19	28.40
Total	**27.19**	**28.40**
Total Financial Liabilities	**9,326.88**	**8,533.87**

Trade payable represents Overhead cost payable (i.e. Salary for RPF,medical and personnel, accounts and corresponding retirement benefits etc.) which are not payable to South Central Railway as it is deferred for first five year of operation and same being payable by the company over a period of 10 years commencing from the 6th year of operation as per the O&M agreement. In terms of clause 3.1.8 of the operations and maintenance agreement.

57.2.5 Financial Liability-Current
Trade Payables

(₹ in Millions)

Particulars	As at 31st March 2018	As at 31st March 2017
Overhead Cost Payable (SCR)	4.92	5.51
O&M Expenses Payable (SCR)	16.68	25.68
Total	**21.60**	**31.19**

Note 57.2.6 Capitalised borrowing costs

Intangible under development includes expenditure on account of interest Payable to Rail Vikas Nigam Limited (Project Contractor), during the year ending 31st March 2018 is ₹ 241.46 Millions (31 March 2017: ₹421.929 Millions) during the period for delay in payment for project expenditure as calculated by RVNL on balance outstanding in the books of accounts of RVNL and as accepted by Company. Further, RVNL has provided infrastructure and other indirect establishment facilities to KRCL for which no amount is charged by RVNL.

The amount of borrowing costs capitalised for loan taken from banks, during the year ended 31st March 2018 is ₹ 925.69 Millions(31 March 2017 : ₹296.50 Millions). The rate used to determine the amount of borrowing costs eligible for capitalisation was the effective interest rate of the specific borrowing.

Note 57.2.7

Intangible Assets and Intangible Under Development includes expenditure on account of Directional & General Charges (D&G charges) amounting to ₹ 378.04 Millions (Previous Year ₹ 351.71 Millions) as charged by RVNL (Project Contractor) during the period which is as per the clause no. 10.2 of Construction Agreement dated 29th September 2011, is subject to change. Cumulative D&G Charges up to 31st March 2018 is ₹ 1487.54 Millions (Previous Year ₹ 1109.50 Millions) is subject to change. Break up of "D & G charges" included in Intangible under development and intangible assets related to phase 3 during the period is as under:

Particulars	(₹ in Millions) Year Ended 31.3.2018	(₹ in Millions) Year Ended 31.3.2017
1. Civil Works	333.59	350.51
2. Signalling & Telecom	12.66	0.01
3. Electric Works	31.80	1.19
Total	**378.04**	**351.71**

Note 57.2.8

Unauthoritatively Rvnl has levied D&G Charges amounting to Rs 0.743 Millions on construction value of ₹ 8.13 Millions of 30 bedded crew running room. The order was placed to KRCL for construction of crew running room , KRCL made construction . The documents produced before us in this respect do not have any terms authorizing the payment of D &G charges to anyone.

Note 57.2.9

Reference is drawn regarding charging by contracter (RVNL), Directional & General Charges (D&G Charges from the company on maintenance service on railway line being provided by outside third party without any contractual terms. RVNL has no role in this work.

Company is not empowered in construction agreement to pay D&G charge on Maintenance work to any person. Company has paid the same to RVNL. Now the company has made a provision amounting to Rs 0.62- Millions for its recovery under the head " Receivable from RVNL".

58. For the year ended March 31, 2017

58.1 Angul Sukinda Railway Limited

The BOD of the company at its 35th meeting held on 28th December 2016 has been approved the extention of commercial operations date (COD) of the project to June 2017 from June 2018.

58.2 Krishnapatnam Railway Company Limited

58.2.1 Operating Income:

a) After completion of the Phase-I of the project on 15th November 2008, same is being operated by South Central Railway (SCR) and revenue is being collected by SCR which has been apportioned between the company and various Zonal Railways from 15th November 2008 in terms of Operation and Maintenance Agreement dated 6th, January 2012 signed detailing the modalities of revenue and cost sharing between the company and SCR. Phase 3 of the project is being operated from 2nd March 2014.Revenue is based on the Calculation sheets received from SCR showing Apportioned Revenue and O&M expenses on Provisional basis. Also the Figures intimated by SCR are provisional and Subject to Confirmation. Hence any Impact arising out of Confirmation of the Figures will be accounted for in the year in which it is finalized.

b) Krishnapatnam Railway Company Limited (KPRCL) is anticipating earnings on Length of about 10 Km section from Krishnapatnam Railway Station to the Buffer of Port from South Central Railway and O&M Cost. Hence, the revenue reported is subject to the same.

c) Krishnapatnam Railway Company Limited (KPRCL) is also anticipating earnings on account of apportioned Terminal Cost from South Central Railway (SCR) pending due to railway board decision which is not quantified yet. Hence, the revenue reported is subject to the same.

d) Further all supporting evidences related to revenue bookings are being controlled and managed by SCR only and not made available for verification

e) Also the Income pertaining to Phase-1 and Phase -3 can not be segregated due to non availability of any information from SCR pertaining to same.

58.2.2: Operation & Maintenance Expense (O&M Expenses)

a) Operation & Maintenance Expenses recognized in current year as intimated by South Central Railway are provisional and subject to Confirmation. Hence, any impact arising on the confirmation of the figures will be accounted for in the year in which it is finalized.

b) South Central Railway has claimed service tax on the services related to operation and Maintenance and indirect cost.

c) Also, the O&M expenses pertaining to Phase 1 and Phase 3 can not be segregated due to non availability of any information from SCR pertaining to same.

d) Operation agreement pertaining to operation of phase 3 line is pending for finalization and signing.

e) Operation & Maintenance expenses of Phase 1 and Phase 3 are being accounted for in terms of the Operations and Maintenance Agreement signed with South Central Railway for 24.50 Km Railway line from Venkatachalam to Krishnapatnam for Phase 1.

f) Operation & Maintenance expenses includes Lease Rent of Rs. 1 in accordance with terms of concession agreement.

g) All supporting evidences related to O & M expenses incurred have been controlled and managed by SCR only and not made available for verification.

58.2.3: The trade receivable represents the amount receivable from the South Central Railways (SCR) being the gross revenue apportioned and are non interest bearing. Since, the revenue apportioned by the South Central Railways is on provisional basis and the final figures may vary, the above trade receivables and their classification is subject to change. Further, the amount of receivable being ₹ 55.33 millions (March 31st 2016: ₹ 73.87 millions) (1st April 2015: ₹ 93.91 millions) is subject to confirmation by the South Central Railways.

58.2.4: Outstanding Trade Payables, trade receivables and other balances except RVNL and Banks are subject to confirmation, reconciliation and consequential adjustments.

58.2.5: Capitalised borrowing costs: Intangible Assets and intangible under development includes expenditure on account of interest Payable to Rail Vikas Nigam Limited (Project Contractor) amounting to ₹ 421.93 millions (31 March 2016: ₹ 236.88 millions) during the period for delay in payment for project expenditure as calculated by RVNL on balance outstanding in the books of accounts of RVNL and as accepted by Company. Further, RVNL has provided infrastructure and other indirect establishment facilities to KPRCL for which no amount is charged by RVNL.

58.2.6: Intangible Assets and Intangible Under Development includes expenditure on account of Directional & General Charges (D&G charges) amounting to ₹ 351.40 millions (Previous Year: ₹ 253.16 millions) as charged by RVNL (Project Contractor) during the period which is as per the clause no. 10.2 of Construction Agreement dated 29th September 2011, is subject to change. Cumulative D&G Charges upto 31st March 2017 is ₹ 1,109.5 millions (Previous Year: ₹ 758.1 millions) is subject to change. Break up of "D & G charges" included in capital work in progress (and tangible assets related to phase 3 transferred from capital work in progress during the year) at present is as under:

58.3 Kutch Railway Company Limited

58.3.1 Carried Route and Booked Route: In FY 2013-14, Western Railway has computed Company's share of apportioned earnings on the basis of 'carried route' instead of 'booked route'. Accordingly, apportioned earnings have been reduced by ₹ 277.47 millions for current financial year. Further, a total amount of ₹ 83.60 millions has been deducted on this account for the financial years 2009-10. The Company has contested against this method of calculation of apportioned earnings at various levels in Railways. The approximate amount of ₹ 255.00 millions may be deducted by on this account for earlier financial years (from 2006-07 to 2008-09).

The average amount of both of above methods works out to be ₹ 255.00 millions (approx). The impact of the same will be reduction in Reserves and Sundry Debtors by ₹ 255.00 millions (approx) in the subsequent years as and when advised by the Western Railway.

58.3.2 The project of Gauge Conversion work completed by WR has been dully capitalized under different heads of fixed assets on the basis of advices received from WR on year to year basis. Besides that the Company has also supplied material to WR to the tune of ₹ 1,199.70 millions for completion of project (capitalized under Permanent Way) which is subject to verification and reconciliation with WR.

An amount of ₹ 51.12 millions is also outstanding as on 31st March 2017 to WR for the project work which is also subject to verification and reconciliation with WR.

58.3.3: All receivables including advances and payables are subject to confirmation, reconciliation and consequential adjustments, if any.

The Company has a system of obtaining periodical written confirmation from its suppliers to identify Micro Enterprises & Small Enterprises. Based on such identification the Company makes provision for unpaid dues under Section 16 of Micro, Small & Medium Enterprises Development Act, 2006 & its disclosure required under Section 22 of the said Act. The amount due to Micro Enterprises & Small Enterprises for more than 30 days is Nil (Previous Year Nil).

58.3.4: Western Railway (WR) has provided the consolidated figures in respect of addition during the year amounting to ₹ 0.18 millions in Bridges & Buildings, Formation, Plant & Machinery (Project) and Permanent Way. They have expressed their inability to provide assets wise break up of addition. In absence of the same, the total addition has been divided in proportion of gross opening balance of these assets. The capital cost incurred and advised by WR to the tune of ₹ 77.81 millions during FY 2016-17 has been debited in fixed assets - Permanent Way only.

58.4 Haridaspur Paradip Railway Company Limited

58.4.1 Claim of M/s Rail Vikas Nigam Limited

A sum of ₹ 169.75 millions upto 31st March 2017 (Previous Year: ₹ 138.29 millions) towards interest and other charges demanded by M/s RVNL is not acknowledged as debt by the Company. Details of the same are mentioned below:

Particulars	**Amount Till 31st March 2017 (₹ in millions)**
Interest	42.13
Site facilities charges	40.02
Differential D&G Charges (over and above 2.25% on Land & Preliminary expenses and 8.75% on other expenses)	87.60
Total	**169.75**

58.5 Bharuch Dahej Railway Company Limited

58.5.1: The amount of outstanding land lease rental charges (Trade Payables) of ₹ 552.69 millions [March 31st 2016 ₹ 407.96 millions (1st April 2015 ₹ 283.56 millions)] represents the amount payable to Western Railway from the date of operation (i.e 8th March 2012 to 31st March 2017) towards Land License fees in respect of land leased to BDRCL. The Railway has been computing the Land License fees at 6% of the market value of land. The market value of land is inflated 7% each year. However, this is being contested by BDRCL as contrary to provision in the Concession Agreement.
Further, the rate of recovery has been recently revised upwards by Western Railway by obtaining fresh circle rates for land prices from civil authorities, leading to more than doubling of the annual claim. Accordingly, the total amount recoverable on account of Land License fee has been worked out as ₹ 1,453.52 millions for the period 25th June 2008 to 31st March 2016 (consider the impact up to 31st March, 2017, the amount increases to ₹ 1,752.66 millions). Following past practice, the Company has cumulatively provided for ₹ 602.59 millions (Previous Year ₹ 457.8 millions & amount of provision as on 01-04-2015 ₹ 333.5 millions) towards the Land License fees from the date of commercial operation to 31st March, 2017, based on the past practice.

Besides, Western Railway had recovered ₹ 49.90 millions towards Land License fee earlier, resulting in net balance amount payable as on 31.03.2017 at ₹ 552.69 millions (Previous Year ₹ 407.95 millions & as on 01-04-2015 an amount of ₹ 283.59 millions).

As per the consistent view of the management and the practice adopted by the Company in the past, no additional amount is payable before the Date of Commercial Operation (COD). Accordingly, the total claim of Western Railway in respect of Land License Fees before COD amounting to ₹ 426.24 millions (Previous Year ₹ 319.6 millions) has not been admitted. Further, since the revised claim of Western Railway is grossly violative of the provisions in the Concession Agreement, the Company has strongly represented to the Ministry of Railways asking for revision in the decision. Seeing merit in the demand of the Company, Railway Board had set up a Committee to examine a number of issues raised by BDRCL, including the issue of Land License fee, and we have been advised that the matter is under consideration. Accordingly, balance amount of ₹ 723.83 millions (₹ 1,752.66 millions – ₹ 602.59 millions – ₹ 426.24 millions) has not been provided for. As stated, the whole issue is currently under active consideration in the Ministry of Railway for charging of Lease License fees at nominal value, consistent with provisions contained in the Concession Agreement read along with extant policy of the Ministry applicable to Joint Venture Gauge Conversion SPVs. The final outcome may have a bearing on the capitalized and revenue expenditure values of the project during the current year.

58.5.2 Operating Income: The Bharuch-Samni-Dahej Railway line of route length 61.60 kilometers became operational from March 8, 2012 and Bharuch-Chavaj line of route length 5.52 Kilometers became operational from 27th February 2014 with the completion of the respective portions of the project. The operating income of the company has been recognized for the period from 1st April 2016 to 31st March 2017 for Bharuch-Samni-Dahej Railway line, with the revenue pertaining to Bharuch-Chavaj being computed on provisional basis. The share of BDRCL in the total revenue collected by the Railway at the time of loading is computed on the basis of percentage of chargeable distance travelled on BDRCL line to the total chargeable distance travelled. While the Operation & Maintenance Agreement is yet to be signed with Western Railway, apportionment of revenue is being done on the basis of in-principle approval accorded by the Ministry of Railways.

58.5.3 The Ministry of Railways has allowed the Company to charge freight at inflated kilometers (50% inflated) for the distance travelled over BDRCL's jurisdiction. Therefore, as against actual distance of 67.12 kms on the Bharuch-Samni-Dahej section and actual distance of 5.52 km of Bharuch-Chavaj section constructed by the company, the total chargeable distance is taken as 100.68 kms. Revenue pertaining to Bharuch-Chavaj section has been accounted for on provisional basis.

58.5.4 Chargeable kilometers for freight movement on the section are 100.68 KM over Dahej-Bharuch-Chavaj section. For Dahej-Bharuch section, Western Railway has, however, apportioned the share for 92 KM only, as against 92.4Km (61.6 km x 1.5) of inflated kilometerage of Bharuch-Dahej section. The revenue actually accounted for includes the share pertaining to the differential distance of 0.4KM from the date of commissioning of Dahej-Bharuch section. It also includes share in apportioned revenue from running of freight trains on the extended section for Bharuch-Chavaj.

58.5.5 Revenue figures are subject to confirmation from Western Railway.

59. For the year ended March 31, 2016

59.1 Bharuch Dahej Railway Company Limited

59.1.1 Western Railway has raised a claim of ₹ 777.4 millions (Previous Year ₹ 653.1 millions) for Land lease rental charges from the date of concession agreement to March 2016 . The company has already provided for ₹ 457.8 millions (Previous Year ₹ 333.5 millions) towards the Lease rental fees from the date of commercial operation to March, 2016, out of which an amount of 49.9 millions has already been deducted by Western Railway resulting is net aggregate amount payable as on 31.03.2015 as ₹ 408.0 millions (Previous Year ₹ 283.6 millions) towards Land License Fees. As per the Railway Board letter No. 2010/Infra/18/6 Pt. I Dated 29.11.2012 , Western Railway has advised to defer lease rental charges as an interim measure , till such time a final view is taken by the board.
The balance of 319.6 millions (Previous year 319.6 millions) is not provided as per the past practice and management is of the view that no additional amount will be payable. Hence no provision has been made for the additional portion. The whole issue is currently pending with the Ministry of Railway for the charging of Lease rental fees at nominal value, consistent with provisions contained in the Concession Agreement read along with extract policy of Ministry for such cases. Upon the final outcome as per the above mentioned letter, this may have a baring on the capitalized and revenue expenditure value of the project during the current year.

59.1.2 Reference is invited to a clarification issued by Institute of Chartered Accountants of India (ICAI) to another Rail SPV through Ministry of Corporate Affairs (MCA), suggesting that assets of the SPV should be accounted for in accordance with " Accounting Standard 26-Intangible Assets", treating the same as intangible assets . Since in the Management's perception , this clarification did not take into account several relevant factors that apply to BDRCL, the company has made a reference to MCA and ICAI, seeking a review. The reference was made after due consultative process with accounting professionals of repute, and the Management is confident that its views will be upheld.
Managements contention is that , the Rail Infrastructure assets created by the SPV are physical assets with definite expected useful lives assigned to each one of them, Further that MOR only determines the tariff at which haulage over the SPV territory shall be paid for to BDRCL. The tariff permissible is identical to the tariff applicable to Indian Railways network.
"Consequently, the arrangement entered into in the form of the concession is a transaction base wholly on commercial considerations, not involving merely transfer of rights to the SPV . It represents substantive ownership of assets with BDRCL over the concession period.
Accordingly, Management is of the view that on this consideration, the assets of the company do not truly reflect character of intangible assets as envisaged by the definition, recognition and measurement under AS-26.
Response to the Company's letter dated 08 July 2015 to ICAI and MCA is awaited. Pending Authoritative ruling and taking note of the fact that the clarification to another SPV was not in the nature of a general ruling, management has accordingly continued to account for the project assets as Fixed Assets in accordance with the accounting policy of the company in this regard and company has followed useful life as prescribed in the Schedule II part C of the Companies Act 2013."

59.1.3 At the instance of Western Railway, the original section for Dahej - Bharuch was extended upto Chavaj, and additional distance of 5.52 KM. The extended section becomes operated on 27th February 2014. However, the Company's share in apportioned revenue and its liability in respect of Operation & Maintenance expenditure relevant to the extended section could not evaluated by it as the relevant data was available only with Western Railway. The details of Traffic routed through Chavaj and Bharuch and O&M expenditure in this regard have been advised by Western Railway to the Company only by July 2016 end. Accordingly, management has accounted for all the cost in the said period and corresponding revenue in the profit & loss account for the year ended 31st March, 2016 from the date of Operation of extended line from Bharuch - Chavaj (5.52 KM).

59.2. KRISHNAPATNAM RAILWAY COMPANY LIMITED

Note 59.2.1 Operating Income :
a) After completion of the Phase-I of the project on 15th November 2008, same is being operated by South Central Railway (SCR) and revenue is being collected by SCR which has been apportioned between the company and various Zonal Railways from 15th November 2008 in terms of Operation and Maintenance Agreement dated 6th, January 2012 signed detailing the modalities of revenue and cost sharing between the company and SCR. Phase 3 of the project is being operated from 2nd March 2014.
Revenue is based on the Calculation sheets received from SCR showing Apportioned Revenue and O&M expenses on Provisional basis. Also the Figures intimated by SCR are provisional and Subject to Confirmation. Hence any Impact arising out of Confirmation of the Figures will be accounted for in the year in which it is finalized
b) Krishnapatnam Railway Company Limited (KPRCL) is anticipating earnings on Length of about 10 Km section from Krishnapatnam Railway Station to the Buffer of Port from South Central Railway. Hence, the revenue reported is subject to the same.
c) Krishnapatnam Railway Company Limited (KPRCL) is also anticipating earnings on account of apportioned Terminal Cost from South Central Railway (SCR) pending due to railway board decision which is not quantified yet. Hence, the revenue reported is subject to the same.
d) Further all supporting evidences related to revenue bookings are being controlled and managed by SCR only and not made available for verification
e) Also the Income pertaining to Phase-1 and Phase -3 cannot be segregated due to non availability of any information from SCR pertaining to same.

Note 59.2.2 Operation and Maintenance Expenses

59.2.2.1: Operation & Maintenance Expenses recognized in current year as intimated by South Central Railway are provisional and subject to Confirmation. Hence, any impact arising on the confirmation of the figures will be accounted for in the year in which it is finalized.

59.2.2.2: South Central Railway has claimed service tax on the services related to operation and Maintenance and indirect cost.

59.2.2.3 Operation & Maintenance expenses of Phase 1 and Phase 3 are being accounted for in terms of the Operations and Maintenance Agreement signed with South Central Railway for 24.50 Km Railway line from Venkatachalam to Krishnapatnam for Phase 1.

59.2.2.4 Operation & Maintenance expenses includes Lease Rent of Rs. 1 in accordance with clause of 4.1 of concession agreement

59.2.2.5 All supporting evidences related to O & M expenses incurred have been controlled and managed by SCR only and not made available for verification.

Note 59.2.2.6 Other Items

As per para10.03 of Construction agreement dated 29th September 2011, the Departmental charges payable to Rail vIkas Nigam Limited @5% of the total cost of works as per detailed estimate/revised estimate/completion estimate. The provision for the same amounting to ₹ 440.9 millions approximately (excluding interest charged by RVNL) as on 31 st March 2016 (as on 31st March 2015- ₹ 289.8 millions) has not been made in the books of accounts.

Tangible Assets and Capital Work in Progress includes expenditure on account of interest Payable to Rail Vikas Nigam Limited (Project Contractor) amounting to ₹ 238.15/- millions during the period for delay in payment for project expenditure. (Previous year : ₹ 29.05/- millions) as calculated by RVNL on balance outstanding in the books of accounts of RVNL and as accepted by Company.
Further, RVNL has provided infrastructure and other indirect establishment facilities to KPRCL for which no amount is charged by RVNL.

Tangible Assets and Capital Work in Progress includes expenditure on account of Directional & General Charges (D&G charges) amounting to ₹ 253.16/- millions (Previous Year ₹ 71.32/- millions) as charged by RVNL (Project Contractor) during the period which is as per the clause no. 10.2 of Construction Agreement dated 29th September 2011, is subject to change. Cumulative D&G Charges upto 31st March 2016 is ₹ 758.14/- millions (Previous Year ₹ 504.98/- millions) is subject to change. Break up of "D & G charges" included in capital work in progress (and tangible assets related to phase 3 transferred from capital work in progress during the year)

NOTE 59.3 : HARIDASPUR PARADIP RAILWAY COMPANY LIMITED

59.3.1. A sum of ₹138.29/- millions upto 31st March 2016 (towards interest and other charges demanded by M/s RVNL is not acknowledged as debt by the HPRCL.

A. Interest & Site Facilities Charges	
Particulars	**Amount till 31st March 2016**
Interest	39.92
Site Facilities Charges	22.02
Total (A)	**61.94**

D&G Charges on Land, Preliminary Expenses and Site Facilities Charges

Particulars	**Amount till 31st March 2016**	**Rate of D&G Charges**	**D&G Charges thereon**
Land	797.77	9.13%	72.84
Preliminary Project Expenditure	16.47	9.13%	1.50
Site Facilities	22.02	9.13%	2.01
Total (B)			76.35
Grand Total (A+B)			138.29

NOTE 59.4 Kutch Railway Company Limited

59.4.1 The project work completed by WR bas been duly capitalized under different heads of fixed assets on the basis of advices received from WR on year to year basis. Besides that the Company has also supplied material to WR to the tune of ₹ 1199.7 millions for completion of project (capitalized under permanent way) which is subject to verification and reconciliation with WR.
b. An amount of ₹ 50.9 millions is also outstanding as on 31st March 2016 to WR for the project work which is also subject to verification and reconciliation with WR

59.4.2 The company has not been able to follow componentization in respect of project assets (viz. Bridges & Buildings, Formation, Plant & Machinery-Project and Permanent Way) which are the control of Western Railway. The details of assets provided by Western Railway are deficit and accordingly, Depreciation on the basis of componentization of those assets has not been followed. The impact of depreciation in respect of other assets due to componentization is not ascertainable.

59.4.3 Western Railway (WR) has provided the consolidated figures in respect of addition during the year amounting to ₹ 1.42 millions in Bridges & Buildings, Formation, Plant & Machinery (Project) and Permanent way. They have expressed their inability to provide assets wise break up of addition. In absence of the same, the total addition has been divided in proportion of gross opening balance of these assets. The capital cost incurred and advised by WR to the tune of ₹ 130.76/- millions during financial year 2015-16 has been divided in fixed assets –Permanent Way only.

59.4.4 All recievables including advances and payables are subject to confirmation, reconciliations and consequential adjustments, if any.

59.4.5 Since the financial year i.e. 2013-14, Western Railway has computed Company's share of apportioned earnings on the basis of 'carried route' instead of 'booked route'. Accordingly, apportioned earnings have been reduced by ₹ 315.3 millions for current financial year. Further, a total amount of ₹ 89.8 millions has been deducted on this account for the financial years 2010-11. The Company has contested against this method of calculation of apportioned earnings at various levels in Railways. The approximate amount of ₹ 385 millions may be deducted by on this account for earlier financial years (from 2006-07 to 2009-10). The same has been estimated as follows:-

Financial Year	**Loaded Trains (no.)**	**Approx deduction in Apportined Earnings on the basis of no. of Loaded trains (in millions Rs.)**	**NTKM (millions)**	**Approx deduction in Apportined Earnings on the basis of NTKM (in millions)**
2006-07	3,166	50	134.50	50.00
2007-08	6,617	110	2,122.90	80.00
2008-09	7,696	120	2,484.20	100.00
2009-10	8,866	140	2,932.60	120.00
	Total	**420**		**350.00**

The average amount of both of above methods works out to be ₹ 535 millions (approx). The impact of the same will be reduction in Reserves and Sundry Debtors by ₹ 535 millions (approx.) in the subsequent years as and when advised by the Western Railway.

60. For the year ended March 31, 2015 (Proforma)

60.1 Angul Sukinda Railway Limited

60.1.1"There is a change is change in the policy for Interest earned on deposits with banks, earlier Interest earned on deposits with bank had been taken to the profit and loss account. From current financial year the interest earned during year on deposits with bank will be taken to the capital work in progress. Had the company continued to apply the earlier policy, capital work in progress would have been higher by ₹138.34 /- millions and profit of the company would have been higher by ₹138.34/- millions."

60.2 Bharuch Dahej Railway Company Limited

60.2.1: Western Railway has raised a claim of ₹ 653.1 millions for Land lease rental charges from the date of concession agreement to March 2015 . The company has already provided for ₹ 333.5 millions (Previous Year ₹ 178.7 millions) towards the Lease rental fees from the date of commercial operation to March, 2015, out of which an amount of ₹ 49.9 millions has already been deducted by Western Railway resulting is net aggregate amount payable as on 31.03.2015 as ₹ 283.6 millions towards Land Licence Fees. As per the Railway Board letter No. 2010/Infra/18/6 Pt. I Dated 29.11.2012 , Western Railway has advised to defer lease rental charges as an interim measure , till such time a final view is taken by the board.
The balance of ₹ 319.6 millions (Previous year ₹ 358.1 millions) is not provided as as per the past practice and management is of the view that no additional amount will be payable. Hence no provision has been made for the additional portion. The Whole issue is currently pending with the Ministry of Railway for the charging of Lease rental fees at nominal value, consistent with provisions contained in the Concession Agreement read alongwith extract policy of Ministry for such cases. Upon the final outcome as per the above mentioned letter, this may have a baring on the capitalized and revenue expenditure value of the project during the current year.

60.2.2 Reference is invited to a clarification issued by Institute of Chartered Accountants of India (ICAI) to another Rail SPV through Ministry of Corporate Affairs (MCA), suggesting that assets of the SPV should be accounted for in accordance with " Accounting Standard 26-Intangible Assets", treating the same as intangible assets . Since in the Management's perception , this clarification did not take into account several relevant factors that apply to BDRCL, the company has made a reference to MCA and ICAI, seeking a review. The reference was made after due consultative process with accounting professionals of repute, and the Management is confident that its views will be upheld.
Managements contention is that , the Rail Infrastructure assets created by the SPV are physical assets with definite expected useful lives assigned to each one of them, Further that MOR only determines the tariff at which haulage over the SPV territory shall be paid for to BDRCL. The tariff permissible is identical to the tariff applicable to Indian Railways network. Consequently, the arrangement entered into in the form of the concession is a transaction base wholly on commercial considerations, not involving merely transfer of rights to the SPV . It represents substantive ownership of assets with BDRCL over the concession period.
Accordingly, Management is of the view that on this consideration, the assets of the company do not truly reflect character of intangible assets as envisaged by the definition, recognition and measurement under AS-26.
Response to the Company's letter dated 08 July 2015 to ICAI and MCA is awaited. Pending authorization and taking note of the fact that the clarification to another SPV was not in the nature of a general ruling, management has accordingly continued to account for the project assets as Fixed Assets in accordance with the accounting policy of the company in this regard and company has followed useful life as prescribed in the Schedule II part C of the Companies Act 2013.

60.2.3: Revenue from Operation

Particulars	For the year ended March 31,2015 (₹ in millions)	For the year ended March 31,2014 (₹ in millions)
Sale of Services	1,325.22	756.51
Total	**1,325.22**	**756.51**

60.2.3.1: Operating Income: The Bharuch-Samni-Dahej Railway line measuring 61.60 kilometers became operational from March 8, 2012 with the completion of the project. The operating income of the company has been recognized for the period from 1st April 2014 to 31st March 2015 on provisional basis on actual share of freight in percentage, in terms of the Operation & Maintenance Agreement to be signed with the Western Railway, for which an in-principle approval has been received from the Ministry of Railways .

60.2.3.2: The Ministry of Railways has allowed the Company to charge earnings at inflated kilometers (50% inflated) as against actual distance of 67.12 kms of the Bharuch-Samni-Dahej and Bharuch - Chavaj railway line constructed by the company, However, upto this stage, the revenue pertaining to 92.00 kms only has been apportioned by the Western Railway on provisional basis, as agianst 100.68 kms due.

60.2.3.3: Revenue figures are subject to confirmation from Western Railway.

60.2.4: Operation & Maintainance Expenses

Particulars	For the year ended March 31,2015 (₹ in millions)	For the year ended March 31,2014 (₹ in millions)
Operation & Maintainance Expenses		
Current period	447.57	277.51
Prior period	13.28	-
Total	**460.85**	**277.51**

60.2.4.1: In terms of the Operations and Maintenance Agreement to be entered into with the Western Railway, the company has to bear a share in the expenses incurred by the Western Railway on the operation and maintenance of the Bharuch-Samni-Dahej railway line. The company has recognized operating expenses of ₹ 280.9 millions (Previous year ₹ 155.4 millions) for the Period from April 2014 to March 2015 as advised by the Western Railway on provisional basis in terms of the Operation & Maintenance Agreement to be entered into with the Western Railway. The final amount of expenses to be borne by the company could vary.
The O&M of Civil Engineering and S&T assets is being done by the company . The company has recognized O&M expenses of Civil Engineering and S&T assets of ₹ 179.6 millions (Previous year ₹ 122.1 millions) for the year ending March 31, 2015.

60.2.4.2: Prior period expenses represents cost of fuel (Electril Traction - OHE) for the financial year 2012-13, as intimated by Western Railway vide their letter No. EL/TRD/W/672 dated April 24, 2014.

60.2.5 Contingent Liabilities

Claims not acknowledged as debts by the company

M/s Rail Vikas Nigam Limited has demanded management fees of ₹ 181.5 millions for the period from April.14 to March, 15 (previous year ₹ 174.8 millions) towards construction of the project.

During the year ended 31.03.2015 company has received a show Cause Notice from the Directorate General of Central Excise Intelligence Regarding the liability of Service Tax of ₹ 163.3 millions, company has not accepted the liability and has submitted its representation to department on 2nd January 2015.

Western Railway has raised a claim of ₹ 653.1 millions for Land lease rental charges from the date of concession agreement to March 2015 . The company has already provided for ₹ 333.5 millions (Previous Year ₹ 178.7 millions) towards the Lease rental fees from the date of commercial operation to March, 2015, out of which an amount of ₹ 49.9 millions has already been deducted by Western Railway resulting is net aggregate amount payable as on 31.03.2015 as ₹ 283.6 millions towards Land Licence Fees. As per the Railway Board letter No. 2010/Infra/18/6 Pt. I Dated 29.11.2012 , Western Railway has advised to defer lease rental charges as an interim measure , till such time a final view is taken by the board.

The balance of ₹ 319.6 millions (Previous year ₹ 358.1 millions) is not provided as per the past practice and management is of the view that no additional amount will be payable. Hence no provision has been made for the additional portion. The Whole issue is currently pending with the Ministry of Railway for the charging of Lease rental fees at nominal value, consistent with provisions contained in the Concession Agreement read along with extract policy of Ministry for such cases. Upon the final outcome as per the above mentioned letter, this may have a baring on the capitalized and revenue expenditure value of the project during the current year.

Company has terminated some contractual employees, due to misconduct at work place and unauthorized absence from office, Aggrieved by the decision of the company employees have filed application with labour court for compensation towards their termination. However based on the facts of the case company expects favorable decision. Financial impact of same is not ascertainable.

60.3 Krishnapatnam Railway Company Limited

60.3.1:Operating Income:

a) After completion of the Phase-I of the project on 15th November 2008, same is being operated by South Central Railway (SCR) and revenue is being collected by SCR which has been apportioned between the company and various Zonal Railways from 15th November 2008 in terms of Operation and Maintenance Agreement dated 6th, January 2012 signed detailing the modalities of revenue and cost sharing between the company and SCR.

Current year Income is based on the Calculation sheets received from SCR showing Apportioned Revenue and O&M expenses on Provisional basis. Also the Figures intimated by SCR are provisional and Subject to Confirmation. Hence any Impact arising out of Confirmation of the Figures will be accounted for in the year in which it is finalized.

b) The operating revenue for the current year has been recognised net of "Port Congestion Surcharge" as deducted by SCR from the revenue apportioned during the year.

c) Krishnapatnam Railway Company Limited (KPRCL) is anticipating earnings on Length of about 10 Km section from Krishnapatnam Railway Station to the Buffer of Port from South Central Railway. Hence, the revenue reported is subject to the same.

d) Krishnapatnam Railway Company Limited (KPRCL) is also anticipating earnings on account of apportioned Terminal Cost from South Central Railway (SCR) pending due to Railway Board decision which is not quantified yet. Hence, the revenue reported is subject to the same.

e) Further, all supporting evidences related to revenue bookings are being controlled and managed by SCR only and not made available for verification.

f) Also, the income pertaining to Phase 1 and Phase 3 can not be segregated due to non availability of any information from SCR pertaining to same.

60.3.2 Operation & Maintenance Expense (O&M Expenses)

Particulars	For the year ended March 31,2015 (₹ in millions)	For the year ended March 31,2014 (₹ in millions)
Operation & Maintenance Expenses		
- Current Year	304.01	174.39
- Prior Period	1.18	-
Overhead Cost		
- Current Year	24.59	18.16
- Prior Period	0.03	63.22
Total	**329.82**	**255.78**

60.3.2.1: Operation & Maintenance Expenses recognized in current year as intimated by South Central Railway are provisional and subject to Confirmation. Hence, any impact arising on the confirmation of the figures will be accounted for in the year in which it is finalized.

60.3.2.2: South Central Railway has claimed service tax on the services related to Operation and Maintenance and indirect cost. Company has received a letter from South Central Railway towards levying of service tax on O & M Cost amounting to Rs. 43.93/- millions for the period of 01-10-2012 to 30-06-2014, intimating vide letter dated 10th November 2014 and service tax on Indirect costs for the period Oct 2012 to Dec 2012 amounting to Rs 0.58/- millions.

60.3.2.3: Also, the O&M expenses pertaining to Phase 1 and Phase 3 can not be segregated due to non availability of any information from SCR pertaining to same.

60.3.2.4: Operation and maintenance agreement pertaining to operation of Phase 3 line is pending for finalization and signing.

60.3.2.5 Operation & Maintenance expenses are being accounted for in terms of the Operations and Maintenance Agreement signed with South Central Railway for 24.50 Km Railway line from Venkatachalam to Krishnapatnam

Note: All supporting evidences related to O & M expenses incurred have been controlled and managed by SCR only and not made available for verification.

60.3.3 :

As per Para 10.03 of Construction Agreement dated 29th September, 2011, the Departmental Charges are payable to Rail Vikas Nigam Limited @5% of the total cost of works as per detailed estimate/revised estimate/completion estimate. The provision for the same amounting to ₹ 289.8 millions approximately (excluding interest charged by RVNL) has not been made in the books of accounts.

60.4 Haridaspur Paradip Railway Company Limited

60**.4.1**

During the year, the company has changed its policy and routed the receipts and expenditure directly to Capital Work in Progress as against the earlier practice of routing it through statement of Profit& Loss since the interest income earned on fixed deposits/flexi accounts out of the funds infused as share capital for meeting The cost of execution of the project of construction of railway line is the income earned prior to the commencement of business and hence is in the nature of capital receipt' Moreover, since the company has no other activity all the expenditures are related to the project. This change of accounting policy has net impact of decrease in profit of the year,₹ 89.67/- millions with a consequential decrease in capital work in Progress to that extent (Refer Note 57.4.1.1, 57.4.1.2, 57.4.1.3 & 57.4.1.4).Moreover, the Company has provided depreciation on the straight line method up to 95% of the cost of the asset over their useful lives as per the method prescribed in Schedule II of the Companies, Act 2013.

60.4.1.1 During the year the company has changed the accounting treatment of depreciation on assets in line with Ind AS 6 by debiting the same to CWIP instead of earlier practice of showing it as revenue expenditure. As a result, the profit for the year was increased by ₹ 0.32/- millions with a consequential increase in CWIP to that extent.

60.4.1.2 Other income (₹ in millions)

Particulars	As at 31 March, 2015	As at 31 March, 2014
(a) Interest earned on deposits/Sweep A/c kept with banks	100.08	32.78
(b) Sale of tender paper	-	0.04
(c) License fees (MD)	0.06	-
(d) Miscallenous income	0.00	0.00
Sub-Total	100.14	32.82
Less : Transferred to CWIP (note 10)	100.14	0.04
Total	**-**	**32.78**

Additional information:

During the year the company has changed the accounting treatment of Interest income & other receipts in line with AS 10 by crediting the same to CWIP instead of earlier practice of showing it as revenue. As a result, the profit for the year was reduced by ₹ 100.14 million/- with a consequential decrease in CWIP to that extent.

60.4.1.3 Employee benefits expense (₹ in millions)

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
(a) Salaries and wages	4.73	4.18
(b) Ex-gratia	0.42	0.15
(c) Staff welfare expenses	0.03	0.02
Sub-Total	5.18	4.35
Less : Transferred to CWIP (note 10)	5.18	-
Total	**-**	**4.35**

Additional information:

During the year the company has changed the accounting treatment of employee benefit expenses in line with Ind AS 6 by debiting the same to CWIP instead of earlier practice of showing it as revenue expenditure. As a result, the profit for the year was increased by ₹ 5.18 million/- with a consequential increase in CWIP to that extent.

60.4.1.4 Other Expenses

(₹ in millions)

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014
	₹	₹
(a) Payment to auditors		
(i) As Auditor - Statutory Audit	0.06	0.05
(ii) Certification charges in other capacity	-	0.00
(iii) Service tax thereon (on i& ii)	0.01	0.01
(iv) Reimbursement of expenses	-	0.03
(b) Legal & professional charges	1.13	1.61
(c) Travelling & conveyance	0.73	0.48
(d) Office rent	1.40	1.32
(e) Telephone & internet expenses	0.09	0.10
(f) Vehicle insurance, running & maintenance expenses	0.38	0.20
(g) Filing fees	0.02	6.16
(h) Seminar & meeting expenses	0.09	0.13
(i) Advertisement expenses	0.24	-
(j) Computer hiring charges	0.13	0.10
(k) Miscellaneous expenses	0.71	0.29
Sub-Total	4.97	10.50
Less : Transferred to CWIP (note 10)	4.97	-
Total	**-**	**10.50**

Additional information:

During the year the company has changed the accounting treatment of other expenses in line with Ind AS 6 by debiting the same to CWIP instead of earlier practice of showing it as revenue expenditure. As a result, the profit for the year was increased by ₹ 4.97 million/- with a consequential increase in CWIP to that extent.

60.5 Kutch Railway Company Limited

60.5.1.1 The Project work completed by WR has been dully capitalized under different heads of fixed assets on the basis of advices received from WR on year to year basis. Besides that the Company has also supplied material to WR to the tune of ₹ 1,199.7 millions for completion of project (capitalized under Permanent Way) which is subject to verification and reconciliation with WR.

60.5.1.2 An amount of ₹ 49.5 millions is also outstanding as on 31st March 2015 to WR for the project work which is also subject to verification and reconciliation with WR.

60.5.2: Western Railway (WR) has provided the consolidated figures in respect of addition during the year amounting to ₹ 2.93 millions in bridges & building , Formation, Plant & machinery (Project) and permanent way. They have expressed their inability to provide assets wise break up of addition . In absence of the same, the total addition has been provided in proportion of gross opening balance of these assets. The capital cost incurred and advised by WR tune of ₹102.31/- millions during f/y 2014-15 has been debited in fixed assets -Permanent Way only.

60.5.3: All receivables including advances and paybles are subject to confirmation, reconciliation and consequential adjustments, if any.

60.5.4: Since the previous financial year i.e 2013-14, Western Railway has computed Company's share of apportioned earnings on the basis of 'carried route' instead of 'booked route' . Accordingly, aportioned earnings has been reduced by ₹ 419.9 millions for current financial year. Further, a total amount of ₹ 310.2 millions has been deducted on this account for the financial years 2011-12 & 2012-13. The Company has contested against this method of calculation of apportioned earnings at various levels in Railways. The approximate amount of ₹ 535 millions may be deducted by account for earlier financial years (from 2006-07 to 2010-11). The same has been estimated as follows:-

Financial Year	Loaded Trains (no.)	Approx deduction in Apportined Earnings on the basis of no. of Loaded trains (in millions Rs.)	NTKM (millions)	Approx deduction in Apportined Earnings on the basis of NTKM (in millions)
2006-07	3,166	50	134.50	50.00
2007-08	6,617	110	2,122.90	80.00
2008-09	7,696	120	2,484.20	100.00
2009-10	8,866	140	2,932.60	120.00
2010-11	9,543	150	3,705.90	150.00
	Total	**570**		**500.00**

The average amount of both of above methods works out to be ₹ 535 millions (approx). The impact of the same will be reduction in Reserves and Sundry Debtors by ₹ 535 millions (approx.) in the subsequent years as and when advised by the Western Railway.

RAIL VIKAS NIGAM LIMITED

ANNEXURE:-VI Adjustment for Restatement of Profit & Loss
Material Adjustment to the Restated Consolidated Financial Statement

1. Material Regrouping

Appropriate adjustments have been made in the Restated Standalone Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2. Material Adjustments:

The Summary of results of restatement made in the Audited Standalone Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

(₹ in Millions)

Particulars	As At September 30,2018	As at March 31,2018	As At March 31,2017	As At March 31,2016	As At March 31,2015 (Proforma)
(A) Net Profits as per Audited Financial Statements	2,538.57	5,689.57	4,417.84	4,333.87	3,343.69
Add/(Less) Adjustments on account of Recasting					
1) Reversal/recognition of Employee benefit expense					
Reversal of Employee benefit expense in 2014-15 is reversed in the financial year 2012-13	-	-	-	-	(10.69)
Recognition of Employee benefit expense in 2015-16 is recognised in the financial year 2014-15	-	-	-	2.68	(2.68)
Recognition of Employee benefit expense in 2014-15 is recognised in the financial year 2012-13	-	-	-	-	0.11
Reversal of Employee benefit expense in 2015-16 is reversed in the financial year 2013-14	-	-	-	(0.07)	-
Recognition of Employee benefit expense in 2016-17 is recognised in the financial year 2015-16	-	-	5.80	(5.80)	-
Recognition of Employee benefit expense in 2018-19 is recognised in the financial year 2017-18		-			
2) Income Tax					
Recognition of income tax in 2017-18 is recognised in the financial year 2011-12		1.64			
Recognition of income tax in 2017-18 is recognised in the financial year 2016-17			(0.05)		
Recognition of income tax in 2016-17 is recognised in the financial year 2015-16	-		0.60	(0.60)	-
Recognition of Income Tax expense in 2014-15 is recognised in the financial year 2013-14	-		-	-	0.18
Reversal of income tax in 2015-16 is reversed in the financial year 2014-15	-		-	(16.59)	16.59
Recognition of income tax in 2017-18 is recognised in the financial year 2016-17		0.25	(0.25)		
Recognition of income tax in 2015-16 is recognised in the financial year 2011-12	-		-	0.07	-
Reversal of income tax in 2018-19 is reversed in the financial year 2017-18	-2.13	2.13			
3) Reversal of Revenue related to SPV					
Revenue reversed in 2016-17 is reversed in the F.Y. 2015-16, 2014-15, 2013-14, 2012-13 & 2011-12	-		28.43	(16.61)	(4.04)
Revenue reversed in 2014-15 is reversed in the F.Y. 2013-14, 2012-13 & 2011-12	-		-	-	51.28
4) Reversal of Management Fee					
Reversal of revenue in 2015-16 is reversed in the F.Y. 2014-15, 2013-14 & 2012-13	-		-	2.15	(1.58)
5) Asset written off					
a) Assets reversed during F.Y. 15-16 reversed in the F.Y. 2014-15 & 2013-14	-		-	14.24	(1.39)
6) Consistency of Accounting Policy					
a) Reversal of income in 2014-15 is reversed in the F.Y. 2013-14, 2012-13	-		-	-	(0.95)
7) Reversal of Expenditure allocated to SPV					
Reversal of allocated expenditure in 2016-17 is reversed in the F.Y. 2015-16 & 2014-15	-		40.57	(15.86)	(24.72)
8) Provision of Deferred Tax Assets					
Deferred tax assets is recalculated due to change in employee benefit expense	-		-	(0.13)	0.13
9) Change in share of Joint Venture	-		(27.91)	(7.15)	1.86
10) Ind-AS Adjustment					
Reversal of Income on financial instruments	-		(33.87)	-	-
11) Depreciation Adjustment					
Reversal of additional depreciation	-		(0.25)	-	-
Total	(2.13)	4.03	13.07	(43.66)	24.10
Restated Profit/Loss (A+B+C)	**2,536.43**	**5,693.60**	**4,430.91**	**4,290.20**	**3,367.78**

1) Reversal/recognition of Employee benefit expense

Prior Period Expenses/ Income has been reversed from the financial year in which it has been shown as a prior period expenses/income and the same has been recognised in the Financial year to which it pertains

2) Income Tax

Income tax Expense has been reversed from the financial year in which it has been shown as a prior period income tax expense and the same has been recognised in the Financial year to which it pertains

3) Reversal of Revenue related to SPV

a) Reversal of Site facilities charges, D&G charges & Departmental charges in the Financial year to which it pertains

b) Reversal of D&G charges and recognition of departmental charges due to contract made with SPV

4) Reversal of Management Fee

Reversal of management fee on account of management fees calculated on Project Management Consultancy or a national project reclassified as MOR project.

5) Asset written off

Expenditure incurred on Multi Functional complex written off during the F.Y.2015-16 has been reversed during the F.Y. in which asset is created

6) Consistency of Accounting Policy

Cheques which are more than 3 yrs.' old and could not be cleared in stale cheque account are credited to the head which was earlier debited while making payments except deductions made from salary of staff which are credited to misc income.

7) Reversal of Expenditure allocated to SPV

Expenditure allocated to Subsidiary Company have been reversed in the F.Y. to which they pertains.

8) Provision of Deferred Tax Assets

Due to changes in Provision for PRP/PLI, gratuity etc, the Company has recalculated the deferred tax liability and deferred tax assets at the rate of normal Tax rate applicable at the end of relevant year.

9) Change in share of Joint Venture

Share of Joint Venture has been change due to reversal of expense in ASRL, KRC and change in the audited financials of BDRCL.

10) Ind-AS Adjustment

Excess Income booked during FY 2016-17 on financial instruments has been reversed

11) Depreciation Adjustment

Additional depreciation has changed during the F.Y. 2016-17 has been reversed.

ANNEXURE:-VII

Restated Consolidated Statement of Accounting Ratios

(₹ in Millions)

Particulars	For the Half Year Ending 30th September 2018	For the Year Ending 31st March 2018	For the Year Ending 31st March 2017	For the Year Ending 31st March 2016	For the Year Ending 31st March 2015 (Proforma)
Restated PAT as per P& L Account (Rs. in millions)	2,536.20	5,699.20	4,434.62	4,294.34	3,368.49
Weighted Average Number of Equity Shares at the end of the year	2,085.02	2,085.02	2,085.02	2,085.02	2,085.02
Net Worth (Rs. in Millions)	40,621.19	39,252.48	35,568.80	34,224.28	30,605.11
Earnings Per Share					
Basic (In Rupees)	1.22	2.73	2.13	2.06	1.62
Diluted (In Rupees)	1.22	2.73	2.13	2.06	1.62
Return on Net Worth(%)	6.24%	14.52%	12.47%	12.55%	11.01%
Net Asset Value Per share (Rs)	19.48	18.83	17.06	16.41	14.68
Nominal Value per Equity share (Rs.)	10	10	10	10	10

Note:- (i)
The ratios have been calculated as below
(a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year

(b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year

(c)Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100
(d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.

Note:- (ii)
Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the six months/year adjusted by the number of equity shares issued during the six months/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion to total number of days during the six months/year.

Note:- (iii)
Earnings Per Share calculation are in accordance with Ind AS-33 Earnings Per Share
Note:- (iv)
Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)
Note:- (v)
The figures disclosed above are based on the Restated Standalone Financial Statements of the Company.

ANNEXURE:-VIII

Restated Consolidated Statement of Tax Shelters

(₹ in Millions)

S.No	Particulars	For the Half Year Ending 30th September 2018	For the Year Ending 31st March 2018	For the Year Ending 31st March 2017	For the Year Ending 31st March 2016	For the Year Ending 31st March 2015 (Proforma)
1	Notional Tax Rate	21.55%	21.34%	21.34%	21.34%	20.96%
2	**Profit before Tax - as Restated**	3,101.07	6,640.33	4,886.69	3,695.82	2,483.37
	Tax on above	615.71	1,204.19	1,043.05	788.83	520.54
	Adjustments:					
	Permanent Differences due to					
	Expenditures incurred against exempt incomes	-	-	6.51	6.35	4.78
	Interest on TDS	4.12	1.82	0.00	0.06	0.05
	Dividend Income	-37.71	-21.34	-11.74	-5.34	-10.48
	Interest on Income Tax	0.00	0.00	0.00	0.10	0.00
	Preliminary Expenses			-0.04	-0.04	-0.04
	Total Permanent Differences	-33.59	-19.53	-5.27	1.14	-5.68
	Temporary difference Due to					
	Depreciation	0.00	0.00	-0.05	0.02	0.00
	Other Adjustments					
	Effect of Ind AS Adjustments	3.34	1.92	3.30	-16.47	-23.77
	Brought Forward Depreciation set off	0.00	0.00	0.00	0.00	-0.09
3	**Adjusted Tax Liability**	**585.46**	**1,186.59**	**1,041.04**	**773.53**	**491.01**
	Adjusted Tax Liability	**585.46**	**1,186.59**	**1,041.04**	**773.53**	**491.01**
	Tax impact of recasting	0.00	0.00	-8.79	4.22	-1.16
	Total Tax as per Return of Income	585.46	1,186.59	1,032.25	777.74	489.85

ANNEXURE:-IX

Restated Consolidated Statement of Dividend

(₹ in Millions)

Particulars	As At September 30,2018	As At March 31,2018	As At March 31,2017	As At March 31,2016	As At March 31,2015 (Proforma)
Share Capital					
Number of Equity Shares	2,085.02	2,085.02	2,085.02	2,085.02	2085.02
Face Value (Rs.)	10.00	10.00	10.00	10.00	10.00
Equity Share Capital	20,850.20	20,850.20	20,850.20	20,850.20	20,850.20
Dividend per Equity Shares (in Rs.)	0.46	0.80	1.23	0.18	0.15
Rate of Dividend	4.65%	8.01%	12.33%	1.78%	1.51%
Dividend tax rate	20.56%	20.36%	20.36%	20.35%	17.66%
Dividend on Equity Shares *	968.60	1,670.00	2,571.00	372.00	315.00
Dividend Distribution Tax	199.10	339.97	523.40	75.72	55.62

*** Dividend represents dividend paid during the year**

ANNEXURE-X
Restated Consolidated Turnover Statement

(₹ in Millions)

S.No	Particulars	As At September 30,2018	As at March 31,2018	As At March 31,2017	As At March 31,2016	As At March 31,2015 (Proforma)
a)	Turnover of Products manufactured by the company(net of excise duty)	-	-	-	-	
b)	Turnover of Products traded by the issuer company	-	-	-	-	
	Normally dealt in by the issuer	-	-	-	-	
	Not Normally dealt in by the issuer	-	-	-	-	
c)	**Total Revenue from Sale of goods (a+b)**	**-**	**-**	**-**	**-**	
d)	Turnover of Services Provided by the issuer company	36,228.82	75,973.58	59,151.06	45,398.54	31,465.35
	Normally dealt in by the issuer	36,228.82	75,973.58	59,151.06	45,398.54	31,465.35
	Not Normally dealt in by the issuer	-	-	-	-	-
f)	**Total Revenue from Services (d)**	**36,228.82**	**75,973.58**	**59,151.06**	**45,398.54**	**31,465.35**

ANNEXURE-XI
Restated Consolidated Statement of Indebtedness

(₹ in Millions)

S.No	Name of lender	Loan No	Loan Amount	Rate of interest	Total term of loan	Amount outstanding as on 30-09-2018	Security
1	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2005-06	5,180.00	8.06%	15 YEARS (3 YEARS MOROTORIUM)	863.33	NIL
2	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2006-07	4,500.00	9.73%	15 YEARS (3 YEARS MOROTORIUM)	1,125.00	NIL
3	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2007-08	2,400.00	10.24%	15 YEARS (3 YEARS MOROTORIUM)	800.00	NIL
4	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2008-09	2,930.00	9.96%	15 YEARS (3 YEARS MOROTORIUM)	1,220.83	NIL
5	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2009-10	3,700.00	8.92%	15 YEARS (3 YEARS MOROTORIUM)	1,850.00	NIL
6	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2010-11	1,000.00	9.12%	15 YEARS (3 YEARS MOROTORIUM)	583.33	NIL
7	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2011-12	1,079.00	10.12%	15 YEARS (3 YEARS MOROTORIUM)	719.33	NIL
8	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2012-13	1,040.00	9.41%	15 YEARS (3 YEARS MOROTORIUM)	780.00	NIL
9	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2013-14	4,400.00	9.60%	15 YEARS (3 YEARS MOROTORIUM)	3,666.67	NIL
10	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2014-15	2,730.00	9.56%	15 YEARS (3 YEARS MOROTORIUM)	2,502.50	NIL
11	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2015-16	2,559.00	8.68%	15 YEARS (3 YEARS MOROTORIUM)	2,559.00	NIL
12	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2016-17	371.30	8.19%	15 YEARS (3 YEARS MOROTORIUM)	371.30	NIL
13	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2017-18	925.00	8.75%	15 YEARS (3 YEARS MOROTORIUM)	925.00	NIL
14	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2018-19	400.00	8.75%	15 YEARS (3 YEARS MOROTORIUM)	400.00	NIL
	TOTAL		**33,214.30**			**18,366.30**	

ANNEXURE- XII
Restated Consolidated Statement of Capitalisation

(₹ in Millions)

S.No	Particulars	Pre-Offer for the year ended September 30, 2018	Adjusted for Post-Offer
A	**Debt**	**23,911.55**	**23,911.55**
-	Short Term Debt	4,278.09	4,278.09
-	Long Term Debt	19,633.46	19,633.46
B	**Shareholders' funds**		
-	Share Capital	20,850.20	20,850.20
-	Other Equity	19,770.99	19,770.99
	Total Shareholder's funds	**40,621.19**	**40,621.19**
	Total Debt/Equity Ratio	0.59	0.59
	Long Term Debt/Equity Ratio	0.48	0.48

ANNEXURE- XIII
Total equity reconciliation as at March 31, 2015 - Proforma

The Proforma financial information of the Company as at and for the year ended March 31, 2015, is prepared in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/P/2016/4 dated March 31, 2016 ("SEBI Circular"). As envisaged by the SEBI Circular, the Company has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on its Ind AS transition date (i.e April 1, 2015) while preparing proforma financial information for the FY 2014-15 and accordingly suitable restatement adjustments in the accounting heads have been made in the proforma financial information. This proforma Ind AS financial information have been prepared by making Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2015

(₹ in Millions)

Particulars	Amount
Total Equity (shareholder's fund) as at 31 March 2015 (Proforma)	**30,640.20**
Unwinding of interest cost on financial liabilities	152.79
Deferred income on financial liabilities	(268.15)
Unwinding of interest income on financial assets	(3.42)
Rent expenses on financial assets	4.02
Change in method of consolidation due to Ind As Adjustments in FY 14-15	(134.42)
Total Equity (shareholder's fund) as at 1 April 2015 - Date of transition	**30,391.02**

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON THE RESTATED (UNCONSOLIDATED) FINANCIAL INFORMATION FOR THE YEARS ENDED 2015, 2016, 2017, 2018 AND FOR THE PERIOD ENDED SEPTEMBER 2018

To
The Board of Directors
Rail Vikas Nigam Ltd.
Plot No.25, First Floor,
August Kranti Bhawan,
Bhikaji Cama Place,
R.K. Puram
New Delhi-110066

Dear Sirs,

1) We have examined the attached Restated Unconsolidated Financial Information of **Rail Vikas Nigam Ltd** (**"the Company"**), which comprise of the Restated Unconsolidated Summary Statement of Assets and Liabilities as at September 30, 2018, March 31, 2018, 2017, 2016 and 2015, the Restated Unconsolidated Summary Statements of Profit and Loss (including other comprehensive income), the Restated Unconsolidated Statement of Changes in Equity and the Restated Unconsolidated Summary Statement of Cash Flows for the six months period ended September 30, 2018 and for each of the years ended March 31, 2018, 2017, 2016 and 2015 and the Summary of Significant Accounting Policies (collectively, the "Restated Unconsolidated Financial Information")as approved by the Board of Directors of the Company prepared in terms of the requirements of :

   a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");

   b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").

   c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note")

   The preparation of the Restated Unconsolidated Financial Information [including the interim financial information mentioned in paragraph 5 below] is the responsibility of the Management of the Company for the purpose set out in paragraph 10 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Unconsolidated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Guidance Note and ICDR Regulations.

2) Our responsibility is to examine the Restated Unconsolidated Financial Information and confirm whether such Restated Unconsolidated Financial Information comply with the requirements of the Act, the ICDR Regulations and the Guidance Note.

3) We have examined such Restated Unconsolidated Financial Information taking into consideration:

   a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated December 03, 2018 in connection with the proposed issue of equity shares of the Company;

   b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI ("The Guidance Note") and

   c) The Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), which include the concepts of test checks and materiality. This Guidance Note requires us to obtain reasonable assurance based on verification of evidence supporting the Restated Unconsolidated Financial Information. This Guidance Note also requires that we comply with the ethical requirements of the code of Ethics issued by the ICAI.

d) The requirement of Section 26 of the Companies Act and ICDR Regulations

4) These Restated Unconsolidated Financial Information have been compiled by the management from the:

a) Audited Unconsolidated Financial Statements of the Company as at and for the six month period ended 30th September, 2018 prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 which have been approved by the Board of directors at their meeting held on February 28, 2019.

b) Audited Unconsolidated Financial Statements of the Company as at and for the year ended 31st March, 2018 which include the comparative Ind AS financial statements as at and for the year ended 31st March 2017 and 31st March 2016, prepared in accordance with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 which have been approved by the Board of directors at their meeting held on February 28, 2019 and February 28, 2019 respectively.

c) Audited Unconsolidated Financial Statements of the Company as at and for the year ended 31st March, 2015, prepared in accordance with Accounting Standards as prescribed under Section 133 of the Companies Act, 2013 read with the Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act, which has been approved by Board of Directors on August 11, 2015 and which has been converted into figures as per the Ind AS to align accounting policies, exemptions and disclosures as adopted for the preparation of the first Ind AS statements for the year ended 31st March, 2017. The Restated Unconsolidated Financial Information as at and for the year ended 31st March, 2015 are referred to as "the Performa Ind AS Restated Unconsolidated Financial Information."

Audit for the financial years ended 2017, 2016 and 2015 was conducted by previous auditors, Kumar Chopra & Associates and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years, i.e., 2017, 2016 and 2015 are based solely on the report submitted by Kumar Chopra & Associates.

5) We have examined the financial information of the Company for the period 01.04.2018 to 30.09.2018 prepared and approved by the Board of Directors for the purpose of disclosure in the offer document of the Company. Based on the above, we report that in our opinion and according to the information and explanations given to us, the above interim financial information are in accordance with the Indian Accounting Standards and the interim financial information are presented with the Restated Unconsolidated Financial Information appropriately.

6) In accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, the ICDR Regulations and the Guidance Note, we report that:

a) The Restated Unconsolidated Summary Statement of Assets and Liabilities of the Company as at September 30, 2018, March 31, 2018, 2017, 2016 and 2015 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure I- Restated Unconsolidated Summary Statement of Assets and Liabilities

b) The Restated Unconsolidated Summary Statement of Profit and Loss of the Company for the half year ended September 30, 2018 and each of the years ended March 31, 2018, 2017, 2016 and 2015 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure II-

Restated Unconsolidated Summary Statement of Profit and Loss.

c) The Restated Unconsolidated Statement of Changes in Equity of the Company for the half year ended September 30, 2018 and each of the years ended March 31, 2018, 2017, 2016 and 2015 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure III- Restated Unconsolidated Summary Statement of changes in Equity.

d) The Restated Unconsolidated Summary Statement of Cash Flows of the Company for the half year ended September 30, 2018 and each of the years ended March 31, 2018, 2017, 2016 and 2015 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure IV- Restated Unconsolidated Summary Statement of Cash Flows.

e) Based on the above and according to the information and explanations given to us, we further report that the Restated Unconsolidated Financial Information:

- have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

- have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate;

- there are no qualifications in the Auditor's Report which require any adjustments and

- do not contain any extra-ordinary items that need to be disclosed separately and there are no qualifications in the Auditor's Report which require any adjustments.

7) We have also examined the following restated Unconsolidated financial information of the Company set out in the Annexure prepared by the management and approved by the Board of Directors on February 28, 2019 for six month period ended September 30, 2018 and for each years ended March 31, 2018, 2017, 2016 and 2015.

a) Annexure V- Notes forming part of Restated financial information

- Note :-1 Corporate Information
- Note :-2 Significant Accounting Policy
- Note: - 3 Restated Unconsolidated Summary Statement of Property, Plant and equipment
- Note: - 4 Restated Unconsolidated Summary Statement of Capital Work in Progress
- Note: - 5 Restated Unconsolidated Summary Statement of Intangible Assets
- Note: - 6 Restated Unconsolidated Financial Assets Non Current
- Note: - 7 Restated Unconsolidated Summary Statement of Deferred Tax
- Note: - 8 Restated Unconsolidated Summary Statement of Other Non Current Assets
- Note: - 9 Restated Unconsolidated Summary Statement of Project Work-in-Progress
- Note: - 10 Restated Unconsolidated Financial Assets Current

- Note: - 11 Restated Unconsolidated Summary Statement of Current Tax
- Note:- 12 Restated Unconsolidated Summary Statement of Other current asset
- Note: -13 Restated Unconsolidated Summary Statement of Equity Share capital
- Note: - 14 Restated Unconsolidated Summary Statement of Other Equity
- Note: - 15 Restated Unconsolidated Financial Liability - Non Current
- Note: - 16 Restated Unconsolidated Summary Statement of Provisions
- Note: - 17 Other Non Current Liability
- Note: - 18 Restated Unconsolidated Financial Liability Current
- Note:-19 Restated Unconsolidated Summary Statement of Other current Liability
- Note: - 20 Restated Unconsolidated Summary Statement of Revenue from operations
- Note: - 21 Restated Unconsolidated Summary Statement of Other Income
- Note: - 22 Restated Unconsolidated Summary Statement of Expenses on Operations
- Note: - 23 Restated Unconsolidated Summary Statement of Employee Benefit Expense
- Note: - 24 Restated Unconsolidated Summary Statement of Finance Costs
- Note:- 25 Restated Unconsolidated Summary Statement of Depreciation and Amortization
- Note:- 26 Restated Unconsolidated Summary Statement of Other Expenses
- Note:- 27 Restated Unconsolidated Summary Statement of CSR and R&D Expenses
- Note:- 28 Restated Unconsolidated Summary Statement of Tax Expense
- Note:- 29 Components of Other Comprehensive Income (OCI)
- Note: - 30 Capital management
- Note 31 :Fair Value measurements
- Note 32 Key sources of estimation uncertainty
- Note :33 Prior Period Errors
- Note 34:- Deposit Works (SPVs and others)
- Note 35. Disclosure as required by the Micro,Small and Medium Enterprises Development Act, 2006
- Note 36. Expenditure in Foreign Currency

- Note 37A. Contingent Liabilities
- Note 37B. Contingent Liabilities
- Note 38. Capital Commitment
- Note 39. Managerial Remuneration
- Note 40. Earnings per Share:
- Note 41. Composition of Group
- Note 42. Related Party disclosures as required by Ind-AS 24 "Related party Disclosure"
- Note 43. Disclosure in respect of Joint Venture/Subsidiary
- Note 44. Lease Arrangements
- Note 45. Approval of financial statement
- Note 46. Operating Cycle
- Note 47. Securities released to State Electricity Board/Public Companies
- Note 48. Disclosure on Specified Bank Notes from 08-11-2016 to 30-12-2016 (SBN)
- Note 49. Disclosure of Operating Profit/Loss as per DPE Guideline
- Note 50:- “Revenue from Contract with Customers’’
- Note 51:- Disclosure of rearrangement, regrouping and reclassification.
- Note 52:- First time adoption of Ind AS

b) Annexure VI- Adjustments for Restatement of Unconsolidated of Profit & Loss

c) Annexure VII- Restated Unconsolidated Statement of Accounting Ratios

d) Annexure VIII- Restated Unconsolidated Statement of Tax Shelters

e) Annexure IX- Restated Unconsolidated Statement of Dividend

f) Annexure X- Restated Unconsolidated Turnover Statement

g) Annexure XI- Restated Unconsolidated Statement of Indebtedness

h) Annexure XII- Restated Unconsolidated Statement of Capitalization

i) Annexure XIII- Total Equity Reconciliation as at 31st March, 2015- Performa

8) **Emphasis of Matter**

Further, we draw attention to the following matters in the annexure to the Restated Unconsolidated Financial statements:

For the period ended 30th September, 2018

- Without qualifying our opinion, attention is invited to wards Note 12(a) for non receipt of balance confirmation. No Balance confirmation has been received relating to advance given to zonal railways of ₹51,20.90 Million as on 30.09.18.

For the period ended 31st March, 2018

- Without qualifying our report attention is invited to note no. 10.1(i) of standalone Ind AS financial statements Trade Receivable from Related Party . RVNL receives advance payment from SPV's for incurring expenditure on their projects. However in case of Krishnapatnam Railway Company Ltd., RVNL is incurring project expenditure on a regular basis but insignificant amount is being received from Krishnapatnam Railway Company Ltd. as advance payment. During the Financial year 2017-18, RVNL has incurred project expenditure amounting to ₹44,65.42 million on Krishnapatnam Railway Company Ltd. Total Trade Receivable from Krishnapatnam Railway Company Ltd. as on 31st March, 2018 is ₹7636.40 Lakhs.

- Without qualifying our report attention is invited to Note no .12 (a) regarding Advance to Zonal Railways. No Balance confirmation has been received relating to advance given to zonal railways of ₹2,996.26 million as on 31.03.18.

For the period ended 31st March, 2017

- The restated unconsolidated Ind AS financial statements which describes the change and impact of change in accounting policy of Project Work in Progress as per Revised Procedure Order dt. 30/12/2016 issued by Ministry of Railways. Due to this change, additional PWIP of ₹1,516, 79.59 million stands transferred to MOR resulting in decrease in assets to that extent and consequential decrease in liability of MOR. However, there is no impact of this change on Statement of Profit and Loss.

9) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

10) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11) Our report is intended solely for use of the management for inclusion in the offer document to be filed with Securities and Exchange Board of India, Registrar of Companies, New Delhi and concerned Stock Exchanges in connection with the proposed IPO of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

For Raj Har Gopal & Co.
Chartered Accountants
FRN:-002074N

Gopal Krishan Gupta
Partner
Membership No: - 081085

Place: New Delhi
Date: February 28, 2019

RAIL VIKAS NIGAM LIMITED

Annexure-I

Restated Unconsolidated Summary Statement of Assets and Liabilities

(₹ in millions)

	Particulars	Note No.	As at 30th September 2018		As at 31st March 2018		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
I.	**ASSETS**											
1	**Non-current assets**											
	(a) Property, Plant and equipment	3	2,488.59		2,487.58		75.68		59.53		57.62	
	(b) Capital work-in-progress	4	-		-		-		-		-	
	(c) Other Intangible assets	5	0.54		1.10		0.05		0.13		0.26	
	(d) Intangible assets under development	5	273.16		211.36		127.29		55.82		16.58	
	(e) Financial Assets	6										
	(i) Investments	6.1	6,586.43		6,586.74		6,148.47		6,051.57		5,951.07	
	(ii) Lease Receivables	6.2	14,798.64		17,195.27		11,467.58		6,367.68		4,984.64	
	(iii) Loans	6.3	68.68		64.76		65.62		48.92		34.40	
	(iv) Others	6.4	3,894.85		4,626.32		4,914.25		4,971.83		4,610.62	
	(f) Deferred tax assets (Net)	7	676.22		655.63		409.61		374.97		292.19	
	(g) Other non-current assets	8	2.05	28,789.16	2.70	31,831.46	1,640.56	24,849.11	8.98	17,939.43	8.48	15,955.86
2	**Current assets**											
	(a) Project-Work-in-Progress	9	61.78		19.24		7,407.71		1,48,115.02		1,15,645.43	
	(b) Financial Assets	10										
	(i) Trade Receivables	10.1	11,786.48		9,372.36		2,809.97		4,788.38		1,872.68	
	(ii) Lease Receivables	10.2	2,626.50		2,413.25		2,004.32		1,089.83		752.17	
	(iii) Cash and cash equivalents	10.3	487.23		3,408.35		12,494.34		13,759.37		8,047.88	
	(iv) Bank Balances other than (iii) above	10.4	12,212.55		10,600.00		14,500.00		16,550.00		4,850.00	
	(v) Loans	10.5	76.16		74.17		10.61		10.54		13.88	
	(vi) Others	10.6	3,251.22		4,521.00		4,412.19		2,212.20		2,190.37	
	(d) Current Tax Asset (Net)	11.1	46.13		98.76		105.08		74.71		166.60	
	(c) Other current assets	12	22,006.92	52,554.97	17,610.87	48,118.00	14,979.24	58,723.46	13,268.75	1,99,868.80	8,821.63	1,42,360.64
	Total Assets			**81,344.13**		**79,949.46**		**83,572.57**		**2,17,808.23**		**1,58,316.50**
II.	**EQUITY AND LIABILITIES**											
1	**Equity**											
	(a) Equity Share Capital	13	20,850.20		20,850.20		20,850.20		20,850.20		20,850.20	
	(b) Other Equity	14	13,791.45	34,641.65	12,666.70	33,516.90	9,981.70	30,831.90	9,188.51	30,038.71	6,751.50	27,601.70
2	**Liabilities**											
	Non-current liabilities											
	(a) Financial Liabilities	15										
	(i) Borrowing	15.1	19,633.46		22,591.48		24,368.80		26,240.83		25,139.70	
	(ii) Other financial liabilities	15.2	3,225.44		3,748.29		-		-		-	
	(b) Provisions	16	81.66		91.61		88.87		75.05		50.81	
	(c) Other Non current liabilities	17	284.70	23,225.26	400.84	26,832.22	-	24,457.67	-	26,315.88	-	25,190.51
	Current liabilities											
	(a) Financial Liabilities	18										
	(i) Trade payables	18.1	1,489.39		684.48		1,098.92		904.95		449.96	
	(ii) Other financial liabilities	18.2	9,615.16		8,912.48		9,121.58		7,661.49		6,653.62	
	(b) Other current liabilities	19	11,724.87		9,423.36		17,653.60		1,52,640.99		98,196.69	
	(c) Provisions	17	612.68		451.14		408.90		229.82		147.23	
	(d) Current Tax liability (Net)	11.2	35.12	23,477.22	128.88	19,600.34	-	28,283.00	16.38	1,61,453.63	76.78	1,05,524.28
	Total Equity and Liabilities			**81,344.13**		**79,949.46**		**83,572.57**		**2,17,808.23**		**1,58,316.50**

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V , Adjustment for Restatement of Unconsolidated Profit & Loss in Annexure VI , Restated Unconsolidated Statement of Accounting Ratios in Annexure-VII , Restated Unconsolidated Statement of Tax Shelters in Annexure VIII, Restated Unconsolidated Statement of Dividend Paid in Annexure IX , Restated Unconsolidated Statement of Turnover in Annexure- X, Restated Unconsolidated Statement of Indebtedness in Annexure- XI, Restated Unconsolidated Statement of Capitalisation in Annexure- XII ,Total Equity Reconciliation as at March 2015-Proforma in Annexure- XIII.

See accompanying notes forming part of the restated financial information from 1 to 52

As per our Report of even date attached

For Raj Har Gopal & Co.
Chartered Accountants
Firm Registration No.:002074N

For and on behalf of the board

G.K. GUPTA
Partner
M.No. 081085

Pradeep Gaur
Chairman and Managing Director
DIN: 07243986

A.K. Choudhary
Chief Financial Officer

Kalpana Dubey
Company Secretary

Place : New Delhi
Date: 28-02-2019

RAIL VIKAS NIGAM LIMITED
Annexure-II
Restated Unconsolidated Summary Statement of Profit and Loss

(₹ in millions)

	Particulars	Note No.	For the half year ended on 30th September 2018	For the year ended 31 March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
	Revenue :						
I.	Revenue from operations	20	36,228.82	75,565.59	59,151.06	45,398.54	31,465.35
II.	Other income	21	1,474.65	2,248.03	2,475.57	1,802.31	1,231.14
III.	**Total Income (I + II)**		**37,703.46**	**77,813.62**	**61,626.63**	**47,200.85**	**32,696.49**
IV.	**Expenses:**						
	Expenses on Operations	22	33,511.06	69,831.67	54,678.48	41,889.36	28,957.33
	Employee benefits expenses	23	775.99	1,339.88	1,170.18	967.10	771.16
	Finance Costs	24	205.55	446.58	354.54	230.84	152.79
	Depreciation, amortization and impairment	25	27.06	48.35	50.12	46.69	51.21
	Other Expenses	26	224.85	428.91	422.96	308.58	233.96
	CSR and R&D Expenses	27	101.74	76.74	61.23	59.75	46.69
	Total Expenses (IV)		**34,846.26**	**72,172.13**	**56,737.51**	**43,502.32**	**30,213.14**
V.	**Profit/(loss) before exceptional items and tax (III-IV)**		2,857.20	5,641.49	4,889.11	3,698.54	2,483.35
VI.	Exceptional items		-	-	-	-	-
VII.	Profit/(Loss) before tax (V - VI)		2,857.20	5,641.49	4,889.11	3,698.54	2,483.35
VIII.	Tax expense:	28					
	(1) Current tax		585.37	1,186.39	1,032.00	777.26	489.75
	(2) Deferred tax (net)		-20.59	-245.45	-34.17	-82.41	-92.76
	Total Tax Expense (VIII)		564.78	940.94	997.83	694.85	396.99
IX.	**Profit/(loss) for the period from continuing operation (VII - VIII)**		**2,292.42**	**4,700.56**	**3,891.28**	**3,003.69**	**2,086.36**
X.	Profit/(loss) from discontinued operations				-	-	-
XI.	Tax Expense of discontinued operations				-	-	-
XII.	Profit/(loss) from discontinued operations (after tax) (X-XI)		-	-	-	-	-
XIII.	**Profit/(loss) for the period (IX+XII)**		**2,292.42**	**4,700.56**	**3,891.28**	**3,003.69**	**2,086.36**
XIV.	**Other Comprehensive Income**						
	Items that will not be reclassified to profit or loss	29					
	a) (i) Remeasurement gains (losses) on defined benefit plans		0.32	-6.16	-4.15	-4.59	-0.98
	(ii) Income tax effect on Remeasurement gains (losses) on defined benefit plans		-0.03	0.57	0.46	0.38	0.33
	b)(i) Fair Value of Investment in in equity instruments through OCI		-0.30	-	-	-	-
	(ii) Income tax effect on investment in equity instruments		0.04				
XV.	**Total Comprehensive Income for the period (XIII +XIV) (Comprehensive profit and other comprehensive income for the period)**		**2,292.44**	**4,694.98**	**3,887.59**	**2,999.48**	**2,085.71**
XVI.	Earnings Per Equity Share:						
	(For Continuing Operation)						
	(1) Basic	39	1.10	2.25	1.87	1.44	1.00
	(2) Diluted	39	1.10	2.25	1.87	1.44	1.00
XVII.	Earnings Per Equity Share:						
	(For discontinuing Operation)						
	(1) Basic				-	-	-
	(2) Diluted				-	-	-
XVIII.	Earnings Per Equity Share:						
	(For discontinued and continuing Operation)						
	(1) Basic	39	1.10	2.25	1.87	1.44	1.00
	(2) Diluted	39	1.10	2.25	1.87	1.44	1.00

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V , Adjustment for Restatement of Unconsolidated Profit & Loss in Annexure VI , Restated Unconsolidated Statement of Accounting Ratios in Annexure-VII , Restated Unconsolidated Statement of Tax Shelters in Annexure VIII, Restated Unconsolidated Statement of Dividend Paid in Annexure IX , Restated Unconsolidated Statement of Turnover in Annexure- X, Restated Unconsolidated Statement of Indebtedness in Annexure- XI, Restated Unconsolidated Statement of Capitalisation in Annexure- XII ,Total Equity Reconcilation as at March 2015-Proforma in Annexure- XIII.

As per our Report of even date attached

For Raj Har Gopal & Co.
Chartered Accountants
Firm Registration No.:002074N

For and on behalf of the board

G.K.Gupta
Partner
M.No. 081085

Pradeep Gaur
Chairman and Managing Director
DIN: 07243986

A.K. Choudhary
Chief Financial Officer

Kalpana Dubey
Company Secretary

Place : New Delhi
Date: 28-02-2019

RAIL VIKAS NIGAM LIMITED
Annexure-III
Restated Unconsolidated Summary Statement of Changes in Equity

Statement of changes in equity for the half year ended 30 September 2018

A. Equity share capital (₹ in Millions)

Particulars	No. of Shares	Amount
Balance at March 31, 2018	**2,085.02**	**20,850.20**
Changes in equity share capital during the year		
(a) issue of equity shares capital during the year	-	-
Balance at September 30, 2018	**2,085.02**	**20,850.20**

B. Other Equity (₹ in Millions)

Particulars	Reserve & Surplus		Total
	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period	710.00	11,956.70	12,666.70
Adjustments	-	-	-
Restated balance at the beginning of the reporting period	**710.00**	**11,956.70**	**12,666.70**
Profit for the year	-	2,292.42	2,292.42
Other Comprehensive Income for the year (net of income tax)	-	0.03	0.03
Total Comprehensive Income for the year	**-**	**2,292.45**	**2,292.45**
Dividends (including CDT)	-	(1,167.70)	(1,167.70)
Transfer to retained earning	-	-	-
Balance at the end of the reporting period	**710.00**	**13,081.45**	**13,791.45**

Statement of changes in equity for the year ended 31st March 2018

A. Equity share capital (₹ in Millions)

Balance at March 31, 2017	**2,085.02**	**20,850.20**
Changes in equity share capital during the year		
(a) issue of equity shares capital during the year	-	-
Balance at March 31, 2018	**2,085.02**	**20,850.20**

B. Other Equity (₹ in Millions)

Particulars	Reserve & Surplus		Total
	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period	710.00	9,271.70	9,981.70
Adjustments	-		-
Restated balance at the beginning of the reporting period	**710.00**	**9,271.70**	**9,981.70**
Profit for the year	-	4,700.56	4,700.56
Other Comprehensive Income for the year (net of income tax)	-	(5.58)	(5.58)
Total Comprehensive Income for the year	**-**	**4,694.98**	**4,694.98**
Dividends (including CDT)	-	(2,009.98)	(2,009.98)
Transfer to retained earning	-	-	-
Balance at the end of the reporting period	**710.00**	**11,956.70**	**12,666.70**
			-

Statement of changes in equity for the year ended 31st March 2017

A. Equity share capital (₹ in Millions)

Particulars	No. of Shares	Amount
Balance at March 31, 2016	**2,085.02**	**20,850.20**
Changes in equity share capital during the year		
(a) issue of equity shares capital during the year	-	-
Balance at March 31, 2017	**2,085.02**	**20,850.20**

B. Other Equity (₹ in Millions)

Particulars	Reserve & Surplus		Total
	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period	710.00	8,479.01	9,189.01
Adjustments	-	(0.50)	(0.50)
Restated balance at the beginning of the reporting period	**710.00**	**8,478.51**	**9,188.51**
Profit for the year	-	3,891.28	3,891.28
Other Comprehensive Income for the year (net of income tax)	-	(3.69)	(3.69)
Total Comprehensive Income for the year	**-**	**3,887.59**	**3,887.59**
Dividends (including CDT)	-	(3,094.40)	(3,094.40)
Transfer to retained earning	-	-	-
Balance at the end of the reporting period	**710.00**	**9,271.70**	**9,981.70**
			-

Statement of changes in equity for the year ended 31-March-2016

A. Equity share capital (₹ in Millions)

Particulars	No. of Shares	Amount
Balance at March 31, 2015 (Proforma)	**2,085.02**	**20,850.20**
Changes in equity share capital during the year		
(a) issue of equity shares capital during the year	-	-
Balance at March 31, 2016	**2,085.02**	**20,850.20**

B. Other Equity (₹ in Millions)

Reserve & Surplus

Particulars	General Reserve	Retained Earnings	Total
Balance at the beginning of the reporting period (at transition date)	710.00	5,926.75	6,636.75
Adjustments	-		-
Restated balance at the beginning of the year *	**710.00**	**5,926.75**	**6,636.75**
Profit for the year	-	3,003.69	3,003.69
Other Comprehensive Income for the year (net of income tax)	-	(4.21)	(4.21)
Total Comprehensive Income for the year	**-**	**2,999.48**	**2,999.48**
Dividends (including CDT)	-	(447.72)	(447.72)
Transfer to retained earning	-	-	-
Balance at the end of the reporting period	**710.00**	**8,478.51**	**9,188.51**

Statement of changes in equity for the year ended 31-March-2015

A. Equity share capital

(₹ in Millions)

Particulars	No. of Shares	Amount
Balance at March 31, 2014 (Proforma)	**2,085.02**	**20,850.20**
Changes in equity share capital during the year		
(a) issue of equity shares capital during the year	-	-
Balance at March 31, 2015 (Proforma)	**2,085.02**	**20,850.20**

B. Other Equity

(₹ in Millions)

Particulars	Reserve & Surplus		Total
	General Reserve	Retained Earnings	
Balance at the beginning of the reporting period	610.00	4,426.41	5,036.41
Adjustments	-	-	-
Restated balance at the beginning of the year	**610.00**	**4,426.41**	**5,036.41**
Profit for the year	-	2,086.36	2,086.36
Other Comprehensive Income for the year (net of income tax)	-	(0.65)	(0.65)
Total Comprehensive Income for the year	**-**	**2,085.71**	**2,085.71**
Dividends (including CDT)	-	(370.62)	(370.62)
Transfer to retained earning	-	-	-
Transfer to general reserve	100.00	(100.00)	-
Balance at the end of the reporting period *	**710.00**	**6,041.50**	**6,751.50**
			-

* Difference to adoption of Ind AS during the year 2014-15 (Refer Annexure-XIII)

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V , Adjustment for Restatement of Unconsolidated Profit & Loss in Annexure VI , Restated Unconsolidated Statement of Accounting Ratios in Annexure-VII , Restated Unconsolidated Statement of Tax Shelters in Annexure VIII, Restated Unconsolidated Statement of Dividend Paid in Annexure IX , Restated Unconsolidated Statement of Turnover in Annexure- X, Restated Unconsolidated Statement of Indebtedness in Annexure- XI, Restated Unconsolidated Statement of Capitalisation in Annexure- XII ,Total Equity Reconcilation as at March 2015-Proforma in Annexure- XIII.

For Raj Har Gopal & Co.
Chartered Accountants
Firm Registration No.:002074N

For and on behalf of the board

G.K.Gupta
Partner
M.No. 081085

Pradeep Gaur
Chairman and
Managing Director
DIN: 07243986

A.K. Choudhary
Chief Financial Officer

Kalpana Dubey
Company Secretary

Place : New Delhi
Date: 28-02-2019

RAIL VIKAS NIGAM LIMITED

Annexure-IV

Restated Unconsolidated Summary Statement of Cash Flows

(₹ in Millions)

S.N.	Particulars	Figures for the year ended 30th September 2018		Figures for the year ended 31st March 2018		Figures for the year ended 31st March 2017		Figures for the year ended 31st March 2016		Figures for the year ended 31st March 2015 (Proforma)	
		Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
1	**(a) Cash Flow from Operating Activities**										
	Net Profit Before Taxation	2,857.20		5,641.49		4,889.11		3,698.54		2,483.35	
	Add: Adjustment for non cash items :										
	Depreciation, amortization and impairment	27.06		48.35		50.12		46.69		51.21	
		2,884.27		5,689.84		4,939.23		3,745.23		2,534.56	
	Add: Adjustment for other items										
	Loss on sale of Fixed assets			0.04		9.29		0.04		0.02	
	Other Income	(1,104.86)		(1,671.94)		(2,008.00)		(1,415.20)		(893.32)	
	Dividend Received	(175.00)		(100.00)		(55.00)		(25.00)		(50.00)	
	Effect of Ind AS adjustment during F.Y. 2015-16					-		(114.75)		-	
	Other Comprehensive Income	0.32		(6.16)		(4.15)		(4.59)		(0.98)	
	Operating Profit Before Working Capital Changes	1,604.72		3,911.78		2,881.37		2,185.72		1,590.28	
	(b) Adjustments for Changes in Working Capital:										
	Adjustments for (Increase)/Decrease in Operating Assets:										
	Trade Receivables (Current)	(2,414.12)		(6,562.39)		1,978.41		(2,915.71)		(1,306.49)	
	Lease Receivables (Non-Current)	2,396.63		(5,727.69)		(5,099.90)		(1,383.04)		(200.27)	
	Lease Receivables (Current)	(213.25)		(408.93)		(914.49)		(337.66)		(190.59)	
	Project work in progress (Inventory)	(42.54)		7,388.47		1,40,707.31		(32,469.59)		(22,876.96)	
	Bank Balances other than cash and cash equivalents	(1,612.55)		3,900.00		2,050.01		(11,700.00)		(1,290.00)	
	Other Financial Assets	3,071.72		2,492.53		274.20		2,487.36		2,555.81	
	Other Current Assets	(4,471.65)		(2,621.54)		(1,710.48)		(4,447.12)		(1,676.85)	
		(3,285.76)		**(1,539.55)**		**1,37,285.06**		**(50,765.76)**		**(24,985.35)**	
	(c) Adjustments for (Increase)/Decrease in Operating Liabilities:										
	Trade Payables	804.92		(414.45)		193.97		454.99		(78.44)	(48,742.66)
	Other Financial Liabilities	843.66		3,250.51		705.99		977.44		(98.25)	
	Other Current Liabilities	2,185.36		(8,227.50)		(1,34,987.39)		54,444.32		25,275.23	
	Short Term Provisions	161.53		42.24		179.08		82.58		17.02	
	Long Term Provisions	(9.95)		400.84		13.82		24.24		15.22	
		3,985.52		(4,948.36)		(1,33,894.53)		55,983.58		25,130.77	
	Cash Generated from Operations	2,304.48		(2,576.13)		6,271.90		7,403.54		1,735.71	
	Direct Taxes (Paid)/Received	550.25		1,057.51		1,078.75		745.77		495.24	
	Cash Flow from Operating Activities (A)	**1,754.23**	**1,754.23**	**(3,633.63)**	**(3,633.63)**	**5,193.15**	**5,193.15**	**6,657.78**	**6,657.78**	**1,240.47**	**1,240.47**
2	**Cash from Investment Activities :-**										
	Capital Expenditure on Fixed Assets, Including Capital Advances	(27.40)		(826.50)		(1,702.74)		(49.57)		(39.63)	
	Capital Expenditure on Intangibles	(61.91)		(85.39)		(71.54)		(39.35)		(10.47)	
	Proceeds from Sale of Fixed Assets	0.01		0.57		(6.81)		1.16		1.39	
	Proceeds from Loan given	(5.90)		(62.72)		(16.70)		(14.52)		(21.35)	
	Other Non Current Financial Assets					57.58		(361.21)		(188.03)	
	Current Investments not Considered as Cash and Cash Equivalents:										
	Purchase of Long Term Investments:										
	- Joint Venture			(438.27)		(96.90)		(100.50)		(1,083.40)	
	Interest Income (Revenue)										
	- Others	1,104.86		1,671.94		2,008.00		1,415.20		893.32	
	Dividend Received										
	- Joint Venture	175.00		100.00		55.00		25.00		50.00	
	Net Cash Generated from / (used in) Investing Activities (B)	**1,184.66**	**1,184.66**	**359.64**	**359.64**	**225.89**	**225.89**	**876.22**	**876.22**	**(398.17)**	**(398.17)**
3	**Cash Flow from Financing Activities :-**										
	Proceeds from Long Term Borrowings	400.00		925.00		371.30		2,559.00		2,730.00	
	Repayment of Short -Term Borrowings	(2,413.25)		(2,185.75)		(1,819.08)		(1,732.42)		(1,642.50)	
	Dividend and Tax thereon	(1,167.70)		(2,009.98)		(3,094.40)		(447.72)		(370.62)	
	Interest accrued during the year			-							
	Repayment of interest accrued	(2,679.06)		(2,541.27)		(2,141.89)		(2,201.37)		(2,239.79)	
	Net Cash Generated from / (used in) Financing Activities (C)	(5,860.01)	(5,860.01)	(5,811.99)	(5,811.99)	(6,684.07)	(6,684.07)	(1,822.51)	(1,822.51)	(1,522.91)	(1,522.91)
	Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)		**(2,921.12)**		**(9,085.99)**		**(1,265.03)**		**5,711.49**		**(680.62)**
	Cash & Cash Equivalent at the beginning of the Year		**3,408.35**		**12,494.34**		**13,759.37**		**8,047.88**		**8,728.50**
	Cash & Cash Equivalent at the end of year		**487.23**		**3,408.35**		**12,494.34**		**13,759.37**		**8,047.88**
	Cash and Cash Equivalents										
	- Cash and Cheques in Hand			-		-		74.62		-	
	Balance with Scheduled Banks										
	- On Current Account	187.48		395.80		1,364.34		584.75		1,007.88	
	- Book Overdraft										
	- On term Deposit Account	299.76		3,012.55		11,130.00		13,100.00		7,040.00	
			487.23		**3,408.35**		**12,494.34**		**13,759.37**		**8,047.88**

Notes :

i) The above Cash Flow Statement has been prepared under the indirect method setout as per Ind-AS-7 issued by The Institute of Chartered Accountants of India and notified u/s 133 of the Companies Act, 2013.

For Raj Har Gopal & Co.
Chartered Accountants
Firm Registration No.:002074N

For and on behalf of the board

G.K.Gupta
Partner
M.No. 081085

Pradeep Gaur
Chairman and Managing Director
DIN: 07243986

A.K. Choudhary
Chief Financial Officer

Kalpana Dubey
Company Secretary

Place : New Delhi
Date: 28-02-2019

Annexure-V

Notes forming part of the Restated financial information for the year ended September 30, 2018, March 31,2018, March 31, 2017, 2016 and 2015.

Summary of Significant Accounting Policies

Note 1 :- Corporate Information

Rail Vikas Nigam Limited (RVNL) is a public limited company domiciled and incorporated in India, the registered office of the company is located at 1st floor August Kranti Bhawan Bhikaji Cama Place New Delhi- 110066. RVNL is Public Sector Undertaking fully owned by Ministry of Railways (MOR), Government of India and was incorporated under the Companies Act, 1956 on 24th January, 2003 with an authorized share capital of ₹ 30,000.00 Millions. The objectives of the Company include:

(i) Fast track implementation of rail infrastructure projects

(ii) Raising extra budgetary resources for project execution.

The Company is implementing various types of Rail infrastructure projects assigned by MoR including doubling (including 3rd/4th lines), gauge conversion, new lines, railway electrification, major bridges, workshops, Production Units and extension of the Kolkata Metro Rail System.

The Company has also formed six SPVs with equity participant shareholders for port and last mile connectivity projects.

The Restated Unconsolidated Summary Statement of Assets & Liabilities of the company as at September 30, 2018, March 31, 2018, 2017, 2016 and March 31, 2015 (Proforma) and the related Restated Unconsolidated Summary Statement of Profit & Loss, Restated Unconsolidated Summary Statement of Changes in Equity and Restated Unconsolidated Summary Statement of Cash flows for the period ended September 30, 2018, March 31, 2018, 2017, 2016 & March 31, 2015 (hereinafter collectively referred to as "Restated Unconsolidated Financial Information") have been prepared specifically for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India('"SEBI") in connection with proposed Initial Public Offering.

These Restated Unconsolidated Financial Information have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016, Companies (Indian Accounting Standards) Amendment Rules 2017 and Companies (Indian Accounting Standards) Amendment Rules 2018.

These Restated Unconsolidated Financial Information have been prepared to comply in all material respects with the requirements of Part I of Chapter III to the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI regulations") as amended from time to time.

The Unconsolidated Proforma financial information of the Company as at and for the year ended March 31, 2015, is prepared in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 ("SEBI Circular"). As envisaged by the SEBI Circular, the Company has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on its Ind AS transition date (i.e. April 1, 2015) while preparing Unconsolidated Proforma financial information for the FY 2014-15 and accordingly suitable restatement adjustments in the accounting heads have been made in the Proforma Financial Information. This Unconsolidated Proforma Financial Information have been prepared by making Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2015.

Note 2 :-

2.1 Basis of Preparation

a) Statement of Compliance

These financial statements are separate financial statements and have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules 2016.

For all periods up to and including the year ended 31 March 2016, the company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013 (Indian GAAP). These financial statements for the year ended 31 March 2017 are company's first IND AS financial statements.

Refer to note 50 for information how the company adopted Ind-AS.

b) Basis of Measurement

The restated Unconsolidated financial information have been prepared under the historical cost convention and on an accrual basis, except for the following items that have been measured at fair value as required by relevant Ind-AS.

i. Defined benefit Plan and other long term employee benefits

ii. Certain financial assets and liabilities measured at fair value.

c) Use of estimates and Judgement

The preparation of Unconsolidated financial information is in conformity with Ind AS, requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, disclosure of contingent assets and liabilities at the date of balance sheet and the reported amount of income and expenses. Examples of such estimates include estimates of future obligations under employee retirement benefit plans, estimated useful life of property, plant and equipment actual results may differ from these estimates.

Judgement:-Revenue recognition whether revenue is recognised over time or at a point in time.

Estimates and underlying assumptions are reviewed on a periodic basis. Future results could differ due to changes in these estimates and difference between the actual result and the estimates are recognised in the period in which the results are known /materialize.

All financial information presented in Indian rupees and all values are rounded to the nearest millions rupees with two decimal points except where otherwise stated. Due to rounding off, the number presented through out the document may not add up precisely to the totals and percentage may not reflect the absolute figures

2.2 Cash Flow Statement

The restated Unconsolidated Summary Cash flow statement is reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated based on the available information.

Company has adopted the amendment to Ind-AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosures requirement. The adoption of amendment did not have any material effect on the financial statements.

2.3 Exceptional Items

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the Notes to Accounts.

2.4 Property, plant and equipment

a) Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.

Cost of asset includes the following

i. Cost directly attributable to the acquisition of the assets

ii. Incidental expenditure during the construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is directly related to construction or is incidental thereto.

iii. Present value of the estimated costs of dismantling & removing the items & restoring the site on which it is located if recognition criteria are met.

b) Cost of replacement, major inspection, repair of significant parts and borrowing costs for long-term construction projects are capitalised if the recognition criteria are met.

c) Upon sale of assets cost and accumulated depreciation are eliminated from the financial information and the resultant gains or losses are recognized in the Unconsolidated Summary statement of profit and loss.

d) Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work- in-progress.

For transition to IND-AS, the company has elected to continue with the carrying value of all its property, plant and equipment's recognised as on April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as on the transition date.

Depreciation

a) Depreciation on Property, plant and Equipment is provided on Straight Line basis (SLM) over the useful life of the assets as specified in Schedule II of the Companies Act, 2013 except in the case of (i) Furniture & Fixtures and (ii) Mobiles Phones & Tablets. In both the categories of these assets, Management has estimated the useful life after taking into consideration the economic benefits embodied in these assets and other factors such as technical obsolescence and wear and tear etc.

The estimated useful life of assets for current and comparative period of significant items of property plant and equipment are as follows:

Particulars	Useful Life
Furniture and fixtures	4 year
Computers	3 year
Mobile phones	2 year
Office Equipment's (excluding Mobile Phones)	5 year

(b) Each part of an item of Property, Plant and Equipment is depreciated separately if the cost of part is significant in relation to the total cost of the item and useful life of that part is different from the useful life of remaining asset.

(c) Leasehold improvements are amortized over the lower of estimated useful life and lease term.

(d) Depreciation methods, useful lives and residual values are reviewed at each reporting date.

(e) Depreciation on individual assets acquired for ₹ 5000/- or less is depreciated at the rate of 100% taking in to consideration the commercial life in the year of purchase itself.

2.5 Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at historical cost less accumulated amortization and impairment loss, if any.

Intangible assets comprise of license fees, other implementation costs for system software and other application software acquired for in-house use. The costs are capitalized in the year in which the relevant software is implemented for use. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes, and any directly attributable expenditure on making the asset ready for its intended use. intangible assets not ready for intended use as on reporting date is recognised as intangible assets under development.

For transition to IND-AS, the company has elected to continue with the carrying value of all its intangibles assets recognised as on April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as on the transition date.

Amortization of Intangible Assets

Intangible assets are amortized over their respective estimated useful lives on a straight- line basis from the date that they are available for use.

The estimated useful life of acquired software's are finite (3 years). Amortisation methods, useful lives and residual values are reviewed at each reporting date.

2.6 Impairment of non-financial assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value and impairment loss is charged to the unconsolidated summary Statement of Profit & Loss in the year in which an asset is identified as impaired. At each reporting date company assesses the estimate amount of impairment loss. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount and such losses either no longer exists or has decreased. Reversal of impaired loss is recognized in the Unconsolidated Summary Statement of Profit & Loss.

2.7 Investments in subsidiaries, and Joint Arrangements

a) Investment in Subsidiaries

Investments in subsidiaries are accounted for at cost less impairment loss, if any, in unconsolidated financial information.

b) Joint Arrangement

Investment in joint arrangement are classified as either joint operation or joint ventures. The classification depends on the contractual rights and obligations of each investors rather than the legal structure of the joint arrangement. Company has both joint ventures and joint operations.

i) Joint Operations

Company recognises its direct right to the assets, liabilities, revenue and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenue and expenses.

ii) Joint Venture

Investments in Joint Venture are accounted for at cost less impairment loss, if any, in separate financial information.

For transition to IND-AS, the company has elected to continue with the carrying value of all its Investments in subsidiaries and Joint ventures recognised as on April 1, 2015 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as on the transition date.

2.8 Inventories & Project Accounting(a) Project Work-in-Progress is valued at the contract rates and construction material at site is stated at cost. Payments made to Zonal Railways for acquiring land included in project Work-in-Progress is stated at cost.

(b)IRFC Funded Projects: In accordance with revised Procedure Order dt. 30.12.2016 of MoR, PWIP of IRFC funded projects are Shown as Lease Receivable. The amount of expenditure for the period including opening balance on IRFC funded projects are transferred from PWIP to Lease Receivable and from the subsequent financial year adjustments will be carried out periodically.

(c) The value of projects which are transferred from the project Work in Progress (PWIP) is determined by adding direct expenditure plus management fee as agreed with MoR.

(d) MoR Funded Projects: In accordance with revised Procedure Order dt. 30.12.2016 of MoR, PWIP of MoR funded projects are adjusted against fund received from MoR . The amount of expenditure on MoR funded projects recognised during the year including opening balances of PWIP for MoR funded project are being adjusted as at 31.03.2017 from the fund received from MoR and from the subsequent financial year adjustments will be carried out periodically.

2.9 Revenue From Contracts with Customers

2.9.1 Company Recognises revenue from contracts with customers based on a five-step as set out in Ind AS-115:-

(i) Identify contracts with a customer:- A contract is defined as an agreement between two or more parties that creates enforeceable rights and obligations ans sets out the criteria for every contract that must be met.

(ii) Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

(iii) Determine the transaction price: The transaction price is the amount of consideration to which the company expects to be entitled in exchange for transfering promised goods or services to a customer, excluding amounts collected on behalf of third parties.

(iv) Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

(v) Recognise revenue when or as the Company satisfies a performance obligation.

2.9.2 The Company satisfies a performance obligation and recognises revenue over time, of one of the following criteria is met:

(i) The customer simultaneously receives and consumes the benefits provided by the company's performance as the company performs

(ii) The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.

(iii) The Company's performance does not create an asset with an alternative use to the company and the company has an an enforeceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which performance obligation is satisfied.

2.9.3 The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. Revenue is recognized based on the nature of activity, when consideration can be reasonably measured and there exits reasonable certanity of its recovery.Revenue from construction/project related activity is measured at the amount company expects to be entitled, taking into acount contractually defined terms of payment and excluding taxes and duty as given below:-

(a) Projects executed for Ministry of Railways (MOR): Revenue from project execution is determined by adding aggregate cost plus margin agreed with MOR and any subsequent clarifications received in this respect.

(b) Works Executed by Zonal Railways on behalf of RVNL - Revenue from works executed by Zonal Railways on RVNL projects is determined on the basis of statement of Expenditure submitted by the respective Zonal Railways.

(c) Deposit works (cost plus contract) related to JCEs (Jointly Controlled Entities) in the form of Special Purpose Vehicles and others): Contract revenue is determined by adding the aggregate cost plus proportionate margin (Direction & General Charges) based on fixed percentage as agreed with the customer.

(d) In case of IRFC funded projects, interest component on installments received from Ministry of Railway's in netted against the interest payable on IRFC borrowings.

(e) Claims are accounted as income in the year of acceptance by client or evidence of acceptance received.

2.10 Other Revenue Recognition

i. Dividend income is recognized when the right to receive is established.

ii. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable using Effective Interest Rate Method.

2.11 Employee Benefits

a) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits. Benefits such as salaries, wages, and short- term compensated absences, LTC etc. are recognized in the period in which the employee renders the related service.

b) Long Term Employee Benefits :

The obligation for long-term employee benefits such as long-term compensated absences& half pay leave is recognized in the same manner as in the case of defined benefit plans as mentioned in (c)(iii) below

c) Post Employment Benefits

i. Defined contribution plans: The Company makes defined contribution to the Regional Provident Fund Commissioner in respect of provident fund scheme, CGIS and employee state insurance scheme. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

ii. Defined contribution plans: The Company makes defined contribution to the RVNL Medical and Welfare Trust in respect of RVNL Medical and Welfare Scheme. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

iii. Defined benefit plans: Gratuity is a post employment defined benefit plan. The liability recognized in the unconsolidated financial information is the present value of the defined benefit obligation at the balance sheet date less fair value of plan assets. The defined benefit obligation is calculated by an independent actuary using projected unit credit (PUC) method. Actuarial gains and losses are recognised immediately in the Profit & Loss Account.

d) Retirement benefits of the ‘staff on deputation’ have been accounted for on the basis of the guidelines of the Ministry of Railways.

e) Actuarial gains or losses are recognized in Other Comprehensive Income.

f) Re-measurements recognised in Other Comprehensive Income are comprising actuarial gains or losses that are not reclassified to profit or loss from Other Comprehensive Income in subsequent periods.

2.12 Functional and presentation currency

Items included in the unconsolidated financial information are measured using the currency of the primary economic environment in which the Company operates. (Functional Currency) The financial statements are presented in Indian rupees, which is the presentation currency of company.

Foreign Currency Transactions

i. All foreign currency transactions are translated into functional Currency at the rate prevalent on the date of transaction.

ii. Non-monetary items are translated at the rate on the date of initial transaction.

iii. Monetary items denominated in foreign currency are translated at the prevailing closing buying rate at each reporting date.

iv. Foreign exchange gain or losses in respect of monetary and non-monetary items is recognised in Unconsolidated Summary Statement of profit and loss.

2.13 Borrowing Cost

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of such asset till such time as the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

2.14 Tax expenses represents the sum of current tax and deferred tax

a) Current Income Tax

i. Taxes including current income-tax are computed using the applicable tax rates and tax laws.

ii. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

iii. Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities Liability for additional taxes, if any, is provided / paid as and when assessments are completed.

iv. Current tax related to OCI Item are recognized in Other Comprehensive Income (OCI).

b) Deferred tax

i. Deferred income tax is recognized using balance sheet approach.

ii. Deferred income tax assets and liabilities are recognized for temporary differences which is computed using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

iii. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

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

v. Deferred tax related to OCI Item are recognized in Other Comprehensive Income (OCI).

2.15 Leases

a) Company as a lessee

Finance Lease:-

(i) that transfers substantially all the risks and rewards incidental to ownership of an asset

(ii) are capitalised at lease inception at lower of fair value or present value of minimum lease payment

(iii) Payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.

(iv) Finance charges are recognised in finance costs in the statement of profit and loss.

(v) Depreciated over the useful life of the asset. However, if there is no reasonable certainty to obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating Lease:-

i. is classified as operating lease when significant portion of the risk and rewards are not transferred to the company.

ii. payment are charged to profit and loss on straight-line basis over the lease term except where lease payment are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase

b) Company as a lessor

Finance Lease

i. is recognised when substantially all of the risks and rewards of ownership transfer from the company to the lessee.

ii. Payment due are recorded as receivables at the company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Operating Lease

i. are the leases in which the company does not transfer substantially all the risks and rewards of ownership to the lessee.

ii. incomes are recognized as income in the Unconsolidated Summary Statement of profit & loss on straight-line basis over the lease term except where lease payment are structured to increase in line with expected general inflation expected general inflation to compensate for the expected inflationary cost increase.

2.16 Provisions

Provision is recognised when:

i) The Company has a present obligation as a result of a past event,

ii) A probable outflow of resources is expected to settle the obligation and

iii) A reliable estimate of the amount of the obligation can be made.

Reimbursement of the expenditure required to settle a provision is recognised as per contract provisions or when it is virtually certain that reimbursement will be received.

Provisions are reviewed at each Balance Sheet date.

a) Discounting of Provisions

Provision which expected to be settled beyond 12 months are measured at the present value by using pretax discount rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expenses.

2.17 Contingent Liabilities and contingent Assets

(a) Contingent Liabilities are disclosed in either of the following cases:

- i) A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or
- ii) A reliable estimate of the present obligation cannot be made; or
- iii) A possible obligation, unless the probability of outflow of resource is remote.

(b) Contingent assets is disclosed where an inflow of economic benefits is probable.

(c) Contingent Liability and Provisions needed against Contingent Liability and Contingent Assets are reviewed at each Reporting date.

(d) Contingent Liability is net of estimated provisions considering possible outflow on settlement.

2.18 Earnings Per Share

In determining earnings per share, the Company considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The dilutive earning per share is not computed as there is no dilution involved during the year.

2.19 Liquidated Damages and Penalties

Credit items arising on account of Liquidated Damages and Penalties during execution of contract or due to termination of contract etc. are carried as "Retention Money" under "other Current Liabilities" until the final Closure of the Project. Thereafter,i.e. on financial closure of the Project, such leftover balances of liquidity Damages and Penalties are credited to the total cost of the concerned project."

2.20 Stale Cheques Policy

Cheques which have not been cleared within the validity period of 3 months are credited to the stale cheque account. Items which are more than 3 yrs.' old and could not be cleared in stale cheque account are credited to the head which was earlier debited while making payments except deductions made from salary of staff which are credited to misc income.

2.21 Operating Segment

Operating segments are reported in the manner consistent with the internal reporting provided by the Chief Operating Decision Maker (CODM). Chairman and Managing Director of the company has been identified as CODM. Company has identified only one reportable segment i.e. "Development of Railway Infrastructure".

2.22 Fair Value Measurement

Company measures financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

• in the principal market for the asset or liability, or

• in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

2.23 Dividend to equity holders

Dividend paid/payable shall be recognised in the year in which the related dividends are approved by shareholders or board of directors as appropriate.

2.24 Financial instruments:-

(A) Initial recognition and measurement

Financial Instruments are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial instruments.

(B) Subsequent measurement

(i) Financial Assets

financial assets are classified in following categories:

a) At Amortised Cost

b) Fair value through Other Comprehensive Income.

c) Fair value through Profit and loss account.

a. Debt instrument at Amortised Cost

A financial asset shall be measured at amortised cost if both of the following conditions are met:

(a) the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and

(b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at amortised cost using effective interest rate method less impairment if any. The EIR amortisation is included in finance income in the unconsolidated summary statement of profit and loss.

b. Debt instrument at FVTOCI

A debt instrument is classified as at the FVTOCI if both of the following criteria are met:

• The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

• The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned is recognised using the EIR method.

c. Debt instrument at FVTPL

FVTPL is a residual category for financial Assets. Any financial assets, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. If doing so reduces or eliminates a measurement or recognition inconsistency. The company has not designated any financial asset as at FVTPL.

Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Investment in Equity instruments are measured through FVTPL.

(ii) Financial liabilities

a) Financial liabilities at Amortised Cost

Financial liabilities at amortised cost represented by trade and other payables, security deposits and retention money are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

b) Financial liabilities at FVTPL

The company has not designated any financial liabilities at FVTPL.

b. Derecognition

Financial Asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized only when the contractual rights to the cash flows from the asset expires or it transfers the financial assets and substantially all risks s and rewards of the ownership of the asset.

Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the income statement.

c. Impairment of financial assets:

Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Company follows' simplified approach' for recognition of impairment loss allowance on trade receivable. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition

Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applies on whether there has been significant increase in credit risk.

2.25 Non-current Assets (or disposal groups) held for Sale

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is considered highly probable only when the asset or disposal group is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and sale is expected within one year from the date of the classification. Disposal groups classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell. Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the unconsolidated summary statement of assets and liabilities.

If the criteria stated by IND AS 105 “Non-current Assets Held for Sale and Discontinued Operations” are no longer met, the disposal group ceases to be classified as held for sale. Non-current asset that ceases to be classified as held for sale are measured at the lower of (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognised had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.

Note: - 3

Restated Unconsolidated Summary Statement of Property, Plant and equipment

(₹ in Millions)

Particulars	Lease hold Land*	Lease hold Improvements	Furniture and Fixtures	EDP Assets	Office Equipment's	Total
Cost or Deemed cost						
At 1 April 2014 (Proforma)	-	85.28	56.73	89.91	59.74	291.66
Additions during the year	-	5.63	9.72	15.13	9.15	39.63
Disposals/Adjustments	-	-	1.47	2.80	1.64	5.91
At 31 March 2015 (Proforma)	**-**	**90.91**	**64.98**	**102.24**	**67.25**	**325.38**
Additions during the year	-	9.90	10.27	17.75	11.65	49.57
Disposals/Adjustments		-	1.22	3.71	2.15	7.08
At 31 March 2016	**-**	**100.81**	**74.03**	**116.28**	**76.75**	**367.87**
Additions during the year	-	11.43	16.52	25.72	14.98	68.65
Disposals/Adjustments		-	9.15	15.17	17.19	41.51
At 31 March 2017	**-**	**112.24**	**81.40**	**126.83**	**74.54**	**395.01**
Additions during the year	2354.84	50.83	15.19	25.18	14.55	2,460.59
Disposals/Adjustments	-	-	1.33	3.37	1.88	6.58
At 31 March 2018	**2,354.84**	**163.07**	**95.26**	**148.65**	**87.21**	**2,849.02**
Additions during the year	-	-	8.84	12.32	6.25	27.40
Disposals/Adjustments	-	-	0.07	0.05	0.18	0.29
At 30September 2018	**2,354.84**	**163.07**	**104.04**	**160.92**	**93.27**	**2,876.14**
Depreciation and impairment						
At 1 April 2014 (Proforma)	**-**	**58.96**	**48.27**	**68.17**	**46.89**	**222.29**
Depreciation charge for the year		12.74	8.72	17.58	10.93	49.97
Impairment		-	-	-	-	-
Disposals/Adjustments		-	1.24	1.76	1.50	4.50
At 31 March 2015 (Proforma)	**-**	**71.70**	**55.75**	**83.99**	**56.32**	**267.76**
Depreciation charge for the year		9.30	8.72	17.38	11.05	46.45
Impairment		-	-	-	-	-
Disposals/Adjustments		-	0.97	3.17	1.74	5.88
At 31 March 2016	**-**	**81.00**	**63.50**	**98.20**	**65.63**	**308.33**
Depreciation charge for the year		9.98	12.93	16.72	10.40	50.03
Impairment		-	-	-	-	-
Disposals/Adjustments		-	8.79	14.24	16.00	39.03
At 31 March 2017	**-**	**90.98**	**67.64**	**100.68**	**60.03**	**319.33**
Depreciation charge for the year	-	16.82	8.27	14.35	8.66	48.09
Impairment	-	-	-	-	-	-
Disposals/Adjustments	-	-	1.28	3.01	1.68	5.97
At 31 March 2018	**-**	**107.80**	**74.63**	**112.02**	**67.00**	**361.44**
Depreciation charge for the year	-	9.78	3.98	8.73	3.90	26.38
Disposals/Adjustments	-		0.06	0.04	0.17	0.28
At 30 September 2018	**-**	**117.58**	**78.55**	**120.70**	**70.72**	**387.55**
Net book value						
At 30 September 2018	**2,354.84**	**45.49**	**25.48**	**40.22**	**22.55**	**2,488.59**
At 31 March 2018	**2,354.84**	**55.27**	**20.63**	**36.63**	**20.21**	**2,487.58**
At 31 March 2017	**-**	**21.26**	**13.76**	**26.15**	**14.51**	**75.68**
At 31 March 2016	**-**	**19.81**	**10.52**	**18.08**	**11.12**	**59.53**
At 31 March 2015 (Proforma)	**-**	**19.21**	**9.23**	**18.25**	**10.93**	**57.62**

As on 30th Sep 2018 there are property plants and equipment with net carrying value of ₹ 2,488.59 millions out of which bill for assets with net carrying value of ₹24.91 millions are in the name of employees of RVNL, However ownership of these assets belongs to RVNL. During the the half year company has charged depreciation of ₹5.36 millions On these assets.

*The BoD in its 80th meeting has approved purchase of land at NOIDA to be used for Training Facility and for other purposes. Allotment of Land is dated 02.05.2017. However title deed is dated 04.12.2017.

Note: - 4

Restated Unconsolidated Summary Statement of Capital Work in Progress

(₹ in Millions)

Particulars	Amount
At 1 April 2014 (Proforma)	**(0.00)**
Additions during the year	(0.00)
Disposals/Adjustments	-
At 31 March 2015 (Proforma)	**(0.00)**
Additions during the year	1.96
Adjustments	1.96
At 31 March 2016	**-**
Additions during the year	-
Adjustments	-
At 31 March 2017	**-**
Additions during the year	
Adjustments	
At 31 March 2018	**-**
Additions during the year	-
Adjustments	-
At 30 September 2018	**-**
Net Book Value	
At 30 September 2018	**-**
At 31 March 2018	**-**
At 31 March 2017	**-**
At 31 March 2016	**-**
At 31 March 2015 (Proforma)	**(0.00)**

4.1 Capital work in progress comprises the multi functional complex which has been constructed in accordance with the MOU entered with RLDA. During financial year 2015-16, it has been charged off to the administrative expenses.

Note: - 5

Restated Unconsolidated Summary Statement of Intangible Assets

(₹ in Millions)

Particulars	Intangible assets under development (ERP)	Other Intangibles (Software)	Total
Cost or deemed cost			
At 1 April 2014 (Proforma)	**7.53**	**8.87**	**16.40**
Additions during the year	9.05	1.42	10.47
Disposals/Adjustments	-	-	-
At 31 March 2015 (Proforma)	**16.58**	**10.29**	**26.87**
Additions during the year	39.24	0.11	39.35
Disposals/Adjustments	-	9.89	9.89
At 31 March 2016	**55.82**	**0.51**	**56.33**
Additions during the year	71.47	0.07	71.54
Disposals/Adjustments	-	-	-

At 31 March 2017	**127.29**	**0.58**	**127.87**
Additions during the year	84.07	1.32	85.39
Disposals/Adjustments	-	-	-
At 31 March 2018	**211.36**	**1.90**	**213.26**
Additions during the year	61.80	0.11	**61.91**
Disposals/Adjustments	-	-	**-**
At 30 September 2018	**273.16**	**2.01**	**275.17**
Amortisation and Impairment			
At 1 April 2014 (Proforma)	-	**8.79**	**8.79**
Amortisation for the year	-	1.24	1.24
Impairment	-	-	-
Disposals/Adjustments	-	-	-
At 31 March 2015 (Proforma)	-	**10.03**	**10.03**
Amortisation for the year	-	0.24	0.24
Impairment	-	-	-
Disposals/Adjustments	-	9.89	9.89
At 31 March 2016	**-**	**0.38**	**0.38**
Amortisation for the year	-	0.15	0.15
Impairment	-	-	-
Disposals/Adjustments	-	-	-
At 31 March 2017	**-**	**0.53**	**0.53**
Amortisation for the year	-	0.26	0.26
Impairment	-	-	-
Disposals/Adjustments	-	-	-
At 31 March 2018	**-**	**0.79**	**0.79**
Amortisation for the year	-	0.68	**0.68**
Impairment	-	-	**-**
Disposals/Adjustments	-	-	**-**
At 30 September 2018	**-**	**1.47**	**1.47**
Net book value			
At 30 September 2018	**273.16**	**0.54**	**273.69**
At 31 March 2018	**211.36**	**1.10**	**212.46**
At 31 March 2017	**127.29**	**0.05**	**127.34**
At 31 March 2016	**55.82**	**0.13**	**55.95**
At 31 March 2015 (Proforma)	**16.58**	**0.26**	**16.84**

Note: - 6 Restated Unconsolidated Financial Assets Non Current

6.1 Restated Unconsolidated Summary Statement of Investments

(₹ in Millions)

Particulars	**30-Sep-18**	**31 March 2018**	**31 March 2017**	**31 March 2016**	**31 March 2015 (Proforma)**
A. Investment in Equity instruments of joint ventures (fully paid-up)					
Unquoted-at-cost					
Kutch Railways Company Limited 10,00,00,000 Equity Share of ₹ 10 Each fully paid up & 2,50,00,000 Bonus Share of ₹ 10 Each fully paid up	1,000.00	1,000.00	1,000.00	1,000.00	1,000.00
Haridaspur Paradip Railways Company Limited 2,23,51,61,20 shares are Fully paid up @ Rs 10.00/- per share (As at 31st March 2017 17,96,90,000 Equity Share of ₹ 10 Each fully paid up, As at March 31,2016 & as at March 31,2015 17,00,00,000 Equity Share of ₹ 10 Each fully paid up)	2,235.16	2,235.16	1,796.90	1,700.00	1,700.00
Krishnapatnam Railways Company Limited 8,10,00,000 Equity Share of ₹ 10 Each fully paid up	810.00	810.00	810.00	810.00	810.00
Bharuch Dahej Railways Company Limited 5,50,00,000 Equity Share of ₹ 10 Each fully paid up	550.00	550.00	550.00	550.00	550.00
Angul Sukinda Railways Company Limited 18,90,00,000 Equity Share of ₹ 10 Each fully paid up	1,890.00	1,890.00	1,890.00	1,890.00	1,890.00
Dighi Roha rail Limited 50,000 Equity Share of ₹ 10 Each fully paid up	0.50	0.50	0.50	0.50	-
Total (Equity instruments in joint ventures)	**6,485.66**	**6,485.66**	**6,047.40**	**5,950.50**	**5,950.00**
B. Investment in Equity instruments of subsidiaries (fully paid-up)					
Unquoted-at-cost					
High Speed Rail Corporation of India Limited 1,07,411 Equity share of ₹ 10 Each fully paid up	1.07	1.07	1.07	1.07	1.07
Total (Equity instruments in subsidiaries)	**1.07**	**1.07**	**1.07**	**1.07**	**1.07**
C. Share Application Money pending Allotment					
Indian Port Rail Corporation Limited 1,00,00,000 Equity Share of ` 10 Each fully paid up	-	-	-	100.00	-
Total (Share Application Money pending Allotment)	**-**	**-**	**-**	**100.00**	**-**
D. Investment in Equity instruments Others (Unquoted)					
Indian Port Rail Corporation Limited 1,00,00,000 Equity Share of ₹ 10 Each fully paid up	99.70	100.00	100.00	-	-
Total (Investment in equity instruments others)	**99.70**	**100.00**	**100.00**	**-**	**-**
Total Non current investments	6,586.43	6,586.74	6,148.47	6,051.07	5,951.07
Aggregate value of unquoted investments	6,586.43	6,586.74	6,148.47	6,051.57	5,951.07
Aggregate amount of impairment in value of investments	-	-	-	-	-

(i) Company has recognised investment in subsidiaries and joint ventures at cost in accordance with para 10 of Ind AS 27.

(ii) Investment in Indian Port Railway Corporation Limited is fair valued, refer note 31 for details

6.2 Restated Unconsolidated Summary Statement of Lease Receivables **(₹ in Millions)**

Particulars	**30 September 2018**		**31 March 2018**		**31 March 2017**		**31 March 2016**		**31 March 2015 (Proforma)**	
Unsecured, considered good										
Opening Balance	17,195.27		11,467.58		6,367.68		4,984.64		4,784.37	
Add: Transfer during the Period	229.871		8367.116		10,555.04		4,363.73		1,756.14	
Add/(less): Adjustment during the year	-		(226.17)		(3,450.81)		(1,890.85)		-792.55	
Less: Repayment to be made within 12 months	(2,626.50)	14,798.64	(2,413.25)	17,195.27	(2,004.32)	11,467.58	(1,089.83)	6,367.68	-763.32	4,984.64
Total		**14,798.64**		**17,195.27**		**11,467.58**		**6,367.68**		**4,984.64**

(i) Lease receivable represents the amount receivable from Ministry of Railway in respect of the projects which was IRFC funded and has already been transferred to concerned zonal railways. Lease Receivable has been recognised after adjusting the funds received from MorR for the transferred amounts of the projects. (Refer Note 32 (c))

(ii) Lease receivables are interest bearing equal to the amount which has been charged by IRFC in respect of the borrowings outstanding for projects.

6.3 Restated Unconsolidated Summary Statement of Loans

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Unsecured, considered good					
(a) Loan to employees (refer note32(a))	38.03	39.61	7.03	7.79	9.61
(b) Security Deposit	30.64	25.14	58.59	41.13	24.79
Total	**68.68**	**64.76**	**65.62**	**48.92**	**34.40**

6.4 Restated Unconsolidated Summary Statement of Other Financial Assets

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Unsecured, considered good					
(a) Recoverable from Ministry of Railways (Interest Accrued but not due on IRFC loan)	3893.66	4,625.19	4,914.25	4,971.83	4,610.62
(b) Other Receivables	1.19	1.14	-	-	-
Total	**3,894.85**	**4,626.32**	**4,914.25**	**4,971.83**	**4,610.62**

Note: - 7
Restated Unconsolidated Summary Statement of Deferred Tax

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Deferred tax assets	676.22	655.63	409.61	374.97	292.19
Deferred tax liabilities		-	-	-	-
Deferred tax assets (net of deferred tax liabilities)	**676.22**	**655.63**	**409.61**	**374.97**	**292.19**
The balance comprises to temporary differences attributable to:					
Deferred Tax Assets					
(a) Depreciation and amortisation	16.79	29.36	23.77	19.47	13.94
(b) Employee Benefits	63.53	50.67	44.57	22.14	9.80
(c) MAT Credit Entitlement	595.87	575.61	341.27	333.36	268.45
(d) Revaluation of Investment	0.04				
	676.22	**655.63**	**409.61**	**374.97**	**292.19**

Movement in Deferred Tax Liability/(Asset)

(₹ in Millions)

Particulars	Investment	Property, Plant and Equipment Intangible Assets	Employee Benefits	MAT credit	Total
At 31 March 2014 (Proforma)	**-**	**13.04**	**6.04**	**180.02**	**199.10**
Charged/(credited)					
To Profit & Loss	-	0.90	3.42	88.44	92.76
To other comprehensive income		-	0.33	-	0.33
At 31 March 2015 (Proforma)	**-**	**13.94**	**9.80**	**268.45**	**292.19**
Charged/(credited)					
To Profit & Loss	-	5.53	11.95	64.92	82.40
To other comprehensive income		-	0.38	-	0.38
At 31 March 2016	**-**	**19.47**	**22.13**	**333.37**	**374.97**
Charged/(credited)					
To Profit & Loss	-	4.30	21.97	7.91	34.18
To other comprehensive income		-	0.46	-	0.46
At 31 March 2017	**-**	**23.77**	**44.56**	**341.28**	**409.61**
Charged/(credited)					
To Profit & Loss	-	5.58	5.53	234.34	245.45
To other comprehensive income	-	0.00	5.73	0.00	0.57
At 31 March 2018	**-**	**29.35**	**55.82**	**575.61**	**655.63**
Charged/(credited)					
To Profit & Loss	-	(12.57)	12.90	20.26	20.59
To other comprehensive income	0.04		(0.03)		0.01
At 30 September 2018	**0.04**	**16.79**	**68.68**	**595.87**	**676.22**

Note: - 8
Restated Unconsolidated Summary Statement of Other Non Current Assets

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Capital Advance*	-	-	1,634.09	-	-
Prepaid Expenditure (Arising on Fair Value Adjustment on Financial Assets-Note no 30)	2.05	2.70	6.47	8.98	8.48
	2.05	**2.70**	**1,640.56**	**8.98**	**8.48**

* Capital Advances of 1634.089 million has been adjusted against leasehold land & capitalised during the year ended as on 31 March 2018. Refer Note 3.

Note: - 9
Restated Unconsolidated Summary Statement of Project Work-in-Progress

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Project Work in Progess (MoR)	-	-	7,399.56	1,48,113.60	1,15,645.43
Construction of Flats	61.78	19.24	8.15	1.42	-
	61.78	**19.24**	**7,407.71**	**1,48,115.02**	**1,15,645.43**

Note: - 10 Restated Unconsolidated Financial Assets Current

10.1 Restated Summary Statement of Trade Receivables

(₹ in Millions)

Particulars	**30 September 2018**	**31 March 2018**	**31 March 2017**	**31 March 2016**	**31 March 2015 (Proforma)**
Unsecured, considered good					
Receivables from related parties (Refer Note 42)	10,821.93	8,324.66	2,726.88	4,682.97	1,870.35
Other Trade receivables	964.55	1,047.70	83.09	105.41	2.33
Total Trade Receivables	**11,786.48**	**9,372.36**	**2,809.97**	**4,788.38**	**1,872.68**
Age Wise analysis of Debtors					
(a) More than 6 months					
Unsecured-Considered good	7702.07	4,558.01	497.45	2,978.32	582.19
(b) Other (less than 6 months)					
Unsecured-Considered good	4084.41	4,814.35	2,312.52	1,810.06	1,290.49
Total	**11,786.48**	**9,372.36**	**2,809.97**	**4,788.38**	**1,872.68**

(i) Receivables from related parties inclde unbilled revenue of ₹ 2,117.34 Millions.
(ii) Receivables from related parties are interest bearing at SBI Base rate +1%.
(iii) Other Trade recievable includes unbilled revenue of ₹ 520.18 Millions.

10.2 Restated Unconsolidated Summary Statement of Lease Receivables

(₹ in Millions)

Particulars	**30 September 2018**	**31 March 2018**	**31 March 2017**	**31 March 2016**	**31 March 2015 (Proforma)**
Unsecured, considered good					
Opening Balance	2413.25	2,004.32	1,089.83	752.17	561.58
Add: Transfer during the Period	2626.5	2413.25	2,004.32	1,089.83	763.32
Less: Amount received	(2,413.25)	(2,004.32)	(1,089.83)	(752.17)	(572.73)
Total Lease Receivables	**2,626.50**	**2,413.25**	**2,004.32**	**1,089.83**	**752.17**

(i) Lease receivables-current represents receivable from railways within 12 months in respect of the completed projects which has been transferred to railways. For details refer note 6.2.(i)(ii).

10.3 Restated Unconsolidated Summary Statement of Cash and Cash equivalent

(₹ in Millions)

Particulars	**30 September 2018**	**31 March 2018**	**31 March 2017**	**31 March 2016**	**31 March 2015 (Proforma)**
(i) Balances with Bank					
-- Current Account	187.48	395.80	1,364.34	584.75	1,007.88
-- Fixed Deposits (Maturity less than 3 Months)	299.76	3,012.55	11,130.00	13,100.00	7,040.00
(ii) Cheque-in-Hand	-	-	-	74.62	-
Total	**487.23**	**3,408.35**	**12,494.34**	**13,759.37**	**8,047.88**

(i) There are no restrictions with regards to cash and cash equivalents as at the end of the reporting periods and prior periods.

10.4 Restated Unconsolidated Summary Statement of Bank Balances other than Cash and Cash equivalent

(₹ in Millions)

Particulars	**30 September 2018**	**31 March 2018**	**31 March 2017**	**31 March 2016**	**31 March 2015 (Proforma)**
Other Bank Balances					
(i) Balances with Bank					
Term Deposit in Schedule Bank (Maturity more than 3 Months but less than 12 months)	12,212.55	10,600.00	14,500.00	16,550.00	4,850.00
Total	12,212.55	10,600.00	14,500.00	16,550.00	4,850.00

10.5 Restated Unconsolidated Summary Statement of Loans

(₹ in millions)

Particulars	**30 September 2018**	**31 March 2018**	**31 March 2017**	**31 March 2016**	**31 March 2015 (Proforma)**
Unsecured, considered good					
Loan to employees {Refer Note 31 (a)}	35.66	29.89	7.20	7.86	11.24
Loan to Director	0.00	0.00	0.00	0.11	0.05
Security Deposit	40.50	44.29	3.41	2.57	2.59
Total	76.16	74.17	10.61	10.54	13.88

10.6 Restated Unconsolidated Summary Statement of Other Financial Assets

(₹ in Millions)

Particulars	**30 September 2018**	**31 March 2018**	**31 March 2017**	**31 March 2016**	**31 March 2015 (Proforma)**
Unsecured, considered good					
Recoverable from Ministry of Railways (Interest Accrued but not due) Refer Note 6.2 (ii)	1651.59	2,528.67	2,467.48	2,080.04	2,136.25
Recoverable from Telangana State Govt.	1,154.31	1,864.51	1,864.51	-	-
Other Receivables	46.62	95.22	52.11	41.95	17.22
Interest accrued on Fixed Deposit	374.40	8.31	28.09	90.21	36.90

Recoverable from Ministry of Railways-Demand No. 80 Railway Major Head 3001 (Chardham Yatra)	24.30	24.30	-	-	-
Total	**3,251.22**	**4,521.00**	**4,412.19**	**2,212.20**	**2,190.37**

Note: - 11
Restated Unconsolidated Summary Statement of Current Tax

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 March 2015 (Proforma)
11.1 Current Tax Asset					
Advance Tax and TDS	-	-	1,062.35	-	-
Less: Direct Tax Payable	-	-	(1,032.00)	-	-
Income Tax Refundable	46.13	98.76	74.73	74.71	166.60
Total	**46.13**	**98.76**	**105.08**	**74.71**	**166.60**
11.2 Current Tax Liabilties					
Direct Tax Payable	585.37	1,186.39	-	777.76	489.76
Less : Advance Tax and TDS	550.25	1,057.51	-	761.38	412.98
Total	**35.12**	**128.88**	**-**	**16.38**	**76.78**

Note: - 12
Restated Unconsolidated Summary Statement of Other current assets

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 March 2015 (Proforma)
(a) Advances Other than Capital Advances					
Advances to Zonal Railways	5120.90	2996.26	1,771.55	1,358.15	925.71
Advances for Sleepers	3178.70	2412.11	1,581.17	2,046.10	1,248.14
Mobilization Advances	3074.09	2413.20	1,890.56	2,631.53	2,666.80
Other Advances (Project)	8478.41	9758.98	9,682.61	7,169.15	3,905.46
(b) Others					
Interest accrued on Mobilization Advance	30.93	12.92	50.02	59.52	70.00
Duties & Taxes	2122.54	15.24	-	-	-
(c) Prepaid Expenditure (Arising on Fair Value Adjustment on Financial Assets)	1.35	2.16	3.32	4.30	5.52
Total	**22,006.92**	**17,610.87**	**14,979.24**	**13,268.75**	**8,821.63**

Note: - 13

Restated Unconsolidated Summary Statement of Equity Share capital

(₹ in Millions)

Particulars	As at 30th September 2018	As at 31 March 2018	As at 31 March 2017	As at 31 March 2016	As at 31 Mar 2015 (Proforma)
Authorised share capital 3,00,00,00,000.00 Equity shares of ₹ 10 each	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00
	30,000.00	30,000.00	30,000.00	30,000.00	30,000.00
Issued/Subscribed and Paid up Capital 2,08,50,20,100.00 Equity shares of ₹10 each (100% shareholding with MOR)	20,850.20	20,850.20	20,850.20	20,850.20	20,850.20
	20,850.20	20,850.20	20,850.20	20,850.20	20,850.20

Details of shareholder holding more than 5% in the company

Name of the shareholder	As at 30 September 2018		As at 31 March 2018		As at 31 March 2017		As at 31 March 2016		As at 31 Mar 2015 (Proforma)	
	No in Shares (in Millions)	% holding in the class	No in Shares (in Millions)	% holding in the class	No in Shares (in Millions)	% holding in the class	No in Shares (in Millions)	% holding in the class	No in Shares (in Millions)	% holding in the class
Equity shares of INR each fully paid Ministry of Railways (MoR)	2085.02	100.00	2,085.02	100.00	2,085.02	100	2,085.02	100	2,085.02	100
Total	**2,085.02**	**100.00**	**2,085.02**	**100.00**	**2,085.02**	**100**	**2,085.02**	**100**	**2,085.02**	**100**

1. Rights, Preferences and Restrictions attaching to shares

Equity Shares: The Company has one class of Equity Shares having a par value of ₹10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

Reconciliation of the number of equity shares and share capital

Particulars	As at 30 September 2018		As at 31 March 2018		As at 31 March 2017		As at 31 March 2016		As at 31 Mar 2015 (Proforma)	
	No in Shares (in Millions)	₹ in Millions	No in Shares (in Millions)	₹ in Millions	No in Shares (in Millions)	₹ in Millions	No in Shares (in Millions)	₹ in Millions	No in Shares (in Millions)	₹ in Millions
Issued/Subscribed and Paid up equity Capital outstanding at the beginning of the year	2085.02	20850.20	2,085.02	20,850.20	2,085.02	20,850.20	2,085.02	20,850.20	2,085.02	20,850.20
Add: Shares Issued during the year	-	-	-	-	-	-	-	-	-	-
Issued/Subscribed and Paid up equity Capital outstanding at the end of the year	**2,085.02**	**20,850.20**	**2,085.02**	**20,850.20**	**2,085.02**	**20,850.20**	**2,085.02**	**20,850.20**	**2,085.02**	**20,850.20**

No of shares issued as Bonus Shares/ Bought back

Particulars	2017-18 No in Shares (in Millions)	2016-17 No in Shares (in Millions)	2015-16 No in Shares (in Millions)	2014-15 No in Shares (in Millions)	2014-13 No in Shares (in Millions)
No of shares issued as Bonus Shares	-	-	-	-	-
No of shares Bought back	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

Note: - 14

Restated Unconsolidated Summary Statement of Other Equity

(₹ in Millions)

Particulars	30th September 2018	31 March 2018	31 March 2017	31 March 2016	31 March 2015 (Proforma)
General Reserve	710.00	710.00	710.00	710.00	710.00
Retained Earnings	13,081.71	11,956.70	9,271.70	8,478.51	6,041.50
FVTOCI Equity Instrument	(0.26)	-	-	-	
	13,791.45	**12,666.70**	**9,981.70**	**9,188.51**	**6,751.50**

Note: - 14.1

(₹ in Millions)

Particulars	30th September 2018	31 March 2018	31 March 2017	31 March 2016	31 March 2015 (Proforma)
(a) General Reserve					
As per last Balance sheet	710.00	710.00	710.00	710.00	610.00
Add: Transfer from retained earning	-	-	-	-	100.00
	710.00	**710.00**	**710.00**	**710.00**	**710.00**
(b) Retained Earnings					
As per last Balance Sheet	11956.70	9,271.70	8,478.51	5,926.75	4,426.41
Add: Profit after Tax	2,292.42	4,700.56	3,891.28	3,003.69	2,086.36
Less: Dividend declared and paid during the year	(130.70)	(125.00)	(1,151.00)	(372.00)	(315.00)
Less: Dividend distribution tax (DDT) on dividend declared and paid	(26.87)	(25.45)	(234.32)	(75.72)	(55.62)
Less: Interim Dividend paid during the year	(837.90)	(1,545.00)	(1,420.00)	-	-
Less: Dividend distribution tax (DDT) on Interim dividend paid	(172.23)	(314.53)	(289.08)	-	-
Less: Transfer to General Reserve	-	-	-	-	(100.00)
Items of Other comprehensive income recognised directly in retained earnings					
Remeasurements of defined benefits plans, net of tax	0.29	(5.58)	(3.69)	(4.21)	(0.65)
Total	**13,081.71**	**11,956.70**	**9,271.70**	**8,478.51**	**6,041.50**
c) FVTOCI Equity Instrument					
Chnage in fair value of FVTOCI equity instrument	(0.30)	-	-	-	-
Deferred Taxes	0.04	-	-	-	-
Total	**(0.26)**	-	-	-	-

(i) On dated 20th September 2018, the interim dividend of ₹ 0.40 per share was approved and paid for F Y 2018-19 (total interim dividend during F Y 2018-19 of ₹.837.90 millions and dividend and DDT of ₹ 172.23 millions)

(ii) On dated 23rd March 2018, the interim dividend of ₹ 0.50 per share was approved and paid for FY 2017-18, on dated 22nd Decemeber 2017, the interim dividend of ₹0.24 per share was approved and and paid for F Y 2017-18 (total interim dividend during F Y 2017-18 of ₹1545 Millions and dividend and DDT of ₹ 314.53 Millions)

(iii) On dated 20th Sep 2018, the final dividend of ₹ 0.06 per share was approved and paid for FY 2017-18.

(iv) On dated 22nd September 2017, the final dividend of ₹ 0.06 per share was approved for FY 2016-17. Interim dividend of ₹ 0.68 per share was paid during the financial year 2016-17. (total dividend of ₹ 1,545.00 Millions and DDT of ₹ 314.53 Millions).

(v) In respect of the year ended 31 March 2017, the Board of Directors declared interim dividend of ₹ 0.6810 per share on equity shares as on 23-12-2016 and 16-03-2017 (total dividend of ₹ 1,420.00 millions and DDT of ₹ 289.08 millions).

(vi) On 22nd September 2015 a dividend of ₹ 0.17842 per share was paid to the holders of equity shares (total dividend ₹ 372.00 millions and DDT of ₹ 75.73 millions). On dated 22nd September 2016 , the dividend of ₹ 0.55203 per share was paid to the holders of equity shares (total dividend of ₹ 1,151.00 millions and DDT of ₹ 234.32 millions).

(vii) Proposed dividend for the year ended 31 March 2017 is ₹1,545.00 millions (₹ 0.74 per share on 20,85.02 milllions no. of equity shares) and DDT ₹ 314.53 millions

(viii) On 10th September 2014 a dividend of ₹ 0.15108 per share was paid to the holders of equity shares (total dividend ₹ 315.00 millions and DDT of ₹ 55.62 millions).

(ix) Difference in Other Equity as on 31-03-15 and opening balance as on 01-04-2015 (Transition date) is due to adoption of Ind AS during the year 2014-15 as required by the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016 ("SEBI Circular") (Refer Annexure-XIII)

(x) FVTOCI Equity Instrument

RVNL has elected to recognize changes in fair value of certain investment in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI equity investments reserves within equity. The company transfers amounts from this reserve to retained earnings when the relevant equity securities are de-recognized

Note: - 15 Restated Unconsolidated Financial Liability - Non Current

15.1 Restated Unconsolidated Summary Statement of Borrowings **(₹ in Millions)**

Particulars	30 September 2018		31 March 2018		31 March 2017		31 March 2016		31 March 2015 (Proforma)	
Unsecured										
(i) Indian Railway Finance Corporation										
Opening Balance	17966.30		19,454.55		21,269.00		20,529.08		19,531.50	
Addition during the year	400.00		925.00		371.30		2,559.00		2,730.00	
Less: Repayment made with in 12 months	(2,626.50)	15739.80	(2,413.25)	17,966.30	(2,185.75)	19,454.55	(1,819.08)	21,269.00	(1,732.42)	20,529.08
(ii) Interest accrued but not due (IRFC Loan)										
Opening Balance	4625.19		4,914.25		4,971.83		4,610.62		4,374.78	
Addition during the year	1070.46		2,313.39		2,471.74		2,506.37		2,439.52	
Less Repayment made with in 12 months	(1,801.98)	3893.66	(2,602.46)	4,625.18	(2,529.32)	4,914.25	(2,145.16)	4,971.83	(2,203.68)	4,610.62
		19,633.46		**22,591.48**		**24,368.80**		**26,240.83**		**25,139.70**

Terms of Repayment:

(i) There is a moratorium period of 3 years for each year's loan. During the said moratorium period, no amount on account of interest and principal shall be payable. The interest shall be charged on yearly basis and repayment of loan shall be once in a year (for a period of 12 years) after the completion of moratorium period. Ministry of Railways would make available to RVNL the required funds thereafter, to enable them to do the debt servicing . The debt servicing will pass through RVNL books.

(ii) Company has borrowed funds ₹400.00 millions (Financial year 2017-18 ₹925.00 millions,Financial year 2016-17 371.30 millions, Financial year 2015-16: ₹ 2,559.00 millions, Financial Year 2014-15 (Proforma): ₹ 2,730.00 millions) during the period from Indian Railway Finance Corporation (IRFC). The outstanding borrowing is ₹ 18,366.30 millions (as at 31.03.2018 : ₹20,379.55 millions ,as at 31.03.2017 : ₹21,640.30 millions, as at 31.03.2016 : ₹ 23,088.08 millions, as at 31.03.2015 (Proforma): ₹22,261.50 millions), which includes current liability i.e. repayable in next twelve months ₹2,626.50 millions (as at 31.03.2018: ₹2,413.25 millions,as at 31.03.2017: ₹2,185.75 millions, as at 31.03.2016: ₹1,819.08 millions, as at 31.03.2015 (Proforma) : ₹1,732.42 millions).

(iii) .The Interest Liability has been assessed on the amount disbursed in the F.Y. 2005-06 to 2018-19 by applying the Interest rate as advised by the IRFC for each Financial year

(2018-19: 8.75% estimated, 2017-18 : 8.75% , 2016-17 :8.19%, 2015-16 :8.68%, 2014-15 :9.56%, 2013-14 :9.60%, 2012-13 :9.41%, 2011-12 :10.12%, 2010-11 :9.12%, 2009-10 :8.92%, 2008-09 :9.96%, 2007-08 :10.24%, 2006-07 :9.73%,2005-06 :8.06%)
The interest accrued but not due on the IRFC loan amount has been shown in the Balance Sheet as recoverable from MoR under Current Assets & Non-Current assets (for the interest non recoverable in next 12 Months) and the interest payable but not due under the Current Liabilities and Non-Current Liabilities (for the interest not payable in next 12 Months) payable to IRFC.

15.2 Other Financial Liability **(₹ in millions)**

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Performance and Security Deposit	2448.10	2855.32	-	-	-
Retention money	777.341	892.967	-	-	-
Total other financial liability	**3,225.44**	**3,748.29**	-	-	-

Note: - 16

Restated Unconsolidated Summary Statement of Provisions

(₹ in millions)

Particulars	Provisions for employee benefits							Total
	Provision for Foreign Service Contribution	Provision for PRP/PLI	Provision for Retirement Benefit	Provision for LTC	Provision for Ex Gratia	Provision for 7th Pay Commission	Provision for 3rd PRC	
At 1-April-2014 (Proforma)	**60.98**	**50.13**	**39.26**	**1.20**	**25.00**	**-**	**-**	**176.57**
Current	60.98	50.13	3.67	1.20	25.00	-	-	140.98
Non Current	-	-	35.59	-	-	-	-	35.59
Provision made during the year	26.25	42.68	24.58	0.58	30.00	-	-	124.09
Utilization during the year	(24.01)	(46.98)	(6.47)	(0.16)	(25.00)	-	-	(102.62)
At 31-March-2015 (Proforma)	**63.22**	**45.83**	**57.37**	**1.62**	**30.00**	-	**-**	**198.04**
At 1-April-2015	**63.22**	**43.15**	**57.37**	**1.62**	**30.00**	**-**	**-**	**195.36**
Current	63.22	45.83	6.56	1.62	30.00	-	-	147.23
Non Current	-	-	50.81	-	-	-	-	50.81
Provision made during the year	48.10	44.08	28.00	1.60	53.50	35.61	-	210.88
Utilization during the year	(59.45)	(8.98)	(4.04)	(1.50)	(30.09)	-	-	(104.06)
At 31-March-2016	**51.87**	**80.93**	**81.33**	**1.72**	**53.41**	**35.61**	**-**	**304.87**
Current	51.87	80.93	6.28	1.72	53.41	35.61	-	229.82
Non Current	-	-	75.05	-	-	-	-	75.05
Provision made during the year	125.35	54.47	19.54	6.11	61.53	57.77	14.02	338.79
Utilization during the year	(32.79)	(42.04)	(4.35)	(1.38)	(51.51)	(13.82)	-	(145.89)
At 31-March-2017	**144.43**	**93.36**	**96.52**	**6.45**	**63.43**	**79.56**	**14.02**	**497.77**
Current	144.43	93.36	7.65	6.45	63.43	79.56	14.02	408.90
Non Current	-	-	88.87	-	-	-	-	88.87
Provision made during the year	131.77	129.17	20.27	1.82	82.00	-	26.78	391.80
Utilization during the year	(95.00)	(79.94)	(20.45)	(0.77)	(53.71)	(63.56)	(33.39)	(346.82)
At 31 March 2018	**181.20**	**142.59**	**96.34**	**7.49**	**91.72**	**16.00**	**7.41**	**542.75**
			20.61					
Current	181.20	142.59	11.37	0.86	91.72	16.00	7.41	451.14
Non Current	-	-	84.98	6.64	-	-	-	91.61
Provision made during the year	74.87	71.50	1.14	1.00	50.56	-		199.07
Utilization during the year	(31.99)	-	(15.21)	(0.28)	-	-		(47.49)
At 30 September 2018	**224.08**	**214.08**	**82.27**	**8.22**	**142.28**	**16.00**	**7.41**	**694.34**
Current	224.08	214.09	7.98	0.84	142.28	16.00	7.41	612.68
Non Current			74.29	7.38				81.66

Foot Note

16.1 Foreign Service Contribution :

The majority of the officers / staff employed in RVNL are on deputation from Indian Railways. RVNL is paying Foreign Service Contribution to the Indian Railways towards retirement benefits.

16.2 For RVNL Employees

The disclosure required under Indian Accounting Standard-19 "Employee Benefit" in respect of defined benefit plan is:

Reconciliation of opening and closing balances of the present value of the defined benefit obligation:

(₹ in millions)

Particulars	Gratuity					Leave Encashment				
	30-Sep-18	2017-18	2016-17	2015-16	2014-15 (Proforma)	30-Sep-18	2017-18	2016-17	2015-16	2014-15 (Proforma)
Opening Balance	59.51	41.12	31.62	19.25	12.82	27.27	47.16	42.59	33.45	22.36
Interest Cost	2.32	3.08	2.53	1.54	1.00	1.06	3.54	3.41	2.68	1.74
Current Service Cost	6.96	12.52	9.08	7.82	5.22	1.11	4.56	8.89	9.69	5.56
Benefit Paid	(3.43)	(3.79)	(1.74)	(0.59)	(0.77)	(11.78)	(14.55)	(2.61)	(3.45)	(1.02)
Actuarial (Gain)/ Loss on Obligation	0.32	6.58	(0.37)	3.60	0.98	(4.85)	(13.45)	(5.12)	0.22	4.81
Closing Balance	**65.68**	**59.51**	**41.12**	**31.62**	**19.25**	**12.82**	**27.27**	**47.16**	**42.59**	**33.45**

Particulars	Half Pay Leave					LTC				
	30-Sep-18	2017-18	2016-17	2015-16	2014-15 (Proforma)	30-Sep-18	2017-18	2016-17	2015-16	2014-15 (Proforma)
Opening Balance	10.92	7.85	7.13	4.67	4.07	7.50	6.45	1.73	1.62	1.20
Interest Cost	0.43	0.59	0.57	0.37	-	0.29	0.48	0.14	0.13	-
Current Service Cost	0.43	1.78	1.46	1.59	0.60	1.35	1.75	1.45	0.48	0.42
Benefit Paid	-	-	-	-	-	(0.28)	(0.77)	(1.38)	(1.50)	-
Actuarial (Gain)/ Loss on Obligation	(6.65)	0.69	(1.30)	0.49	-	(0.64)	(0.42)	4.52	0.99	-
Closing Balance	**5.13**	**10.92**	**7.85**	**7.13**	**4.67**	**8.21**	**7.50**	**6.45**	**1.73**	**1.62**

Amount Recognised in Statement of Profit and Loss (₹ in millions)

Particulars	Gratuity					Leave Encashment					Half Pay Leave					LTC				
	30/Sep/18	2017-18	2016-17	2015-16	2014-15 (Proforma)	30/Sep/18	2017-18	2016-17	2015-16	2014-15 (Proforma)	30/Sep/18	2017-18	2016-17	2015-16	2014-15 (Proforma)	30/Sep/18	2017-18	2016-17	2015-16	2014-15 (Proforma)
Interest Cost	2.32	3.08	2.53	1.54	1.00	1.06	3.54	3.41	2.68	1.74	0.43	0.59	0.57	0.37	-	0.29	0.48	0.14	0.13	-
Current Service Cost	6.96	12.52	9.08	7.82	5.22	1.11	4.56	8.89	9.69	5.56	0.43	1.78	1.46	1.59	0.60	1.35	1.75	1.45	0.48	0.42
Actuarial (Gain)/ Loss on Obligation			-	-	-	(4.85)	(13.45)	(5.12)	0.22	4.81	(6.65)	0.69	(1.30)	0.49	-	-	-	-	-	-
Total	**9.29**	**15.61**	**11.61**	**9.36**	**6.22**	**(2.67)**	**(5.35)**	**7.19**	**12.58**	**12.11**	**(5.79)**	**3.07**	**0.73**	**2.46**	**0.60**	**1.64**	**2.24**	**1.59**	**0.61**	**0.42**

Amount Recognised in Other Comprehensive Income account (₹ in millions)

Particulars	Gratuity					Leave Encashment					Half Pay Leave					LTC				
	30/Sep/18	2017-18	2016-17	2015-16	2014-15 (Proforma)	30/Sep/18	2017-18	2016-17	2015-16	2014-15 (Proforma)	30/Sep/18	2017-18	2016-17	2015-16	2014-15 (Proforma)	30/Sep/18	2017-18	2016-17	2015-16	2014-15 (Proforma)
Actuarial (Gain)/ Loss on Obligation	0.32	6.58	(0.37)	3.60	0.98	-	-	-	-	-	-	-	-	-	-	(0.64)	(0.42)	4.52	0.99	-
Total	**0.32**	**6.58**	**(0.37)**	**3.60**	**0.98**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**(0.64)**	**(0.42)**	**4.52**	**0.99**	**-**

Leave Encashment including Half pay Leave is payable to employees on retirement. The amount of Leave Encashment payable is based on past service and salary at time of retirement.

There are no Investment held against the provision for gratuity and leave encashment.

ACTUARIAL ASSUMPTIONS:	Sunday, September 30, 2018	2017-18	2016-17	2015-16	2014-15 (Performa)
Method Of Valuation :	Project Unit Credit Method	Project Unit Credit Method	Project Unit Credit Method	Project Unit Credit Method	Project Unit Credit Method
Discount Rate :	8.30%	7.80%	7.50%	8.00%	7.80%
Salary Escalation Rate:	6.50%	6.50%	6.50%	6.50%	6.50%
Retirement Age:	60 Years	60 Years	60 Years	60 Years	60 Years
Withdrawal Rate:	3% at younger ages and reducing to 1% at older ages according to graduated scale.	3% at younger ages and reducing to 1% at older ages according to graduated scale.	3% at younger ages and reducing to 1% at older ages according to graduated scale.	3% at younger ages and reducing to 1% at older ages according to graduated scale.	3% at younger ages and reducing to 1% at older ages according to graduated scale.
Mortality Rate	India Assured Lives Mortality (2006-08) Ult.	India Assured Lives Mortality (2006-08) Ult.	India Assured Lives Mortality (2006-08) Ult.	India Assured Lives Mortality (2006-08) Ult.	India Assured Lives Mortality (2006-08) Ult.

Sensitivity analysis:

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (projected unit credit method) has been applied as when calculating the defined benefit obligation recognised within the statement of financial position.

For the period ended 30-September 2018

Change in	Change in assumptions	Effect on Gratuity obligation	Effect on Leave Encashment	Effect on Half pay Leave	Effect on LTC
Discount Rate	+0.5%	(2.84)	(0.33)	(0.14)	(0.21)
	-0.5%	3.13	0.35	0.14	0.23
Salary Growth Rate	+0.5%	3.16	0.36	(0.14)	0.23
	-0.5%	(2.90)	(0.34)	0.14	(0.22)

Note: - 17 Other Non Current Liability (₹ in Millions)

Particulars	30th September 2018	31 March 2018	31 March 2017	31 March 2016	1 April 2015
Deferred Income (Fair Value Adjustment)	284.70	400.84	-	-	-
Total	**284.70**	**400.84**	-	-	-

Note: - 18 Restated Unconsolidated Financial Liability Current

18.1 Restated Unconsolidated Summary Statement of Trade Payables **(₹ in Millions)**

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31 March 2015 (Performa)
- Micro, Small and medium enterprises (Refer note-35)	-	-	-	-	-
- Others	1489.394	684.48	1,098.92	904.95	449.96
Total	**1,489.39**	**684.48**	**1,098.92**	**904.95**	**449.96**

18.2 Restated Unconsolidated Summary Statement of Other Financial Liability **(₹ in Millions)**

Particulars	30 September 2018		31 March 2018		31 March 2017		31 March 2016		31 March 2015 (Performa)	
Performance and Security Deposits		3,615.93		2415.97		3,520.89		2,904.53		2,205.29
Sundry creditors (Miscelaneous Services)		8.96		7.93		15.57		40.89		36.03
Sundry creditors Others		9.77		36.67		103.60		67.93		54.70
Retention money		827.03		622.82		672.65		660.43		410.54
Other Liabilities		812.28		855.13		119.40		76.70		75.31
Expenses Payable		63.10		32.04		36.25		11.89		3.08
Indian Railway Finance Corporation *										
Opening balance	2,413.25		2,185.75		1,819.08		1,732.42		1,642.50	
Add: Addition during the period	2626.5		2,413.25		2,185.75		1,819.08		1,732.42	
Less: Repayment during the period	(2,413.25)		(2,185.75)		(1,819.08)		(1,732.42)		(1,642.50)	
		2,626.50		2,413.25		2,185.75		1,819.08		1,732.42
Interest accrued but not due (IRFC Loan)										
Opening balance	2,528.67		2,467.48		2,080.04		2,136.25		2,172.36	
Add: Addition during the period	1801.983		2,602.46		2,529.32		2,145.16		2,203.68	
Less: Repayment during the period	(2,679.06)		(2,541.27)		(2,141.89)		(2,201.37)		(2,239.79)	
		1,651.59		2,528.67		2,467.47		2,080.04		2,136.25
Total other financial liability		**9,615.16**		**8,912.48**		**9,121.58**		**7,661.49**		**6,653.62**

*For terms and conditions refer note no 15.1 and 32(c)

Note: - 19

Restated Unconsolidated Summary Statement of Other current Liability **(₹ in Millions)**

Particulars	30 September 2018		31 March 2018		31 March 2017		31 March 2016		31 March 2015 (Performa)	
19.1 Other Advances										
i) Unsecured										
Fund Received from MOR										
Opening Balance	5,755.57		14,849.06		1,45,240.58		90,251.98		65,950.75	
Add: Addition during the year	32,607.06		55,940.48		43,803.50		55,141.90		27,770.10	
Less: Projects Transferred during the year	(15,297.85)		(65,033.97)		(1,74,195.01)		(153.31)		(3,468.87)	
Less: Unbilled Revenue	(15,544.76)	7,520.02		5,755.57		14,849.07		1,45,240.57		90,251.98
iii) Unsecured										
Advance from MoR IRFC loan Repayment										
Opening Balance	-		44.72		2,766.28		3,676.87		3,399.65	
Add: Addition during the year	5,092.31		2,185.75		3,960.97		3,933.80		1,642.50	
Less: Projects Transferred during the year	(5,092.31)	-	(2,230.47)	-	(6,682.53)	44.72	(4,844.39)	2,766.28	(1,365.28)	3,676.87
iii) HSR Studies under Demand-2										50.00
Opening Balance	30.04		-		-		50.00		-	
Add: Addition during the year	-		452.57		131.25		74.62		50.00	
Less: Projects Transferred during the year	-	30.04	(422.53)	30.04	(131.25)	-	(124.62)		-	
iv) Deposit Andhra Pradesh Govt.										
Opening Balance	661.77		286.07		2,060.00		860.00		860.00	
Add: Addition during the year	1,483.90		375.70		-		1,200.00		-	
Less: Projects Transferred during the year	-	2,145.67	-	661.77	(1,773.93)	286.07	-	2,060.00	-	860.00
v) Deposit Himachal Pradesh Govt.										
Opening Balance	980.20		120.00		-		300.00		-	
Add: Addition during the year	-		860.20		120.00		-		300.00	
Less: Projects Transferred during the year	-	980.20	-	980.20	-	120.00	-	300.00	-	300.00
vi)Advance received from Customers against		510.08		703.384		1,292.47		1,216.74		2,156.91
19.2 Others										
Duties & Taxes		164.73		945.78		362.66		209.04		83.86
RVNL Welfare Fund		-		4.81		3.58		2.91		2.29
RVNL Welfare Scheme#										
Opening Balance			-		100.00		50.00		-	
Add: Addition during the year					-		100.00		50.00	
Less: Projects Transferred during the year				-	(100.00)	-	(50.00)	100.00	-	50.00
RVNL Medical Scheme#										
Opening Balance	-		-		-		-			
Add: Addition during the Year	0.21		25.64		16.31		16.40			
Less: Adjustment during the Year	-	0.21	(25.64)	-	(16.31)	-	(16.40)	-		-
Deferred Income (Fair Value Adjustment)		373.92		341.811		695.03		745.45		764.78
Total		**11,724.87**		**9,423.36**		**17,653.60**		**1,52,640.99**		**98,196.69**

 # RVNL Medical and Welfare Scheme

Company has provided contribution of ₹0.21 Millions (Previous year ₹ 25.64 Millions), F.Y.2016-17 16.31 millions, F.Y.2015-16: ₹ 16.40 millions, F.Y. 14-15 (Proforma) : Nil) in the RVNL Medical Scheme and ₹ Nil (Previous year ₹ Nil) F.Y.2016-17 Nil, F.Y. 2015-16: ₹ 100.00 millions , F.Y. 14-15 (Proforma) : ₹50 millions) in Capital Fund of RVNL Medical and Welfare Trust.

Note: - 20

Restated Unconsolidated Summary Statement of Revenue from operations **(₹ in Millions)**

Particulars	For the Half Year ended on 30-Sep-2018	For the year ended 31 March 2018	For the year ended 31 Mar 2017	For the year ended 31 Mar 2016	For the year ended 31 March 2015 (Proforma)
Revenue from Operation:					
(Turnover from Construction Work and Project related Activity)					
- From MoR Projects	27,922.41	55,808.60	42,346.64	33,953.81	24,370.79
- From MoR Metro Projects	1,413.25	4,925.54	4,889.77	4,698.14	3,518.93
- From MoR Projects (Executed by Zonal Railways)	72.93	216.93	931.27	152.74	279.25
- From Deposit Work - Projects (SPV)	5,809.90	11,669.41	9,077.00	5,808.79	2,778.66
- From Deposit Work - Project (Others)	1,010.34	2,945.11	1,906.38	785.06	517.72
Total	**36,228.82**	**75,565.59**	**59,151.06**	**45,398.54**	**31,465.35**

20.1 In accordance with Railway Board's letter No. 2004/W-1/RVNL/15 dated 04.01.2012 RVNL has accounted Consolidated Management fee @ 9.25% in case of Metro Projects and 8.5% in case of Other Plan Heads on the expenditure incurred by RVNL on MoR projects. As per the directions of MoR, all expenditure in the nature of consultancies related to Project Management are being charged directly to project. D&G charges payable to Railway up to 0.25 % of cost of projects are allocated to the projects on actual funds released to the respective Zonal Railway, Expenditure incurred on D&G (Supervision) are being charged to the Statement of Profit & Loss account. The miscellaneous receipts from sale proceeds of Tender and other income has been credited to the Statement Profit & Loss account.

20.2 In respect of SPV projects, construction works have been undertaken by RVNL as per the terms and conditions of the Model Construction agreement for execution of SPV Projects issued by MoR and revenue recognised accordingly. In respect of Kutch Railways Company Limited (KRCL), revenue is recognised based on bills raised and payments received although acceptance of Formal Construction Agreement by KRCL is pending.

20.3 In respect of Deposit Work of Simar Port and Rewas Port Turnover of Rs 2.93 Millions has been acounted and adjusted with the outstanding balances of respective parties.

Note: - 21

Restated Unconsolidated Summary Statement of Other Income **(₹ in Millions)**

Particulars	For the half Year ended 30-Sep-2018	For the year ended 31 March 2018	For the year ended 31 Mar 2017	For the year ended 31 Mar 2016	For the year ended 31 March 2015 (Proforma)
Other Income	1,474.64	2,248.03	2,475.57	1,802.31	1,231.14
Net Profit Before Tax as Restated	2,857.20	5,641.49	4,889.11	3,698.54	2,483.35
Percentage	51.61%	39.85%	50.63%	48.73%	49.58%
Source of Income					
Non Related and Recurring					
(a) Interest income					
- Banks - Gross	528.54	1,127.03	1,583.87	1,174.75	823.72
- Others - Gross	576.32	544.91	424.13	240.45	69.60
(b) Dividend income:	175.00	100.00	55.00	25.00	50.00
(c) Misc. Income	10.42	26.89	43.94	49.40	17.19
(d) Unwinding of interest income on security deposit	2.06	5.44	5.14	4.12	3.42
(e) Amortisation of deferred revenue on financial liabilities					
- Performance Deposit	139.25	255.35	243.30	206.90	169.03
- Misc Deposit Deposit	-	36.55	18.70	13.49	10.05
- Retention Money	43.05	91.92	70.55	57.00	43.55
- Earnest Money	-	59.93	66.56	31.21	45.52
OTHER INCOME	1,474.65	2,248.03	2,475.57	1,802.31	1,231.14
Net Profit Before Tax as Restated	2,857.20	5,641.49	4,889.11	3,698.54	2,483.35
Percentage	51.61%	39.85%	50.63%	48.73%	49.58%
Source of Income					
Non Related and Recurring					
Interest Income					
Interest Income on FDR's & TDR's (Gross)	528.54	1,127.03	1,583.87	1,174.75	823.72
Interest Income on Advance to staff (like MPA, HBA & FWA)	-	-	0.91	1.52	1.51
Recovery of residence furnishing (other income)	-	-	0.13	0.13	0.15
Other deduction salary	-	-	-	0.00	-
(a)	528.54	1,127.03	1,584.91	1,176.40	825.38
Related and Recurring					
Interest from Special Purpose Vehicles (SPVs) against balances outstanding	576.32	544.91	424.13	240.45	69.60
Dividend from SPV's against Investment in Share	175.00	100.00	55.00	25.00	50.00
Income from commission charges	-	-	-	-	-
Sale of Tender Forms	-	-	3.90	2.36	0.86
Miscellaneous Income	10.42	26.89	10.44	4.74	2.97
(b)	761.74	671.80	493.47	272.55	123.43
Related and Non Recurring					
Excess Provision Written Back	-	-	28.44	37.71	10.69
Profit on sale of assets	-	-	0.07	0.05	0.07
(c)	-	-	28.51	37.76	10.76
Non Related and Non Recurring					
Income from amortisation of deferred security deposits-Liability	182.31	443.75	363.49	308.60	268.15
Interest Income on Unwinding of Discounts on security deposits	2.06	5.44	5.14	4.12	3.42
Notice period pay from Staff	-	-	0.05	0.06	-
Sale of Scarp	-	-	-	0.77	-
Interest on Income Tax Refund	-	-	-	1.99	-
Penalty Forfited	-	-	-	0.06	-
(d)	184.37	449.20	368.68	315.60	271.57
Total (a+b+c+d)	**1,474.65**	**2,248.03**	**2,475.57**	**1,802.31**	**1,231.14**

"Interest from others" includes interest from Special Purpose Vehicles (SPVs) against balances outstanding.

Note: - 22

Restated Unconsolidated Summary Statement of Expenses on Operations :- **(₹ in Millions)**

Particulars	For the half year ended 30th Sep 2018	For the year ended 31 March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 March 2015 (Proforma)
Expenses on Operation:					
(Direct Expenses on Construction and Project related Activity)					
- Incurred on MoR Projects	25830.64	51542.61	39,102.84	31,336.13	22,492.86
- Incurred on MoR Metro Projects	1293.59	4508.66	4,465.08	4,291.74	3,209.72
- Incurred on Projects (Zonal Railway)	72.93	216.93	931.27	152.74	279.25
- Incurred on Deposit Work - Projects (SPV)	5445.45	10842.11	8,414.36	5,380.14	2,494.52
- Incurred on Deposit Work - Projects (Others)	868.46	2721.36	1,764.93	728.61	480.98
Total	**33,511.06**	**69,831.67**	**54,678.48**	**41,889.36**	**28,957.33**

22.1 Expenditure against contracts awarded by the Company is recognized on completion of measurements and testing certified by the Engineer.

22.2 Expenditure of execution of projects done by the Zonal Railways on behalf of the Company on MOR projects is accounted for on the basis of statement of estimated expenditure received from respective Zonal Railways and is adjusted allocation-wise as and when the final expenditure statement is received.

22.3 With the rationalisation of the revenue stream of RVNL, the expenses incurred on supervision and monitoring directly allocable to the projects have been reviewed in terms of Railway Board 's letter no 2004/W-1/RVNL/15 dated 04/01/2012, the pattern of booking of expenditure on Zonal Railways and general accounting practices. The expenditure incurred on this account related to execution of Deposit Works (for SPV and others) have been charged to the Statement of Profit and Loss.

Note: - 23

Restated Unconsolidated Summary Statement of Employee Benefit Expenses **(₹ in Millions)**

Particulars	For the Year ended 30-September-2018	For the year ended 31 March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 March 2015 (Proforma)
(a) Salaries and Wages	733.362	1234.08	1,062.03	792.30	655.15
(b) Contribution to Provident & Other Funds (Refer Note 16.2)	24.582	51.91	36.07	35.96	30.78
(c) Staff Welfare Expenses.	18.048	53.89	72.08	138.84	85.23
Total	**775.99**	**1,339.88**	**1,170.18**	**967.10**	**771.16**

Note: - 24

Restated Unconsolidated Summary Statement of Finance Costs **(₹ in Millions)**

Particulars	For the half year ended 30-Sep-18	For the year ended 31 March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 March 2015 (Proforma)
(a) Unwinding of Interest Cost performance deposit	144.36	354.96	291.68	189.58	116.08
(b) Unwinding of Interest Cost Retention Money	42.493	91.63	62.86	41.26	36.71
(c) Interest on Loan from IRFC (Compete Project)(refer note 24.1)	398.434	1,004.32	775.22	581.56	554.42
Less: Interest receivable from MoR on loan from IRFC	(398.43)	(1,004.32)	(775.22)	(581.56)	(554.42)
(d) Interest on Income Tax	18.70	-	-	-	-
Total	**205.55**	**446.58**	**354.54**	**230.84**	**152.79**

24.1 Interest payable on IRFC Loan for the above mentioned period and recoverable from MOR for completed/ transferred project has been disclosed .

Note: - 25

Restated Unconsolidated Summary Statement of Depreciation and Amortization **(₹ in Millions)**

Particulars	For the half year ended 30-Sep-18	For the year ended 31 March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 March 2015 (Proforma)
Depreciation on Property Plant and equipment (Refer Note 3)	26.38	48.09	49.97	46.45	49.97
Amortisation on Intangible Assets (Refer Note 5)	0.68	0.26	0.15	0.24	1.24
Total	**27.06**	**48.35**	**50.12**	**46.69**	**51.21**

Note: - 26

Restated Unconsolidated Summary Statement of Other Expenses **(₹ in Millions)**

Particulars	For the Half Year ended 30 Sep 2018	For the year ended 31 March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 March 2015 (Proforma)
(a) Power & Fuel	14.41	21.54	19.38	16.95	15.13
(b) Rent (Refer note-26.1)	21.00	60.79	75.33	55.03	39.47
(c) Rates & Taxes	0.02	0.06	0.16	-	0.01
(d) Miscellaneous Expenditure	16.94	25.44	14.39	6.16	5.05
(e) Payment to Auditors					
(i) As Auditor	0.66	1.99	1.16	0.72	0.51
(ii) For Taxation Matters	-	0.27	0.31	0.23	0.20
(iii) For Other Services	-	0.18	0.17	0.21	0.14
(iv) For Expenses	-	-	0.16	0.01	0.08
(v) For Expenses -Previous Auditors	-	0.04	-	-	-
(f) Advertisement and Business Promotion	27.17	56.86	50.86	37.33	33.12
(g) Printing and Stationery	12.61	34.03	30.10	23.42	20.18
(h) Travelling & Local Conveyance	36.01	39.69	29.54	26.00	28.22
(i) Communication	13.46	33.98	32.56	22.40	21.96
(j) Books & Periodicals	0.17	0.47	0.43	0.45	0.18
(k) Legal and Professional Charges	34.05	50.91	37.23	27.54	19.41
(l) Consultant Fee	28.27	35.75	69.43	41.55	20.77
(m) Other expenses	20.12	66.88	61.30	48.61	28.14
(n) Expenditure of Multi Functional Complex	-	-	0.48	1.97	1.39
(o) Short & Excess due to rounding off	(0.03)	0.03	(0.03)	-	(0.01)
Total	**224.85**	**428.91**	**422.96**	**308.58**	**233.96**

26.1 The company has taken offices and residential premises under operating lease. The lease agreement are for period fom 11 months to 3 years and are cancellable & renweable by consent. Rent expenses includes `1.56 millions during the year ended 30.09.2018, ' 5.15 millions during the year ended 31.03.2018, ₹ 5.49 millions during the year ended 31.03.2017, ₹ 5.07 millions during the year ended 31.03.2016 and ` 4.02 millions during the year ended 31.03.2015 (Proforma) for amortisation of deferred expenes recognised due to fair valuation of security deposits.

26.2 The incidental expenditure aggregating to ₹ 40.57 millions claimed from HSRC till 31st March, 2016 has been reversed to respective expenditure as per directives issued by MoR.

Note: - 27

Restated Unconsolidated Summary Statement of CSR and R&D Expenses

(₹ in Millions)

Particulars	For the haf year ended 30-Sep-2018	For the year ended 31 March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 March 2015 (Proforma)
(a) CSR Expenses	101.74	76.74	61.23	59.75	45.45
(b)Research & Development Expenses					10.29
Less: Transferred to Capital Working Progress					-9.05
Total	**101.74**	**76.74**	**61.23**	**59.75**	**46.69**

27.1 As per the Companies Act, 2013, an amount equivalent to 2% of Average PBT of immediately preceding 3 Financial Year i.e. `72.87 Millions is required to be spent during the half year ended on September 2018, `76.74 Millions for the year ended March 2018, `61.23 Millions for the year ended March 2017 and `59.75 Millions for the year ended March 2016 and `45.45 Millions for the year ended March 2015 on Corporate Social Responsibility (CSR) Activities. However, Amount of Rs 31.51 Millions has been incurred during the period.

27.2 Amount spent during the year (₹ in Millions)

Particulars	In Cash	Yet to be paid in Cash	Total
For the half year ended on 30th Sep 2018			
(i) Construction/acquisition of any assets	-	-	-
(ii) On purpose other than (i) above	101.74	-	101.74
Year ended 2018			
(i) Construction/acquisition of any assets			-
(ii) On purpose other than (i) above	76.74	-	76.74
Year ended 2017			
(i) Construction/acquisition of any assets	-	-	-
(ii) On purpose other than (i) above	61.23	-	61.23
Year ended 2016			
(i) Construction/acquisition of any assets	-	-	-
(ii) On purpose other than (i) above	59.73	0.02	59.75
Year ended 2015 (Proforma)			
(i) Construction/acquisition of any assets	-	-	-
(ii) On purpose other than (i) above	45.45	-	45.45

Note: - 28

Restated Unconsolidated Summary Statement of Tax Expense

(₹ in Millions)

Particulars	For the Half year Ended on 30 Sep 2018	For the year ended 31 March 2018	For the year ended 31 Mar 2017	For the year ended 31 Mar 2016	For the year ended 31 March 2015 (Proforma)
Current income tax:					
Current income tax charge	585.37	1,186.39	1,032.00	777.26	489.75
Adjustments in respect of previous year	-	-	-	-	-
Deferred tax:					
Relating to origination and reversal of temporary differences	(20.59)	(245.45)	(34.17)	(82.41)	(92.76)
Total	**564.78**	**940.94**	**997.83**	**694.85**	**396.99**

28.1 Restated Unconsolidated Summary Statement of Other Comprehensive Income section

Deferred tax related to items recognised in OCI during the year: (₹ in Millions)

Particulars	For the Half year Ended on 30 Sep 2018	For the year ended 31 March 2018	For the year ended 31 Mar 2017	For the year ended 31 Mar 2016	For the year ended 31 March 2015 (Proforma)
Net loss/(gain) on remeasurements of defined benefit plans	0.01	0.57	0.46	0.38	0.33
Total	**0.01**	**0.57**	**0.46**	**0.38**	**0.33**

28.2 Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2015 (Proforma) , 31 March 2016 , 31 March 2017, 31 March 2018 and 30 September 2018 :

(₹ in Millions)

Particulars	30 September 2018	31 March 2018	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Accounting profit before tax from continuing operations	2857.20	5,641.49	4,884.96	3,693.95	2,482.37
Profit/(loss) before tax from a discontinued operation	-	-	-	-	-
Accounting profit before income tax	**2,857.20**	**5,641.49**	**4,884.96**	**3,693.95**	**2,482.37**
Calculation as per MAT					
At India's statutory income tax rate of 21.5488% (Previous year 21.3416%)	615.69	1,203.98	1,042.53	788.35	520.33
Less: Ind-AS Adjustment	3.27	1.92	3.29	(16.47)	(23.77)
Less: Dividend Income (Exempt)	(37.71)	(21.34)	(11.74)	(5.34)	(10.48)
Add: Expenditure disallowed as per Rule 8D	-	2.13	6.46	6.35	4.78
Add: Interest on TDS	4.12	1.82	-	0.05	0.05
Add: Interest on Income Tax			-	0.10	-
Tax payable as per MAT	**585.37**	**1,188.51**	**1,040.54**	**773.05**	**490.90**
Less: Deferred Tax Assets (Refer note no. 7)	(20.59)	(245.45)	(34.17)	(82.41)	(92.76)
Effect of recasting		-	(8.79)	4.22	(1.15)
Tax Expenses	**564.78**	**943.06**	**997.58**	**694.85**	**396.99**
Effective rate of Tax	19.77%	16.72%	20.42%	18.81%	15.99%

Note: - 29

Components of Other Comprehensive Income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below (₹ in Millions)

Particulars	For the half year ended 30-Sep2018	For the year ended 31 March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 March 2015 (Proforma)
Remeasurement of Defined benefit plans	0.32	(6.16)	(4.15)	(4.59)	(0.98)
Income Tax relating to Items that will not be reclassified to profit and loss	(0.03)	0.57	0.46	0.38	0.33
Fair Value of Investement through other comprehensive Income	(0.30)	-	-	-	-
Tax Related to investment through Other Comprehensive Income	0.04	-	-	-	-
Total	**0.02**	**(5.58)**	**(3.69)**	**(4.21)**	**(0.65)**

Note:- 30 Capital management

The company objective to manage its capital in a manner to ensure and safeguard their ability to continue as a going concern so that company can continue to provide maximum returns to share holders and benefit to other stake holders. Company has paid dividend as per the guidelines issued by Department of Public Enterprises (DPE) as follow s:-

Dividends (₹ in Millions)

Particulars	For the year ended 30 September 2018	For the year ended 31 March 2018	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31 March 2015 (Proforma)
Dividend Paid	968.6	1,670.00	2,571.00	372.00	315.00
Total	**968.60**	**1,670.00**	**2,571.00**	**372.00**	**315.00**

Further, company manages its capital structure to make adjustments in light of changes in economic conditions and the requirements of the financial covenants. Company has borrow ed the funds form IRFC for railw ay projects, for repayment of IRFC loan Ministry of Railw ays w ould make available to RVNL the required funds thereafter, to enable them to do the debt servicing . The debt servicing w ill pass through RVNL books.

Debt Equity Ratio (₹ in Millions)

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015 (Proforma)
Borrow ing (Note No. 15.1)	19,633.46	22,591.48	24,368.80	26,240.83	25,139.70
Long term debt	**19,633.46**	**22,591.48**	**24,368.80**	**26,240.83**	**25,139.70**
Equity (Note No.13)	20850.20	20,850.20	20,850.20	20,850.20	20,850.20
Other equity (Note No.14)	13791.49	12,666.70	9,981.70	9,188.51	6,751.50
Total equity	**34,641.69**	**33,516.90**	**30,831.90**	**30,038.71**	**27,601.70**
Debt equity Ratio	**36:64**	**40:60**	**44:56**	**47:53**	**48:52**

In order to achieve this overall objective, the Company capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrow ings that define capital structure requirements.

No changes w ere made in the objectives, policies or processes for managing capital during the half year ended 30 Sept 2018..

Note 31 :Fair Value measurements
(i) Financial Instruments by Category (₹ in Millions)

Particulars	30 September 2018			31 March 2018			31 March 2017			31 March 2016			31-03-2015 (Profroma)		
	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost	FVTPL	FVTOCI	Amortised Cost
Financial Assets											42,460.00				
Loans			73.69			69.50		-	14.22	-	-	15.76	-	-	20.90
Lease Receivables			17,425.15			19,608.52			13,471.90			7,457.51			5,736.81
Trade Receivables			11,786.48			9,372.36	-	-	2,809.97	-	-	-0.01	-	-	1,872.68
Investments*		99.7		99.70		-	100.00	-	-	-	-	-	-	-	-
Cash and Cash Equivalents			487.23			3,408.35	-	-	12,494.34	-	-	13,759.37	-	-	8,047.88
Bank Balances other than Cash and Cash equivalent			12,212.55			10,600.00	-	-	14,500.00	-	-	16,550.00	-	-	4,850.00
Recoverable from MOR			5,545.25			7,153.85	-	-	7,381.73	-		7,051.87	-	-	6,746.87
Security Deposit			71.14			69.43	-	-	62.00	-	-	43.70	-	-	27.38
Other receivables			47.80			96.36	-	-	52.11	-	-	41.95	-	-	17.22
Other Financial Assets			1,553.01			1,897.12			1,892.60			90.21			36.90
Total Financial Assets		**99.70**	**49,202.31**	**99.70**	**-**	**52,275.49**	**100.00**	**-**	**52,678.87**	**-**	**-**	**45,010.36**	**-**	**-**	**27,356.64**
Financial Liabilities															
Borrow ings			19,633.46			22,591.48	-	-	24,368.80	-	-	26,240.83	-	-	25,139.70
Trade Payables			1,489.39			684.48	-	-	1,098.92	-	-	904.95	-	-	449.96
Performance and Security Deposit			6,064.03			5,271.29	-	-	3,520.89	-	-	2,904.53	-	-	2,205.29
Retention money			1,604.37			1,515.79	-	-	672.65	-	-	660.43	-	-	410.54
Other financial liabilities			5,172.20			5,873.69	-	-	4,928.04	-	-	4,096.53	-	-	4,037.79
Total Financial Liabilities		**-**	**33,963.46**	**-**	**-**	**35,936.73**	**-**	**-**	**34,589.30**	**-**	**-**	**34,807.27**	**-**	**-**	**32,243.28**

(ii) Fair value of financial assets and liabilities that are measured at amortised cost:

(₹ in Millions)

Particulars	30 September 2018		31 March 2018		31 March 2017		31 March 2016		31-03-2015 (Profroma)	
	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value	Carrying value	Fair value
Financial Assets										
Security deposits	71.139	70.926	64.66	70.37	62.00	67.41	43.70	57.37	27.38	27.79
Total Assets	**71.14**	**70.93**	**64.66**	**70.37**	**62.00**	**67.41**	**43.70**	**57.37**	**27.38**	**27.79**
Financial Liabilities										
Other financial liabilities										
Performance and Security Deposit	6,064.03	5,745.93	5,271.29	5,799.03	3,520.89	3,687.79	2,904.53	2,944.53	2,205.29	2,307.41
Retention money	1,604.37	1612.347	1,515.79	1,557.20	672.65	714.05	660.43	669.93	410.54	429.22
Total Liabilities	**7,668.40**	**7,358.28**	**6,787.08**	**7,356.23**	**4,193.54**	**4,401.84**	**3,564.96**	**3,614.46**	**2,615.83**	**2,736.63**

i) The carrying amounts of trade receivables, trade payables, cash and cash equivalents and other short term trade receivables and payables w hich are due to be settled w ithin 12 months are considered to the same as their fair values, due to short term nature.

ii) Long term variable rate borrow ings and lease receivables are evaluated by company on parameters such as interest rates, specific country risk factors and other risk factors. Based on this evaluation the fair value of such payables are not materially different from their carrying amount.

iii) The fair value of Security Deposits and earnest money deposit, performance security deposit, miscellaneous deposit and retention money are calculated based on cash flow s discounted using current market rate. They are classified as level 3 fair values in fair value hierarchy due to the inclusion of unobservable inputs including counterparty credit risk.

iv) Investment in unquoted equity of subsidiaries and joint ventures are stated at cost as per exemption provided by Para 10 of IND AS 27.

v) Staff loans and advances have been continued at carying value as measurement implications are immaterial.

vi) RVNL has determined fair value of investment those are carried through Other Comprehensive Income based on adjsuted intrinsic value , through independent valuer. Valuation of Investment of Indian Port Rail Corporation Limited is based on financial statements for 31st March 2018

Fair Value hierarchy
Level 1- Quoted prices (unadjusted) in active markets for identical assets or liabilties

Level 2- Inputs other than quoted prices included w ithin Level 1 that are observable for the assets or liabilty, either directly (i.e. as prices) or indirectly (i.e. derived form prices)

Level 3- Inputs for the assets or liabilties that re not based on abservable market data (unobservable inputs)

The follow ing table presents the fair value measurement hierarchy of financial assets and liabilties measured at amortised cost:-

As at 30 September 2018

(₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial assets at Amortised Cost				
Security Deposit	-	-	70.93	70.93
Investment	-	-	99.70	99.70
	-	**-**	**170.63**	**170.63**

As at 30 September 2018

(₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Performance and Security Deposit	-	-	5,745.93	5,745.93
Retention money	-	-	1,612.35	1,612.35
	-	**-**	**7,358.28**	**7,358.28**

As at 31 March 2018

(₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial assets at Amortised Cost				
Security deposits	-	-	70.37	70.37
	-	**-**	**70.37**	**70.37**

As at 31 March 2018

(₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Performance and Security Deposit	-	-	5,799.03	5,799.03
Retention money	-	-	1,557.20	1,557.20
	-	**-**	**7,356.23**	**7,356.23**

As at 31-03-2017

(₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial assets at Amortised Cost				
Security deposits	-	-	67.41	67.41
	-	**-**	**67.41**	**67.41**

As at 31-03-2017

(₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Performance and Security Deposit	-	-	3,687.79	3,687.79
Retention money	-	-	714.05	714.05
	-	**-**	**4,401.84**	**4,401.84**

As at 31-03-2016

(₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial assets at Amortised Cost				
Security deposits	-	-	57.37	57.37
	-	**-**	**57.37**	**57.37**

As at 31-03-2016

(₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Performance and Security Deposit	-	-	2,944.53	2,944.53
Retention money	-	-	669.93	669.93
	-	**-**	**3,614.46**	**3,614.46**

As at 31-03-2015 (Proforma)

(₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Assets				
Financial assets at Amortised Cost				
Security deposits	-	-	27.79	27.79
	-	**-**	**27.79**	**27.79**

As at 31-03-2015 (Proforma)

(₹ in Millions)

Particulars	Level 1	Level 2	Level 3	Total
Financial Liabilities				
Financial Liabilities at Amortised Cost				
Performance and Security Deposit	-	-	2,307.41	2,307.41
Retention money	-	-	429.22	429.22
	-	**-**	**2,736.63**	**2,736.63**

(iii) Financial risk management

The Company's principal financial liabilities comprise Borrowings from IRFC, trade payables and other payables. The main purpose of these financial liabilities is to finance the company's operations. The Company's principal financial assets include trade and lease receivables and cash and cash equivalents that derive directly from its operations.

The Company's is expose to market risk, credit risk and liquidity risk. The company financial risk activities are governed by appropriated policies and procedures and that financial risk are identified, measured and managed in accordance with the companies policies and risk objectives. The board of directors reviews and agrees policies for managing each of these risk, which are summarised below :-

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises Interest rate risk and foreign currency risk. Financial instruments affected by market risk includes loans and borrowing, deposits and other non derivative financial instruments.

i) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of change in market interest rate and in case of IRFC loan for payment of interest and principal Ministry of Railways would make available to RVNL the required funds therefore the risk related to IRFC loan is nil, debt servicing will pass through RVNL books only.

ii) Foreign Currency Risk

Company has take services from outside India for project expenses and is exposed to foreign currency risk arrising from such foreign currency transactions. due to immaterilty of foreign exchange amount company does not hedge any risk.

b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The company is exposed to credit risk from its financial activities including deposits with banks, financial institutions and other financial instruments. There is negligible risk for receivable from Ministry of railways also company does not have any history of bad debts.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed in accordance with the companies policy. Investment of surplus are made only with approved with counterparty on the basis of the financial quotes received from the counterparty.

c) Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligations as they become due.The company manages its liquidity risk by ensuring , as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risk to the company's reputation.

The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations.The company has no bank borrowings. The company believes that the working capital is sufficient to meet its current operational requirements. Any short term- surplus cash generated, over and above the amount required for working capital management and other operational requirements, are retained as cash and investment in short term deposits with banks. The said investments are made in instruments with appropriate maturities and sufficient liquidity.

Note 32 Key sources of estimation uncertainty

The followings are the key assumptions concerning the future, and the key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities with next financial year.

a) Fair valuation measurement and valuation process

Financial instruments are measured initially at fair value and subsequently at amortised cost on the basis of materiality, transaction value upto ` 1.20 Millions are measured at fair value on initial recognition and subsequently at amortised cost on group basis by considering that the amount is recoverable or payable at a average period of 5 years and Income and amortisation on such financial instruments has been considered on yearly basis. Transaction value of `1.20 Millions or more are measured at fair value at initial recognition and subsequently at amortised cost on individual transaction basis. Impact of fairvaluation of Staff loans and advances are immaterial therefore it has been continuing at the carrying value.

The fair values of financial assets and financial liabilities is measured the valuation techniques including the DCF model. The inputs to these method are taken from observable markets where possible, but where this is not feasible, a degree of judgment is required in establishing fair values. Judgments include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. See Note 31 for further disclosures.

b) Taxes

Deferred tax assets are recognized for unused tax losses and unabsorbed depreciation to the extent that it is probable that taxable profit will be available against which losses can be utilised significant management judgment is required to determine the amount of deferred tax asset that can be recognised, based upon the likely timing and level of future taxable profit together with future tax planning strategies.

c) Borrowings and Lease Receivables from Railway against Completed Projects

Company has borrowed funds from Indian Railway Finance Corporation for the purpose of construction of railway projects. There is a moratorium period of 3 years for each year's loan. During the said moratorium period, no amount on account of interest and principal shall be payable. The interest shall be charged on yearly basis and repayment of loan along with interest shall be once in a year (for a period of 12 years) after the completion of moratorium period. Ministry of Railways would make available to RVNL the required funds thereafter, to enable them to do the debt servicing. The debt servicing will pass through RVNL books. Accordingly, funds are received by RVNL on each year from MoR and the same is transferred to IRFC immediately. Therefore, there is no impact on Profit & Loss of RVNL ie. on the debit side of Profit & Loss finance cost is charged and by the same amount interest income is recognised in Statement of Profit and Loss.

Note :33 Prior Period Errors (₹ in Millions)

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015 (Proforma)
Impact on equity (increase/(decrease) in equity)					
Sundry Creditors			-	-	(0.88)
Sundry Creditors (Others)	-	(1.28)	(1.11)	0.17	(0.17)
Employee Loan and Advances	-		0.00	0.00	(0.00)
Trade Payable	-		0.29	0.29	(0.29)
Sundry Creditors (Staff)	-		0.02	0.02	(0.02)
Sundry Debtors	-		0.02	0.02	-
Financial Liabilities	-	(33.87)	(33.87)		
Financial Assets	-	0.00	0.00		
Property, Plant & Equipment and Intangible Assets	-	1.01	1.01		
Net Impact on Equity	**-**	**(34.12)**	**(33.62)**	**0.50**	**(1.37)**

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015 (Proforma)
Impact on statement in profit and loss (increase/(decrease) in profit)					
Electricity Charges	-	-	-	0.88	(0.88)
Other Expenses	-	-	0.50	(0.02)	(0.48)
Interest Cost on Financial Liabilities	-	-	1.77	-	-
Deferred Income on Financial Liabilities	-	-	(35.64)	-	-
Rent Expense on Financial Assets	-	-	-	-	-
Depreciation and Amortisation	-	-	(0.25)	-	-
	-	**-**	**(33.62)**	**0.86**	**(1.37)**
Attributable to Equity Holders		**-**	**(33.62)**	**0.86**	**(1.37)**

Impact on basic and diluted earnings per share (EPS) (increase/(decrease) in EPS)

Particulars	30-09-2018	31-03-2018	31-03-2017	31-03-2016	31-03-2015 (Proforma)
Earnings per share for continuing operation					
Basic, profit from continuing operations attributable to equity holders	-	-	(0.0161)	0.0004	(0.0007)
Diluted, profit from continuing operations attributable to equity holders	-	-	(0.0161)	0.0004	(0.0007)

Note 34:- Deposit Works (SPVs and others)

34.1 Works being executed for SPVs and others parties are treated as a Deposit Work. The corresponding current assets and liabilities in respect of such projects have been recognized on the basis of expenditure incurred plus supervision charges as agreed. The advance received is disclosed under Current Liabilities and the amount recoverable on account of project execution under Sundry Debtors.

34.2 Costs incurred on Deposit and SPV Works:

(₹ in Millions)

Particulars	For the year ended 30 September 2018	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
Costs incurred for Deposit Works	6,313.90	13,563.47	10,179.29	6,108.75	2,975.50
Recognized Profit/Loss	506.33	1,051.05	804.09	485.10	320.88
Advance received	510.07	703.38	1,292.47	1,216.74	378.87
Gross Amount due from Customers	11,786.48	9,372.36	2,809.97	4,788.38	1,872.68
Cumulative amount of costs incurred	54,751.86	48,437.96	34,935.25	24,755.96	18,647.21
Cumulative amount of recognized Profit/Loss	4,590.81	4,084.48	2,899.07	2,094.98	1,609.88

Note 35. Disclosure as required by the Micro , Small and Medium Enterprises Development Act, 2006 are as under:-

(₹ in Millions)

Particulars	For the year ended 30 September 2018	Year ended March 31, 2018	Year ended March 31, 2017	Year ended March 31, 2016	Year Ended March 31,2015 (Proforma)
a. the principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year: • Principal amount due to Micro, small and Medium Enterprises • Interest due on above	0.07	0.71	Nil	Nil	Nil
b. the amount of interest paid by the Company in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil	Nil	Nil	Nil
c. the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act,2006	Nil	Nil	Nil	Nil	Nil
d. the amount of interest accrued and remaining unpaid at the end of each accounting year;	Nil	Nil	Nil	Nil	Nil
e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil	Nil	Nil	Nil

Note 36. Expenditure in Foreign Currency

(₹ in Millions)

Particulars	For the year ended 30 September 2018	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
A- Profit or loss (except those recognised as financial instrument and measured at fair value)					
Travel expenses	3.47	5.41	6.33	4.07	2.99
Project Management Consultancy	NIL	7.93	37.40	41.94	73.07
B- Other Comprehensive Income	NIL	NIL	NIL	NIL	NIL

Note 37A. Contingent Liabilities

(₹ in Millions)

Particulars	For the year ended 30 September 2018	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
Claims by the contractor on account of Arbitration not acknowledged as debts by the Company	37740.56	33996.21	31935.22	32843.02	6823.34
Income Tax Demand as reflected on the website of Income Tax Department	1.53	3.90	7.06	7.06	7.06

The company has not accepted the claim and submitted its representation to department as follows:-

(₹ in Millions)

S. No.	Authority	For the year ended 30 September 2018	Year Ended March 31, 2018	As at March 31,2017	As at March 31,2016	As at March 31, 2015 (Proforma)
1	Income Tax-2008-09	15.17	15.17	1.52	1.52	1.52
2	Income Tax-2010-11	0.00	0.00	5.53	5.53	5.53
3	Income Tax-2012-13	0.06	0.06	0.01	0.01	0.01
4	Income Tax-2014-15	0.02	0.02	-	-	-
5	Income Tax-2015-16	0.03	0.03	-	-	-
Total		**15.28**	**15.28**	**7.06**	**7.06**	**7.06**

6 Company has received show cause notice from Director General Goods & Service Tax Intelligence, Delhi Zonal Unit showing a demand of ₹ 2110.80 millions of non-payment of service tax for the period from July'12 to June'2017 under forward/reverse charge mechanism on services provided to Ministry of Railway and/or services received by Zonal Railways. In this regard, the company has appointed a counsel to represent the case before Adjudicating Authority. If the liability is decided against the company in future, the same will be borne by Ministry of Railway.

Note 37B Contingent Assets

In respect of counter claims by the Company on account of arbitration is ₹10,994.14 Millions, as at 31-3-2018 : ₹11,492.34 Millions, as at 31-3-2017: ₹ 4841.51 Millions).

Note 38. Capital Commitment

(₹ in Millions)

Particulars	For the year ended 30 September 2018	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
Towards share capital in SPV's	227.10	204.10	204.10	301.00	11.20
Towards implementation of ERP	308.91	380.69	435.22	496.28	530.20
Towards acquisition of Land	NIL	NIL	146.15	Nil	Nil

38.1 Other Commitment

(₹ in Millions)

Particulars	For the year ended 30 September 2018	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
Towards Contractual Payments of Project expenditure	1,38,874.20	1,09,983.60	1,06,664.08	1,08,900.00	1,13,700.34

Note 39.1 Managerial Remuneration

(₹ in Millions)

S.No.	Particulars	For the year ended 30 September 2018	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
1	**Short Term Employee benefits**					
	Salary & allowances	**12.86**	**45.85**	**26.03**	**16.51**	**23.37**
	Sh. S.C. Agnihotri	2.64	12.97	6.41	3.87	5.84
	Sh. Pradeep Gaur	0.33	0.00			
	Sh. A.K. Ganju	0.00	8.15	5.12	3.35	4.65
	Smt. Gita Misra	2.21	8.31	4.72	3.05	4.26
	Sh. Mukul Jain	0.00	0.00	4.35	3.38	4.68
	Sh. Vijay Anand	2.40	8.29	4.55	2.87	3.94
	Smt. Kalpana Dubey	0.57	1.25	0.88	-	
	Sh. Arun Kumar	2.56	4.05	-	-	-
	Sh.Ashok Kumar Chaudhary	2.17	2.84	-	-	-
2	**Post Employee benefits**					
	Contribution to provident fund	**0.93**	**1.62**	**1.43**	**1.32**	**1.21**
	Sh. S.C. Agnihotri	0.16	0.39	0.31	0.29	0.26
	Sh. Pradeep Gaur	0.03	0.00			
	Sh. A.K. Ganju	0.00	0.20	0.28	0.26	0.24
	Smt. Gita Misra	0.19	0.37	0.29	0.27	0.25
	Sh. Mukul Jain	0.00	0.00	0.21	0.26	0.24
	Sh. Vijay Anand	0.17	0.34	0.27	0.25	0.23
	Smt. Kalpana Dubey	0.04	0.09	0.07	-	-
	Sh. Arun Kumar	0.17	0.17	-	-	-
	Sh.Ashok Kumar Chaudhary	0.16	0.05	-	-	-
	Total	**13.78**	**47.47**	**27.46**	**17.83**	**24.58**
39.2	**Gratuity Liability as per actuary report**	**3.18**	**5.27**	**2.80**	**-**	**-**

Note 40. Earnings per Share:

Particulars	For the year ended 30 September 2018	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
	(₹ per share)	(₹ per share)	(₹ per share)	(₹ per share)	(₹ per share)
Basic EPS					
From continuing operation	1.10	2.25	1.87	1.44	1.00
From discontinuing operation			-	-	-
Diluted EPS					
From continuing operation	1.10	2.25	1.87	1.44	1.00
From discontinuing operation	-	-	-	-	-

40.1 Basic Earning per Share

The earnings and weighted average number of equity shares used in calculation of basic earning per share:-

(₹ in Millions)

Particulars	For the year ended 30 September 2018	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
Profit attributable to equity holders of the company:					
Continuing operations	2,292.42	4,700.56	3,891.28	3,003.69	2,086.36
Discontinuing operations	-	-	-	-	-
Earnings used in calculation of Basic Earning Per Share	2,292.42	4,700.56	3,891.28	3,003.69	2,086.36
Weighted average number of shares for the purpose of basic earnings per share	2085.02	2,085.02	2,085.02	2,085.02	2,085.02

40.2 Diluted Earning per Share

The earnings and weighted average number of equity shares used in calculation of diluted earning per share:-

(₹ in Millions)

Particulars	For the year ended 30 September 2018	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
Profit attributable to equity holders of the company:					
Continuing operations	2,292.42	4,700.56	3,891.28	3,003.69	2,086.36
Discontinuing operations	-	-	-	-	
Earnings used in calculation of diluted Earning Per Share from continuing operations	2,292.42	4,700.56	3,891.28	3,003.69	2,086.36

The weighted number of equity shares for the purpose of diluted earning per share reconciles to the weighted average number of equity shares used in calculation of basic earning per share as follows:

Particulars	For the year ended 30 September 2018	Year Ended March 31, 2018	Year Ended March 31, 2017	Year Ended March 31,2016	Year Ended March 31,2015 (Proforma)
Weighted average number of Equity shares used in calculation of basic earnings per share	2085.02	2,085.02	2,085.02	2,085.02	2,085.02
Effect of dilution:	-	-	-	-	-
Share Options	-	-	-	-	-
Weighted average number of Equity shares used in calculation of diluted earnings per share	2,085.02	2,085.02	2,085.02	2,085.02	2,085.02

Note 41. Composition of Group

Name of Company	Principal Activity	Place of Incorporation and Operation	Proportion of Ownership interest and voting Power held by company				
			For the year ended 30 September 2018	Year Ended March 31, 2018	As at March 31, 2017	As at March 31, 2016	As at March 31, 2015 (Proforma)
(i) Subsidiary company							
High Speed Rail Corporation of India Limited	Build operate and transfer of Railway line	INDIA	100%	100%	100%	100%	100%
(ii) Joint Ventures:							
Kutch Railway Company Limited	Build operate and transfer of Railway line	INDIA	50%	50%	50%	50%	50%
Haridaspur Paradip Railway Company Limited		INDIA	35.23%	35.23%	35.23%	33.33%	33.33%
Krishnapatnam Railway Company Limited		INDIA	30%	30%	30%	30%	30%
Bharuch Dahej Railway Company Limited		INDIA	33.33%	33.33%	33.33%	33.33%	33.33%
Angul Sukinda Railway Limited		INDIA	31.5%	31.5%	31.5%	31.5%	31.5%
Dighi Roha Rail Limited		INDIA	26.00%	26.00%	26.00%	26.00%	0.00%

Note 42. Related Party disclosures as required by Ind-AS 24 "Related party Disclosure"

42.1 Key Management Personnel:

Name	Designation
Sh. Pradeep Gaur	Managing Director (From 01st Sept , 2018)
Sh. S.C. Agnihotri	Managing Director (upto 31st Aug 2018)
Sh. Ajay Kumar	Director Personnel (From 24th Oct 2018)
Ms. Gita Mishra	Director Personnel (Upto 12th Oct 2018)
Sh. Vijay Anand	Director Projects
Sh. Arun Kumar	Director Operation
Sh. Ashok Kumar Chaudhary	Chief Financial Officer
Ms.Kalpana Dubey	Company Secretary
Sh.Vinayak Bhalchandra Karanjikar	Independent Director
Sh. Amar Prakash Dwivedi	Independent Director
Sh.Shiv Kumar Gupta	Independent Director
Sh.Rajen Habib Khwaja	Independent Director
Ms Sabita Pradhan	Independent Director
Sh.Sukhmal Chand Jain	Independent Director
Sh.Lingireddy Venkata Muralikrishn Reddy	Independent Director
Sh. Anil Kumar	Independent Director

42.2 Enterprises in which Directors interest exist:

High Speed Rail Corporation of India Limited

42.3 Joint Ventures

Kutch Railway Company Limited
Haridaspur Paradip Railway Company Limited
Krishnapatnam Railway Company Limited
Bharuch Dahej Railway Company Limited
Angul Sukinda Railway Limited
Dighi Roha Rail Limited

42.4 Subsidiary

High Speed Rail Corporation of India Limited

42.5 Superannuation Trust

RVNL Medical and Welfare Trust

42.6 Disclosure of transactions with related parties:

(₹ in Millions)

Particulars	Transactions					Outstanding Amount* (Unsecured, Considered Good)				
	For the year ended 30 September 2018	Year Ended March 31, 2018	Year Ended March 31, 2017	Year ended March 31, 2016	Year Ended March 31,2015 (Proforma)	For the year ended 30 September 2018	Year Ended March 31, 2018	As at March 31,2017	As at March 31,2016	As at March 31,2015 (Proforma)
Remuneration to Key Personnel	Refer Note no 39.1									
Haridaspur Paradip Railway Company Limited										
Investment in Shares	-	4,382.61	96.90	-	-	-	-	-	-	-
Interest paid/payable for the year	-	-	-	-	33.72	-	-	-	-	-
Interest on Mob. Advance	10.78	67.16	7.31	4.32	20.12	-	-	-	-	-
Interest on outstanding balances	-	-	2.20	6.20	33.72	-	-	-	-	-
Expenditure towards project	11,963.10	27,851.53	2,005.29	1,965.57	1,555.01	3,948.29	3,569.00	(353.44)	100.78	297.26
Bharuch Dahej Railway Company Limited										
Investment in Shares	-	-	-	-	-	-	-	-	-	-
Interest paid/payable for the year	-	-	-	-	-	-	-	-	-	-
Interest on outstanding balances	-	-	-	(2.63)	5.67	-	-	-	-	-
Expenditure of Vadodara Office apportioned	-	-	-	-	0.40	-	-	-	-	-
Expenditure towards project	-	-	4.00	36.93	95.80	1.83	1.83	3.08	(0.93)	(18.29)
Krishnapatnam Railway Company Limited										
Investment in Shares	-	-	-	-	-	-	-	-	-	-
Interest paid/payable for the year	-	-	-	-	29.05	-	-	-	-	-
Interest on outstanding balances	2,603.70	2,414.55	421.93	236.88	-	-	-	-	-	-
Interest on Mob. Advance	4.89	11.70	20.66	42.03	11.71	-	-	-	-	-
Expenditure towards project	11,330.82	44,654.19	4,201.68	3,021.73	841.90	82,660.53	76,363.97	2,673.67	4,548.68	1,567.40
Angul Sukinda Railway Limited										
Investment in Shares	-		-	-	1,082.83	-	-	-	-	-
Interest paid/payable for the year	-		-	-	1.16	-	-	-	-	-
Interest on Mob. Advance	33.18	152.94	20.08	4.22	1.59	-	-	-	-	-
Expenditure towards project	5,613.50	13,747.15	1,198.62	377.16	238.71	-1,143.75	(916.25)	(62.25)	(54.24)	2.35
Kutch Railway Company Limited										
Investment in Shares	-	-	-	-	-	-	-	-	-	-
Interest paid/payable for the year	-	-	-	-	-	-	-	-	-	-
Interest on outstanding balances	-	-	-	-	-	-	-	-	-	-
Interest on Mob. Advance Payable	-	43.23	5.11	-	-	-	-	-	-	-
Dividend Received	1,750.00	1,000.00	-		-	-	-	-	-	-
Expenditure towards project	6,457.95	30,417.69	1,712.56	424.02	-	4,434.82	685.31	22.47	45.45	-
Dighi Roha Rail Limited										
Investment in Shares	-	-	-	0.50	-	-	-	-	-	-
Interest paid/payable for the year	-	-	-	-	-	-	-	-	-	-
Interest on Mob. Advance	-	-	-	-	-	-	-	-	-	-
Expenditure towards project	-	-	-	-	-	77.38	75.38	7.38	7.28	-
High Speed Rail Corporation of India Limited										
Investment in Shares	-	-	-	-	0.57	-	-	-	-	-
Payment towards expenses of company	-	-	-	15.66	23.89	194.84	194.84	20.28	(19.19)	3.32
RVNL Medical and Welfare Trust										
Subscription to Medical Fund	-	256.37	0.16	0.16	-	-	-	-	-	-
Subscription to Welfare Fund	-	-	-	1.00	-	-	-	-	-	-
Other reimbursements	-	-	0.08	0.01	-	-	3.08	0.08	(1.00)	-
Employee Contribution	2.14	-	-	-	-	2.14	10.75	-	-	-

* These represent amounts recoverable on account of expenditure incurred on various projects of Joint Ventures, misc. expenses of Subsidiary and Trust.

42.7 Transactions with the related Government Entities

A part from transactions reported above, the company has transactions with related Government entities which included but not limited to the following:-

Name of Government:- Ministry of Railways, Government of India (Significant Control over Entity)

Certain Significant transactions & Closing Balances

Transaction during the year:-

(₹ in Millions)

S.No.	Particulars	30-Sep-18	31-Mar-18	31-Mar-17	31-Mar-16	31-03-2015 (Proforma)
i)	Revenue form Operation	29,408.58	6,034.76	48,167.69	38,802.55	28,168.97
ii)	Interest Passed on Mobilization advances	-	-	419.60	477.67	448.78
iii)	Dividend Paid	968.60	167.00	2,571.00	372.00	315.00

Closing Balances:

(₹ in Millions)

S.No.	Particulars	30-Sep-18	31-Mar-18	31-Mar-17	31-Mar-16	31-03-2015 (Proforma)
i)	Interest Accrued but not due from MOR	5,545.25	7,153.85	7,381.73	7,051.87	6,746.87
ii)	Lease Receivable	17,425.15	19,608.53	13,471.91	7,457.51	5,736.81
iii)	Other Recoverable from MOR	24.30	24.30	-	-	-

Note 43. Disclosure in respect of Joint Venture/Subsidiary:

Name of the Joint Venture	Partner(s), Country of Origin	Proportion of Ownership Interest as at September 30, 2018*	Proportion of Ownership Interest as at March 31, 2018	Proportion of Ownership Interest as at March 31, 2017	Proportion of Ownership Interest as at March 31, 2016	Proportion of Ownership Interest as at March 31, 2015 (Proforma)
Kutch Railway Company Limited(KRCL)	Rail Vikas Nigam Limited, India	50.00%	50.00%	50.00%	50.00%	50.00%
	Kandla Port Trust, India	26.00%	26.00%	26.00%	26.00%	26.00%
	Mundra Port SEZ	20.00%	20.00%	20.00%	20.00%	20.00%
	Government of Gujarat, India	4.00%	4.00%	4.00%	4.00%	4.00%
Haridaspur Paradip Railway Company Limited (HPRCL)	Rail Vikas Nigam Limited, India	37.25%	37.25%	35.23%	33.33%	33.33%
	IDCO (Govt of Odisha)	0.32%	0.32%	0.37%	0.35%	0.35%
	Essel Mining and Industries Ltd., India	5.00%	5.00%	5.88%	5.88%	5.88%
	Paradeep Port Trust	8.98%	8.98%	10.57%	10.00%	10.00%
	Rungla Mines Ltd	5.00%	5.00%	5.88%	5.88%	5.88%
	Jindal Steel & Power Ltd	0.83%	0.83%	0.98%	0.98%	0.98%
	Steel Authority of India Limited	0.83%	0.83%	0.98%	0.98%	0.98%
	POSCO India Limited	0.00%	0.00%	0.00%	0.00%	5.40%
	MSPL LTD	2.50%	2.50%	2.94%	2.94%	2.94%
	OMC	15.49%	15.49%	14.66%	14.66%	14.70%
	Govt of Odisha	23.80%	23.80%	22.51%	19.60%	19.60%
	Equity Gap	0.00%	0.00%	0.00%	5.44%	0.00%
Krishnapatanam Railway Company Limited (KPRCL)	Rail Vikas Nigam Limited, India	30.00%	30.00%	30.00%	30.00%	30.00%
	Krishnapatnam Port Corporation Limited, India	30.00%	30.00%	30.00%	30.00%	30.00%
	Bramhani Industries Limited	12.00%	12.00%	12.00%	12.00%	12.00%
	National Mineral Development Corporation	15.00%	15.00%	15.00%	15.00%	15.00%
	Government of Andhra Pradesh	13.00%	13.00%	13.00%	13.00%	13.00%
Bharuch Dahej Railway Company Limited (BDRCL)	Rail Vikas Nigam Limited, India	33.33%	33.33%	33.33%	33.33%	33.33%
	Adani Petronet (Dahej) Port Private Limited, India	10.50%	10.50%	10.50%	10.50%	10.50%
	Gujarat Maritime Board, India	10.82%	10.82%	10.82%	10.82%	10.82%
	Dahej SEZ Limited, India	6.06%	6.06%	6.06%	6.06%	6.06%
	GNFC	8.20%	8.20%	8.20%	8.20%	8.20%
	Hindalco Industries Limited, India	8.20%	8.20%	8.20%	8.20%	8.20%
	Jindal Rail Infrastructure Limited, India	6.06%	6.06%	6.06%	6.06%	6.06%
	Guj. Industrial Dev. Corp Ltd	10.82%	10.82%	10.82%	10.82%	10.82%
	Equity Gap	6.00%	6.00%	6.00%	6.00%	6.00%
Angul Sukinda Railway Limited (ASRL)	Rail Vikas Nigam Limited, India	31.50%	31.50%	31.50%	31.50%	31.50%
	Jindal Steel and Power Limited, India	10.00%	10.00%	10.00%	10.00%	10.00%
	Govt of Odisha	21.30%	21.30%	21.30%	21.30%	21.30%
	OMC	10.50%	10.50%	10.50%	10.50%	10.50%
	IDCO (Govt of Odisha)	0.70%	0.70%	0.70%	0.70%	0.70%
	CONCOR	26.00%	26.00%	26.00%	26.00%	26.00%
Dighi Roha Rail Limited	Rail Vikas Nigam Limited, India	50.00%	50.00%	26.00%	26.00%	0.00%
	DPL	50.00%	50.00%	63.00%	63.00%	0.00%
	Sagarmala Development Company	0.00%	0.00%	0.00%	0.00%	0.00%
	Maharashtra Maritime Board	0.00%	0.00%	11.00%	11.00%	0.00%
High Speed Rail Corporation of India Limited	Rail Vikas Nigam Limited, India	100%	100%	100%	100%	100%

* Above disclosure for proportion of ownership in Joint venture has been shown as per Share Holder Agreement with the respective subscribers of SPVs. However, As per Audited balance sheet of Spv's holding in paid up capital are as follows :-

Kutch Railway Company Limited	50.00%
Haridaspur Paradip Railway Company Limited	36.45%
Bharuch Dahej Railway Company Limited	35.46%
Angul Sukinda Railway Limited	31.50%
Dighi Roha Rail Limited	50.00%
Krishnapatanam Railway Company Limited	30.00%
High Speed Rail Corporation of India Limited	100.00%

Details of the aggregate amounts of the assets, liabilities, income and expenditure related to the interest in the Jointly Controlled Entities are as under:

a. Kutch Railway Company Limited

(₹ in Millions)

Particulars	For the year ended 30 September 2018	As at March 31, 2018 (Audited)	As at March 31, 2017 (Audited)	As at March 31, 2016 (Audited)	As at March 31, 2015 Provisional (Proforma)
Assets excluding preliminary expenditure	11,806.58	11,111.48	10,522.84	9,279.96	7,430.64
Liabilities	4,097.93	3,572.48	3,973.95	3,418.80	2,878.78
Income	2,691.26	5,604.82	4,707.52	4,212.79	3,793.75
Expenditure	2,258.84	4,360.34	3,795.88	2,611.10	2,189.62

Contingent liabilities: As at 30-09-2018: ` 1665.00 Millions, as at 31-03-2018: ` 1099.30 Millions, as at 31-03-2017: ₹ 1,485.05 Millions, as at 31-03-2016: ₹ 1,067.95 millions as at 31-03-2015 (Proforma) : ₹ 1,067.95 millions)

Capital commitment: ` …... Millions, as at 31-03-2018: ` 5443.68 Millions), as at 31-03-2017: ₹ 6,747.85 Millions, as at 31-03-2016: ₹ NIL, as at 31-03-2015 Proforma) : ₹ NIL

b. Haridaspur Paradip Railway Company Limited

(₹ in Millions)

Particulars	For the year ended 30 September 2018 (Audited)	As at March 31, 2018 (Audited)	As at March 31, 2017 (Audited)	As at March 31, 2016 (Audited)	As at March 31, 2015 Provisional (Proforma)
Assets excluding preliminary expenditure	5,464.09	4,714.57	3,450.80	2,223.41	1,719.59
Liabilities	3,227.72	2,478.27	1,654.16	586.66	111.68
Income	643.37	1,023.48	799.10	654.58	0.01
Expenditure	643.09	1,022.81	799.04	654.72	0.27

Contingent liabilities: ₹ 77.03 Millions, as at 31-03-2018: ₹ 62.23 Millions, as at 31-03-2017: ₹ NIL, as at 31-03-2016: ₹ 57.54 millions as at 31-03-2015 (Proforma) : ₹ 5.48 millions).

Capital commitment: ₹ 2224.92 Millions, as at 31-03-2018: ₹12,648.50 Millions, as at 31-03-2017: ₹12,648.50 Millions, as at 31-03-2016: ₹ 51.48, as at 31-03-2015 (Proforma) : ₹ NIL)

c. Krishnapatnam Railway Company Limited

(₹ in Millions)

Particulars	For the year ended 30 September 2018 (Audited)	As at March 31, 2018 (Audited)	As at March 31, 2017 (Audited)	As at March 31, 2016 (Audited)	As at March 31, 2015 Provisional (Proforma)
Assets excluding preliminary expenditure	6,639.62	6,007.31	4,182.41	2,823.87	1,906.70
Liabilities	5,695.41	5,183.74	3,436.24	2,077.96	1,133.55
Income	826.75	2,015.99	1,583.84	1,144.53	496.45
Expenditure	672.55	1,921.48	1,582.25	1,134.99	463.32

Contingent liabilities: ₹ 275.80 Millions, as at 31-03-2018: ₹ 74.16 Millions, as at 31-03-2017: ₹ 74.02 Millions, as at 31-03-16 : ₹ 51.42 millions, as at 31-03-15 (Proforma) : ₹11.16 millions)

Capital commitment: ₹ 55.10 Millions, as at 31-03-2018: ₹ 55.10 Millions, as at 31-03-2017: ₹ 1,153.98 Millions, as at 31-03-2016: ₹ 2,624.22 millions, as at 31.03.2015 (Proforma) : ₹ 3,642.48 millions)

d. Bharuch Dahej Railway Company Limited

(₹ in Millions)

Particulars	For the year ended 30 September 2018 (Audited)	As at March 31, 2018 (Audited)	As at March 31, 2017 (Audited)	As at March 31, 2016 (Audited)	As at March 31, 2015 Provisional (Proforma)
Assets excluding preliminary expenditure	1412.17	1,433.64	1,547.55	1,600.27	1,505.58
Liabilities	771.984	796.17	999.53	989.47	926.54
Income	127.805	238.55	201.41	409.29	475.05
Expenditure	116.52	253.72	278.55	299.91	307.94

Contingent liabilities: ₹ 171.05 Millions, as at 31-03-2018: ₹ 224.01 Millions, as at 31-03-2017: ₹ 109.02 Millions, as at 31-03-2016: ₹ 3.35 millions, as at 31-03-2015 (Proforma) : ₹ 2.78 millions)

Capital commitment: ₹ 7.97 Millions, as at 31-03-2018: ₹ 10.87 Millions, as at 31-03-2017: ₹ 73.33 Millions, as at 31-03-2016: ₹ 1.67 millions, as at 31-03-2015 (Proforma) : ₹ 20.00 millions)

e. Angul Sukinda Railway Limited (₹ in Millions)

Particulars	For the year ended 30 September 2018 (Audited)	As at March 31, 2018 (Audited)	As at March 31, 2017 (Audited)	As at March 31, 2016 (Audited)	As at March 31, 2015 Provisional (Proforma)
Assets excluding preliminary expenditure	2,259.96	2,255.57	2,126.40	2,063.30	1,821.50
Liabilities	113.22	114.93	23.05	28.78	5.18
Income	299.52	500.47	463.56	319.78	123.42
Expenditure	291.76	453.07	376.06	189.86	80.02

Contingent liabilities: ₹ 3.69 Millions, as at 31-03-2018: ₹ 3.69 Millions, as at 31-03-2017: ₹ 4.03 Millions, as at 31-03-2016: ₹ 4.66 millions, as at 31-03-2015 (Proforma) : ₹ 1.95 millions)

Capital commitment: ₹ 21.03 Millions, as at 31-03-2018: ₹ 24.43 Millions, as at 31-03-2017: ₹ 2,822.50 Millions, as at 31-03-2016: ₹ 3,204.31 millions, as at 31-03-2015 (Proforma) : ₹ NIL)

f. High Speed Rail Corporation of India limited

(₹ in Millions)

Particulars	For the year ended 30 September 2018 (Audited)	As at March 31, 2018 (Audited)	As at March 31, 2017 (Audited)	As at March 31, 2016 (Audited)	As at March 31, 2015 Provisional (Proforma)
Assets excluding preliminary expenditure	20.618	20.35	306.63	182.94	59.09
Liabilities	19.922	19.90	306.72	184.33	61.87
Income	0.566	409.28	2.14	2.08	1.33
Expenditure	0.232	408.49	0.38	0.21	0.24

Contingent liabilities: ₹ Nil, as at 31-03-2018: ₹ Nil, as at 31-03-2017 ₹ Nil, as at 31-03-2016: ₹ NIL, as at 31-03-2015 (Proforma) : ₹ NIL)

Capital commitment: ₹ Nil, as at 31-03-2018: ₹ Nil, as at 31-03-2017: ₹ Nil, as at 31-03-2016: ₹ Nil , as at 31-03-2015 (Proforma): ₹ NIL)

g. Dighi Roha Rail Limited

(₹ in Millions)

Particulars	For the year ended 30 September 2018 (Audited)	As at March 31, 2018 (Audited)	As at March 31, 2017 (Audited)	As at March 31, 2016 (Audited)	As at March 31, 2015 Provisional (Proforma)
Assets excluding preliminary expenditure	0.33	0.20	0.07	0.21	-
Liabilities	4.28	4.14	2.01	1.96	-
Income	-	-	-	-	-
Expenditure	0.01	0.21	0.19	2.01	-

Contingent liabilities: ₹ 0.77 Millions, as at 31-03-2018: ₹ Nil, as at 31-03-2017: ₹ Nil, as at 31-03-2016: ₹ NIL, as at 31-03-2015 (Proforma) : ₹ NIL)

Capital commitment: ₹ 2.11 Millions, as at 31-03-2018: ₹ 2.11 Millions, as at 31-03-2017: ₹ Nil, as at 31-03-2016: ₹ Nil , as at 31-03-2015 (Proforma) : ₹ NIL)

Note 44. Lease Arrangements

44.1 Financial Lease

The value of assets given on lease is reflected against contra liability payable to IRFC towards loan on completed projects as appearing in note 5, which is liquidated progressively through loan repayment to IRFC being arranged by MoR.

Future minimum lease payments of gross investment in the lease are as follow:

(₹ in Millions)

Particulars	For the year ended 30 September 2018 (Audited)	Year Ended March 31, 2018	Year ended 31st March, 2017	Year ended 31st March, 2016	Year Ended March 31,2015 (Proforma)
Not later than one year	2,626.50	2,413.25	2,004.32	1,089.83	752.17
Later than one year and not later than five years	8,682.68	11,011.27	5,521.50	4,641.38	3,653.15
Later than five years	6,115.96	6,184.01	5,946.08	1,726.31	1,331.49
Total	**17,425.15**	**19,608.53**	**13,471.90**	**7,457.52**	**5,736.81**

Note 45. Approval of financial statement

The financial statements were approved for issue by the Board of Directors on 28-02-2019.

Note 46. Operating Cycle

Earlier,the operating cycle of the Company was more than 12 months and extends upto 5 to 6 years based on the time required from initiation of the project to completion of the project. From 30th December 2016 the operating cycle of the Company is 12 months after change in procedure order of MoR in respects of transfer of PWIP as per the note no 9.

Note 47. Securities released to State Electricity Board/Public Companies

Securities paid to Electricity Boards/ Public Companies towards provision of High Tension Power Lines for electricity connections are booked as project expenditure being part of the project cost.

Note 48. Disclosure on Specified Bank Notes from 08-11-2016 to 30-12-2016 (SBN)

The company did not have any specified bank note or other denomination note as defined in the MCA notification G.S.R. 308 (E) dated 31.03.2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from 08-11-2016 to 30-12-2016. The denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs	Other Denomination notes	Total
Closing cash in hand as on 08.11.2016	-	-	-
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	-	-	-
Closing cash in hand as on 30.12.2016	-	-	-

For the purpose of this clause, the term "Specified Bank Note" shall have the same meaning as provided in the notification of Government of India, in the Ministry of Finance, Department of Economic Affairs No. S.O. 3407 (E) dated 08-11-2016.

Note 49. Disclosure of Operating Profit/Loss as per DPE Guideline

(₹ in Millions)

Particulars	For the year ended 30 September 2018 (Audited)	Year Ended March 31, 2018	Year ended 31st March, 2017	Year ended 31st March, 2016	Year Ended March 31,2015 (Proforma)
CPSE with operating profit (Profit/Surplus before Tax excluding Other Income, and Exceptional Items)	1,382.56	3,329.90	2,413.55	1,896.22	1,252.21

Note 50 Revenue from Contracts with Customers

Effective 1 April 2018, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers". The application of Ind AS 115 did not have any material impact on the financial statements of the Company.

Note 51 Previous year figures has been rearranged, regrouped and reclassified to make them confirmatory with current year figures.

RAIL VIKAS NIGAM LIMITED

Note 52 First-time adoption of Ind AS

These financial statements, for the year ended 31 March 2017, are the first the company has prepared in accordance with Ind-AS. For periods up to and including the year 31 Mach 2016, the company prepared its financial statements in accordance with the Indian GAAP, including accounting standards notified under the companies (Accounting Standards) Rules, 2006 (as amended).

Accordingly the company has prepared financial statements which comply with Ind-AS applicable for the periods on or after the 31 March 2016, together with the comparative period data as at and for the year ended 31 March 2016, as described in the summary of the significant accounting policies. In preparing these financial statements, the company opening balance sheet was prepared as at 1 April 2015, the company date of transition to Ind-AS. This note explains the principal adjustments made by the company in restating its Indian GAAP financial statements, including the balance sheet as at 1 April 2015 and the financial statements as at and for the year ended 31 March 2016.

Exemptions applied

Ind-AS 101 allows first time adopters certain exemptions from the retrospective application of certain requirements under Ind-AS

Company has applied the following exemptions:-

1- Estimates

The estimates at 1 April 2015 and at 31 March 2016 are consistent with those made for the same dates in accordance with Indian GAAP (after adjustments to reflect any differences in accounting policies).

The estimates used by the Company to present these amounts in accordance with Ind AS, reflect conditions at 1 April 2015, the date of transition to Ind-AS and as of 31 March 2016.

2- Deemed Costs

Since there is no change in functional currency, the company has elected to continue with the previous GAAP carrying value of all property Plant and Equipment and intangibles assets as recognized in the previous GAAP financials as deemed cost at the transition date.

3- Investments in subsidiaries & Joint ventures

Since company recognised its investment in subsidiaries and joint ventures at cost in separate financial statements, company has elected to continue with the previous GAAP carrying amount as deemed cost at transition date.

4- Leases

Appendix C to Ind-AS 17 requires an entity to assess whether a contract or arrangement contains a lease. In accordance with Ind-AS 17, this assessment should be carried out at the inception of the contract or arrangement. However, the company has used Ind-AS 101 exemption and assessed all arrangements based for embedded leases based on conditions in place as at the date of transition. Company does not have such type of arrangements on transition date.

5- Classification and measurement of financial assets

Financial assets are classified and measured on the basis of the conditions exiting on the date of the transition to Ind-AS

Reconciliation of Balance Sheet on 1st April 2015 (at the date of Transition)*

(₹ in Millions)

	Particulars	Foot Notes	INDIAN (GAAP)	Adjustments	IND AS
I.	**ASSETS**				
1	**Non-current assets**				
	(a) Property, Plant and equipment		57.62	-	57.62
	(b) Capital work-in-progress		14.25	-	14.25
	(c) Other Intangible assets		0.26	0.00	0.26
	(d) Intangible assets under development		16.58	-	16.58
	(e) Financial Assets				
	(i) Investments		5,951.07	-	5,951.07
	(ii) Lease Receivables		4,984.64	-	4,984.64
	(iii) Loans		34.40	-	34.40
	(iv) Others	7.1	4,619.47	(8.63)	4,610.85
	(f) Deferred tax assets (Net)	5	-	292.06	292.06
	(g) Other non-current assets	7.1	-	8.63	8.63
			15,678.29	292.06	15,970.35
2	**Current assets**				
	(a) Project Work in Progress		1,15,647.57	-	1,15,647.57
	(b) Financial Assets				
	(i) Trade Receivables		1,909.21	-	1,909.21
	(ii) Lease Receivables		752.17	-	752.17
	(iii) Cash and cash equivalents		8,047.88	-	8,047.88
	(iv) Bank Balances other than (iii) above		4,850.00	-	4,850.00
	(v) Loans		11.29	-	11.29
	(vi) Others	7.1	2,198.71	(5.22)	2,193.49
	(c) Other current assets	7.1	8,816.10	5.22	8,821.31
	(d) Current Tax Asset (Net)		168.21	-	168.21
			1,42,401.14	-	1,42,401.14
	Total Assets		**1,58,079.43**	**292.06**	**1,58,371.49**

II.	**EQUITY AND LIABILITIES**				
1	**Equity**				
	(a) Equity Share Capital		20,850.20	-	20,850.20
	(b) Other Equity	1, 3, 5	5,938.43	738.86	6,677.29
			26,788.63	738.86	27,527.49
2	**Liabilities**				
(i)	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowing		25,139.71	-	25,139.71
	(b) Provisions		50.81	-	50.81
			25,190.52	-	25,190.52
(ii)	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Short Term Borrowing		3,868.67	-	3,868.67
	(ii) Trade payables	3, 7.2	449.67	0.29	449.96
	(iii) Other financial liabilities	3, 7.2	3,663.96	(758.22)	2,905.75
	(b) Other current liabilities	1, 2 & 7.2	97,458.07	733.12	98,191.19
	(c) Provisions	1 & 2	566.55	(422.00)	144.55
	(d) Current Tax liability (Net)		93.37	-	93.37
			1,06,100.28	(446.80)	1,05,653.48
	Total Equity and Liabilities		**1,58,079.43**	**292.06**	**1,58,371.49**

* The previous GAAP figures have been reclasified to conform to Ind-AS presentation requirements for the purpose of this note.

RAIL VIKAS NIGAM LIMITED

Reconciliation of Balance Sheet on 31st March 2015 (Proforma)

(₹ in Millions)

	Particulars	Foot Notes	INDIAN (GAAP)	Adjustments	IND AS
I.	**ASSETS**				
1	**Non-current assets**				
	(a) Property, Plant and equipment		57.62	-	57.62
	(b) Capital work-in-progress		14.25	-	14.25
	(c) Other Intangible assets		0.26	-	0.26
	(d) Intangible assets under development		16.58	-	16.58
	(e) Financial Assets				
	(i) Investments		5,951.07	-	5,951.07
	(ii) Lease Receivables		4,984.64	-	4,984.64
	(iii) Loans		34.40	-	34.40
	(iv) Others	7.1	4,619.47	(8.84)	4,610.62
	(f) Deferred tax assets (Net)	5	-	292.06	292.06
	(g) Other non-current assets	7.1	-	8.48	8.48
			15,678.28	291.69	15,970.00
2	**Current assets**				
	(a) Project Work in Progress		1,15,647.57	-	1,15,647.57
	(b) Financial Assets				
	(i) Trade Receivables		1,909.21	-	1,909.21
	(ii) Lease Receivables		752.17	-	752.17
	(iii) Cash and cash equivalents		8,047.88	-	8,047.88
	(iv) Bank Balances other than (iii) above		4,850.00	-	4,850.00
	(v) Loans		13.88	-	13.88
	(vi) Others	7.1	2,196.13	(5.77)	2,190.36
	(c) Other current assets	7.1	8,816.10	5.52	8,821.62
	(d) Current Tax Asset (Net)		168.21	-	168.21
			1,42,401.15	(0.25)	1,42,400.91
	Total Assets		**1,58,079.43**	**291.45**	**1,58,370.91**
II.	**EQUITY AND LIABILITIES**				
1	**Equity**				
	(a) Equity Share Capital		20,850.20	-	20,850.20
	(b) Other Equity	1, 3, 5	5,938.43	853.62	6,792.05
			26,788.63	853.62	27,642.25
2	**Liabilities**				
(i)	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowing		25,139.71	-	25,139.71
	(b) Provisions		50.81	-50.81	-
			25,190.52	-50.81	25,139.71
(ii)	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Trade payables	3, 7.2	449.67	0.29	449.96
	(ii) Other financial liabilities	3, 7.2	7,532.63	(879.05)	6,653.58
	(b) Other current liabilities	1, 2 & 7.2	97,458.07	735.91	98,193.98
	(c) Provisions	1 & 2	566.55	(419.32)	147.23
	(d) Current Tax liability (Net)		93.37	-	93.37
			1,06,100.28	(562.17)	1,05,538.13
	Total Equity and Liabilities		**1,58,079.43**	**240.64**	**1,58,320.09**

* The previous GAAP figures have been reclasified to conform to Ind-AS presentation requirements for the purpose of this note.

RAIL VIKAS NIGAM LIMITED
Reconciliation of Balance Sheet on 31st March 2016 *

(₹ in Millions)

	Particulars	Foot Notes	INDIAN (GAAP)	Adjustments	IND AS
I.	**ASSETS**				
1	**Non-current assets**				
	(a) Property, Plant and equipment		59.53	0.00	59.53
	(b) Other Intangible assets		0.13	(0.00)	0.13
	(c) Intangible assets under development	4	56.31	(0.49)	55.82
	(d) Financial Assets				
	(i) Investments		6,051.57	(0.00)	6,051.57
	(ii) Lease Receivables		6,367.68	(0.00)	6,367.68
	(iii) Loans		48.92	(0.00)	48.92
	(iv) Others	7.1	4,981.60	(9.77)	4,971.83
	(e) Deferred tax assets (Net)	5	-	374.97	374.97
	(f) Other non-current assets	7.1	-	8.97	8.97
			17,565.75	373.67	17,939.42
2	**Current assets**				
	(a) Project Work in Progress		1,48,115.01	-	1,48,115.01
	(b) Financial Assets				
	(i) Trade Receivables	3	4,833.53	(0.02)	4,833.50
	(ii) Lease Receivables		1,089.83	-	1,089.83
	(iii) Cash and cash equivalents		13,759.37	-	13,759.37
	(iv) Bank Balances other than (iii) above		16,550.00	-	16,550.00
	(v) Loans		10.54	-	10.54
	(vi) Others	7.1	2,216.69	(4.47)	2,212.23
	(c) Other current assets	7.1	13,264.45	4.31	13,268.75
	(d) Current Tax Asset (Net)		76.32	(0.00)	76.32
			1,99,915.74	(0.18)	1,99,915.56
	Total Assets		**2,17,481.49**	**373.49**	**2,17,854.98**
II.	**EQUITY AND LIABILITIES**				
1	**Equity**				
	(a) Equity Share Capital		20,850.20	(0.00)	20,850.20
	(b) Other Equity	1, 3, 4, 5, 7.1 & 7.2	7,428.10	1,837.45	9,265.55
			28,278.30	1,837.45	30,115.75
2	**Liabilities**				
(i)	**Non-current liabilities**				
	(a) Financial Liabilities				
	(i) Borrowing		26,240.83	(0.00)	26,240.83
	(b) Provisions		75.05	-75.05	-
			26,315.88	(75.05)	26,240.83
(ii)	**Current liabilities**				
	(a) Financial Liabilities				
	(i) Trade payables	3, 7.2	904.66	0.29	904.95
	(ii) Other financial liabilities	3, 7.2	8,484.50	(823.00)	7,661.50
	(b) Other current liabilities	1, 2 & 7.2	1,51,871.66	745.43	1,52,617.07
	(c) Provisions	1 & 2	1,610.70	(1,386.67)	224.03
	(d) Current Tax liability (Net)		15.79	-	15.79
			1,62,887.31	(1,463.96)	1,61,423.34
	Total Equity and Liabilities		**2,17,481.49**	**298.44**	**2,17,779.92**

* The previous GAAP figures have been reclasified to conform to Ind-AS presentation requirements for the purpose of this note.

RAIL VIKAS NIGAM LIMITED

Reconciliation of Statement of Profit and Loss for the year ended 31st March 2016*

(₹ in Millions)

	Particulars	Foot Notes	INDIAN (GAAP)	Adjustments	IND AS
I.	**Revenue :**				
	Revenue from operations		45,413.01	0.00	45,413.01
II.	Other income	7	1,489.60	312.72	1,802.32
III.	**Total Income (I + II)**		46,902.61	312.72	47,215.34
IV.	**Expenses:**				
	Expenses on Operations		41,889.36	-	41,889.36
	Employee benefits expenses	6	957.11	(4.59)	952.52
	Finance Cost	7	-	230.84	230.84
	Depreciation, amortization and impairment		46.69	-	46.69
	Other Expenses	3, 4 & 7.1	313.14	4.71	317.85
	CSR and R&D Expenses		59.75	-	59.75
	Total Expenses (IV).		43,266.05	230.96	43,497.01
V.	**Profit/loss Before exceptional items and Tax (I - IV)**		3,636.56	81.75	3,718.31
VI.	Exceptional items		-	-	-
VII.	Profit/(Loss) before tax (V - VI)		3,636.56	81.75	3,718.31
VIII.	Tax expense:				
	(1) Current tax		760.64	0.00	760.64
	(2) Deferred tax (net)	5	-	(82.54)	(82.54)
	Total Tax Expense (VIII)		760.64	(82.54)	678.10
IX	**Profit/(loss) for the period from continuing operation (VII - VIII)**		**2,875.92**	**164.29**	**3,040.21**
X	Profit/(loss) from discontinued operations		-	-	-
XI	Tax Expense of discontinued operations		-	-	-
XII	Profit/(loss) from discontinued operations (after tax) (X-XI)		-	-	-
XIII	**Profit/(loss) for the period (IX+XII)**		**2,875.92**	**164.29**	**3,040.21**
XIV	**Other Comprehensive Income**				
	Items that will not be reclassified to profit and loss				
	Remeasurement gains (losses) on defined benefit plans	6	-	(4.59)	(4.59)
	Income tax effect on Remeasurement gains (losses) on defined benefit plans	5	-	0.38	0.38
XI.	**Total Comprehensive Income for the period (XIII +XIV) (Comprehensive profit and other comprehensive income for the period)**		**2,875.92**	**160.08**	**3,036.00**
XII.	Earnings Per Equity Share:				
	(For Continuing Operation)				
	(1) Basic		1.38	0.08	1.46
	(2) Diluted		1.38	0.08	1.46
XIII.	Earnings Per Equity Share:				
	(For discontinuing Operation)				
	(1) Basic		-		-
	(2) Diluted		-		-
XIV.	Earnings Per Equity Share:				
	(For discontinued and continuing Operation)				
	(1) Basic		1.38	0.08	1.46
	(2) Diluted		1.38	0.08	1.46

* The previous GAAP figures have been reclasified to conform to Ind-AS presentation requirements for the purpose of this note.

RAIL VIKAS NIGAM LIMITED

Reconciliation of Total Equity as at 31st March 2016 , 1st April 2015 and 31st March 2015 (Proforma)*

(₹ in Millions)

Particulars	Foot Notes	31 March 2016	01 April 2015	As at 31st March 2015 (Proforma)
Total Equity (shareholder's fund) as per previous GAAP		**28,278.30**	**26,788.63**	**26,788.63**
Adjustments				
Proposed dividend and dividend tax	1	1,386.66	448.17	448.17
Prior Period Adjustments	3	(0.50)	(1.37)	(1.37)
Intangible assets written off (Website charges)	4	(0.50)	-	-
Deferred tax assets	5	374.98	292.06	292.06
Unwinding of interest cost on financial liabilities	7.2	(230.84)	-	(152.79)
Deferred income on financial liabilities	7.2	308.60	-	268.15
Unwinding of interest income on financial assets	7.1	4.12	-	3.42
Rent expenses on financial assets	7.1	(5.07)	-	(4.02)
Total Equity (shareholder's fund) as per Ind-AS		**30,115.75**	**27,527.49**	**27,642.25**

Reconciliation of Total Comprehensive Income for the year ended 31st March 2016 and 31st March 2015 *

(₹ in Millions)

Particulars	Foot Notes	31 March 2016	31st March 2015 (Proforma)
Profit after tax as per previous GAAP		**2,875.90**	**1,857.12**
Prior Period adjustment	3	0.86	(1.37)
Deferred tax assets	5	82.93	92.96
Intangible assets written off (Website charges)	4	(0.50)	-
Unwinding of interest cost on financial liabilities	7.2	(230.84)	(152.79)
Deferred income on financial liabilities	7.2	308.60	268.15
Unwinding of interest income on financial assets	7.1	4.12	3.42
Rent expenses on financial assets	7.1	(5.07)	(4.02)
Profit after tax as per Ind-AS		**3,036.00**	**2,063.46**

Impact of Ind-AS on the Cash flow for the year ended 31st March 2016*

(₹ in Millions)

Particulars	Foot Notes	INDIAN (GAAP)	Adjustments	IND AS
Net Cash From Operating Activities	8	(37,683.07)	41,821.90	4,138.84
Net Cash From Investing Activities	8	(10,434.26)	11,308.76	874.50
Net Cash From Financing Activities	8	53,828.82	(53,130.66)	698.16
Net Decrease In Cash & Cash Equivalent		**5,711.49**	**0.00**	5,711.49
Cash & Cash Equivalent as at 1st April 2015		8,047.88	-0.00	8,047.88
Cash & Cash Equivalent as at 31st March 2016		**13,759.37**	**0.00**	**13,759.37**

* The previous GAAP figures have been reclassified to conform to Ind-AS presentation requirements for the purpose of this note.

Foot Notes:-

1- Proposed Dividend

As per Ind AS 10: Company will recognise a liability for final dividend (including dividend distribution tax) in the period when the dividend are approved by the shareholders. Therefore provision made for proposed dividend as per GAAP has been reversed and booked in the year in which it was declared by shareholder in AGM as at 31-3-2016 of ₹ 1,151.00 millions, DDT of ₹ 235.67 millions and as at 1-April 2015 of ₹ 372.00 millions, DDT of ₹ 76.17 millions. Therefore, there is decrease in short term provisions by ₹1,151.00 millions as at 31.03.2016 and by ₹ 372.00 millions as at 01.04.2015 and and current liabilities by ₹ 235.66 millions as at 31.03.2016 and by ₹ 76.17 millions as at 01.04.2015 respectively with corresponding increase in retained earnings by ₹1,386.66 millions as at 31.03.2016 and by ₹ 448.17 millions as at 01.04.2015.

2- Short Term provision and Current Liability

Provision for welfare scheme has been transferred to current liabilities from short term provision of ₹ 50.00 millions as at 1 April 2015, therefore there is decrease in short term provisions by ₹ 50.00 millions and increase in current liabilities by ₹ 50.00 millions as at 01.04.2015.

3- Prior Period

Prior period expenses of ₹ 0.88 millions for the period ended 31 March 2016 have been adjusted in opening balance of retained earning as at 1 April 2015.

Prior period expenses of ₹ 0.50 millions for the period ended 31 March 2017 has been reversed and ₹ 0.48 millions adjusted in retained earning in opening balance sheet and ₹ 0.02 millions have been adjusted in FY 2015-16, therefore there is increase in profit by ₹ 0.50 millions for the period ended 31 March 2017 and decrease in retained earning as at 01 April 2015 of ₹ 0.48 millions and profit during FY 2015-16 of ₹ 0.02 millions. For details refer note-33.

4- Intangible Assets

During F.Y. 2015-16 company has capitalised the website charges in intangibles under development of ₹ 0.50 millions, As per Ind-AS it has been charged off to the expenses, therefore there is decrease in profit during FY 2015-16 by ₹ 0.50 millions with correspondingly increase in intangibles assets by ₹ 0.50 millions.

5- Deferred Tax

As per Ind-AS company has recognised the deferred tax assets of ₹ 374.98 millions as at 31-March 2016 and of ₹ 292.06 millions as at 1 April 2015, therefore there is increase in retained earning by ₹ 374.98 millions as at 31-March 2016 and of ₹ 292.06 millions as at 1 April 2015 and increase in profit after tax for the year ended 31 March 2016 by ₹ 82.78 millions.

6- Other Comprehensive Income

Actuarial gain & (loss) and its tax component are recognised in other comprehensive income of ₹ (4.59) millions and ₹ 0.23 milllions respectively, therefore there is decrease in employee benefit expenses by ₹ 4.59 millions and increase in deferred tax by ₹ 0.38 millions.

7- Financial Instruments*

7.1- Financial Assets

Security deposits and other receivables has been recognised at amortised cost of ₹ 43.70 millions & ₹ 12.57 millions respectively as at 31-03-2016 (at fair value of ₹ 27.79 millions & ₹11.32 millions respectively as at 01-04-2015) and the difference of ₹13.29 millions as at 31-03-2016 (₹ 13.84 millions as at 01-04-2015) as prepaid expenditure.

During financial year 2015-16, company recognised interest income of ₹ 4.12 millions on security deposits and amortised ₹ 5.07 millions from prepaid expenditure as rent expenses.

7.2- Financial Liabilities

Financial liabilities have been recognised at amortised cost of ₹ 3,564.97 millions as at 31-03-2016 (at fair value of ₹ 2,736.63 millions as at 01-04-2015) and the difference of ₹ 745.42 millions as at 31-03-2016 (₹ 759.29 millions as at 01-04-2015) as deferred income.
During financial year 2015-16, company recognised interest cost of ₹ 230.84 millions on financial liabilities and recognised deferred income ₹ 308.60 millions. Net impact of these adjustments is increase in profit by ₹ 77.76 millions in Statement of Profit and Loss.

*__Refer note no. 31(a)__

8- Cash Flow Statement

There is no difference in net cash flow during the financial year 2015-16 as per GAAP and Ind AS, difference arising in operating, investing and financing activities due to reclassification of balance sheet items from GAAP to Ind AS.

Foot Notes to Proforma:

1- Proposed Dividend

As per Ind AS 10: Company will recognise a liability for final dividend (including dividend distribution tax) in the period when the dividend are approved by the shareholders. Therefore provision made for proposed dividend as per GAAP has been reversed and booked in the year in which it was declared by shareholder in AGM as at 31-March 2015 of ₹ 372.00 millions, DDT of ₹ 76.17 millions. Therefore, there is decrease in short term provisions by ₹ 372.00 millions as at 31.03.2015 and current liabilities by ₹ 76.17 millions as at 31.03.2015 respectively with corresponding increase in retained earnings ₹ 448.17 millions as at 31.03.2015.

2- Short Term provision and Current Liability

Provision for welfare scheme has been transferred to current liabilities from short term provision of ₹ 50.00 millions as at 31 March 2015, therefore there is decrease in short term provisions by ₹ 50.00 millions and increase in current liabilities by ₹ 50.00 millions as at 31.03.2015.

3- Prior Period

Prior period expenses of ₹ 0.88 millions for the period ended 31 March 2016 have been adjusted during the F.Y.2014-15.

Prior period expenses of ₹ 0.50 millions for the period ended 31 March 2017 has been reversed out of which ₹ 0.48 millions adjusted during the F.Y.2014-15. For details refer note-32.

4- Intangible Assets

There is no adjustments.

5- Deferred Tax

As per Ind-AS company has recognised the deferred tax assets of ₹ 92.96 millions during the year 2014-15 , therefore there is increase in retained earning by ₹ 92.96 millions in profit after tax for the year ended 31 March 2015.

6- Other Comprehensive Income

Actuarial gain & (loss) and its tax component are recognised in other comprehensive income of ₹ (0.98) millions and ₹ 0.33 millions respectively, therefore there is decrease in employee benefit expenses by ₹ 0.98 millions and increase in deferred tax by ₹ 0.33 millions.

7- Financial Instruments*

7.1- Financial Assets

Security deposits and other receivables has been recognised at amortised cost of ₹ 27.39 millions & ₹ 12.57 millions respectively as at 31-03-2015 and the difference of ₹14.00 millions as at 31-03-2015 as prepaid expenditure.

During financial year 2014-15, company recognised interest income of ₹ 3.42 millions on security deposits and amortised ₹ 4.02 millions from prepaid expenditure as rent expenses.

7.2- Financial Liabilities

Financial liabilities have been recognised at amortised cost of ₹ 2,615.83 millions as at 31-03-2015 and the difference of ₹ 764.78 millions as at 31-03-2015 as deferred income.

During financial year 2014-15, company recognised interest cost of ₹ 152.79 millions on financial liabilities and recognised deferred income ₹ 268.15 millions. Net impact of these adjustments is increase in profit by ₹ 115.36 millions in Statement of Profit and Loss.

***Refer note no. 31(a)**

RAIL VIKAS NIGAM LIMITED

ANNEXURE:-VI Adjustment for Restatement of Unconsolidated of Profit & Loss

1. Material Regrouping

Appropriate adjustments have been made in the Restated Unconsolidated Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2. Material Adjustments:

The Summary of results of restatement made in the Audited Unconsolidated Financial Statements for the respective years and its impact on the profit/(loss) of the Company is as follows:

(₹ in Millions)

Particulars	As At September 30,2018	As At March 31, 2018	As At March 31,2017	As At March 31,2016	As At March 31,2015 (Proforma)
(A) Net Profits as per Ind AS	**2,294.57**	**4,690.99**	**3,846.57**	**3,036.00**	**2,063.47**
Add/(Less) Adjustments on account of Recasting					
1) Reversal/recognition of Employee benefit expense					
Reversal of Employee benefit expense in 2014-15 is reversed in the financial year 2012-13			-	-	(10.70)
Recognition of Employee benefit expense in 2015-16 is recognised in the financial year 2014-15			-	2.68	(2.68)
Recognition of Employee benefit expense in 2014-15 is recognised in the financial year 2012-13			-	-	0.11
Reversal of Employee benefit expense in 2015-16 is reversed in the financial year 2013-14			-	(0.08)	-
Recognition of Employee benefit expense in 2016-17 is recognised in the financial year 2015-16			5.80	(5.80)	-
Recognition of Employee benefit expense in 2017-18 is recognised in the financial year 2016-17					
2) Income Tax					
Recognition of income tax in 20117-18 is recognised in the financial year 2011-12	-	1.61			
Recognition of income tax in 2016-17 is recognised in the financial year 2015-16			0.61	(0.61)	-
Recognition of Income Tax expense in 2014-15 is recognised in the financial year 2013-14			-	-	0.18
Reversal of income tax in 2015-16 is reversed in the financial year 2014-15			-	(16.59)	16.59
Recognition of income tax in 2015-16 is recognised in the financial year 2011-12			-	0.07	-
Recognition of income tax in 2017-18 is recognised in the financial year 2016-17		0.25	(0.25)		
Reversal of income tax in 2018-19 is reversed in the financial year 2017-18	-2.13	2.13			
3) Reversal of Revenue related to SPV					
Revenue reversed in 2016-17 is reversed in the F.Y. 2015-16, 2014-15, 2013-14, 2012-13 & 2011-12			28.43	(16.60)	(4.04)
Revenue reversed in 2014-15 is reversed in the F.Y. 2013-14, 2012-13 & 2011-12	-	-	-	-	51.28
4) Reversal of Management Fee					
Reversal of revenue in 2015-16 is reversed in the F.Y. 2014-15, 2013-14 & 2012-13	-	-	-	2.15	(1.58)
5) Asset written off					
a) Assets reversed during F.Y. 15-16 reversed in the F.Y. 2014-15 & 2013-14	-	-	-	14.24	(1.39)
6) Consistency of Accounting Policy					
a) Reversal of income in 2014-15 is reversed in the F.Y. 2013-14, 2012-13	-	-	-	-	(0.95)
7) Reversal of Expenditure allocated to Subsidiary					
Reversal of allocated expenditure in 2016-17 is reversed in the F.Y. 2015-16 & 2014-15	-	-	40.56	(15.86)	(24.70)
8) Provision of Deferred Tax Assets					
Deferred tax assets is recalculated due to change in employee benefit expense	-	-	-	(0.13)	0.13
9) Ind-AS Adjustment					
Reversal of Income on financial instruments	-	-	(33.87)		
10) Depreciation Adjustment					
Reversal of Additional Depreciation			(0.25)		
Total Adjustments	(2.13)	3.99	41.03	(36.53)	22.25
Restated Profit/Loss (A+B+C) *	**2,292.44**	**4,694.98**	**3,887.59**	**2,999.48**	**2,085.71**

1) Reversal/recognition of Employee benefit expense

Prior Period Expenses/ Income has been reversed from the financial year in which it has been shown as a prior period expenses/income and the same has been recognised in the Financial year to which it pertains

2) Reversal of Income Tax Expense

Income tax Expense has been reversed from the financial year in which it has been shown as a prior period income tax expense and the same has been recognised in the Financial year to which it pertains

3) Reversal of Revenue related to SPV

a) Reversal of Site facilities charges, D&G charges & Departmental charges in the Financial year to which it pertains

b) Reversal of D&G charges and recognition of departmental charges due to contract made with SPV

4) Reversal of Management Fee

Reversal of management fee on account of management fees calculated on Project Management Consultancy or a national project reclassified as MOR project.

5) Asset written off

Expenditure incurred on Multi Functional complex written off during the F.Y.2015-16 has been reversed during the F.Y. in which asset is created

6) Consistency of Accounting Policy

Cheques which are more than 3 yrs.' old and could not be cleared in stale cheque account are credited to the head which was earlier debited while making payments except deductions made from salary of staff which are credited to misc income.

7) Reversal of Expenditure allocated to Subsidiary

Expenditure allocated to Subsidiary Company have been reversed in the F.Y. to which they pertains.

8) Provision of Deferred Tax Assets

Due to changes in Provision for PRP/PLI, gratuity etc., the Company has recalculated the deferred tax liability and deferred tax assets at the rate of normal Tax rate applicable at the end of relevant year.

9) Ind-AS Adjustment

Excess Income booked during FY 2016-17 on financial instruments has been reversed

10) Depreciation Adjustment

Additional depreciation has charged during FY 2016-17 has been reversed

ANNEXURE:-VII
Restated Unconsolidated Statement of Accounting Ratios

(₹ in Millions)

Particulars	For the Year Ending 30th Sep 2018	For the Year Ending 31st March 2018	For the Year Ending 31st March 2017	For the Year Ending 31st March 2016	For the Year Ending 31st March 2015 (Proforma)
Restated PAT as per P& L Account (Rs. in millions)	2,292.42	4,700.56	3,891.28	3,003.69	2,086.36
Weighted Average Number of Equity Shares at the end of the year	2,085.02	2,085.02	2,085.02	2,085.02	2,085.02
Net Worth (Rs. in millions)	34,641.65	33,516.90	30,831.90	30,038.71	27,601.70
Earnings Per Share					
Basic (In Rupees)	1.10	2.25	1.87	1.44	1.00
Diluted (In Rupees)	1.10	2.25	1.87	1.44	1.00
Return on Net Worth(%)	6.62%	14.02%	12.62%	10.00%	7.56%
Net Asset Value Per share (Rs)	16.61	16.08	14.79	14.41	13.24
Nominal Value per Equity share (Rs.)	10	10	10	10	10

Note:- (i)
The ratios have been calculated as below

(a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year

(b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year

(c)Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100
(d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.

Note:- (ii)
Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the six months/year adjusted by the number of equity shares issued during the six months/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion to total number of days during the six months/year.

Note:- (iii)
Earnings Per Share calculation are in accordance with Ind AS-33 Earnings Per Share

Note:- (iv)
Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)

Note:- (v)
The figures disclosed above are based on the Restated Standalone Financial Statements of the Company.

ANNEXURE:-VIII
Restated Unconsolidated Statement of Tax Shelters

(₹ in Millions)

S.No	Particulars	For the Year Ending 30th Sep 2018	For the Year Ending 31st March 2018	For the Year Ending 31st March 2017	For the Year Ending 31st March 2016	For the Year Ending 31st March 2015 (Proforma)
1	Notional Tax Rate	21.55%	21.34%	21.34%	21.34%	20.96%
2	**Profit before Tax - as Restated**	2,857.22	5,641.49	4,884.96	3,693.95	2,482.37
	Tax on above	615.70	1,203.99	1,042.53	788.35	520.32
	Adjustments:					
	Impact of Permanent Differences					
	Expenditures incurred against exempt incomes	0.00		6.46	6.35	4.78
	Interest on TDS	4.12	1.82	0.00	0.05	0.05
	Dividend Income	-37.71	-21.34	-11.74	-5.34	-10.48
	Interest on Income Tax			-	0.10	-
	Total Permanent Differences	-33.59	-19.53	-5.28	1.17	-5.65
	Other Adjustments					
	Effect of Ind AS Adjustments	3.27	1.92	3.29	-16.47	-23.77
3	**Adjusted Tax Liability**	**585.37**	**1,186.39**	**1,040.54**	**773.04**	**490.90**
	Adjusted Tax Liability	**585.37**	**1,186.39**	**1,040.54**	**773.04**	**490.90**
	Tax impact of recasting	0.00	0.00	-8.79	4.22	-1.15
	Total Tax liability as per Return of Income	585.37	1,186.39	1,031.75	777.26	489.75

ANNEXURE:-IX
Restated Unconsolidated Statement of Dividend

(₹ in Millions)

Particulars	As At September 30,2018	As At March 31, 2018	As At March 31,2017	As At March 31,2016	As At March 31,2015 (Proforma)
Share Capital					
Number of Equity Shares	2,085.02	2,085.02	2,085.02	2,085.02	2085.02
Face Value (Rs.)	10.00	10.00	10.00	10.00	10.00
Equity Share Capital	20,850.20	20,850.20	20,850.20	20,850.20	20,850.20
Dividend per Equity Shares (in Rs.)	0.46	0.80	1.23	0.18	0.15
Rate of Dividend	4.65%	8.01%	12.33%	1.78%	1.51%
Dividend tax rate	20.56%	20.36%	20.36%	20.35%	17.66%
Total Dividend on Equity Shares *	968.60	1,670.00	2,571.00	372.00	315.00
Dividend Distribution Tax	199.10	339.98	523.40	75.72	55.62

*** Dividend represents dividend paid during the year**

ANNEXURE-X
Restated Unconsolidated Turnover Statement

(₹ in Millions)

S.No	Particulars	As At September 30,2018	As At March 31, 2018	As At March 31,2017	As At March 31,2016	As At March 31,2015 (Proforma)
a)	Turnover of Products manufactured by the company(net of excise duty)	-	-	-	-	-
b)	Turnover of Products traded by the issuer company	-	-	-	-	-
	Normally dealt in by the issuer	-	-	-	-	-
	Not Normally dealt in by the issuer	-	-	-	-	-
c)	**Total Revenue from Sale of goods (a+b)**	**-**	**-**	**-**	**-**	**-**
d)	Turnover of Services Provided by the issuer company	36,228.82	75,565.59	59,151.06	45,398.54	31,465.35
	Normally dealt in by the issuer	36,228.82	75,565.59	59,151.06	45,398.54	31,465.35
	Not Normally dealt in by the issuer	-	-	-	-	-
f)	**Total Revenue from Services (d)**	**36,228.82**	**75,565.59**	**59,151.06**	**45,398.54**	**31,465.35**

ANNEXURE-XI
Restated Unconsolidated Statement of Indebtedness

(₹ in Millions)

S.No	Name of Lender	Loan No	Loan Amount	Rate of interest	Total term of loan	Amount outstanding as on 30.09.2018	Security
1	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2005-06	5,180.00	8.06%	15 YEARS (3 YEARS MOROTORIUM)	863.33	NIL
2	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2006-07	4,500.00	9.73%	15 YEARS (3 YEARS MOROTORIUM)	1,125.00	NIL
3	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2007-08	2,400.00	10.24%	15 YEARS (3 YEARS MOROTORIUM)	800.00	NIL
4	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2008-09	2,930.00	9.96%	15 YEARS (3 YEARS MOROTORIUM)	1,220.83	NIL
5	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2009-10	3,700.00	8.92%	15 YEARS (3 YEARS MOROTORIUM)	1,850.00	NIL
6	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2010-11	1,000.00	9.12%	15 YEARS (3 YEARS MOROTORIUM)	583.33	NIL
7	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2011-12	1,079.00	10.12%	15 YEARS (3 YEARS MOROTORIUM)	719.33	NIL
8	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2012-13	1,040.00	9.41%	15 YEARS (3 YEARS MOROTORIUM)	780.00	NIL
9	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2013-14	4,400.00	9.60%	15 YEARS (3 YEARS MOROTORIUM)	3,666.67	NIL
10	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2014-15	2,730.00	9.56%	15 YEARS (3 YEARS MOROTORIUM)	2,502.50	NIL
11	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2015-16	2,559.00	8.68%	15 YEARS (3 YEARS MOROTORIUM)	2,559.00	NIL
12	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2016-17	371.30	8.19%	15 YEARS (3 YEARS MOROTORIUM)	371.30	NIL
13	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2017-18	925.00	8.75%	15 YEARS (3 YEARS MOROTORIUM)	925.00	NIL
14	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2018-19	400.00	8.75%	15 YEARS (3 YEARS MOROTORIUM)	400.00	NIL
	TOTAL		**33,214.30**			**18,366.29**	

ANNEXURE- XII
Restated Unconsolidated Statement of Capitalisation

(₹ in Millions)

S.No	Particulars	Pre-Offer for the year ended September 30, 2018	Adjusted for Post-Offer
A	**Debt**	**23,911.56**	**23,911.56**
-	Short Term Debt	4,278.09	4,278.09
-	Long Term Debt	19,633.46	19,633.46
B	**Shareholders' funds**		
-	Share Capital	20,850.20	20,850.20
-	Other Equity	13,791.45	13,791.45
			-
	Total Shareholder's funds	**34,641.65**	**34,641.65**
	Total Debt/Equity Ratio	0.69	0.69
	Long Term Debt/Equity Ratio	0.57	0.57

ANNEXURE- XIII
Total equity reconciliation as at March 31, 2015 - Proforma

The Proforma financial information of the Company as at and for the year ended March 31, 2015, is prepared in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/P/2016/4 dated March 31, 2016 ("SEBI Circular"). As envisaged by the SEBI Circular, the Company has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on its Ind AS transition date (i.e. April 1, 2015) while preparing proforma financial information for the FY 2014-15 and accordingly suitable restatement adjustments in the accounting heads have been made in the proforma financial information. This proforma Ind AS financial information have been prepared by making Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2015.

(₹ in Millions)

Particulars	Amount
Total Equity (shareholder's fund) as at 31 March 2015 (Proforma)	**27,642.25**
Unwinding of interest cost on financial liabilities	152.79
Deferred income on financial liabilities	(268.15)
Unwinding of interest income on financial assets	(3.42)
Rent expenses on financial assets	4.02
Total Equity (shareholder's fund) as at 1 April 2015 - Date of transition	**27,527.49**

INDEPENDENT AUDITOR'S EXAMINATION REPORT ON THE RESTATED (UNCONSOLIDATED) FINANCIAL INFORMATION FOR THE YEAR ENDED 2013 AND 2014

To
The Board of Directors
Rail Vikas Nigam Ltd.
Plot No. 25, First Floor,
August Kranti Bhawan,
Bhikaji Cama Place,
R.K. Puram
New Delhi-110066

Dear Sirs,

1) We have examined the attached Restated Unconsolidated Financial Information of Rail Vikas Nigam Ltd.(the **"Company**"), which comprise of the Restated Unconsolidated Summary Statement of Assets and Liabilities as at March 31, 2014 and 2013, the Restated Unconsolidated Summary Statements of Profit and Loss and the Restated Unconsolidated Summary Statement of Cash Flows for each of the years ended March 31, 2014 and 2013 and the Summary of Significant Accounting Policies (collectively, the "Restated Unconsolidated Financial Information")as approved by the Board of Directors of the Company prepared in terms of the requirements of :

   a. Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act");

   b. the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").and

   c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note")

   The preparation of the Restated Unconsolidated Financial Information is the responsibility of the Management of the Company for the purpose set out in paragraph 9 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Unconsolidated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations.

2) Our responsibility is to examine the Restated Unconsolidated Financial Information and confirm whether such Restated Unconsolidated Financial Information comply with the requirements of the Act, the ICDR Regulations and the Guidance Note.

3) We have examined such Restated Unconsolidated Financial Information taking into consideration:

   i. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated December 03, 2018 in connection with the proposed issue of equity shares of the Company;

   ii. The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI ("The Guidance Note").

   iii. The Guidance Note on Reports or Certificates for Special Purposes (Revised 2016), which include the concepts of test checks and materiality. This Guidance Note requires us to obtain reasonable assurance based on verification of evidence supporting the Restated Unconsolidated Financial Information. This Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

iv. The requirements of Section 26 of the Companies Act and ICDR Regulations

4) These Restated Unconsolidated Financial Information have been compiled by the management from the audited Unconsolidated Financial Statements of the Company as at and for the year ended 31st March, 2014 and 2013, prepared in accordance with the accounting standards notified under the Section 133 of the Companies Act, 2013, ("Indian GAAP") which have been approved by the Board of Directors at their meetings held on July 15, 2014 and July 03, 2013.

   Audit for the financial years ended 2014 was conducted by previous auditors, Kumar Chopra & Associates and for the year ended 2013 was conducted by R K Relan & Co., and accordingly reliance has been placed on the financial information examined by them for the said years. The financial report included for these years, i.e., 2014 and 2013 are based solely on the report submitted by Kumar Chopra & Associates and R K Relan & Co.

5) In accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note, we report that:

a) The Restated Unconsolidated Summary Statement of Assets and Liabilities of the Company for each of the years ended March 31, 2014 and 2013 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure I A- Summary Statement of Adjustments to the Audited Financial Statements.

b) The Restated Unconsolidated Summary Statement of Profit and Loss of the Company for each of the years ended March 31, 2014 and 2013 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure II A- Summary Statement of Adjustments to the Audited Financial Statements.

c) The Restated Unconsolidated Summary Statement of Cash Flows of the Company for each of the years ended March 31, 2014 and 2013 examined by us, as set out in Annexure to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in Annexure III A- Summary Statement of Adjustments to the Audited Financial Statements.

d) Based on the above and according to the information and explanations given to us, we further report that the Restated Unconsolidated Financial Information:

i) Have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods;

ii) Have been made after incorporating adjustments for the material amounts in the respective financial years to which they relate; and

iii) (Do not contain any extra-ordinary items that need to be disclosed separately and there are no qualifications in the Auditor's Report which require any adjustments.

6) We have also examined the following restated Unconsolidated financial information of the Company set out in the Annexures prepared by the management and approved by the Board of Directors on February 28, 2019 for each years ended March 31, 2014 and 2013:

a) Annexure IV A- Notes forming part of Restated financial information

- Note1. General Information

- Note 2. Summary of Significant Accounting Policies
- Note 3 Restated Unconsolidated Summary Statement of Share Capital
- Note 4 Restated Unconsolidated Summary Statement of Reserves and Surplus
- Note 5 Restated Unconsolidated Summary Statement of Non Current Liability
- Note 6 Restated Unconsolidated Summary Statement of Current Liabilities
- Note 7 Restated Unconsolidated Summary Statement of Fixed Assets
- Note 8 Restated Unconsolidated Summary Statement of Non-current investment
- Note 9 Restated Unconsolidated Summary Statement of Long Term Loans & Advances
- Note 10 Restated Unconsolidated Summary Statement of Other Non-Current Assets
- Note 11 Restated Unconsolidated Summary Statement of Project Work-in-Progress
- Note 12 Restated Unconsolidated Summary Statement of Trade Receivables
- Note 13 Restated Unconsolidated Summary Statement of Cash and Bank Balances
- Note 14 Restated Unconsolidated Summary Statement of Short Term Loan & Advances
- Note 15 Restated Unconsolidated Summary Statement of Advances for Project Work
- Note 16 Restated Unconsolidated Summary Statement of Other Current Assets
- Note 17 Restated Unconsolidated Summary Statement of Revenue from Operation
- Note 18 Restated Unconsolidated Summary Statement of Other income
- Note 19 Restated Unconsolidated Summary Statement of Expenses on Operations
- Note 20 Restated Unconsolidated Summary Statement of Employee benefits expense
- Note 21 Restated Unconsolidated Summary Statement of Other Expenses
- Note 22 Restated Unconsolidated Summary Statement of Other Expenses as per DPE Guidelines
- Note 23. Deposit Works (SPVs and others)
- Note 24. Micro , Small and Medium Enterprises
- Note 25. Expenditure in Foreign Currency
- Note 26. Contingent Liabilities
- Note 27. Capital Commitment
- Note 28. Managerial Remuneration
- Note 29. Earnings per Share:

- Note 30. Related Party Disclosures (AS-18)
- Note 31. Disclosure in respect of Joint Venture/Subsidiary
- Note 32. Business Segments
- Note 33. Lease Rentals
- Note 34. Operating Cycle
- Note 35. Discloser about Classification
- Note 36 Discloser about Transfer of completed Projects
- Note 37 Discloser about Regrouping

b) Annexure V A- Adjustment for Restatement of Unconsolidated Profit & Loss

c) Annexure VI A- Restated Unconsolidated Summary of Accounting Ratios

d) Annexure VII A- Restated Unconsolidated Summary of Tax Shelters

e) Annexure VIII A- Restated Unconsolidated Statement of Dividend Paid

f) Annexure IX A- Restated Unconsolidated Turnover Statement

g) Annexure X A- Restated Unconsolidated Statement of Indebtedness

According to the information and explanations given to us in our opinion, the Restated Unconsolidated Financial Information and the above restated financial information contained in Annexures IV A to XI A accompanying this report, read with Summary of Significant Accounting Policies disclosed in Annexure IV A, are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013,ICDR Regulations and the Guidance Note.

7) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

8) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

9) Our report is intended solely for use of the management for inclusion in the offer document to be filed with Securities and Exchange Board of India, Registrar of Companies, New Delhi and concerned Stock Exchanges in connection with the proposed IPO of the Company. Our report should not be used, referred to or distributed for any other purpose except with our prior consent inwriting.

For Raj Har Gopal & Co.
Chartered Accountants
FRN:-002074N

(Gopal Krishan Gupta)

Partner
Membership No: - 081085

Place: New Delhi
Date: February 28, 2019

RAIL VIKAS NIGAM LIMITED

ANNEXURE-I A

Restated Unconsolidated Summary of Statement of Assets & Liabilities

(₹ in Millions)

Particulars	Notes	Balances As at 31.03.2014		Balances As at 31.03.2013	
		Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
I. EQUITY AND LIABILITIES					
(1) Shareholders' Funds					
(a) Share Capital	3	20,850.20		20,850.20	
(b) Reserves and Surplus	4	4,665.79	25,516.00	3,419.47	24,269.67
(2) Share Application Money Pending Allotment					
(3) Non-Current Liabilities	5				
(a) Long-Term Borrowings		19,531.50		16,774.00	
(b) Other Long Term Liabilities		4,374.78		4,465.31	
(c) Long-Term Provisions		35.59	23,941.87	26.26	21,265.56
(4) Current Liabilities	6				
(a) Short Term Borrowings		72,648.25		61,718.66	
(b) Trade Payables		1,713.44		1,581.33	
(c) Other Current Liabilities		7,542.66		4,708.92	
(d) Short-Term Provisions		588.10	82,492.44	592.98	68,601.89
TOTAL			**1,31,950.31**		**1,14,137.12**
II. ASSETS					
(1) Non-Current Assets					
(i)Tangible Assets	7	69.37		76.78	
(ii)Intangible Assets	7	0.08		0.79	
(iii)Capital Work in Progress	7	-		-	
(iv)Intangible Assets under development	7	7.53		-	
(b) Non-Current Investments	8	4,867.67		4,142.45	
(c) Deferred Tax Assets		19.08		17.68	
(d) Long-Term Loans and Advances	9	4,446.48		4,531.07	
(e) Other Non-Current Assets	10	6,439.72	15,849.93	-	8,768.78
(2) Current Assets					
(a) Project-Work-in-Progress	11	92,768.47		88,672.58	
(b) Trade Receivables	12	625.24		2,578.79	
(c) Cash and Bank Balances	13	12,288.49		6,286.29	
(d) Short-Term Loans and Advances	14	2,760.44		1,450.01	
(e) Advances for Project Work	15	7,096.14		6,380.67	
(f) Other Current Assets	16	561.58	1,16,100.37	-	1,05,368.34
TOTAL			**1,31,950.31**		**1,14,137.12**

Notes:

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-IV A, Adjustment for Restatement of Unconsolidated Profit & Loss in Annexure-V A, Restated Unconsolidated Statement of Accounting Ratios in Annexure-VI A, Restated Unconsolidated Statement of Tax Shelters in Annexure-VII A , Restated Unconsolidated Statement of Dividend Paid in Annexure-VIII A, Restated Unconsolidated Statement of Turnover-IX A, Restated Unconsolidated Statement of Indebtedness-X A, Restated Unconsolidated Statement of Capitalisation in Annexure- XI A

See accompanying notes forming part of the restated financial information 1 to 37

As per our Report of even date attached

For Raj Har Gopal & Co.
Chartered Accountants
Firm Registration Number.: 002074N

FOR AND ON BEHALF OF THE BOARD

G.K. Gupta
Partner

M. No. 081085

Pradeep Gaur
Chairman and Managing Director
DIN:07243986

A.K. Choudhary
Chief Financial Officer

Kalpana Dubey
Company Secretary

Place: New Delhi
Date:28.02.2019

RAIL VIKAS NIGAM LIMITED

ANNEXURE-II A

Restated unconsolidated Summary Statement of Profit and Loss

(₹ in Millions)

	Particulars	Notes	Figures for the Year Ended 31.03.2014		Figures for the Year Ended 31.03.2013	
			Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
I.	Revenue from Operations (Turnover)	17		24,942.93		21,124.29
II.	Other Income	18		1,051.38		881.30
III.	**Total Revenue (I + II)**			**25,994.31**		**22,005.59**
IV.	**Expenses:**					
	Expenses on Operations	19		23,102.26		19,490.37
	Employee Benefits Expenses	20		629.07		578.06
	Other Expenses	21		229.41		189.36
	Other Expenses as per DPE Guidelines	22		57.54		46.61
	Total Expenses			**24,018.28**		**20,304.40**
V.	Profit Before Depreciation and Tax (III-IV)			**1,976.03**		**1,701.19**
VI.	Depreciation and Amortisation Expense	7		59.32		38.98
VII.	Profit Before Tax (V - VI)			**1,916.71**		**1,662.21**
VIII.	Tax Expense:					
	(1) Income Tax					
	(a) Current Tax		375.63		312.52	
	(b) MAT Credit Entitlement		(74.47)		(51.14)	
	(2) Deferred Tax		(1.40)	**299.76**	(0.46)	**260.91**
IX	**Profit (Loss) for the Year (VII - VIII)**			**1,616.95**		**1,401.30**
X	Earnings Per Equity Share:					
	Basic			0.78		0.67

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-IV A, Adjustment for Restatement of Unconsolidated Profit & Loss in Annexure-V A, Restated Unconsolidated Statement of Accounting Ratios in Annexure-VI A, Restated Unconsolidated Statement of Tax Shelters in Annexure-VII A , Restated Unconsolidated Statement of Dividend Paid in Annexure-VIII A, Restated Unconsolidated Statement of Turnover-IX A, Restated Unconsolidated Statement of Indebtedness-X A, Restated Unconsolidated Statement of Capitalisation in Annexure- XI A

See accompanying notes forming part of the restated financial information **1 to 37**

As per our Report of even date attached

For Raj Har Gopal & Co.
Chartered Accountants
Firm Registration Number.: 002074N

FOR AND ON BEHALF OF THE BOARD

G.K. Gupta
Partner
M. No. 081085

Pradeep Gaur
Chairman and Managing Director
DIN:07243986

A.K. Choudhary
Chief Financial Officer

Kalpana Dubey
Company Secretary

Place: New Delhi
Date:28.02.2019

RAIL VIKAS NIGAM LIMITED

ANNEXURE-III A

Restated Unconsolidated Summary Statement of Cash Flows

(₹ in Millions)

S.N.	Particulars	Figures for the period ended 31.03.2014		Figures for the period ended 31.03.2013	
		Amount (₹)	Amount (₹)	Amount (₹)	Amount (₹)
1	**(a) Cash Flow from Operating Activities**				
	Net Profit Before Taxation, and Extraordinary Items	1,916.71		1,662.21	
	Add: Adjustment for :				
	Depreciation	59.32		38.98	
	Other Income	(868.65)		(750.34)	
	Dividend Received	(175.00)		(125.00)	
	Loss/(Profit) on sale of assets	(0.03)		(0.03)	
	Operating Profit Before Working Capital Changes	932.36		825.82	
	(b) Adjustments for Changes in Working Capital:				
	Adjustments for (Increase)/Decrease in Operating Assets:				
	Trade Receivables	1,953.55		(1,252.16)	
	Short-Term Loans and Advances	(1,235.97)		794.41	
	Long-Term Loans and Advances	84.59		(1,147.24)	
	Other Current Assets	(5,372.94)		(21,543.75)	
	Other Non- Current Assets	(6,439.72)		55.00	
		(11,010.50)		**(23,093.74)**	
	(c) Adjustments for (Increase)/Decrease in Operating Liabilities:				
	Trade Payables	132.10		(261.01)	
	Other Current Liabilities	2,821.91		1,035.25	
	Other Long -Term Liabilities	(90.53)		1,081.48	
	Short Term Provisions	(65.38)		105.94	
	Long Term Provisions	9.33		10.74	
		2,807.44		1,972.40	
	Cash Generated from Operations	(7,270.69)		(20,295.52)	
	Direct Taxes Paid/Received (Net of TDS)	(360.12)		(318.93)	
	Cash Flow from Operating Activities (A)	**(7,630.82)**	(7,630.82)	**(20,614.45)**	(20,614.45)
2	**Cash from Investment Activities :-**				
	Capital Expenditure on Fixed Assets, Including Capital Advances	(59.48)		(68.97)	
	Proceeds from Sale of Fixed Assets	0.78		0.77	
	Current Investments not Considered as Cash and Cash Equivalents:				
	- Purchased	-		1,625.00	
	Purchase of Long Term Investments:				
	- Joint Venture	(725.22)		(188.20)	
	Interest Income (Revenue)				
	- Others	868.65		750.34	
	Dividend Received				
	- Joint Venture	175.00		125.00	
	Net Cash Generated from / (used in) Investing Activities (B)	**259.73**	259.73	**2,243.93**	2,243.93
3	**Cash Flow from Financing Activities :-**				
	Proceeds from issuance of share capital (including share application money)			-	
	Proceeds from Long Term Borrowings	4,400.00		1,040.00	
	Repayment of Long -Term Borrowings	(1,642.50)		(1,559.17)	
	Proceeds from Short Term Borrowings	24,615.27		21,927.50	
	Repayment of Short -Term Borrowings	(13,685.67)		(1,250.83)	
	Dividend and Tax thereon	(313.80)		(232.45)	
	Utilisation of Reserve				

Net Cash Generated from / (used in) Financing Activities (C)		**13,373.29**		**19,925.06**
Net Increase/(Decrease) in Cash & Cash Equivalent (A+B+C)		**6,002.20**		**1,554.54**
Date:28.02.2019				
Cash & Cash Equivalent at the beginning of the Year		6,286.29		4,731.76
Cash & Cash Equivalent at the March 31, 2014		**12,288.49**		**6,286.29**
Cash and Cash Equivalents				
Cash and Cheques in Hand	685.92		1.06	
Balance with Scheduled Banks				
On Current Account	1,582.58		682.74	
On term Deposit Account	10,020.00		5,602.50	

Notes :

The above Cash flow statement has been prepared under the indirect method setout in AS-3 issued by The Institute of Chartered Accountants of India.

- Previous year's figures have been regrouped and rearranged, wherever necessary.

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-IV A, Adjustment for Restatement of Unconsolidated Profit &

See accompanying notes forming part of the restated financial information **1 to 37**

As per our Report of even date attached

FOR AND ON BEHALF OF THE BOARD

For Raj Har Gopal & Co.
Chartered Accountants
Firm Registration Number.: 002074N

Pradeep Gaur
Chairman and Managing
DIN:07243986

A.K. Choudhary
Officer

Kalpana Dubey
Company Secretary

G.K. Gupta
Partner
M. No. 081085

Place: New Delhi
Date:28.02.2019

Annexure-IV A

1. General Information

Rail Vikas Nigam Limited (RVNL), a fully owned Public Sector Undertaking under the Ministry of Railways (MoR), Government of India was incorporated under the Companies Act,1956 on 24th January, 2003 with an authorised share capital of ₹ 3000 crore. The objectives of the Company include:

(i) Fast track implementation of rail infrastructure projects

(ii) Raising extra budgetary resources for project execution.

The Company is implementing various types of Rail infrastructure projects assigned by MoR including doubling (including 3rd/4th lines), gauge conversion, new lines, railway electrification, major bridges, workshops, Production Units and extension of the Kolkata Metro Rail System.

2. Summary of Significant Accounting Policies

2.1 Basis of Preparation

The Restated Unconsolidated Summary Statement of Assets & Liabilities of the Company as at March 31, 2014 and March 31, 2013 and the related Restated Unconsolidated Summary Statement of Profit & Loss and Restated Unconsolidated Cash Flows for the period ended March 31, 2014 & March 31, 2013 (hereinafter collectively referred to as "Restated Unconsolidated Financial Information") have been complied by the management from the audited financial statements of the Company for the period ended March 31, 2014 & March 31, 2013 approved by the Board of the Directors of the Company. Restated Unconsolidated Financial Information have been prepared to comply in all material respects with the provisions of Part-I of Chapter-III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (the SEBI Guidelines) issued by SEBI and Guidance note on Reports in Company Prospectus (Revised).

Restated Unconsolidated Financial information have been prepared specifically for inclusion in the offer document to be filed by the Company in connection with its proposed Initial public offering of equity shares.

The financial statements of Rail Vikas Nigam Limited (RVNL) have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 1956 read with the general circular 15/2013 dated 13.09.2013 of MCA in respect of sec 133 of the Companies Act 2013. These financial statements have been drawn up in accordance with the going-concern principle, on accrual basis and on a historical cost basis. However, certain escalation and other claims by customers, which are not ascertainable / acknowledged, are not taken into account. The significant accounting policies adopted by the Company are given below.

2.2 Use of Estimates

Management believes that the estimates used in preparation of the Unconsolidated financial information are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

All financial information presented in Indian rupees and all values are rounded to the nearest millions rupees with two decimal points except where otherwise stated. Due to rounding off, the number presented through out the document may not add up precisely to the totals and percentage may not reflect the absolute figures

2.3. Cash Flow Statement

The restated Unconsolidated Summary Statement of Cash Flow is prepared by the indirect method set out in Accounting Standard "3" on "Cash Flow Statements " and presents the cash flows by operating, investing and financing activities of the Company. Cash and bank balance that have insignificant risk of change in value, which have durations up to three months, are included in the Company's cash and cash equivalents in the restated Unconsolidated cash flow statement.

2.4 Extraordinary and Exceptional Items

Income or Expenses that arise from events or transactions, that are clearly distinct from the ordinary activities of the Company, are classified as Extraordinary items. Specific disclosure of such events/transactions is made in the restated Unconsolidated financial information. Similarly, any external event beyond the control of the company, significantly impacting income or expense, is also treated as an extraordinary item and disclosed as such.

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Company, is such that its disclosure improves an understanding of the performance of the Company. Such income or expense is classified as an exceptional item and accordingly disclosed in the Notes to Accounts.

2.5 Tangible Fixed Assets

Tangible Fixed Assets are stated at cost less accumulated depreciation and accumulated impairment in value. Such cost includes acquisition cost inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. The expenses also include borrowing cost attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use.

2.6 Intangible Assets

Intangible assets comprise of license fees, other implementation costs for system software and other application software acquired for in-house use. The costs are capitalized in the year in which the relevant software is implemented for use. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes, and any directly attributable expenditure on making the asset ready for its intended use.

2.7 Depreciation

Depreciation on individual assets acquired for ₹ 5000/- or less is depreciated at the rate of 100% in the year of purchase itself.

Depreciation is provided on pro-rata basis on the straight-line method over the estimated useful lives of the assets determined as follows:

Furniture and Fixture	23.75%
Computers	31.67%
Office Equipments (Excluding Mobile Phones)	19.00%
Mobile Phones	47.50%

Leasehold improvements are amortized over the period of lease from the year in which such improvements are capitalised or over useful life as computed under schedule XIV whichever is less.

Capitalized software costs are amortized @ 33.33% on pro rata basis except where the estimated useful life is less than three years.

2.8 Impairment of Assets

All assets other than inventories, investments other than interest in Jointly Controlled Entities (JCEs) are reviewed for impairment, whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. Assets, whose carrying amount value exceeds their recoverable amount, are written down to the recoverable amount.

2.9 Investments

Long-term investments, including interests in incorporated Jointly Controlled Entities (JCEs), are carried at cost, after providing for any diminution, other than temporary, in value of such investments. Short-term investments are carried at lower of cost or market value. The determination of carrying amount of such investments is done on the basis of specific identification.

2.10 Inventories

(a) Project Work-in-Progress is valued at the contract rates and construction material at site is stated at cost. Payments made to Zonal Railways for acquiring land included in project Work-in-Progress is stated at cost.

(b) Projects completed and handed over to Railways for operations are being transferred from Project Work in Progress to the Railways. IRFC funded projects are shown as "Lease Receivable" under the heads Non-current/ Current assets in Compliance with AS 19.

Projects are treated as completed where at least 95% of the latest anticipated cost has been incurred till the end of year.

2.11 Revenue Recognition

Revenue is recognized based on the nature of activity, when consideration can be reasonably measured and there exists reasonable certainty of its recovery. Revenue from construction/project related activity is recognized as follows:

(a) Projects executed for Ministry of Railways (MOR): Revenue from project execution is determined by adding aggregate cost plus margin agreed with MOR and any subsequent clarifications received in this respect.

(b) Deposit works (cost plus contract) related to JCEs (Jointly Controlled Entities) in the form of Special Purpose Vehicles and others): Contract revenue is determined by adding the aggregate cost plus proportionate margin (Direction & General Charges) based on fixed percentage as agreed with the customer.

(c) In case of IRFC funded projects, interest component on instalments received from Ministry of Railway's in netted against the interest payable on IRFC borrowings.

(d) Claims are accounted as income in the year of acceptance by client or evidence of acceptance received.

(e) Interest on investment is accounted on accrual basis, inclusive of related tax deducted at source.

(f) Other items of income are accounted as and when the right to receive arises.

2.12 Employee Benefits

a) **Short Term Employee Benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages, and short- term compensated absences, etc. are recognized in the period in which the employee renders the related service.

b) **Long Term Employee Benefits**

The obligation for long-term employee benefits such as long-term compensated absences, is recognized in the same manner as in the case of defined benefit plans as mentioned in (c) (ii) below

c) **Post Employment Benefits**

i. Defined contribution plans: The Company makes defined contribution to the Regional Provident Fund Commissioner in respect of provident fund scheme, CGIS and employee state insurance scheme. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

ii. Defined contribution plans: The Company makes defined contribution to the RVNL Medical and Welfare Trust in respect of RVNL Medical and

ii. Defined benefit plans*:* Gratuity is a post employment defined benefit plan. The liability recognized in the Unconsolidated Statement of Assets and Liabilities is the present value of the defined benefit obligation at the balance sheet date less fair value of plan assets. The defined benefit obligation is calculated by an independent actuary using projected unit credit (PUC) method. Actuarial gains and losses are recognised immediately in the restated Unconsolidated Summary statement of Profit & Loss.

d) Retirement benefits of the 'staff on deputation' have been accounted for on the basis of the guidelines of the Ministry of Railways.

2.13 Foreign Currency Transactions

Transactions in foreign currency are accounted for at the exchange rate prevailing on the date of transactions. Gains / Losses arising out of settlement are charged / credited to the profit and loss account.

2.14 Borrowing Cost

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of such asset till such time as the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

2.15 Taxes on Income

Tax on income for the current year is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax Act, 1961, and based on the expected outcome of the assessment/appeals.

Minimum Alternative Tax is recognized as an asset in the restated Unconsolidated Summary statements of assets and liabilities when it is probable that future economic benefit associated with it will flow to the company.

Deferred tax is recognized annually on timing differences between the accounting income and the taxable income for the year and quantified using the tax rates and laws substantially enacted as on the balance sheet date.

2.16 Lease Rentals

Lease rental in respect of operating lease is charged to project work in progress under Restated Unconsolidated Summary Statement of the Profit and Loss.

2.17 Financial Lease

In case of financial lease substantially all the risks and rewards incidental to legal ownership are transferred and assets given on finance lease are capitalised at the normal sale price/contracted price and treated as sales.

2.18 Provisions and Contingencies

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of obligation. A disclosure of a contingent liability is made where there is a possible obligation that probably will not require an outflow of resources or where a reliable estimate of the obligation cannot be made. Contingent assets are not recognised. Provisions, contingent liabilities and contingent assets are reviewed at each Balance Sheet date.

2.19 Earnings Per Share

In determining earnings per share, the Company considers the Net Profit after Tax. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The dilutive earnings per share is not computed as there is no dilution involved during the year.

2.20 Stale Cheques Policy

Cheques which have not been cleared within the validity period of 3 months are credited to the stale cheque account. Items which are more than 3 yrs.' old and could not be cleared in stale cheque account are credited to the head which was earlier debited while making payments except deductions made from salary of staff which are credited to misc income.

FOR AND ON BEHALF OF THE BOARD

For Raj Har Gopal & Co.
Chartered Accountants
Firm Registration Number.: 002074N

Pradeep Gaur **Chairman and Managing Director** **DIN:07243986**	**A.K. Choudhary** **Chief Financial Officer**	**Kalpana Dubey** **Company Secretary**

G.K. Gupta
Partner
M. No. 081085

Place: New Delhi
Date:28.02.2019

3 Restated Unconsolidated Summary Statement of Share Capital

(₹ in Millions)

Particulars	As at 31.03.2014	As at 31.03.2013
	Rupees (₹)	Rupees (₹)
(a) Authorised:		
3,00,00,00,000 Equity Shares of ₹ 10 Each	30,000.00	30,000.00
(b) Issued:		
2,08,50,20,100 Equity Shares of ₹ 10 Each fully paid up	20,850.20	20,850.20
(c)Subscribed & Fully paid up		
2,08,50,20,100 Equity shares of ₹ 10 Each fully paid up	20,850.20	20,850.20
(100% Shareholding with MoR)		
Total	**20,850.20**	**20,850.20**

(d) Reconciliation of number of Shares:

Particulars	As at March 31, 2014		As at March 31, 2013	
	No. of Shares (in millions)	(₹ in Millions)	No. of Shares (in millions)	(₹ in Millions)
Balance at the beginning of the Year	2,085.02	20,850.20	2,085.02	20,850.20
Addition during the Year	-	-	-	-
Balance at the End of the Year	**2,085.02**	**20,850.20**	**2,085.02**	**20,850.20**

(e) Details of shares held by each Shareholder Holding more than 5% Shares:

	As at March 31, 2014		As at March 31, 2013	
	No. of Shares (in millions)	% holding	No. of Shares (in millions)	% holding
Ministry of Railways (MoR)	2,085.02	100	2,085.02	100

1. Rights, Preferences and Restrictions attaching to shares

Equity Shares: The Company has one class of Equity Shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

4 Restated Unconsolidated Summary Statement of Reserves and Surplus

(₹ in Millions)

Particulars	As at March 31, 2014		As at March 31, 2013	
	Rupees (₹)		Rupees (₹)	
(a) General Reserve				
As per last Balance Sheet	510.00		410.00	
Addition during the Year	100.00		100.00	
		610.00		510.00
(b)Statement of Profit & Loss:				
As per last Balance Sheet	2,876.93		1,882.18	
Addition during the Year				
Profit after Tax	1,616.95		1,401.30	
Add: Transfer from CSR and Sustainability Fund	52.71		38.37	
Less: Transfer to CSR and Sustainability Fund	(40.67)		(34.43)	
Add: Transfer from Research & Development Fund	8.35		8.24	
Less: Transfer to Research & Development Fund	(6.78)		(4.92)	
Less: Transfer to General Reserve	(100.00)		(100.00)	
Less: Proposed Dividend (Rs. 0.15 Per Equity Share)	(315.00)		(270.00)	
Less: Additional Tax on Dividend	(55.62)		(43.80)	
Net Addition during the Year	1,159.95	4,036.88	994.75	2,876.93
(c) Corporate Social Responsibility and Sustainability Fund				
As per last Balance Sheet	30.96		34.89	
Add: Transfer from Statement of Profit and Loss	40.67		34.43	
Less: Transfer to Statement of Profit and Loss	(52.71)		(38.37)	
		18.91		30.96
(d) Research & Development Fund				
As per last Balance sheet	1.57		4.89	
Add: Transfer from Statement of Profit and Loss	6.78		4.92	
Less: Transfer to Statement of Profit and Loss	(8.35)	(0.00)	(8.24)	1.57
			4,665.79	**3,419.47**

(1) As per DPE's guidelines Corporate Social Responsibility Fund and Sustainability Fund has been created @ 3% of PAT of previous year, as a philosophy wherein organizations serve the interest of society by taking responsibility for the impact of their activities on customers, employees, shareholders, communities and the environment in all aspects of their operations. From current year Corporate Social Responsibility Fund and Sustainability Fund has been merged.

(2) As per DPE's guidelines Research & Development Fund has been created @ 0.5% of PAT of previous year. The rationale behind it is the changed business environment, highly competitive markets, the rapid pace of change in technology, stringent quality control criteria, heightened expectations and demands of customers, lack of transfer of technology and know- how from competitors, etc.

5 Restated Unconsolidated Summary Statement of Non Current Liability (₹ in Millions)

Particulars	As at 31.03.2014 Rupees (₹)		As at 31.03.2013 Rupees (₹)	
(a) Restated Unconsolidated Summary Statement of Long term borrowings				
Indian Railway Finance Corporation				
Unsecured:				
Opening Balance	16,774.00		17,293.17	
Addition during the Year	4,400.00		1,040.00	
Less: Repayment to be made within 12 months	(1,642.50)	19,531.50	(1,559.17)	16,774.00
Total		**19,531.50**		**16,774.00**

Terms of Repayment:

(1) There is a moratorium period of 3 years for each year's loan. During the said moratorium period no amount on account of interest and principal shall be payable. The interest shall be charged on yearly basis and repayment of loan shall be once in a year (for a period of 12 years) after the completion of moratorium period. Ministry of Railways would make available to RVNL the required funds thereafter , to enable them to do the debt servicing . The debt servicing will pass through RVNL books.

(2) The Company has cumulatively borrowed funds aggregating to ₹ 26,229.00 millions (up to Previous year ₹ 21,829.00 millions) from Indian Railway Finance Corporation (IRFC). After cumulative repayment of Principal of ₹ 5,055.00 millions (up to Previous Year ₹ 3,495.83 millions), the net borrowing is ₹ 21,174.00 millions (up to Previous Year ₹ 18,333.17 millions), which includes current liability i.e. repayable in next twelve months ₹ 1,642.50 millions (Previous Year ₹ 1,559.17 millions).The interest liability has been assessed on the amount disbursed in financial year 2013-14 at the rate of 9.38% (rates applicable for the amount disbursed in the year 2012-13 is 9.20%) . The interest accrued but not due on the IRFC loan amount has been shown in the Balance Sheet as recoverable from MOR under Current Assets & Non Current assets (for the interest non recoverable in next 12 Months) and the interest payable but not due under the Current Liabilities and Non Current Liabilities (for the interest not payable in next 12 Months) payable to IRFC .

(b) Restated Unconsolidated Summary Statement of Other Long Term Liabilities (₹ in Millions)

Particulars	As at 31.03.2014 Rupees (₹)		As at 31.03.2013 Rupees (₹)	
Interest accrued but not due (IRFC)				
Opening Balance	4,465.31		3,383.83	
Add: Interest Accrued during the Year	2,150.60		2,071.38	
Less: Repayment to be made within 12 months	(2,241.13)	4,374.78	(989.91)	4,465.31
Total		**4,374.78**		**4,465.31**
(c) Restated Unconsolidated Summary Statement of Long term Provisions				
Provision for Retirement Benefits				
Opening Balance	26.26		15.52	
Add: Addition during the Year	12.43		10.70	
Add: Transfer from due within 12 months	-		0.04	
Less: Transfer to due within next twelve months	(3.10)	35.59	-	26.26
Total		**35.59**		**26.26**

1. Employee Benefits

(a) The majority of the officers / staff employed in RVNL are on deputation from Indian Railways. RVNL is paying Foreign Service Contribution to the Indian Railways towards retirement benefits.

(b) For RVNL Employees
The disclosure required under Accounting Standard-15 “Employees Benefit” in respect of defined benefit plan is:

Reconciliation of opening and closing balances of the present value of the defined benefit obligation

Particulars	Leave Encashment (₹ in Millions)		Gratuity (₹ in Millions)	
	2013-14	**2012-13**	**2013-14**	**2012-13**
Opening Balance	14.59	9.62	9.93	7.11
Interest Cost	1.31	0.79	0.89	0.59
Current Service Cost	7.54	2.76	3.81	3.74
Benefit Paid	(0.27)	(0.08)	(0.26)	0.00
Actuarial (Gain/ Loss) on Obligation	3.26	(3.17)	(1.56)	3.15
Closing Balance	26.70	13.18	14.64	14.59

Gratuity Benefit is payable to employees on retirement or resignation or death. The amount of gratuity payable is based on past service and salary at time of exit as per Payment of Gratuity Act, 1972.

Leave Encashment is payable to employees on retirement. The amount of Leave Encashment payable is based on past service and salary at time of retirement.

There are no Investment held against the provision for gratuity and leave encashment.

ACTUARIAL ASSUMPTIONS:	**2013-14**	**2012-13**
Method Of Valuation :	Project Unit Credit Method	Project Unit Credit Method
Discount Rate :	9.00%	8.25%
Salary Escalation Rate:	7.00%	7.00%
Retirement Age:	60 Years	60 Years
Withdrawal Rate:	3% at younger ages and reducing to 1% at older ages according to graduated scale.	3% at younger ages and reducing to 1% at older ages according to graduated scale.
Mortality Rate	India Assured Lives Mortality (2006-08)	India Assured Lives Mortality (2006-

6 Restated Unconsolidated Summary Statement of Current Liabilities (₹ in Millions)

Particulars	**As at 31.03.2014 Rupees (₹)**		**As at 31.03.2013 Rupees (₹)**	
(a) Restated Unconsolidated Summary Statement of Short Term Borrowings				
(i) Indian Railways Finance Corporation				
Unsecured:				
Opening Balance	1,559.17		1,250.83	
Add: Addition during the Year	1,642.50		1,559.17	
Less: Repayment during the Year	(1,559.17)	1,642.50	(1,250.83)	1,559.17

1. Funds received by the Company from MoR are utilized for executing projects assigned by MoR. After physical completion of a project, the assets are to be transferred to the concerned Zonal Railway who would add the value of assets in their Block Account.

2. For IRFC Loan, Please refer to the foot-note under Terms of Repayment in Note No. 5.

(ii) Project Advance Capital				
Ministry of Railways				
Unsecured:				
Opening Balance	31,878.65		18,572.15	
Addition during the Year	17,539.20		13,306.50	
Less: Projects Transferred during the Year	(7,813.04)	41,604.80	-	31,878.65
(iii) Project Advance (Capital Fund)				
Ministry of Railways				
Unsecured:				
Opening Balance	12,901.11		12,901.11	
Addition during the Year	-		-	
Less: Projects Transferred during the Year	(4,313.46)	8,587.65	-	12,901.11
(iv) Advance from MoR IRFC loan Repayment				
Unsecured:				
Opening Balance	3,495.83		2,245.00	
Addition during the Year	1,559.17		1,250.83	
Less: Projects Transferred during the Year		5,055.00		3,495.83
(v) Misc. Advance Capital (Metro project)				
Unsecured:				
Opening Balance	8,255.00		2,755.00	
Addition during the Year	3,400.00		5,500.00	
Less: Projects transferred during the Year	-	11,655.00	-	8,255.00

(vi) Project Advance Capital Bonds				
Opening Balance	3,217.90		3,217.90	
Addition during the Year	-		-	
Less: Projects Transferred during the Year	-	3,217.90	-	3,217.90
(vii) Project Advance Safety Fund				
Opening Balance	390.00		100.00	
Addition during the Year	15.40		290.00	
Less: Projects Transferred during the Year	-	405.40	-	390.00
(viii) Development Fund-3				
Opening Balance	21.00		-	
Addition during the Year	459.00		21.00	
Less: Projects Transferred during the Year	-	480.00	-	21.00
		72,648.25		**61,718.66**

(₹ in Millions)

Particulars	As at 31.03.2014 Rupees (₹)		As at 31.03.2013 Rupees (₹)	
(b) Restated Unconsolidated Summary Statement of Trade Payable				
Micro ,Small & Medium Enterprises		-		-
Others		1,713.44		1,581.33
		1,713.44		**1,581.33**
(c) Restated Unconsolidated Summary Statement of Other current liabilities				
Earnest Money & Performance Security Deposit*		2,133.40		1,264.89
Sundry Creditors		69.14		71.75
Misc. Deposit		611.94		409.48
Duties & Taxes		136.72		173.49
Book Overdraft		54.21		39.12
Retention Money		330.46		273.18
Advance received from Customers against Deposit Works		1,945.28		1,443.16
Interest Accrued but not due on Loan: (IRFC)				
Opening Balance	989.91		1,850.71	
Add: Addition during the Year	2,241.13		989.91	
Less: Payment during the Year	(1,058.67)	2,172.36	(1,850.71)	989.91
Other Liabilities		84.25		27.62
Expenses Payable		4.90		16.32
		7,542.66		**4,708.92**

1. Book Overdraft is due to Cheques issued but not cleared in Bank.
2. *Includes encashed Bank Guarantee against performance security.

(d) Restated Unconsolidated Summary Statement of Short-term provision				
(i) Provision for Taxation				
Opening Balance	113.79		121.88	
Add: Addition during the Year	125.72		112.10	
Less: Adjustment during the Year	(110.22)	129.29	(120.20)	113.79
(ii) Dividend Payable				
Opening Balance	270.00		200.00	
Add: Addition during the Year	315.00		270.00	
Less: Adjustment during the Year	(270.00)	315.00	(200.00)	270.00
(iii) Provision for Foreign Service Contribution				
Opening Balance	56.11		40.59	
Add: Addition during the Year	20.00		27.67	
Less: Adjustment during the Year	(15.13)	60.98	(12.15)	56.11
(iv) Provision for PRP/PLI				
Opening Balance	74.18		53.17	
Add: Addition during the Year	61.42		52.28	
Less: Adjustment during the Year	(71.24)	64.37	(31.27)	74.18

(v) Provision for Retirement Benefit				
Opening Balance	1.10		1.22	
Less: Transfer from/to long term Provisions	3.10		(0.04)	
Less: Adjustment during the Year	(0.53)	3.67	(0.08)	1.10
(vi) Provision for LTC				
Opening Balance	0.60		-	
Add: Addition during the Year	1.24		0.60	
Less: Adjustment during the Year	(0.64)	1.20	-	0.60
(vii) RVNL Welfare Scheme				
Opening Balance	50.00		-	
Less: Adjustment during the Year	(50.00)	-	50.00	50.00
(viii) RVNL Medical Scheme				
Opening Balance	27.20			
Add: Addition during the Year	13.60		27.20	
Less: Adjustment during the Year	(27.20)	13.60	-	27.20
		588.10		**592.98**

Foot Note for 6(d) (i)
Income Tax :
1. Provision for Income Tax has been made as Tax computed under the Income Tax Act.

Foot Note for 6(d) (vii) & (viii)
RVNL Medical and Welfare Scheme

The Company had established an irrevocable trust for providing medical and welfare assistance to superannuated employees of the company and their spouses as enumerated in the scheme framed for this purpose and also to provide financial assistance in case of death and harness or those employees who become totally physically incapacitated rendering them unfit for job of any kind in RVNL.Company has contributed one time contribution of ₹ 50.00 millions during the Year 2012-13. Further during the year company has contributed ₹ 13.60 millions (₹ 27.20 millions) in the RVNL Medical Scheme. RVNL Medical and Welfare Trust has a combined fund of ₹ 90.80 millions as on 31.03.2014 (₹ 77.20 millions).

8 Restated Unconsolidated Summary Statement of Non-current investment

(₹ in Millions)

Particulars	**As at 31.03.2014**	**As at 31.03.2013**
Fully paid up Equity Share in Incorporated Joint Ventures (unquoted-at-cost)		
Kutch Railways Company Limited 10,00,00,000 Equity Share of ₹ 10 Each fully paid up & 2,50,00,000 Bonus Shares of ₹ 10 Each fully paid up	1,000.00	1,000.00
Haridaspur Paradip Railways Company Limited, 25,000 Equity Share of ₹ 10 Each fully paid up	0.25	0.25
Krishnapatnam Railways Company Limited, 8,10,00,000 Equity Share of ₹ 10 Each fully paid up	810.00	810.00
Bharuch Dahej Railways Company Limited, 5,50,00,000 Equity Share of ₹ 10 Each fully paid up (Previous year 4,29,00,000 Equity Share of ` 10 Each fully paid up)	550.00	429.00
Angul Sukinda Railways Company Limited, 25,000 Equity Share of ₹ 10 Each fully paid up & 18,89,75,000 Partly paid up Equity Shares of ₹ 10 Each.	807.17	570.95
Fully paid up Equity Share in Subsidiary Company (unquoted-at-cost) (Out of Company's Fund)		
High Speed Rail Corporation of India Limited 50,000 Equity share of ₹ 10 Each fully paid up	0.50	0.50
Share Application Money pending Allotment		
Haridaspur Paradip Railway Company Limited	1,699.75	1,331.75
	4,867.67	**4,142.45**

As per Share Holder Agreements shares will be allotted, when the full amount of equity has been received by the concerned SPV.

9 Restated Unconsolidated Summary Statement of Long Term Loans & Advances (₹ in Millions)

Particulars	As at 31.03.2014	As at 31.03.2013
(a) Recoverable from Ministry of Railways (Interest Accrued but not due) (Unsecured, considered good)	4,374.78	4,465.31
(b) Employees Loan & Advances	13.05	9.92
(c)Security Deposits	58.66	55.85
	4,446.48	**4,531.07**

10 Restated Unconsolidated Summary Statement of Other Non-Current Assets (₹ in Millions)

Particulars	As at 31.03.2014	As at 31.03.2013
Lease Receivables		
Opening Balance		
Add: Addition during the Year	7,001.31	-
Less: Adjustment during the Year	(561.58)	-
	6,439.72	**-**

12 Restated Unconsolidated Summary Statement of Trade Receivables (₹ in Millions)

Particulars	As at 31.03.2014	As at 31.03.2013
(a) More than 6 months		
Unsecured-Considered good	372.61	1,764.37
(b) Other (less than 6 months)		
Unsecured-Considered good	252.64	814.42
	625.24	**2,578.79**

13 Restated Unconsolidated Summary Statement of Cash and Bank Balances (₹ in Millions)

Particulars	As at 31.03.2014 Rupees (₹)	As at 31.03.2013 Rupees (₹)
Cash and Cash Equivalent		
(i) Balances with Bank		
-- Current Account	1,582.58	682.74
-- Fixed Deposits (Maturity less than 3 Months)	6,460.00	3,182.50
(ii) Cheque-in-Hand	684.94	0.34
(iii) Imprest	0.98	0.72
	8,728.49	**3,866.29**
Other Bank Balances		
(i) Balances with Bank		
Term Deposit in Schedule Bank	3,560.00	2,420.00
	3,560.00	**2,420.00**
	12,288.49	**6,286.29**

14 Restated Unconsolidated Summary Statement of Short Term Loan & Advances (₹ in Millions)

Particulars	As at 31.03.2014 Rupees (₹)	As at 31.03.2013 Rupees (₹)
Advance Receivable in Cash or in kind or for value to be		
(Unsecured, considered good)		
(a) Recoverable from Ministry of Railway (Interest)	2,172.36	989.91
(b) Recoverable from Ministry of Railway(Processing Fees)	-	10.00
(c) Interest accrued on Fixed Deposit	104.75	60.39
(d) Interest accrued on Mobilization Advance	42.36	25.51
(e) Security Deposit	2.16	2.15
(f) Advance Tax and Tax Deducted at Source	213.63	214.37
(g) Others	45.16	42.14
(h) MAT Credit Entitlement	180.02	105.55
	2,760.44	**1,450.01**

15 Restated Unconsolidated Summary Statement of Advances for Project Work

(₹ in Millions)

Particulars	As at 31.03.2014 Rupees (₹)	As at 31.03.2013 Rupees (₹)
(a) Advances to Zonal Railways	655.85	1,040.69
(b) Advances for Sleepers	1,046.17	825.30
(c) Mobilisation Advances	3,360.29	3,381.32
(d) Other Advances	2,033.82	1,133.35
	7,096.14	**6,380.67**

16 Restated Unconsolidated Summary Statement of Other Current Assets

(₹ in Millions)

Particulars	As at 31.03.2014 Rupees (₹)	As at 31.03.2013 Rupees (₹)
Lease Receivable		
Opening Balance		
Add: Addition during the Year	561.58	-
Less: Adjustment during the Year		
	561.58	**-**

7 Restated Unconsolidated Summary Statement of Fixed Assets (₹ in Millions)

	Block of Assets	GROSS BLOCK							DEPRECIATION							NET BLOCK		
		Cost up to March 31, 2012	Additions during the Year	Deletions / Adjustments during the Year	Cost up to March 31, 2013	Additions during the Year	Deletions / Adjustments during the Year	Cost up to 31st March' 2014	Cost up to March 31, 2012	Depreciation during the Year	Depreciation on Sale / Adjustments	Cost up to March 31, 2013	Depreciation during the Year	Depreciation on Sale / Adjustments	Up to 31st March '2014	As at March 31, 2014	As at March 31, 2013	As at March 31, 2012
		Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees				Rupees	Rupees	Rupees	Rupees	Rupees	Rupees	Rupees
A.	Tangible Assets																	
	Lease Hold Improvements	55.35	21.05	0.00	76.40	8.88	-	85.28	**34.64**	**9.34**	**0.00**	43.98	14.98	-	58.96	26.32	32.42	20.71
	Furniture and Fixtures	37.87	10.13	1.56	46.43	11.65	1.35	56.73	**31.92**	**7.77**	**1.48**	38.21	11.24	1.18	48.27	8.46	8.22	5.95
	EDP Assets	51.50	25.08	1.98	74.60	18.32	3.00	89.91	**42.53**	**10.86**	**1.67**	51.72	18.86	2.41	68.17	21.74	22.88	8.97
	Office Equipments	40.24	11.41	1.57	50.09	11.09	1.44	59.74	**28.99**	**9.07**	**1.23**	36.83	11.52	1.46	46.89	12.85	13.26	11.25
	TOTAL	**184.96**	**67.67**	**5.11**	**247.52**	**49.94**	**5.80**	**291.66**	**138.08**	**37.03**	**4.38**	**170.74**	**56.60**	**5.05**	**222.29**	**69.37**	**76.78**	**46.88**
B.	Intangible Assets																	
	Softwares	5.57	1.30	0.00	6.86	2.01	-	8.87	**4.12**	**1.94**	**0.00**	6.07	2.72	-	8.79	0.08	0.79	1.44
	TOTAL	**5.57**	**1.30**	**-**	**6.86**	**2.01**	**-**	**8.87**	**4.12**	**1.94**	**-**	**6.07**	**2.72**	**-**	**8.79**	**0.08**	**0.79**	**1.44**
C.	Capital Work in Progress																	
	Multi Functional Complex*	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	TOTAL				**-**	**-**	**-**	**-**				**-**	**-**	**-**	**-**	**-**	**-**	**-**
D.	**Intangible Assets under Development**																	
	Enterprise Resource Planning	-	-	-	-	7.53	-	7.53	-	-	-		-	-	-	7.53	-	-
	TOTAL				**-**	**7.53**	**-**	**7.53**				**-**	**-**	**-**	**-**	**7.53**	**-**	**-**
	TOTAL (A+B+C+D)	**190.53**	**68.97**	**5.11**	**254.38**	**59.48**	**5.80**	**308.06**	**142.21**	**38.98**	**4.38**	**176.81**	**59.32**	**5.05**	**231.08**	**76.98**	**77.57**	**48.32**
	Previous Year	**-**	**-**	**-**	**148.25**	**45.36**	**3.09**	**190.53**	**-**	**-**	**-**	**109.86**	**34.75**	**2.40**	**142.21**	**48.32**	**-**	**-**

* Company has entered into MOU with RLDA for construction of Multifunctional complex. Project is funded out of its own sources.

11 Restated Unconsolidated Summary Statement of Project Work-in-Progress

Sl. No.	Particulars	Opening Balance as at 01.04.2012	Addition from 01/04/2012 to 31/03/2013	Project Transferred from 1/4/2012 to 31/03/2013	Opening Balance as at 01.04.2013	Addition from 01/04/2013 to 31/03/2014	Project Transferred from 1/4/2013 to 31/03/2014	#REF! As at March 31, 2014	As at March 31, 2013
		Rupees (₹)	Rupees (₹)	Rupees (₹)	Rupees (₹)	Rupees (₹)	Rupees (₹)	Rupees (₹)	Rupees (₹)
1	**Civil Works**								
	Bridges	9,626.37	4,195.75	-	13,822.12	5,711.69	1,421.86	18,111.96	13,822.12
	Civil Works	401.65	1,033.41	-	1,435.06	515.08	107.76	1,842.39	1,435.06
	Preliminary Project Expenditure	322.64	80.00	-	402.65	366.71	43.18	726.18	402.65
	Equipments Plants and Machinery	559.36	103.73	-	663.10	(633.65)	(145.63)	175.08	663.10
	Formation	5,493.63	2,117.07	-	7,610.71	2,387.28	1,101.56	8,896.43	7,610.71
	Land	879.40	86.05	-	965.45	557.12	178.23	1,344.34	965.45
	Permanent Way	29,224.12	4,274.24	-	33,498.36	5,964.91	10,138.21	29,325.06	33,498.36
	Detailed Design & Engineering (Civil)	0.00	46.88	-	46.88	48.29	1.12	94.06	46.88
	Station Buildings	3,043.67	1,292.90	-	4,336.57	1,736.12	1,039.29	5,033.40	4,336.57
	Total Civil Work (A)	**49,550.85**	**13,230.04**	**-**	**62,780.89**	**16,653.56**	**13,886**	**65,548.90**	**62,780.89**
2	**S & T Work**								
	Detailed Design & Engineering	187.41	43.33	-	230.74	28.55	11.56	247.72	230.74
	Signaling Arrangement	1,443.39	622.12	-	2,065.51	1,198.56	651.86	2,612.20	2,065.51
	Telecommunication Arrangement	81.50	2.86	-	84.36	2.69	(0.04)	87.09	84.36
	Signaling & Telecom Works	5,877.02	803.23	-	6,680.26	681.44	2,404.13	4,957.56	6,680.26
	Total S & T Work (B)	**7,589.32**	**1,471.54**	**-**	**9,060.86**	**1,911.23**	**3,067.51**	**7,904.58**	**9,060.86**
3	**Electrical Works**								
	General Electrification	2,459.73	445.11	0.00	2,904.84	1,297.33	574.71	3,627.46	2,904.84
	Detailed Design & Engineering (Electrical)	0.00	7.75	0.00	7.75	12.92	0.14	20.53	7.75
	Overhead Electric Equipment	4,858.77	2,306.21	0.00	7,164.98	2,554.04	580.17	9,138.85	7,164.98
	Total Electrical Work (C)	**7,318.50**	**2,759.07**	**-**	**10,077.57**	**3,864.28**	**1,155.02**	**12,786.83**	**10,077.57**
4	**Incidental Expenditure during Construction Period**								
	Opening Balance	1,804.27	-0.08	0.00	1,921.41		504.06	1,417.35	1,804.19
	Project related Direct Expenditure						-	-	-
	Project management Consultancy		264.97		-	447.56	81.07	366.49	264.97
	Direction & General Charges to Railways		25.54		-	34.93	2.00	32.94	25.54
	Total Incidental Expenditure During Construction Period	**1,804.27**	**290.42**	**-**	**1,921.41**	**482.50**	**587.13**	**1,816.78**	**2,094.70**
	Less: Interest on Mobilisation Advance		173.29		-	265.36	3.45	(261.91)	(173.29)
	Net Incidental expenditure Apportioned to Projects in the ratio of spending on individual projects to project expenditure (D)	**1,804.27**	**117.14**	**-**	**1,921.41**	**217.14**	**583.67**	**1,554.87**	**1,921.41**
5	**Others**								
	Expenditure Pending Allocation	1,577.89	-34.22		1,543.67	(1,137.69)	3.31	402.67	1,543.67
	Net Project Execution Income	1,808.39	1,480.55		3,288.94	1,715.72	433.12	4,571.54	3,288.94
	Total Others (E)	**3,386.29**	**1,446.33**	**-**	**4,832.61**	**578.03**	**436.43**	**4,974.21**	**4,832.61**
	Total Project Work in Progress	**69,649.23**	**19,024.11**	**-**	**88,673.34**	**23,224.24**	**19,128.19**	**92,769.40**	**88,673.34**
	Less: Credit from Release Material	0.44	0.32		0.76	0.38	0.38	(0.76)	(0.76)
	Less: Liquidated Damages on Transferred Projects	-	-	-	-	0.16	-	(0.16)	-
	Net Project Work in Progress for MOR Projects	**69,648.79**	**19,023.79**	**-**	**88,672.58**	**23,223.70**	**19,127.81**	**92,768.47**	**88,672.58**

1 Land cost included in Project Work in Progress represents payments made through various Zonal Railways/ to concerned authority for the purpose of acquisition of land. The total payment made amounts to ₹ 557.12 millions (Previous year: ₹ 86.05 millions).The land so acquired is in the name of the concerned Zonal Railway.

2 The Company is executing projects assigned by MOR . In some of the projects, initially transferred to the Company, work was already in progress and some of the Zonal Railways had incurred expenditure on those projects prior to their transfer to the Company. The expenditure made by the concerned Railways prior to the formation of the Company has not been taken into account.

3 In the opinion of the Management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these have been stated in the Balance Sheet.

4 "Interest on mobilization Advance, recovered from the Contractors as per the terms and conditions of the contract, is being credited to the project."

5 In Compliance of para 5.1.1 of joint procedure order of MoR dated 17/12/2013 for transfer of completed projects financial transfers of projects have been carried out in the accounts after handing over / commissioning of the full project to the Zonal Railway and where the expenditure booked against the project at the end of the financial year is at least 95 % of the latest anticipated cost of the work.

17 Restated Unconsolidated Summary Statement of Revenue from Operation (Turnover from Construction Work in Progress (Project Activity))

(₹ in Millions)

Particulars	Figures for the year ended 31.03.2014		Figures for the year ended 31.03.2013	
	Rupees (₹)	Rupees (₹)	Rupees (₹)	Rupees (₹)
- From MoR Projects	19,321.70		16,149.76	
- From MoR Metro Projects	2,972.38		2,812.37	
- From MoR Projects (Executed by Zonal Railways)	929.63		61.66	
- From Deposit Work - Projects (SPV)	1,338.26		1,871.14	
- From Deposit Work - Project (Others)	380.98	24,942.93	229.36	21,124.29
		24,942.93		**21,124.29**

In accordance with Railway Board's letter No. 2004/W-1/RVNL/15 dated 04.01.2012 RVNL has accounted Consolidated Management fee @ 9.25% in case of Metro Projects, 8.5% in case of Other Plan Heads and 10% in case of National Projects on the expenditure incurred by RVNL on MoR projects. As per the directions of MoR, all expenditure in the nature of consultancies related to Project Management are being charged directly to project. D&G charges payable to Railway up to 0.25 % of cost of projects are allocated to the projects on actual funds released to the respective Zonal Railway, Expenditure incurred on D&G (Supervision) are being charged to the Profit & Loss account. The miscellaneous receipts from sale proceeds of Tender and other income has been credited to the P&L account.

18 Restated Unconsolidated Summary Statement of Other income

(₹ in Millions)

Particulars	Figures for the year ended 31.03.2014		Figures for the year ended 31.03.2013	
	Rupees (₹)	Rupees (₹)	Rupees (₹)	Rupees (₹)
OTHER INCOME		1051.38		881.30
Net Profit Before Tax as Restated		1,916.71		1,662.21
Percentage		**55%**		**53%**
Source of Income				
<u>Non Related and Recurring</u>				
Interest Income				
Interest Income on FDR's & TDR's (Gross)	755.65		576.25	
Interest on MPA Advance	1.70		0.38	
Recovery of residence furnishing (other income)	0.13		0.11	
(a)		757.48		576.75
<u>Related and Recurring</u>				
Interest from Special Purpose Vehicles (SPVs) against balances outstanding	113.00		174.09	
Dividend from SPV's against Investment in Share	175.00		125.00	
Income from cess collection charges	2.34		0.20	
Sale of Tender Forms	3.13		5.86	
Miscellaneous Income	0.36		(1.28)	
(b)		293.83		304.30
Related and Non Recurring				
Profit on sale of assets	0.07		0.05	
(c)		0.07		0.21
Non Related and Non Recurring				
Notice period pay from Staff	-		0.04	
(d)		-		0.04
Total (a+b+c+d)		**1,051.38**		**881.30**

Interest from Others includes interest from Special Purpose Vehicles (SPVs) against balances outstanding.

19 Restated Unconsolidated Summary Statement of Expenses
(Direct Expenses on Construction and Project related Activity)

(₹ in Millions)

Particulars	Figures for the year ended		Figures for the year ended	
		Rupees (₹)	Rupees (₹)	Rupees (₹)
- Incurred on MoR Projects	17,834.77		14,895.64	
- Incurred on MoR Metro Projects	2,720.71		2,574.25	
- Incurred on MoR National Projects	22.87		11.69	
- Incurred on Projects (Zonal Railway)	929.63		61.66	
- Incurred on Deposit Work - Projects (SPV)	1,243.92		1,737.33	
- Incurred on Deposit Work - Projects (Others)	350.37	23,102.26	209.79	19,490.37
		23,102.26		**19,490.37**

1. Expenditure on Work in Progress against contracts awarded by the Company is recognized on completion of measurements and testing certified by the Engineer.

2. Expenditure of execution of projects done by the Zonal Railways on behalf of the Company on MOR projects is accounted for on the basis of statement of estimated expenditure received from respective Zonal Railways and is adjusted allocation-wise as and when the final expenditure statement is received.

3. The total cost of projects executed for MoR by the Company is ₹ 132,095.42 millions (Previous year ₹ 108,903.64 millions). Out of this ₹ 19,468.81 millions (Previous Year ₹ 18,539.18 millions) worth of projects has been executed by Zonal Railways on behalf of the Company.

4. The value of projects commissioned / completed and put to use by Railways during financial year are ₹ 19,127.81 millions (Previous year Nil). Out of the same, the value of completed projects funded through MOR sources are of ₹ 12,126.50 millions (previous year Nil) and IRFC funded are of ₹ 7,001.30 millions (previous year ₹ Nil).

The financial adjustments for MoR projects have been carried out against Project Advance (Capital) and Project Advance (Capital Fund) respectively in the Balance Sheet leading to a reduction in Loan Funds and Project Work in Progress to the tune of ₹19,127.81 millions (previous year ₹ Nil).Further with regard to IRFC funded projects, Project Work in Progress has been reduced by the amount of ₹ 7,001.30 millions (Previous Year Nil) and corresponding asset as Lease Receivable has been created in accordance with the procedure order finalized by MoR and in accordance with Accounting Standard for lease.
As some minor works may still be required, the expenditure incurred on projects subsequent to the date of financial adjustments will be cleared at the time of drawing the completion reports.

5. With the rationalisation of the revenue stream of RVNL, the expenses incurred on supervision and monitoring directly allocable to the projects have been reviewed in terms of Railway Board 's letter no 2004/W-1/RVNL/15 dated 04/01/2012, the pattern of booking of expenditure on Zonal Railways and general accounting practises.The expenditure incurred on this account related to execution of Deposit Works (for SPV and others) have been charged to the Profit and Loss account.

20 Restated Unconsolidated Summary Statement of Employee benefits expense

(₹ in Millions)

Particulars	Figures for the year ended		Figures for the year ended	
	Rupees (₹)	Rupees (₹)	Rupees (₹)	Rupees (₹)
(a) Salaries and Wages		571.60		469.66
(b) Contribution to Provident & Other Funds		27.65		38.81
(c) Staff Welfare Expenses.		29.83		69.59
		629.07		**578.06**

21 Restated Unconsolidated Summary Statement of Other Expenses

(₹ in Millions)

Particulars	Figures for the year ended 31.03.2014		Figures for the year ended 31.03.2013	
	Rupees (₹)	Rupees (₹)	Rupees (₹)	Rupees (₹)
(a) Power & Fuel		13.77		11.50
(b) Rent		24.83		28.04
(c) Rates & Taxes (excluding Income Tax)		0.00		0.10
(d) Miscellaneous Expenditure		15.36		6.70
(e) Payment to Auditors		-		-
(i) As Auditor		0.37		0.39
(ii) For Taxation Matters		0.11		0.10
(iii) For Other Services		0.08		0.07
(iv) For Expenses		0.13		0.07
(f) Advertisement and Business Promotion		26.42		23.41
(g) Project Management Consultancy		33.31		28.25

(h) Printing and Stationery	17.49	14.39
(i) Travelling & Local Conveyance	18.50	18.41
(j) Communication	22.03	16.99
(k) Books & Periodicals	0.15	0.48
(l) Prior Period Items	0.00	0.00
(m) Professional Fees Consultancy	-	-
(m) Legal and Professional Charges	14.17	12.50
(n) Consultant Fee	12.32	10.97
(o) Other expenses	17.03	16.50
(p) D & G to Zonal Railway	0.48	0.50
(q) Expenditure of Multi Functional Complex	12.85	-
	229.41	**189.36**

22 Restated Unconsolidated Summary Statement of Other Expenses as per DPE Guidelines (₹ in Millions)

Particulars	Figures for the year ended 31.03.2014		Figures for the year ended 31.03.2013	
	Rupees (₹)	Rupees (₹)	Rupees (₹)	Rupees (₹)
(a) CSR Expenses & Sustainability Expenses		52.71		38.37
(b) Research & Development Expenses		12.35		11.04
Less: Transferred to Project for R&D		-		(2.80)
Less: Transferred to Capital Working Progress		(7.53)		-
		57.54		**46.61**

23. Deposit Works (SPVs and others)

23.1 Works being executed for SPVs and others parties are treated as a Deposit Work. The corresponding current assets and liabilities in respect of such projects have been recognized on the basis of expenditure incurred plus supervision charges as agreed. The advance received is disclosed under Current Liabilities and the amount recoverable on account of project execution under Sundry Debtors.

23.2 Costs incurred on Deposit and SPV Works: (₹ in Millions)

Particulars	Year Ended March 31,2014	Year Ended March 31,2013
Costs incurred for Deposit Works	1,594.28	1,947.13
Recognized Profit/Loss	124.95	153.38
Advance received	1,945.28	1,443.16
Gross Amount due from Customers	625.24	2,578.79
Cumulative amount of costs incurred	15,671.71	14,077.43
Cumulative amount of recognized Profit/Loss	1,289.00	1,164.05

24. Micro , Small and Medium Enterprises

The Company has not received any intimation from "Suppliers" regarding their status under the Micro, Small and medium enterprises Development Act, 2005 and hence disclosures, if any, relating to amounts unpaid as at the year-end together with interest paid/payable as required under the said Act is not ascertainable presently.

25. Expenditure in Foreign Currency

(₹ in Millions)

Particulars	Year Ended March 31,2014	Year Ended March 31,2013
Travel expenses	4.42	7.25
Project Management Consultancy	3.75	NIL

26. Contingent Liabilities (₹ in Millions)

Particulars	As at March 31,2014	As at March 31,2013
In respect of claims not acknowledged as debts by the Company	1,600.77	5,163.79

27. Capital Commitment (₹ in Millions)

Particulars	As at March 31,2014	As at March 31,2013
Towards share capital in SPV's	1,332.80	1,319.04
Towards Multifunctional complex	5.70	18.60

27.1 Other Commitment (₹ in Millions)

Particulars	As at March 31,2014	As at March 31,2013
Towards Project expenditure	1,02,114.30	74,847.60

28. Managerial Remuneration

(₹ in Millions)

Particulars	Year Ended March 31,2014	Year Ended March 31,2013
Salary & allowances	29.08	19.39
Provident fund and other fund	1.44	1.07

29. Earnings per Share:

The numerators and denominators used to calculate Basic Earnings per Share are:

Particulars	Year Ended March 31,2014	Year Ended March 31,2013
Profit Attributable to the shareholders (₹) (**A**)	1,616.95	1,401.30
Basic average number of Equity Shares outstanding at end of Year (Nos.) (**B**)	2,085.02	2,085.02
Weighted average number of Equity Shares outstanding at the end of Year (Nos.) (**C**)	2,085.02	2,085.02
Nominal value of Equity Shares (₹)	10.00	10.00
Basic Earnings per share (₹) (**A/C**)	0.78	0.67

30. Related Party Disclosures (AS-18) :

30.1 Joint Ventures:

Kutch Railway Company Limited

Haridaspur Paradip Railway Company Limited

Krishnapatnam Railway Company Limited

Bharuch Dahej Railway Company Limited

Angul Sukinda Railway Limited

30.2 Subsidiary company

High Speed Rail Corporation of India Limited

30.3 Key Management Personnel:

Sh. S.C. Agnihotri : Managing Director

Sh. Ashok Krishna Ganju: Director Finance

Ms. Gita Mishra : Director Personnel

Sh. Mukul Jain : Director Operation

Sh. Vijay Anand : Director Projects

30.4 Enterprises in which Directors interest exist:

High Speed Rail Corporation of India Limited

30.5 Disclosure of transactions with related parties:

(₹ in Millions)

Particulars	Transactions		Outstanding Amount**	
	Year ended March 31, 2014	Year ended March 31, 2013	Year ended March 31, 2014	Year ended March 31, 2013
Remuneration to Key Personnel (31.3) above	*	*	*	*
HPRCL				
Share Application Money	368.00	Nil		
Expenditure towards project	663.23	141.15	136.45	-291.08
BDRCL				
Share Application Money	121.00	Nil		0.00
Expenditure towards project	142.91	207.22	198.15	368.35
KPRCL				
Share Application Money		Nil		Nil
Expenditure towards project	143.10	1,113.53	285.93	2,209.20
ASRL				
Share Application Money	236.22	188.20		Nil
Expenditure towards project	295.07	430.91	-74.12	-22.50
High Speed Rail Corporation of India Limited				
Share Capital	0.00	0.50		Nil
Payment towards expenses of company	3.48	1.24	4.72	1.24

* See note No. 28

** These represent amounts recoverable on account of expenditure incurred on various projects of Joint Ventures and Misc

31. Disclosure in respect of Joint Venture/Subsidiary:

Name of the Joint Venture	Partner(s) Country of Origin	Proportion of Ownership Interest as at March 31, 2014	Proportion of Ownership Interest as at March 31, 2013
Kutch Railway Company Limited	Rail Vikas Nigam Limited, India	50%	50%
	Kandla Port Trust, India	26%	26%
	Mundra Port SEZ	20%	20%
	Government of Gujarat, India	4%	4%
Haridaspur Paradip Railway Company Limited ((HPRCL)	Rail Vikas Nigam Limited, India	33.33%	48.43%
	IDCO (Govt of Odisha)	0.35%	0.66%
	Essel Mining and Industries Ltd., India	5.88%	10.91%
	Paradeep Port Trust	10.00%	10.00%
	Rungla Mines Ltd	5.88%	10.91%
	Jindal Steel & Power Ltd	0.98%	1.82%
	Steel Authority of India Limited	0.98%	1.82%
	POSCO India Limited	5.40%	10.00%
	MSPL LTD	2.94%	5.45%
	OMC	14.70%	-
	Govt of Odisha	19.60%	-
Krishnapatanam Railway Company Limited (KRCL)	Rail Vikas Nigam Limited, India	30%	30%
	Krishnapatnam Port Corporation Limited, India	30%	30%
	Bramhany Industries Limited	12%	12%
	National Mineral Development Corporation	15%	15%
	Government of Andhra Pradesh	13%	13%
Bharuch Dahej Railway Company Limited (BDRCL)	Rail Vikas Nigam Limited, India	33.33%	26.00%
	Adani Petronet (Dahej) Port Private Limited, India	10.50%	10.50%
	Gujarat Maritime Board, India	10.82%	10.82%
	Dahej SEZ Limited, India	6.06%	6.06%
	GNFC	8.20%	8.20%
	Hindalco Industries Limited, India	8.20%	8.20%
	Jindal Rail Infrastructure Limited, India	6.06%	6.06%
	Guj. Industrial Dev. Corp Ltd	10.82%	10.82%
	Equity Gap	6.00%	13.33%
Angul Sukinda Railway Limited (ASRL)	Rail Vikas Nigam Limited, India	40.18%	45%
	Jindal Steel and Power Limited, India	22.32%	25%
	Bhushan Steel & Power Ltd	-	20%
	Govt of Odisha	23.21%	
	OMC	13.39%	
	IDCO (Govt of Odisha)	0.90%	10%
High Speed Rail Corporation of India limited	Rail Vikas Nigam Limited, India	100%	100%

Details of the aggregate amounts of the assets, liabilities, income and expenditure related to the interest in the Jointly Controlled Entities are as under:

a. Kutch Railway Company Limited

Particulars	As at March 31, 2014	As at March 31, 2013
	(Audited)	(Audited)
	(₹ in Millions)	(₹ in Millions)
Assets excluding preliminary expenditure	5,311.50	4,368.20
Liabilities	2,196.80	1,921.55
Income	2,588.70	2,613.80
Expenditure	1,771.60	1,674.65

Contingent liabilities: ₹ Nil (Previous year ₹ Nil)

Capital commitment: ₹ 160.55 millions (Previous year ₹ 165.00 millions)

b. Haridaspur Paradip Railway Company Limited

Particulars	As at March 31, 2014	As at March 31, 2013
	(Audited)	(Audited)
	(₹ in Millions)	(₹ in Millions)
Assets excluding preliminary expenditure	2,275.63	1,332.69
Liabilities	72.06	0.87
Income	15.88	10.10
Expenditure	72.77	3.32

Contingent liabilities: ₹ 4.6 millions (Previous year ₹ Nil)

Capital commitment: ₹ 6,067.90 millions (Previous year 9,759.40 millions)

c. Krishnapatnam Railway Company Limited

Particulars	As at March 31, 2014	As at March 31, 2013
	(Audited)	(Audited)
	(₹ in Millions)	(₹ in Millions)
Assets excluding preliminary expenditure	1,475.46	1,444.62
Liabilities	708.89	674.71
Income	111.03	96.11
Expenditure	114.40	135.56

Capital commitment: ₹ 2,557.80 millions (Previous year ₹ 8,841.80 millions)

Contingent liabilities: ₹ 11.20 millions (Previous year ₹ Nil)

d. Bharuch Dahej Railway Company Limited

Particulars	As at March 31, 2014	As at March 31, 2013
	(Audited)	(Audited)
	(₹ in Millions)	(₹ in Millions)
Assets excluding preliminary expenditure	1,082.25	1,111.20
Liabilities	686.70	737.68
Income	203.88	149.47
Expenditure	184.99	177.61

Contingent liabilities: ₹ 93.10 millions (Previous year ₹167.70 millions)

Capital commitment: ₹ 67.60 millions (Previous year ₹ 80.30 millions)

e. Angul Sukinda Railway Limited

Particulars	As at March 31, 2014	As at March 31, 2013
	(Audited)	(Audited)
	(₹ in Millions)	(₹ in Millions)
Assets excluding preliminary expenditure	1,117.39	456.59
Liabilities	249.03	9.06
Income	17.36	4.86
Expenditure	1.30	0.72

Contingent liabilities: ₹ Nil (Previous year ₹ Nil)

Capital commitment: ₹ 4,920.00 millions (Previous year ₹ 7,385.60 millions)

(f) High Speed Rail Corporation of India limited

Particulars	As at March 31, 2014	As at March 31, 2013
	(Audited)	(Audited)
	(₹ in Millions)	(₹ in Millions)
Assets excluding preliminary expenditure	33.78	1.18
Liabilities	36.87	1.43
Income	0.01	0.01
Expenditure	2.86	0.75

Contingent liabilities: ₹ Nil

Capital commitment: ₹ Nil

32. Business Segments

As the business activity of the Company falls within a single segment viz. construction of Railway projects in the domestic market, the disclosure requirement of AS-17 on 'Segment Reporting' issued by the Institute of Chartered Accountants of India (ICAI) is not applicable.

33. Lease Rentals

33.1 The company's leasing arrangements in respect of offices and residential premises are in the nature of operating lease. The rent is being charged on rates agreed to between HUDCO and RVNL based on letter of offer received from HUDCO and agreed to by RVNL. The formal lease agreement between the Company and HUDCO for lease of Corporate Office, New Delhi has not been executed and is under approval of Ministry of Urban Development.

33.2 Financial Lease

The value of assets given on lease is reflected against contra liability payable to IRFC towards loan on completed projects as appearing in note 5, which is liquidated progressively through loan repayment to IRFC being arranged by MoR.

Future minimum lease payments of gross investment in the lease are as follow:

Particulars	31st March 2014	31st March 2013
Not later than one year	561.58	-
Later than one year and not later than five years	3,108.60	-
Later than five years	3,331.13	-

34. Operating Cycle

Operating Cycle of the Company is based on time required from initiation of the project to the completion of the project. The period required for completion varies from project to project. In general duration is more than 12 month up to 60 months. Keeping in view the project cycle of more than 12 months, all assets and liabilities relating to projects have been classified accordingly as current and non - current.

35. Current/Non current classification are based on the period from 01-04-2013 to 31-03-2014 (i.e. Liability/Assets to be paid/Recoverable upto 31-12-2014 are shown under current liability/current assets respectively accordingly liability/assets to be paid/recoverable after 31-12-2014 are shown under non current liability/non current assets respectively

36. During the year company implemented procedure order no. 2011/AC-II/1/6/RVNL dated 17/12/2013 for transfer of completed projects. In compliance with the said order, company transferred projects worth ₹ 19,127.81 millions /- (previous year ₹ Nil).

37. Previous year's figures have been regrouped and rearranged, wherever necessary to make comparable with those of the current year.

RAIL VIKAS NIGAM LIMITED

ANNEXURE:-V A Adjustment for Restatement of Unconsolidated Profit & Loss

1. Material Regrouping

Appropriate adjustments have been made in the Restated Unconsolidated Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2. Material Adjustments:

The Summary of results of restatement made in the Audited Unconsolidated Profit & Loss for the respective years and its impact on the profit/(loss) of the Company is as follows:

(₹ in Millions)

Particulars	As At March 31,2014	As At March 31,2013
(A) Net Profits as per Previous GAAP (A)	1,574.21	1,355.51
Add/(Less) Adjustments on account of Recasting		
1) Prior Period adjustments		
a) Recognition of Prior Period Exp of F.Y. 2012-13 in the FY 2011-12	-	1.99
b) Recognition of Prior Period Exp of F.Y. 2013-14 in the FY 2012-13	13.44	(13.44)
2) Employee benefit Expense		
a) Reversal of employee benefit expense in F.Y. 2013-14 is reversed in the F.Y.2012-13 & 2011-12	(57.92)	20.76
b) Reversal of employee benefit expense in F.Y. 2015-16 is reversed in the F.Y. 2013-14	0.08	-
c) Reversal of employee benefit expense in F.Y. 2014-15 is reversed in the F.Y. 2012-13		10.69
d) Recognition of employee benefit expense in F.Y. 2014-15 is recognised in the F.Y. 2012-13	-	(0.11)
3) Corporate Social Responsibility Expense		
Recognition of Corporate Social Responsibility Expense in F.Y.2012-13 is recognsied in the FY 2011-12	-	16.45
4) Income Tax		
a) Recognition of income tax in F.Y. 2012-13 is recognised in the FY 2011-12	-	6.59
b) Recognition of income tax in F.Y. 2013-14 is recognsied in the FY 2012-13	1.88	(1.88)
c) Recognition of income tax in F.Y. 2014-15 is recognised in the FY 2013-14	(0.18)	-
5) Reversal of Revenue related to SPV		
a) Revenue reversed in F.Y. 16-17 is reversed in the F.Y. 2015-16, 2014-15, 2013-14, 2012-13 & 2011-12	(3.19)	(1.70)
b) Revenue reversed in F.Y. 14-15 is reversed in the F.Y.2013-14, 2012-13 & 2011-12	(14.90)	(19.97)
6) Reversal of Management Fee		
a) Revenue reversed during F.Y. 2013-14 is reversed in the F.Y. 2012-13 & 2011-12	37.70	(22.52)
b) Income reversed during F.Y. 2012-13 is reversed in the F.Y. 2011-12	-	0.13
c) Income reversed during F.Y. 2015-16 is reversed in the F.Y. 2014-15, 2013-14, 2012-13	(0.34)	(0.18)
7) Asset written off		
a) Assets written off during F.Y. 15-16 is reversed in the F.Y. 2014-15 & 2013-14	(12.85)	-
8) Consistency of Accounting Policy		
a) Reversal of income in 2014-15 is reversed in the F.Y. 2013-14, 2012-13	0.32	0.21
b) Provision made for Half Pay Leave in the F.Y. 2012-13	2.83	(2.83)
9) Recognition of Deferred Tax Assets		
Deferred tax assets is recognised in the F.Y. 2012-13 and 2013-14 at the rate of Normal Tax rate applicable at the end of relevant year.	1.40	0.46
10) Recognition of MAT Credit Entitlement		
MAT Credit is recognised in the F.Y.2012-13 and 2013-14	74.47	51.14
	42.74	**45.78**
Restated Profit/Loss (A+B+C)	**1,616.95**	**1,401.30**

1) Prior Period adjustments

Prior Period Expenses/ Income has been reversed in the financial year in which it has been shown as a prior period expenses/income and the same has been recognised in the Financial year to which it pertains

2) Employee benefit Expense

Employee benefit expense has been reversed in the financial year in which it has been shown has been shown as a adjustment relating to prior years and recognised/reversed in the Financial year to which it pertains

3) Corporate Social Responsibility Expense

Corporate social responsibility expense has been reversed in the financial year in which it has been shown as a adjustment relating to prior years and has been recognised in the Financial year to which it pertains

4) Income Tax

Income tax Expense has been reversed from the financial year in which it has been shown as a prior period income tax expense and the same has been recognised in the Financial year to which it pertains

5) Reversal of Revenue related to SPV

a) Reversal of Site facilities charges, D&G charges & Departmental charges in the Financial year to which it pertains

b) Reversal of D&G charges and recognition of departmental charges due to contract made with SPV

6) Reversal of Management Fee

Reversal of management fee on account of management fees calculated on Project Management Consultancy or a national project reclassified as MOR project

7) Asset written off

Expenditure incurred on Multi Functional complex written off during the F.Y.2015-16 has been reversed during the F.Y. in which asset is created

8) Consistency of Accounting Policy

a) Cheques which are more than 3 yrs.' old and could not be cleared in stale cheque account are credited to the head which was earlier debited while making payments except deductions made from salary of staff which are credited to misc income.

b) Provision for half pay leave have been provided for in the F.Y. 2012-13 instead of cash basis.

9) Recognition of Deferred Tax Assets

Deferred tax assets is recognised at the rate of normal Tax rate applicable at the end of relevant year.

10) Recognition of MAT Credit Entitlement

MAT credit is recognised since it is probable that it can be adjusted against the normal tax liability in the future periods.

ANNEXURE:-VI A

Restated Unconsolidated Statement of Accounting Ratios

(₹ in Millions)

Particulars	For the Year Ending 31st March 2014	For the Year Ending 31st March 2013
Restated PAT as per P& L Account (Rs. in millions)	1,616.95	1,401.30
Weighted Average Number of Equity Shares at the end of the year	2,085.02	2,085.02
Net Worth (Rs. in millions)	25,516.00	24,269.67
Earnings Per Share		
Basic (In Rupees)	0.78	0.67
Diluted (In Rupees)	0.78	0.67
Return on Net Worth(%)	6.34%	5.77%
Net Asset Value Per share (Rs)	12.24	11.64
Nominal Value per Equity share (Rs.)	10	10

Note:- (i)

The ratios have been calculated as below

(a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year

(b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year

(c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100

(d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.

Note:- (ii)

Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion to total number of days during the year.

Note:- (iii)

Earnings Per Share calculation are in accordance with AS-20 Earnings Per Share

Note:- (iv)

Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss)

Note:- (v)

The figures disclosed above are based on the Restated Standalone Financial Statements of the Company.

ANNEXURE:-VII A

Restated Unconsolidated Statement of Tax Shelters

(₹ in Millions)

S.No	Particulars	For the Year Ending 31st March 2014	For the Year Ending 31st March 2013
1	Notional Tax Rate	0.21	0.20
2	**Profit before Tax - as Restated**	1,916.71	1,662.21
	Adjustments:		
	Permanent Differences due to		
	Expenditures incurred against exempt incomes	14.95	12.37
	Interest on TDS	0.40	0.04
	Dividend Income	-175.00	-125.00
	Total Permanent Differences	-159.65	-112.59
3	**Net adjusted Profit for tax**	**1,757.06**	**1,549.62**
	Adjusted Tax Liability	**368.29**	**310.04**
	less:-Relief u/s 91	0.00	0.00
	Adjusted Tax Liability	368.29	310.04
	Effect of recasting	7.34	2.48
	Total Tax as per Return of Income	375.63	312.53

ANNEXURE:-VIII A

Restated Unconsolidated Statement of Dividend Paid

(₹ in Millions)

Particulars	As At March 31,2014	As At March 31,2013
Share Capital		
Number of Equity Shares	2,085.02	2,085.02
Face Value (Rs.)	10.00	10.00
Equity Share Capital	20,850.20	20,850.20
Dividend per Equity Shares (in Rs.)	0.13	0.10
Rate of Dividend	1.30%	1.00%
Dividend tax rate	16.22%	16.23%
Dividend on Equity Shares	270.00	200.00
Dividend Distribution Tax	43.80	32.45

ANNEXURE-IX A

Restated Unconsolidated Turnover Statement

(₹ in Millions)

S.No	Particulars	As At March 31,2014	As At March 31,2013
a)	Turnover of Products manufactured by the company(net of excise duty)	-	-
b)	Turnover of Products traded by the issuer company	-	-
	Normally dealt in by the issuer	-	-
	Not Normally dealt in by the issuer	-	-
c)	**Total Revenue from Sale of goods (a+b)**	**-**	**-**
d)	Turnover of Services Provided by the issuer company	24,942.93	21,124.29
	Normally dealt in by the issuer	24,942.93	21,124.29
	Not Normally dealt in by the issuer	-	-
f)	**Total Revenue from Services (d)**	**24,942.93**	**21,124.29**

ANNEXURE-X A

Restated Unconsolidated Statement of Indebtedness

(₹ in Millions)

S.No	Name of Lender	Loan No	Loan Amount	Rate of interest	Total term of loan	Amount Outstanding as on 31.03.2014	Security
1	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2005-06	5,180.00	8.06%	15 YEARS (3 YEARS MOROTORIUM)	3,022	NIL
2	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2006-07	4,500.00	9.73%	15 YEARS (3 YEARS MOROTORIUM)	3,000	NIL
3	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2007-08	2,400.00	10.24%	15 YEARS (3 YEARS MOROTORIUM)	1,800	NIL
4	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2008-09	2,930.00	9.96%	15 YEARS (3 YEARS MOROTORIUM)	2,442	NIL
5	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2009-10	3,700.00	8.92%	15 YEARS (3 YEARS MOROTORIUM)	3,392	NIL
6	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2010-11	1,000.00	9.12%	15 YEARS (3 YEARS MOROTORIUM)	1,000	NIL
7	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2011-12	1,079.00	10.12%	15 YEARS (3 YEARS MOROTORIUM)	1,079	NIL
8	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2012-13	1,040.00	9.41%	15 YEARS (3 YEARS MOROTORIUM)	1,040	NIL
9	INDIAN RAILWAY FINANCE CORPORATION LTD.	Loan to RVNL 2013-14	4,400.00	9.60%	15 YEARS (3 YEARS MOROTORIUM)	4,400	NIL
	TOTAL		**26,229.00**			**21,174.00**	

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our Restated Consolidated Financial Statements which is included in this Red Herring Prospectus. The following discussion and analysis of our financial condition is based on our Restated Consolidated Financial Statements as of and for the six month period ended September 30, 2018 and for the Fiscal years ended March 31 2018, March 31 2017 and March 31 2016 including the significant accounting policies and notes thereto and report thereon, prepared based on the financial statements as at and for the six month period ended September 30, 2018 and for the financial year ended March 31, 2018, prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of Companies Act read with Companies (Indian Accounting Standards) Rules 2015 and other relevant provisions of the Companies Act and as at and for the year ended March 31, 2017, in accordance with Ind AS being the comparative period for the year ended March 31, 2018; and the financial statements as at and for the year ended March 31, 2016, prepared in accordance with accounting standards as prescribed under Section 133 of the Companies Act read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Act, which has been converted into figures as per Ind AS to align accounting policies, exemptions and disclosures as adopted for the preparation of the first Ind AS financial statements for the year ended March 31, 2015. Our Restated Consolidated Financial Statements have been derived from our audited financial statements. This discussion contains forward-looking statements and reflects our current views with respect to future events and financial performance. Actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors such as those described in "Certain Conventions, Presentation of Financial, Industry and Market Data", "Risk Factors" and "Forward Looking Statements" on pages 13, 18 and 16 respectively, and elsewhere in this Red Herring Prospectus.

Ind AS differs in certain respects from Indian GAAP and other accounting principles with which prospective investors may be familiar. As a result, the Restated Consolidated Financial Statements prepared under Ind AS for six month period ended September 30, 2018 and the Fiscals 2018, 2017 and 2016 may not be comparable to our historical financial statements. For further details, see "Risk Factors" on page 18.

Our financial year ends on March 31 of each year. Accordingly, unless otherwise stated, all references to a particular financial year are to the 12-month period ended March 31 of that year.

For the purposes of this section, the term 'Group' refers to our Company, its Subsidiary and the Special Purpose Vehicles considered for consolidation purpose.

OVERVIEW

We are a wholly owned government company, a Miniratna (Category – I) Schedule 'A' Central Public Sector Enterprise, incorporated by the Ministry of Railways ("**MoR**") under the Companies Act, 1956 on January 24, 2003, as a project executing agency working for and on behalf of MoR. We were incorporated with the objective to undertake rail project development, mobilization of financial resources and implementation of rail projects pertaining to strengthening of golden quadrilateral and port connectivity and raising of extra- budgetary resources for project execution. However, in 2004, the MoR decided that our Company should restrict itself to project execution. The role of our Company for mobilization of finances is restricted to forming of project specific SPVs with private participation.

We are in the business of executing all types of railway projects including new lines, doubling, gauge conversion, railway electrification, metro projects, workshops, major bridges, construction of cable stayed bridges, institution buildings etc.

Since our inception in 2003, MoR has transferred 179 projects to us of which 174 projects are sanctioned for execution. Out of these, 72 projects have been fully completed totalling to ₹205,672.80 million and the balance are ongoing. We have an order book of ₹775,042.80 million as on December 31, 2018 which includes 102 ongoing projects.

During the financial year ending March 31, 2018, we have completed a total of 885.50 rkm of project length which included 315.20 rkm of doubling and 425 rkm of railway electrification.

Our Company, vide letter dated January 04, 2012 from MoR, has been allowed a consolidated management fee (by merging the D&G charges i.e. supervision charges and management fee) on the annual expenditure incurred for the execution of projects, being, 9.25% for the metro projects, 8.50% for other plan heads and 10% for national projects. All expenditure incurred on project management consultancy will not have any bearing on the management fees provided to the Company.

Our activities under the various plan heads can be classified as under:

1. *New lines*: This includes augmenting the rail network by laying new lines. The objective of laying new lines includes achieving seamless multi-modal transportation network across the country and connecting remote areas.

2. *Doubling:* Doubling involves the provision of additional lines by way of doubling the existing routes to enable the Indian Railways to ease out traffic constraints of single line or construction of 3rd/4th line to increase the charted capacity. Our Company is a significant contributor to the doubling projects and has been contributing to approximately one third of the total doubling being completed / commissioned on Indian Railways for the last three years. *(Source: CARE Report)*

3. *Gauge conversion*: This includes conversion of meter gauge lines to broad gauge railway lines.

4. *Railway electrification*: This includes electrification of current un-electrified rail network and electrification on the new rail network.

5. *Metropolitan transport projects*: This includes setting up of metro lines and suburban network in metropolitan cities.

6. *Workshops:* This includes manufacturing facilities, and workshops for repairing and manufacturing rolling stock.

7. *Others*: This includes but is not limited to construction of traffic facilities, railway safety works (building of sub-ways in lieu of crossings), other electrification works, training works, surveys, construction of bridges including rail over bridges, etc.

Our revenue from the activities mentioned hereinabove, and carried out through various plan heads for the last three financial years and six month period ended September 30, 2018 is as follows:

(₹ in million)

Plan Heads	**For the six month period ended September 30, 2018**	**Financial Year ended March 31, 2018**	**Financial Year ended March 31, 2017**	**Financial Year ended March 31, 2016**
New Line	9,260.74	19,844.48	10,389.92	6,489.49
Doubling	17,990.37	33,919.19	27,517.38	27,421.63
Gauge Conversion	2,301.68	4,883.36	5,847.12	2,124.11
Railway Electrification	3,522.76	7,475.48	3,845.97	1,787.15
Metropolitan Transport Projects (including metros)	1,789.54	6,386.66	7,055.46	5,433.10
Workshops	1,035.41	1,720.05	3,411.18	1,624.65
Others (bridge construction etc.) (in numbers)	328.32	1,336.37	1,084.03	518.41
TOTAL	**36,228.82**	**75,565.59**	**59,151.06**	**45,398.54**

Currently our Company does not have any national project on its order book.

We generally work on a turnkey basis and undertake the full cycle of project development from conceptualization to commissioning including stages of design, preparation of estimates, calling and award of contracts, project and contract management, etc. and all stages of project execution upto the stage of commissioning of the new railway lines.

The projects undertaken by us are spread all over the country and for efficient implementation of projects, 43 project implementation units (PIUs) as on December 31, 2018 have been established at different locations to execute projects in their geographical hinterland. They are located at Delhi, Mumbai, Kolkata (3 units), Chennai (2 units), Secunderabad (2 units), Vijayawada, Bhubaneshwar (3 units), Bhopal (2 units), Jhansi, Kota, Jodhpur, Waltair (Vishakhapatnam) (2 units), Bengaluru, Pune (2 units), Raipur (3 units), Lucknow (3 units), Ranchi, Rishikesh, Ahmedabad (2 units), Kanpur, Varanasi (4 units), Chandigarh, Kharagpur, Agra, Ambala and Guwahati. Our major client is the Indian Railways. Our other clients include various central and state government ministries, departments, and public sector undertakings.

Our Company has established a consistent track record of financial performance and growth. Our revenue from operations on consolidated basis for the Financial Year 2016, Financial Year 2017 and Financial Year 2018 and the six month period ended September 30, 2018 aggregated to ₹45,398.54 million, ₹59,151.06 million, ₹75,973.58 million and ₹36,228.82 million, respectively. Our net profit was ₹4,294.34 million, ₹4,434.62 million, ₹5,699.20 million and ₹2,536.12 million, respectively, for the same periods. Our revenue from operations has increased at a CAGR of 29.36% from ₹45,398.54 million in the Financial Year 2016 to ₹75,973.58 million in the Financial Year 2018, and our net profit has increased at a CAGR of 15.20% from ₹4,294.34 million in Financial Year 2016 to ₹5,699.20 million in the Financial Year 2018. Our EBITDA for Financial Year ended March 31, 2016, March 31, 2017 and March 31, 2018 and the six month period ended September 30, 2018 was ₹5,267.60 million, ₹5,837.67 million, ₹7,135.28 million and ₹3,333.60 million respectively.

The break-up of our order book as on December 31, 2018 is as follows:

Sr. No.	Key segments	Length in route kilometres	Order Book Value as of December 31, 2018 (₹ in million)
1.	New Line (includes port connectivity)	976.76	307,635.20
2.	Doubling	3,652.93	277,210.40
3.	Gauge Conversion	344.46	11,893.50
4.	Railway Electrification	3,813.27	39,918.90
5.	Metropolitan Transport Projects	156.82	95,935.50
6.	Workshops (in numbers)	16	26,183.00
7.	Others (bridge construction etc.) (in numbers)	15	16,266.30
	TOTAL	**8,944.24**	**775,042.80**

In recognition of our consistent performance and achievement of stipulated targets as negotiated in terms of the Memorandum of Understanding entered into with the MoR on an annual basis, the Department of Public Enterprises, Ministry of Heavy Industries and Public Enterprises, Government of India has consistently awarded us an '*Excellent*' rating for the past eight years. For the year 2017-18, we were awarded a score of 100/100 for the achievements against the targets set. For further information on our history and corporate structure, see "*History and Certain Corporate Matters*" on page 130.

Significant factors affecting our financial conditions and results of operations

Our business and results of operations are affected by a number of important factors that are expected to continue to impact our business and results of operations in the future. These factors include the following:

1. **Dependence on Ministry of Railways for award of projects and their funding:**

   Our Company functions as an executing arm of Indian Railways and works for and on behalf of the Company. We operate as a project executing agency working for and on behalf of MoR which assigns projects to us. Since our incorporation, the MoR has transferred 179 projects to us for execution, on an assignment basis for execution. As of December 31, 2018, our order book from MoR was ₹744,924.80 million or 96.11% of our total order book. However, there is no assurance that in future, projects will be regularly transferred to us for execution on an assignment basis. This may have an impact on our business and revenues. We are also dependent on the MoR for funds since they assign a fixed budget to our Company each year for undertaking the projects. Any change in the governmental policies relating to disbursement of financial assistance and reduction in budgetary allocation by the GoI may affect consequently, the financial conditions and results of operations of the Company. For further details, see "*Risk Factors - We majorly depend on the MoR for sourcing of our projects. Recently, there have been reconsiderations by the MoR regarding the modalities of our project assignments. There can be no assurance that future projects will be granted to us, which may result in an adverse effect on our business growth, financial condition and results of operations*." and "*Risk Factors - We completely depend on the project sponsoring authorities like MoR and state governments etc. for financing of our projects. There can be no assurance that in future adequate financing will be granted to us, which may result in an adverse effect on our business growth, financial condition and results of operations.*" on pages 18 and 19 respectively.

2. **Land acquisition and forest/wildlife related clearances:**

   We are highly dependent on the MoR for securing various approvals including the land acquisition approvals and approvals of drawings and plans for our projects. In agreements entered into by us for projects assigned to us by MoR or projects being executed on behalf of our SPVs/Group Companies, it is our responsibility to secure approvals for the projects by liaising with zonal railways/MoR. Any failure or delay by the zonal railways/MoR in approving plans and drawing of the project and in identifying suitable lands in a timely manner or any failure to acquire suitable land or obtain approvals including land-related approvals for the Projects may cause us to change, delay or abandon the project, which in turn could adversely affect our competitive position, business, financial condition and results of operation. For further details, see "*Risk Factors - Delay in land acquisition, forest/wildlife related clearances and approvals of plans and drawings, granting of power and traffic blocks for projects may lead to time and cost overruns, resulting in loss of reputation.*" on page 21.

3. **Ability to attract, recruit and retain skilled personnel:**

   The shortage of technical manpower, with required experience in the rail sector, is a major constraint in the delivery of projects. A large percentage of our workforce is largely dependent on deputationists from Indian Railways. Any adverse policy decision may result in railways officers not being available for deputation. The loss of any of the members of our senior management or other key personnel or an inability to manage the attrition levels in different employee categories may materially and adversely impact our business and results of operation. For further details, see "*Risk Factors - We are highly dependent on the expertise of our Key Management Personnel and our skilled workforce and management for our operations. Our inability to retain such workforce or replace such management may have an adverse effect on our business, financial condition and the results of operations*" on page 25.

Significant accounting policies

1.1 Basis of Preparation

a) Statement of Compliance

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian accounting standards) Amendment Rules, 2016.

For all periods up to and including the year ended March 31, 2016, the Group prepared its consolidated financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013 (Indian GAAP). These consolidated financial statements for the year ended 31 March 2017 are the Group's first Ind AS consolidated financial statements. The figures for the previous periods have been restated and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

The financial statements as at and for half year ended on September 30, 2018 have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under Section 133 of the Companies Act, 2013 as Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian accounting standards) Amendment Rules, 2016, Companies (Indian Accounting Standards) Amendment Rules, 2017 and Companies (Indian Accounting Standards) Amendment Rules, 2018.

b) Basis of Measurement

The Restated Consolidated Financial Statements have been prepared under the historical cost convention and on an accrual basis, except for the following items that have been measured at fair value as required by relevant Ind AS.
i. Defined benefit plan and other long term employee benefits
ii. Certain financial assets and liabilities measured at fair value.

c) Use of estimates and judgment

The preparation of Restated Consolidated Financial Statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, disclosure of contingent assets and liabilities at the date of consolidated financial statements and the reported amount of income and expenses. Examples of such estimates include estimates of future obligations under employee retirement benefit plans and estimated useful life of property, plant and equipment, and actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on a periodic basis. Future results could differ due to changes in these estimates and difference between the actual result and the estimates are recognised in the period in which the results are known /materialize.

All financial information presented in Indian rupees and all values are rounded to the nearest millions rupees with two decimal points except where otherwise stated. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentage may not precisely reflect the absolute figures.

d) Basis of Consolidation

(i) Consolidation of Subsidiary

The Restated Consolidated Financial Statements of the Group combines unconsolidated financial statements of the Company and its Subsidiary line-by-line by adding together the like items of assets, liabilities, income and expenses.

All intra-group assets, liabilities, income, expenses and unrealised profits/losses on intra-group transactions are eliminated on consolidation. The accounting policies of subsidiary have been harmonised to ensure the consistency with the policies adopted by the parent company.

The Restated Consolidated Financial Statements have been presented in the same manner as the Company's Restated Unconsolidated Financial Statements.

(ii) Investments in Joint Ventures

Investment in joint ventures has been accounted under the equity method as per Ind AS 28 - Investments in associates and joint ventures.

The Company accounts for its share of post-acquisition changes in net assets of joint ventures, after eliminating unrealised profits and losses resulting from transactions between the Company and its joint ventures to the extent of its share, through its Consolidated Statement of Profit and Loss, to the extent such change is attributable to the associates' Statement of Profit and Loss and through its reserves for the balance based on available information.

When the Group's share of losses of joint venture exceeds the Group's interest in that joint venture (which includes any long term interests that, in substance, form part of the Group's net investment joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

1.2 Cash Flow Statement

Restated consolidated summary of cash flow statement is reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

Amendment to Ind AS 7

Effective April 1, 2017, the Group has adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosures requirement. The adoption of amendment did not have any material effect on the financial statements.

1.3 Exceptional Items

On certain occasions, the size, type or incidence of an item of income or expense, pertaining to the ordinary activities of the Group, is such that its disclosure improves an understanding of the performance of the Group. Such income or expense is classified as an exceptional item and accordingly disclosed in the notes to accounts.

1.4 Property, plant and equipment

a) Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.

Cost of asset includes the following:

i. Cost directly attributable to the acquisition of the assets
ii. Incidental expenditure during the construction period is capitalized as part of the indirect construction cost to the extent to which the expenditure is directly related to construction or is incidental thereto.
iii. Present value of the estimated costs of dismantling & removing the items & restoring the site on which it is located if recognition criteria are met.

b) Cost of replacement, major inspection, repair of significant parts and borrowing costs for long-term construction projects are capitalised if the recognition criteria are met.

c) Upon sale of assets cost and accumulated depreciation are eliminated from the consolidated financial statements and the resultant gains or losses are recognized in the consolidated summary statement of profit and loss.

d) Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work- in-progress.

For transition to Ind AS, the Group has elected to continue with the carrying value of all its property, plant and equipment's recognised as on April 1, 2015 (transition date) measured as per the previous Indian GAAP and use that carrying value as its deemed cost as on the transition date.

Depreciation

a) Depreciation on property, plant and Equipment is provided on Straight Line basis (SLM) over the useful life of the assets as specified in Schedule II of the Companies Act, 2013 except in the case of (i) furniture & fixtures and (ii) mobiles phones & tablets. In both the categories of these assets, Management has estimated the useful life after taking into consideration the economic benefits embodied in these assets and other factors such as technical obsolescence and wear and tear etc.

The estimated useful life of assets for current and comparative period of significant items of property plant and equipment are as follows:

Particulars	Useful Life
Furniture and fixtures	4 year
Computers	3 year

Particulars	Useful Life
Mobile phones	2 year
Office Equipments (excluding mobile phones)	5 year

(b) Each part of an item of property, plant and equipment is depreciated separately if the cost of part is significant in relation to the total cost of the item and useful life of that part is different from the useful life of remaining asset.

(c) Leasehold improvements are amortized over the lower of estimated useful life and lease term.

(d) Depreciation methods, useful lives and residual values are reviewed at each reporting date.

(e) Depreciation on individual assets acquired for ₹5000 or less is depreciated at the rate of 100% taking in to consideration the commercial life in the year of purchase itself.

1.5 Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at historical cost less accumulated amortization and impairment loss, if any.

Intangible assets comprise of license fees, other implementation costs for system software and other application software acquired for in-house use. The costs are capitalized in the year in which the relevant software is implemented for use. The cost of an intangible asset comprises its purchase price, including any import duties and other taxes, and any directly attributable expenditure on making the asset ready for its intended use. Intangible assets not ready for intended use as on reporting date is recognised as intangible assets under development.

For transition to Ind AS, the Group has elected to continue with the carrying value of all its intangibles assets recognised as on April 1, 2015 (transition date) measured as per the previous Indian GAAP and use that carrying value as its deemed cost as on the transition date.

Amortization of Intangible Assets

Intangible assets are amortized over their respective estimated useful lives on a straight- line basis from the date that they are available for use.

The estimated useful life of acquired softwares is finite (3 years). Amortisation methods, useful lives and residual values are reviewed at each reporting date.

1.6 Impairment of non-financial assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value and impairment loss is charged to the statement of profit & loss in the year in which an asset is identified as impaired. At each reporting date Group assesses the estimate amount of impairment loss. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount and such losses either no longer exists or has decreased. Reversal of impaired loss is recognized in the consolidated summary statement of profit & loss.

1.7 Inventories & Project Accounting

(a) Project work-in-progress is valued at the contract rates and construction material at site is stated at cost. Payments made to Zonal Railways for acquiring land included in project work-in-progress is stated at cost.

(b) IRFC funded projects completed and handed over to Indian Railways for operations are being transferred from project work in progress to the Railways. IRFC funded completed projects on transfer are shown as "Lease Receivable" under the heads non-current/ current assets in compliance with Ind AS 17.

(c) Financial transfers of IRFC funded projects have been carried out in the accounts after handing over / commissioning of the full project to the Zonal Railway and where the expenditure booked against the project at the end of the financial year is at least 95 % of the latest anticipated cost of the work.

(d) The value of projects which are transferred from the project work in progress (PWIP) is determined by adding direct expenditure plus management fee as agreed with MoR.

(e) **MoR Funded Projects:** In accordance with revised procedure order dated December 30, 2016 of MoR, PWIP of MoR funded projects are adjusted against funds received from MoR in compliance with this revised accounting policy. The amount of expenditure on MoR funded projects recognised during the year including opening balances of PWIP for MoR funded project are being adjusted as at March 31, 2017 from the fund received from MoR and from the subsequent financial year adjustments will be carried out periodically.

1.8 Revenue Recognition

1.8.1 The Company recognises revenue from contracts with customers based on a five-step as set out in Ind AS-115:

(i) Identify contracts with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

(ii) Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

(iii) Determine the transaction price: The transaction price is the amount of consideration to which the company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

(iv) Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

(v) Recognise revenue when or as the Company satisfies a performance obligation.

1.8.2 The Company satisfies a performance obligation and recognises revenue over time, if one of the following criteria is met:

(i) The customer simultaneously receives and consumes the benefits provided by the Company's performance as the Company performs.

(ii) The Company's performance creates or enhances an asset that the customer controls as the asset is created or enhanced.

(iii) The Company's performance does not create an asset with an alternative use to the Company and the Company has an enforceable right to payment for performance completed to date.

For performance obligations where one of the above conditions are not met, revenue is recognised at the point in time at which performance obligation is satisfied.

1.8.3 The Company assesses its revenue arrangements against specific criteria to determine if it is acting as principal or agent. Revenue is recognized based on the nature of activity, when consideration can be reasonably measured and there exits reasonable certainity of its recovery. Revenue from construction/project related activity is measured at the amount the Company expects to be entitled, taking into account contractually defined terms of payment and excluding taxes and duty as given below:

(a) Projects executed for MoR: Revenue from project execution is determined by adding aggregate cost plus margin agreed with MoR and any subsequent clarifications received in this respect.

(b) Works Executed by Zonal Railways on behalf of RVNL: Revenue from works executed by Zonal Railways on RVNL projects is determined on the basis of statement of expenditure submitted by the respective Zonal Railways.

(c) Deposit works (cost plus contract) related to JCEs (Jointly Controlled Entities) in the form of Special Purpose Vehicles and others): Contract revenue is determined by adding the aggregate cost plus proportionate margin (Direction & General Charges) based on fixed percentage as agreed with the customer.

(d) In case of IRFC funded projects, interest component on instalments received from MoR's is netted against the interest payable on IRFC borrowings.

(e) Claims are accounted as income in the year of acceptance by client or evidence of acceptance received.

1.9 Other Revenue Recognition

i. Dividend income is recognized when the right to receive is established.

ii. Interest income is recognized on a time proportion basis taking into account the amount outstanding and the interest rate applicable using 'Effective Interest Rate Method'.

1.10 Employee Benefits

a) Short Term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the services are classified as short term employee benefits. Benefits such as salaries, wages, and short- term compensated absences, LTC etc. are recognized in the period in which the employee renders the related service.

b) Long Term Employee Benefits:

The obligation for long-term employee benefits such as long-term compensated absences & half pay leave is recognized in the same manner as in the case of defined benefit plans as mentioned in (c)(iii) below.

c) Post Employment Benefits

i. Defined contribution plans: The Group makes defined contribution to the Regional Provident Fund Commissioner in respect of provident fund scheme, CGIS and employee state insurance scheme. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

ii. Defined contribution plans: The Group makes defined contribution to the RVNL Medical and Welfare Trust in respect of RVNL Medical and Welfare Scheme. The contribution paid/payable under the schemes is recognized during the period in which the employee renders the related service.

iii. Defined benefit plans: Gratuity is a post employment defined benefit plan. The liability recognized in the balance sheet is the present value of the defined benefit obligation at the balance sheet date less fair value of plan assets. The defined benefit obligation is calculated by an independent actuary using projected unit credit (PUC) method. Actuarial gains and losses are recognised immediately in the Profit & Loss Account.

d) Retirement benefits of the 'staff on deputation' have been accounted for on the basis of the guidelines of the MoR.

e) Actuarial gains or losses are recognized in 'other comprehensive income'.

f) Re-measurements recognised in Other Comprehensive Income are comprising actuarial gains or losses that are not reclassified to consolidated summary statements of profit or loss from other comprehensive income in subsequent periods.

1.11 Functional and presentation currency

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the Group operates (i.e. functional currency). The consolidated financial statements are presented in Indian rupees, which is the presentation currency of Group.

Foreign Currency Transactions

i. All foreign currency transactions are translated into functional currency at the rate prevalent on the date of transaction.

ii. Non-monetary items are translated at the rate on the date of initial transaction.

iii. Monetary items denominated in foreign currency are translated at the prevailing closing buying rate at each reporting date.

iv. Foreign exchange gain or losses in respect of monetary and non-monetary items is recognised in consolidated summary statement of profit and loss.

1.12 Borrowing Cost

Borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of cost of such asset till such time as the asset is ready for its intended use. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as an expense in the period in which they are incurred.

1.13 Tax expenses represent the sum of current tax and deferred tax

a) Current Income Tax

i. Taxes including current income-tax are computed using the applicable tax rates and tax laws.

ii. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

iii. Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities liability for additional taxes, if any, is provided / paid as and when assessments are completed.

iv. Current tax related to OCI Item are recognized in Other Comprehensive Income (OCI).

b) Deferred tax

i. Deferred income tax is recognized using balance sheet approach.

ii. Deferred income tax assets and liabilities are recognized for temporary differences which is computed using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

iii. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

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

v. Deferred tax related to OCI Item are recognized in Other Comprehensive Income (OCI).

vi. Deferred Tax is recognised for all temporary differences including the temporary differences associated with investment in Subsidiary and joint ventures except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. If temporary differences were to reverse through dividends, deferred tax liability is Nil.

1.14 Leases

a) Group as a lessee

Finance Lease:-

(i) that transfers substantially all the risks and rewards incidental to ownership of an asset;

(ii) are capitalised at lease inception at lower of fair value or present value of minimum lease payment;

(iii) Payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability;

(iv) Finance charges are recognised in finance costs in the statement of profit and loss;

(v) Depreciated over the useful life of the asset. However, if there is no reasonable certainty to obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating Lease:-

i. is classified as operating lease when significant portion of the risk and rewards are not transferred to the Group;

ii. payment are charged to profit and loss on straight-line basis over the lease term except where lease payment are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase.

b) Group as a lessor

Finance Lease

i. is recognised when substantially all of the risks and rewards of ownership transfer from the Group to the lessee;

ii. Payment due are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Operating Lease

i. are the leases in which the Group does not transfer substantially all the risks and rewards of ownership to the lessee;

ii. incomes are recognized as income in the statement of profit & loss on straight-line basis over the lease term except where lease payment are structured to increase in line with expected general inflation expected general inflation to compensate for the expected inflationary cost increase.

1.15 Provisions

Provision is recognised when:

i) The Group has a present obligation as a result of a past event;

ii) A probable outflow of resources is expected to settle the obligation; and

iii) A reliable estimate of the amount of the obligation can be made.

Reimbursement of the expenditure required to settle a provision is recognised as per contract provisions or when it is virtually certain that reimbursement will be received.

Provisions are reviewed at each Balance Sheet date.

a) Discounting of Provisions

Provision which expected to be settled beyond 12 months are measured at the present value by using pre-tax discount rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expenses.

1.16 Contingent liabilities and contingent assets

(a) Contingent liabilities are disclosed in either of the following cases:

i) A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or
ii) A reliable estimate of the present obligation cannot be made; or
iii) A possible obligation, unless the probability of outflow of resource is remote.

(b) Contingent assets is disclosed where an inflow of economic benefits is probable.

(c) Contingent liability and provisions needed against contingent liability and contingent assets are reviewed at each reporting date.

(d) Contingent liability is net of estimated provisions considering possible outflow on settlement.

1.17 Earnings per share

In determining earnings per share, the Group considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the year. The dilutive earning per share is not computed as there is no dilution involved during the year.

1.18 Liquidated damages and penalties

Credit items arising on account of liquidated damages and penalties during execution of contract or due to termination of contract etc. are carried as “Retention Money” under “other Current Liabilities” until the final closure of the Project. Thereafter, i.e. on financial closure of the project, such leftover balances of liquidity damages and penalties are credited to the total cost of the concerned project.

1.19 Stale Cheques Policy

Cheques which have not been cleared within the validity period of 3 months are credited to the stale cheques account. Items which are more than 3 years old and could not be cleared in stale cheques account are credited to the head which was earlier debited while making payments except deductions made from salary of staff which are credited to miscellaneous income.

1.20 Operating Segment

Operating segments are reported in the manner consistent with the internal reporting provided by the Chief Operating Decision Maker (CODM). Chairman and Managing Director of the Group has been identified as CODM. Group has identified only one reportable segment i.e. "Development of Railway Infrastructure". Joint Ventures, being engaged in the sector of operation and maintenance of Railway assets are not considered as segment for reporting purpose as joint ventures are consolidated using equity method of consolidation.

1.21 Fair Value Measurement

Group measures financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

• in the principal market for the asset or liability, or
• in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

1.22 Dividend to equity holders

Dividend paid/payable shall be recognised in the year in which the related dividends are approved by shareholders or board of directors as appropriate.

1.23 Financial instruments:-

(A) Initial recognition and measurement

Financial instruments are recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial instruments.

(B) Subsequent measurement

(i) Financial Assets

Financial assets are classified in following categories:

a) At amortised cost
b) Fair value through other comprehensive income.
c) Fair value through profit and loss account.

a. Debt instrument at amortised cost

A financial asset shall be measured at amortised cost if both of the following conditions are met:

(a) The financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and

(b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
Financial assets measured at amortised cost using effective interest rate method less impairment if any. The EIR amortisation is included in finance income in the statement of profit and loss.

b. Debt instrument at FVTOCI

A debt instrument is classified as at the FVTOCI if both of the following criteria are met:

• The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

• The asset’s contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the Other Comprehensive Income (OCI). However, the Group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to profit & loss. Interest earned is recognised using the EIR method.

c. Debt instrument at FVTPL

FVTPL is a residual category for financial Assets. Any financial assets, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.
In addition, the Group may elect to designate financial asset, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. If doing so reduces or eliminates a measurement or recognition inconsistency. The Group has not designated any financial asset as at FVTPL.
Financial assets included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Investment in Equity instruments are measured through FVTPL.

(ii) Financial liabilities

a) Financial liabilities at Amortised Cost

Financial liabilities at amortised cost represented by trade and other payables, security deposits and retention money are initially recognized at fair value, and subsequently carried at amortized cost using the effective interest rate method.

b) Financial liabilities at FVTPL

The Group has not designated any financial liabilities at FVTPL.

b. Derecognition

Financial Asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized only when the contractual rights to the cash flows from the asset expires or it transfers the financial assets and substantially all risks s and rewards of the ownership of the asset.

Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the income statement.

c. Impairment of financial assets:

Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Group follows' simplified approach' for recognition of impairment loss allowance on trade receivable. The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition

Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applies on whether there has been significant increase in credit risk.

1.24 Non-current Assets (or disposal groups) held for sale

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is considered highly probable only when the asset or disposal group is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and sale is expected within one year from the date of the classification. Disposal groups classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell. Property, plant and equipment and intangible assets are not depreciated or amortised once classified as held for sale. Assets and liabilities classified as held for sale are presented separately in the statement of financial position.

If the criteria stated by Ind AS 105 "Non-current Assets Held for Sale and Discontinued Operations" are no longer met, the disposal group ceases to be classified as held for sale. Non-current asset that ceases to be classified as held for sale are measured at the lower of (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognised had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.

Basis of Restatement

Our Restated Consolidated Financial Statements have been compiled by the management from the audited consolidated financial statements as at and for the six month period ended September 30, 2018 and the fiscal years ended March 31, 2018, March 31, 2017 and March 31, 2016.

The Restated Consolidated Financial Statements have been prepared specifically for the inclusion in the offer document to be filed by our Company with the RoC and SEBI in connection with its proposed initial public offering. The Restated Consolidated Financial Statements have been prepared to comply in all material respects with the requirements of sub-clause (i), (ii) and (iii) of clause (b) of sub-section (1) of Section 26 of Chapter III of the Companies Act, 2013 read with rule 4 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and the relevant provisions of SEBI Regulations issued by SEBI on August 26, 2009 as amended from time to time.

Key Components of Our Restated Consolidated Statement of Profit & Loss

Our revenue and expenditure is reported in the following manner:

Revenue

Our revenue comprises of revenue from operations and other income.

Revenue from Operations

Our revenue from operations consists of revenue from projects assigned by MoR including Metro Projects, SPV's and deposit works. As per the letter dated January 04, 2012 from MoR, we show all the expenditure incurred over our projects alongwith the agreed management fee (fixed margin) as revenue from operations.

Other Income

Our other income primarily consists of interest income on term deposits with banks, interest from joint venture against balances, dividend from investments, etc.

Expenses

Our expenses comprise of expense on operations, employee benefit expense, finance costs, depreciation & amortisation, other expenses, CSR & R&D expense and tax expense.

Expense on operations: Expense on operations primarily consists of expense on execution of projects assigned by MoR (including metro projects assigned by MoR), projects received from SPV's and projects received from other parties.

Employee benefits expenses: Employee benefits expenses consist of salaries to the staff, contribution towards provident fund and other funds, gratuity, leave encashment, contribution towards post retirement pension and performance related pay, etc.

Finance Cost: Finance cost primarily consists of unwinding of interest cost on financial instruments.

Depreciation and amortisation expenses: Depreciation and amortisation expenses consist of depreciation on tangible fixed assets and amortisation of intangible fixed assets. Depreciation and amortization are provided on straight line method over the estimated useful lives of fixed assets determined by the management in lines with Part C of Schedule II of the Companies Act, 2013.

Other expenses: Other expenses primarily consist of expenses incurred towards stationery and printing expenses, advertisement and publicity, office maintenance, postage and telecommunication, office rent, power and fuel charges, legal & professional, etc.

CSR & R&D expense: CSR expense consists of corporate and social responsibility expense as per Companies Act, 2013 & R&D expenditure incurred on intangible assets under development (ERP).

Tax expense: Tax expense consists of provision for tax liabilities on the taxable profit as per Income Tax Act, 1961 and deferred tax.

Other Comprehensive Income for the year

Other comprehensive income consists of actuarial gains on re-measurement of employee benefits.

Total Comprehensive Income for the year

Total comprehensive income (net of taxes) consists of actuarial gains on re-measurement of employee benefits.

Revenue from operations

The following table sets forth a summary of our profit and loss account on a consolidated restated basis for the six month period ended September 30, 2018 and for the Fiscal years ended 2018, 2017 and 2016 in absolute terms and expressed as a percentage of total revenue for such periods.

(₹ in million)

Particulars	Six month period ended September 30, 2018	% of total revenue	Fiscal 2018	% of total Revenue	Fiscal 2017	% of total Revenue	Fiscal 2016	% of total revenue
Revenue								
Revenue from operations	36,228.82	96.09	75,973.58	97.12	59,151.06	95.98	45,398.54	96.18
Other income	1,475.21	3.91	2,249.32	2.88	2,477.71	4.02	1,804.39	3.82
Total Revenue	**37,704.03**	**100**	**78,222.90**	**100**	**61,628.77**	**100**	**47,202.93**	**100**
Expenses								
Expenses on Operations	33,511.06	88.88	70,239.65	89.79	54,678.48	88.72	41,889.36	88.74
Employee benefits expenses	775.99	2.06	1,339.88	1.71	1,170.19	1.90	967.10	2.05
Finance cost	205.55	0.55	446.59	0.57	354.54	0.58	230.84	0.49
Depreciation and amortisation expense	27.07	0.07	48.35	0.06	50.18	0.08	46.69	0.10
Other expense	225.08	0.60	429.41	0.55	423.27	0.69	308.78	0.65
CSR and R&D	101.74	0.27	76.74	0.10	61.23	0.10	59.75	0.13

Particulars	Six month period ended September 30, 2018	% of total revenue	Fiscal 2018	% of total Revenue	Fiscal 2017	% of total Revenue	Fiscal 2016	% of total revenue
Expenses								
Total Expenses	**34,846.49**	**92.42**	**72,580.62**	**92.79**	**56,737.89**	**92.06**	**43,502.52**	**92.16**
Profit/(loss) before exceptional items and tax	2,857.54	7.58	5,642.28	7.21	4,890.87	7.94	3,700.41	7.84
Exceptional items	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Share in Profit/(Loss) of Joint Venture	243.53	0.65	998.05	1.28	542.08	0.88	1,289.26	2.73
Profit before tax	3,101.07	8.22	6,640.33	8.49	5,432.95	8.82	4,989.67	10.57
Tax expense	564.87	1.50	941.14	1.20	998.33	1.62	695.33	1.47
Current tax	585.46	1.55	1,186.59	1.52	1,032.50	1.68	777.74	1.65
Deferred tax	(20.59)	(0.05)	(245.45)	0.31	(34.17)	(0.06)	(82.41)	(0.17)
Profit for the year	**2,536.20**	**6.73**	**5,699.20**	**7.29**	**4,434.62**	**7.20**	**4,294.34**	**9.10**

Discussions on the Result of Operations

Six month period ended September 30, 2018

Revenue

Our total revenue was ₹37,704.03 million for the six month period ended September 30, 2018.

Revenue from operations:

Our revenue from operations was ₹36,228.82 million in the six month period ended September 30, 2018, which primarily consists of revenue from projects assigned by MoR (including metro projects assigned by MoR).

Others:

Our other income was ₹1,475.21 million in the six month period ended September 30, 2018, which primarily consists of interest income on term deposits with banks, interest from joint venture against balances, dividend from investments, amortisation of deferred revenue on financial instruments.

Expenses

Our total expenditure was ₹34,846.49 million in the six month period ended September 30, 2018, which primarily consists of expenses on operation, employee benefit expense, finance costs, depreciation & amortisation, other expenses, corporate social responsibility and research & development expense and tax expense.

Expenses on Operations

Our expense on operations was ₹33,511.06 million in the six month period ended September 30, 2018 representing 88.88% of total revenues, which primarily consists of expense on operations on execution of projects assigned by MoR (including metro projects assigned by MoR), projects received from SPV's and projects received from other parties.

Employee benefits expenses

Our employee benefit expenses was ₹775.99 million in the six month period ended September 30, 2018 representing 2.06% of total revenues, which primarily consists of salaries to the staff, contribution towards provident fund and other funds, foreign service contribution for staff on deputation from Indian Railways, gratuity, leave encashment, contribution towards post retirement pension and performance related pay etc.

Finance Costs

Our finance costs was ₹205.55 million in the six month period ended September 30, 2018 representing less than 0.55% of total revenues, which primarily consists of recognition of interest cost on performance security deposit, miscellaneous deposit, retention money and earnest money.

Depreciation and amortisation expense

Our depreciation and amortisation expense was ₹27.07 million in the six month period ended September 30, 2018, which primarily consists of depreciation on property, plant & equipment and amortisation of intangible assets.

Other expense

Our other expense was ₹225.08 million in the six month period ended September 30, 2018, which primarily consists of miscellaneous expenses, stationery and printing expenses, advertisement and publicity, office maintenance, postage and telecommunication, office rent, insurance charges, bank charges, power and fuel charges, legal & professional charges, etc.

CSR and R&D Expenses

Our CSR and R&D expense was ₹101.74 million in the six month period ended September 30, 2018, which primarily consists of corporate and social responsibility expenses as per Companies Act, 2013.

Share in Profit/ (Loss) of joint ventures

Our share in profit/ (loss) of joint ventures was ₹243.53 million in the six month period ended September 30, 2018.

Tax expense

Our tax expense was ₹564.87 million in the six month period ended September 30, 2018, primarily due to provision for tax liabilities on the taxable profit and deferred tax.

Other Comprehensive Income for the year

Our other comprehensive income was ₹0.24 million in the six month period ended September 30, 2018, primarily due to actuarial gains on re-measurement of employee benefits and fair value of investment in equity instruments.

Income tax effect on re-measurement gains (losses) on defined benefit plans

Our income tax effect on re-measurement gains/(losses) was ₹(0.03) million in the six month period ended September 30, 2018, primarily due to actuarial gains on re-measurement of employee benefits.

Fair value of investment in equity instruments through other comprehensive income

Our effect on fair value of equity instruments through other comprehensive income was ₹(0.30) million in the six month period ended September 30, 2018 primarily due to fair value of equity instruments through other comprehensive income.

Tax related to investment through other comprehensive income

Our income tax effect on fair value of equity instrument through other comprehensive income was ₹(0.04) million in the six month period ended September 30, 2018 primarily due to fair value of equity instrument through other comprehensive income

Total Comprehensive Income

Our total comprehensive income was ₹2,536.43 million in the six month period ended September 30, 2018.

Fiscal 2018 compared to Fiscal 2017

Revenue

Our total revenue increased to ₹78,222.90 million in Fiscal 2018 from ₹61,628.77 million in Fiscal 2017 which was an increase by 26.93% (i.e. ₹16,594.13 million) due to the reasons as mentioned below:

Revenue from operations:

Our revenue from operations increased by 28.44% (i.e 16,822.52 million) to ₹75,973.58 million in Fiscal 2018 from ₹59,151.06 million in Fiscal 2017. This increase was primarily due to increase in revenue from MoR projects to ₹61,359.06 million in Fiscal 2018 from ₹48,167.68 million in Fiscal 2017, revenue from projects assigned to our SPVs were amounting to ₹11,669.41 million in Fiscal 2018 as against ₹9,077 million in Fiscal 2017, revenue from deposits work were ₹2,945.11 million in Fiscal 2018 as against ₹1,906.38 million in Fiscal 2017.

Other Income:

Our other income decreased by 9.22% (i.e. ₹228.39 million) to ₹2,249.32 million in Fiscal 2018 from ₹2,477.71 million in Fiscal 2017. This decrease was primarily due to less interest income on FDRs & TDRs amounting to ₹1,128.33 million in Fiscal 2018 as against ₹1,587.05 million in Fiscal 2017, interest income from joint ventures against balances were ₹544.91 million in Fiscal 2018 as against ₹424.13 million in Fiscal 2017, dividend from investment in joint venture were ₹100.00 million in Fiscal 2018 as against ₹55.00 million in Fiscal 2017, income from amortisation of deferred revenue of security deposits were ₹443.75 million in Fiscal 2018 as against ₹363.49 million in Fiscal 2017. The decrease in income from FDRs & TDRs was due to reduced availability of surplus funds and lower interest rates.

Expenses

Our total expenditure increased by 27.92% (i.e. ₹15,842.72 million) to ₹72,580.62 million in Fiscal 2018 from ₹56,737.89 million in Fiscal 2017 due to the reasons as mentioned below:

Expenses on Operations

Our Expense on operations increased by 28.46% (i.e. ₹15,561.17 million) to ₹70,239.65 million in Fiscal 2018 from ₹54,678.48 million in Fiscal 2017. This increase was primarily due to increase in business activities and higher expenditure on execution of MoR projects.

Employee benefits expenses

Our employee benefits expense increased by 14.50% (i.e. ₹169.69 million) to ₹1,339.88 million in Fiscal 2018 from ₹1170.19 million in Fiscal 2017. This increase was primarily due to increase in salaries and wages due to slight increase in number of employees and normal increase due to increments/promotions and inflation, contribution to provident & other funds, and recommendations of 3rd Pay Revision Committee for Company employees and 7th Central Pay Commission for employees on deputation.

Finance Costs

Our finance costs increased by 25.96% (i.e. ₹92.05 million) to ₹446.59 million in Fiscal 2018 from ₹354.54 million in Fiscal 2017. This increase was primarily due to increase in contractual obligations and resultant accounting adjustments and recognition of interest cost on performance deposit.

Depreciation and amortisation expense

Our depreciation and amortisation expense decreased by (3.64)% (i.e. ₹(1.83) million) to ₹48.35 million in Fiscal 2018 from ₹50.18 million in Fiscal 2017. This decrease was primarily due to lesser value of assests including depreciation on property, plant and equipment.

Other expense

Our other expense increased by 1.45% (i.e. ₹6.13 million) to ₹429.41 million in Fiscal 2018 from ₹423.27 million in Fiscal 2017. This increase was primarily due to operational costs and increase in *inter alia* legal & professional charges, travelling, power & fuel, advertisement & business promotion.

CSR and R&D Expenses

Our CSR and R&D expense increased by 25.32% (i.e. ₹15.51 million) to ₹76.74 million in Fiscal 2018 from ₹61.23 million in Fiscal 2017. This increase was primarily due to increase in CSR budget as a result of higher profits in previous year and higher CSR commitments.

Share in profit/ (loss) of joint ventures

Our share in profit/ (loss) increased by 84.12% (i.e. ₹455.97 million) to ₹998.05 million in Fiscal 2018 from ₹542.08 million in Fiscal 2017. This increase was primarily due to share in profit of joint venture and higher revenues from SPVs.

Tax expense

Our tax expense decreased by 5.73% (i.e. (₹57.20) million) to ₹941.14 million in Fiscal 2018 from ₹998.33 million in Fiscal 2017.

Profit after tax for the year

Due to the factors mentioned above, our profit after tax increased by 28.52% (i.e. ₹1,264.58 million) to ₹5,699.20 million in Fiscal 2018 from ₹4,434.62 million in Fiscal 2017.

Fiscal 2017 compared to Fiscal 2016

Revenue

Our total revenue increased to ₹61,628.77 million in Fiscal 2017 from ₹47,202.93 million in Fiscal 2016 which was an increase by 30.56% (i.e. ₹14,425.83 million) due to the reasons as mentioned below:

Revenue from operations:

Our revenue from operations increased by 30.29% (i.e ₹13,752.52 million) to ₹59,151.06 million in Fiscal 2017 from ₹45,398.54 million in Fiscal 2016. This increase was primarily due to increase in revenue from MoR projects to ₹48,167.68 million in Fiscal 2017 from ₹38,804.69 million in Fiscal 2016, revenue from projects assigned by our SPV were amounting to ₹9,077.00 million in Fiscal 2017 as against ₹5,808.79 million in Fiscal 2016, revenue from deposits works were ₹1,906.38 million in Fiscal 2017 as against ₹785.06 million in Fiscal 2016.

Other Income:

Our other income increased by 37.32% (i.e. ₹673.31 million) to ₹2,477.71 million in Fiscal 2017 from ₹1,804.39 million in Fiscal 2016. This increase was primarily due to interest income on FDRs & TDRs amounting to ₹1,586.01 million in Fiscal 2017 as against ₹1,176.83 million in Fiscal 2016, interest income from joint ventures against balances were ₹424.13 million in Fiscal 2017 as against ₹240.45 million in Fiscal 2016, dividend from investment in joint venture were ₹55.00 million in Fiscal 2017 as against ₹25.00 million in Fiscal 2016, income from amortisation of deferred revenue of security deposits were ₹363.49 million as against ₹308.60 million in Fiscal 2016.

Expenses

Our total expenditure increased by 30.42% (i.e. ₹13,235.37 million) to ₹56,737.89 million in Fiscal 2017 from ₹43,502.52 million in Fiscal 2016 due to the reasons as mentioned below:

Expenses on Operations

Our expense on operations increased by 30.53% (i.e. ₹12,789.12 million) to ₹54,678.48 million in Fiscal 2017 from ₹41,889.36 million in Fiscal 2016. This increase was primarily due to increase in business activities on execution of projects.

Employee benefits expenses

Our employee benefits expense increased by 21.00% (i.e. ₹203.09 million) to ₹1,170.19 million in Fiscal 2017 from ₹967.10 million in Fiscal 2016. This increase was primarily due to increase in salaries and wages, contribution to provident & other funds.

Finance Costs

Our finance costs increased by 53.59% (i.e. ₹123.70 million) to ₹354.54 million in Fiscal 2017 from ₹230.84 million in Fiscal 2016. This increase was primarily due to recognition of interest cost on account of security deposits and non-interest bearing advances.

Depreciation and amortisation expense

Our depreciation and amortisation expense increased by 7.48% (i.e. ₹3.49 million) to ₹50.18 million in Fiscal 2017 from ₹46.69 million in Fiscal 2016. This increase was primarily due to depreciation on property, plant and equipment.

Other expense

Our other expenses increased by 37.08% (i.e. ₹114.49 million) to ₹423.27 million in Fiscal 2017 from ₹308.78 million in Fiscal 2016. This increase was primarily due to increase in *inter alia* consultant fee, rent, advertisement & business promotion and communication.

CSR and R&D Expenses

Our CSR and R&D expense increased by 2.48% (i.e. ₹1.48 million) to ₹61.23 million in Fiscal 2017 from ₹59.75 million in Fiscal 2016. This increase was primarily due to increase in CSR budget as a result of higher profits in previous year and higher CSR commitments.

Share in profit/ (loss) of joint ventures

Our share in profit/ (loss) decreased by 57.95% (i.e. ₹747.18 million) to ₹542.08 million in Fiscal 2017 from ₹1,289.26 million in Fiscal 2016. This decrease was primarily due decrease in revenues of our joint ventures.

Tax expense

Our tax expense increased by 43.58% (i.e. ₹303.00 million) to ₹998.33 million in Fiscal 2017 from ₹695.33 million in Fiscal 2016.

Profit after tax for the year

Due to the factors mentioned above, our profit after tax increased by 3.27% (i.e. ₹140.28 million) to ₹4,434.62 million in Fiscal 2017 from ₹4,294.34 million in Fiscal 2016.

Liquidity and capital resources

Sources of Liquidity

Our primary liquidity requirements have been, and will continue to be, meeting our working capital requirements for the projects being executed by us. We have been able to finance our working capital requirements through funds provided by MoR, cash generated from our operations and long/short term facilities from banks/financial institutions availed by pur SPVs. As of September 30, 2018, March 31, 2018, March 31, 2017 and March 31, 2016, we had cash and bank balances of ₹12,720.27 million, ₹14,028.52 million, ₹27,045.96 million and ₹30,326.18 million, respectively. Cash and bank balances consist of bank balances in current accounts, other bank balances and earmarked balances with banks. There has been a decrease in cash and bank balances due to increase in requirement of working capital due to increase in turnover and reduction in provision of funds by MoR after incurring expenditure.

Cash Flows

The table below summarises our cash flows from our Restated Consolidated Financial Statement of cash flows for six month period ended September 30, 2018, Fiscal 2018, Fiscal 2017 and Fiscal 2016:

(₹ in million)

Particulars	Six month period ended September 30, 2018	Fiscal 2018	Fiscal 2017	Fiscal 2016
Net cash (used in) / generated from operating activities	2,120.04	(3,121.52)	5,707.54	6,520.92
Net cash (used in) / generated from investing activities	819.17	(183.93)	(253.69)	997.09
Net cash (used in) / generated from financing activities	(5,860.01)	(5,811.99)	(6,684.07)	(1,822.51)
Cash and cash equivalents at the beginning of the period	3,428.52	12,545.96	13,776.18	8,080.69
Cash and cash equivalents at the end of the period	507.72	3,428.52	12,545.96	13,776.18

Funding Requirements

Our primary liquidity requirements have been towards viz. cost of construction of projects, employee benefit expenses, travel cost, supplies and services, finance cost, tax liabilities, procurement/replacement of tangible assets such as land and buildings, equipments etc. and intangible fixed assets, investments, payments to suppliers/creditors, meeting working capital and contractual commitments/obligations etc.

Operating activities

Six month period ended September 30, 2018

Net cash generated from operating activities was ₹2,120.04 million during this period. Our operating profit before working capital changes was ₹1,604.49 million due to adjustments primarily by other income, share of our profit in joint venture, depreciation and amortisation, profit on sale of fixed assets, dividend from investment in joint venture.

Fiscal 2018

Net cash used in operating activities was ₹3,121.52 million in Fiscal 2018. Our operating profit before working capital changes was ₹4,456.14 million in Fiscal 2018 due to adjustments primarily by other income, share of our profit in joint venture, depreciation and amortisation, profit on sale of fixed assets, dividend from investment in joint venture. The operating profit before working capital changes was adjusted by non-cash items of ₹(949.70) million and adjustment for other items of ₹(1,234.50) million.

Fiscal 2017

Net cash generated from operating activities was ₹5,707.54 million in Fiscal 2017. Our operating profit before working capital changes was ₹3,305.18 million in Fiscal 2017 due to adjustments primarily by other income, share in profit/loss of joint venture, depreciation and amortisation, loss/profit on sale of fixed assets, dividend from investment in joint venture. The operating profit before working capital changes was adjusted by non-cash items of ₹(491.90) million and adjustment for other items of ₹(1,635.87) million.

Fiscal 2016

Net cash generated from operating activities was ₹6,520.92 million in Fiscal 2016. Our operating profit before working capital changes was ₹2,427.92 million in Fiscal 2016 due to adjustments primarily by other income, share in profit/loss of joint venture, depreciation and amortisation, loss/profit on sale of fixed assets, dividend from investment in joint venture. The operating profit before working capital changes was adjusted by non cash items of ₹(1,240.61) million and adjustment for other items of ₹(1,321.14) million.

Investing activities

Six month period ended September 30, 2018

Net cash generated from investing activities was ₹819.17 million in during this period. This was primarily due to interest and dividend from investment in joint venture offset by capital expenditure on fixed assets including capital advances.

Fiscal 2018

Net cash used in investing activities was ₹183.93 million in Fiscal 2018. This was primarily due to capital expenditure on fixed assets including capital advances, capital work in progress, intangible assets, purchase of long term investment in joint venture, interest income dividend from investment in joint venture adjusted on account of interest and dividend from investment in joint venture.

Fiscal 2017

Net cash used in investing activities was ₹253.69 million in Fiscal 2017. This was primarily due to capital expenditure on fixed assets including capital advances, capital work in progress, intangible assets, purchase of long term investment in joint venture, interest income dividend from investment in joint venture adjusted on account of interest and dividend from investment in joint venture.

Fiscal 2016

Net cash generated from investing activities was ₹997.09 million in Fiscal 2016. This was primarily due to purchase of capital expenditure on fixed assets, including capital advances, capital work in progress, intangible assets, purchase of long term investment in joint venture, interest income dividend from investment in joint venture.

Financing activities

Six month period ended September 30, 2018

Net cash used in financing activities was ₹5,860.01 million in during this period. This was primarily due to repayment of borrowings and interest thereon.

Fiscal 2018

Net cash used in financing activities was ₹5,811.99 million for Fiscal 2018 comprising of dividend of ₹2,009.97 million, repayment of short term borrowing of ₹2,185.75 million, proceeds from long term borrowing of ₹925.00 million and repayments of interest accrued of ₹25,41.27 million.

Fiscal 2017

Net cash used in financing activities was ₹6,684.07 million for Fiscal 2017 comprising of dividend of ₹3,094.40 million, repayment of short term borrowing of ₹1,819.08 million, proceeds from long term borrowing of ₹371.30 million and repayments of interest accrued of ₹2,141.89 million.

Fiscal 2016

Net cash used in financing activities was ₹1,822.51 million for Fiscal 2016 comprising of dividend of ₹447.72 million, proceeds from long term borrowing of ₹2,559.00 million, repayment of short term borrowing of ₹1,732.42 million and repayment of interest accrued of ₹2,201.37 million.

Related party transactions

The details in relation to related party transactions please see "*Financial Statements*" on page 172.

Contingent Liabilities

As on September 30, 2018, our contingent liabilities are set out below:

(₹ in million)

Particulars	Brief description of nature and obligations as on September 30, 2018
Claims by the contractor on account of Arbitration not acknowledged as debts by the Company	37,740.56
Income Tax Demand as reflected on the website of Income Tax Department	1.53

Off balance sheet items

We do not have any off balance sheet items.

Capital and other commitments

As of September 30, 2018, our Company (on unconsolidated basis) had capital commitments of the following amounts:

(₹ in million)

Particulars	As at September 30, 2018
Towards share capital in SPVs	227.10
Towards implementation of ERP	308.91
Towards acquisition of land	NIL

As of September 30, 2018, our Company (on unconsolidated basis) had other commitment of the following amounts:

(₹ in million)

Particulars	As at September 30, 2018
Towards contractual payments of project expenditure	138,874.20

Borrowings

As of December 31, 2018 the outstanding borrowings of our Company (on unconsolidated basis) is ₹28,426.30 million. For further details, see "*Financial Indebtedness*" on page 406.

Capital expenditure

The capital expenditure represents our expenditure in relation to fixed assets, capital advances, CWIP and intangible assets. The following table sets out the total capital expenditure for the periods indicated:

(₹ in million)

Particulars	Six month period ended September 30, 2018	Fiscal 2018	Fiscal 2017	Fiscal 2016

Particulars	Six month period ended September 30, 2018	Fiscal 2018	Fiscal 2017	Fiscal 2016
Capital Expenditure on Fixed Assets, Including Capital Advances	27.40	826.50	1,702.50	49.59
Capital Expenditure on CWIP	-	-	-	1.96
Capital Expenditure on Intangibles	61.91	85.39	71.55	39.35

Quantitative and Qualitative disclosures about market risk

Market risk is the risk that the fair value of future cash flows of financial instruments will fluctuate because of changes in market prices. Market risk comprises of interest rate risk and foreign currency risk. Financial instruments affected by market risk include loans and borrowing, deposits and other non derivative financial instruments.

i) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of change in market interest rate and in case of IRFC loan for payment of interest and principal MoR would make available to our Company the required funds, therefore the risk related to IRFC loan is nil, debt servicing will pass only through our books.

ii) Foreign Currency Risk

The Company avails project consultancy services from international agencies for its projects and resultantly is exposed to certain foreign currency risk arising from such transactions. The Company does not hedge any risk as the foreign exchange amount is repaid in a short duration.

Unusual or infrequent events or transactions

As on date, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income and discretionary reduction of expenses except change of accounting policies.

Significant economic changes that materially affected or are likely to affect income from continuing operations

We operate in a government regulated industry. Government policies governing the sector in which we operate as well as the overall growth of the Indian economy has a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations.

There are no significant economic changes that materially affected our Company's operations or are likely to affect income from continuing operations.

Known trends or uncertainties that have had or are expected to have a material adverse impact on sales, revenue or income from continuing operations

Our business has been affected and we expect that it will continue to be affected by the trends identified above in *"Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Factors Affecting Our Financial Conditions and Results of Operations*" and the uncertainties described in "*Risk Factors*" on pages 345 and 18, respectively. To our knowledge, except as disclosed in this Red Herring Prospectus, there are no known factors which we expect to have a material adverse impact on sales, revenue or income from continuing operations.

Extent to which material increases in net sales or revenue are due to increased sales volume, introduction of new products or services or increased sales prices

Changes in revenue in the last three Fiscals are as explained in the part *"Fiscal 2018 compared to Fiscal 2017"* and *"Fiscal 2017 compared to Fiscal 2016"* in this section.

Competitive Conditions

We expect competition in our industry from existing and potential competitors to intensify. For details, please see the discussions of our competition in "*Risk Factors*" on page 18.

Increase in income

Increases in our income are due to the factors described above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Significant Factors Affecting Our Financial Conditions and Results of Operations*" and "*Risk Factors*" on pages 345 and 18, respectively.

Status of any publicly announced new products or business segments

We have not announced and do not expect to announce in the near future any new products or business segments.

Significant dependence on a single or few suppliers or customers

Apart from the MoR, with whom we have entered into various agreements for project execution which constitutes a significant portion of our current order book as of December 31, 2018 and of our total revenues in Fiscal 2018, we also have suppliers and customers whom we depend on for our business. For further details see "*Risk Factors*" on page 18.

Seasonality of Business

Our business is not seasonal in nature.

Recent Accounting Pronouncements

As of the date of this Red Herring Prospectus, there are no recent accounting pronouncements which would have a material effect on our financial condition or results of operations.

Significant developments after September 30, 2018 that may affect our future results of operations

Except as otherwise disclosed elsewhere in this Red Herring Prospectus, there have been no significant developments after September 30, 2018 which materially affect, or are likely to materially affect, our financial condition or results of operations within the next 12 months.

Significant Economic Changes that Materially Affected or are Likely to Affect Income from Continuing Operations

Except as described in this Red Herring Prospectus, there have been no significant economic changes that have taken place in the last three fiscal years that have materially affected or are likely to affect income from operations.

Reservations, qualifications and adverse remarks

Certain Observations Noted by the Comptroller and Auditor General of India and our Statutory Auditor

In connection with the audit of our Company's financial statements for Fiscal 2016, the Comptroller and Auditor General of India has included a qualification in relation to recognition of revenue under one of our contracts. Further, in connection with the audits of our Company's financial statements, there are no reservations, qualifications, matters of emphasis and adverse remarks by our Statutory Auditor for the six month period ended September 30, 2018, Fiscal 2018, 2017 and 2016 except as stated hereinbelow. Based on these qualifications/observations, we have taken steps to address and remedy such qualifications/observations as described below:

Qualification of the Comptroller and Auditor General of India

S. No.	Fiscal Year(s)	Comments of C&AG	Company's Response
1.	2015-16	Comment of Disclosure Accounting Policy No. 1.12- Revenue Recognition The company has accounted for the contract revenue amounting to ₹424.0 millions relating to Palanpur Samakhali project awarded by the SPV-M/s Kutch Railway Company Limited Without signing of Construction agreement. The Booking of the revenue is not in consonance with company's own accounting policy no.1.12(C) on Revenue Recognition. This fact should have been disclosed in the consolidated financial statements of RVNL for the year ended March, 2016.	Board of directors of M/s KRCL vide letter no. KRC/PNU-SOIOB/D/2009 Dated 1.04.2013 nominated RVNL as the client agency for executing the doubling of Palanpur-Samkhiali Line. RVNL vide letter no. PP&D Kutch/2009/Pt II dated 29.04.2013 accepted to take up the execution of the work. The construction work has been undertaken by RVNL as per the terms and conditions of the Model Construction Agreement for execution of SPV Projects issued by Ministry of Railways and revenue recognised accordingly. The Construction Agreement as approved by RVNL has been forwarded to M/s Kutch Railway for finalization. However, even in the absence of a formal Construction agreement, M/s Kutch Railway Corporation Limited Has been accepting and making payments against the bills raised by RVNL and there is no dispute on this account. In future, appropriate disclosure with regard to revenue recognition will be made in the Financial statements to cover such eventuality where work has been taken up on behalf of an entity without a formal agreement being entered into.

Qualifications, remarks and matter of emphasis of the Statutory Auditors:

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
1.	2014-15	**1. Basis for Qualified Opinion** **I. BHARUCH DAHEJ RAILWAY COMPANY LIMITED** (a) Refer note no 57.2.1 of the Restated Consolidated Financial Statements - Western Railway has raised a demand for lease rental amounting to ₹653.1 millions. As per the information available and explanation provided, ₹319.6 million out of the above demand pertaining to the period June, 2008 to March, 2015 is clearly not payable as per the concession agreement and related policies.	**I.** In the Company's opinion the demand raised by the Railway is not correct and goes against the provision contained in the concession agreement. According to the agreement the lease rental has to be computed "as per the extent policy of the Ministry of the Railways as revised from time to time". The extant policy presently in operation envisage a token annual rental of ₹1. The matter is under discussion with the Ministry

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		The company has accrued for land lease rental amount to ₹333.5 million commencing from the date of commencement of commercial activities till balance sheet date. Accordingly, the company has disclosed contingent liability of ₹319.6 million. Management has currently requested for deferral of the amount due as provided by the company and is contesting the claim raised for prior period as explained above. As per the management, no further provision is currently required and, additional amount payable, if any, shall be accounted for at that point of time, when such additional liability is crystalized. However, based on constant reminders from Western Railway and no concrete settlement or negotiation in place till date of signing of this report, we are unable to ascertain the additional liability, if any that may eventually crystalize. Consequently the impact, if any, of the above on the financial statements of the company could not be ascertained.	and the company is confident that actual liability on this account would be much lower than the amount demanded by the Railway, and the amount of contingent liability provided for needs no augmentation.
		(b) Reference is invited to note no-57.2.2 of the Restated Consolidated Financial Statements regarding a clarification issued by Institute of Chartered Accountants of India (ICAI) to another Rail SPV through Ministry of Corporate Affairs (MCA), suggesting that assets of the SPV should be accounted for in accordance with "Accounting Standard 26-Intangible Assets", treating the same as intangible assets. Since in the Management's perception, this clarification did not take into account several relevant factors that apply to BDRCL, the company has made a reference to MCA and ICAI explaining the nature of project assets, seeking a review and the management is confident that its views will be upheld. Pending clarity in this matter, SPV has continued to account for the project assets as Fixed Assets in accordance with the accounting policy of the Company in this regard and the Company has followed useful life as prescribed in the Schedule II Part C of the Companies Act, 2013 for those assets as against accounting for of these assets as intangible assets and amortising the same as per Schedule II Part A and amendment	**II.** Reference is invited to a clarification issued by Institute of Chartered Accountants of India (ICAI) to another Rail SPV through Ministry of Corporate Affairs (MCA), suggesting that assets of the SPV should be accounted for in accordance with "Accounting Standard 26 Intangible Assets", treating the same as intangible assets. Since in the management's perception, this clarification did not take into account several relevant factors that apply to BDRCL, the company has made a reference to MCA and ICAI, seeking a review. The reference was made after due consultative process with accounting professionals of repute, and the Management is confident that its views will be upheld. Management's contention is that the Rail Infrastructure assets created by the SPV are Physical assets with definite expected useful lives assigned to each one of them. Further, MOR only determines the tariff at which haulage over the

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		therein vide Circular no. (GSR No. 237 E). This being a significant matter, with various points of view, SPV's management strongly believes that the accounting policy followed by them in this regard is appropriate and reflects fairly the nature of the assets etc. As explained by management since the outcome of the above mentioned disparity of points of view is currently un-ascertainable and since management is awaiting the conclusion on this matter, the impact, if any, of the above on the financial statements of the company could not be ascertained.	SPV territory shall be paid for to BDRCL. The tariff permissible is identical to the tariff applicable to Indian Railways network. Consequently, the arrangement entered into in the form of the concession is a transaction base wholly on commercial considerations, not involving merely transfer of rights to the SPV. It represents substantive ownership of assets with BDRCL over the concession period. Accordingly, Management is of the view that on this consideration, the assets of the company do not truly reflect character of intangible assets as envisaged by the definition, recognition and measurement under AS-26. Response to the company's letter dated 08 july 2015 to ICAI and MCA is awaited. Pending authoritative ruling and taking note of the fact that the clarification to another SPV was not in the nature of a general ruling. Management has accordingly continued to account for the project assets as Fixed assets in accordance with the accounting policy of the company in this regard and the company has followed useful life as prescribed in the schedule II part C of the Companies Act 2013.
		Emphasis of Matter **II. BHARUCH DAHEJ RAILWAY COMPANY LIMITED** The Operation and Maintenance Agreements with the Western Railway that defines among others, right & obligations, the share of Income & Expenses to be apportioned to the company arising out of the operation of the Bharuch Dahej Samini Railway Line by the Company has not yet been signed although an in-principal approval has been received from the Ministry of Railways. The Company has however recognized the operating income and expenses arising out of this arrangement which is yet to be formalized. The Operating Income & Expenses accounted for by the Company are based on provisional figures made available by the Western Railway and the final figures	The O & M Agreement is in final phase of discussion with the Ministry of Railway. It has not been finalized as there was difference of views with respect to some key elements such as manpower levels, method of computation of Fuel costs, basis of OHE Maintenance costs, overhead charges, treatment of sidings, apportionment of Terminal costs etc. The Agreement is expected to be finalized shortly.

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		could vary. Our opinion is not qualified in respect of above matters.	
		III. KRISHNAPATNAM RAILWAY COMPANY LIMITED Refer note no 57.3.1 of the Restated Consolidated Financial Statements -The Revenue and Operation & Maintenance (O&M) expenses by the SPV have been booked on the basis of advices/calculation sheets provided by South Central Railway (SCR) and not making available the detailed substantiating collateral records and procedures for verification of the same. The KPRCL is anticipating earnings on length of about 10 km section from Krishnapatnam Railway Station to the Buffer of port from South Central Railway. Hence, the revenue reported is subject to the same. The income pertaining to Phase-1 & Phase-3 cannot be segregated due to non-availability of any information from SCR pertaining to same. Further, all supporting evidences related to revenue bookings controlled and managed by SCR only and not made available for verification. Further in view of non-receipt of the confirmation of South Central Railways regarding apportionment of revenue, O & M expenses, service tax claims, overhead provisional expenses and the outstanding balance, final figures could vary.	Company depends on south central Railway for information relating to freight revenue and operation and Maintenance cost. Company is making efforts to get the details of Freight and Operation and maintenance cost from South Central Railway. Company has sent balance confirmation letters to SCR and is making the efforts to get confirmation from them.
		Emphasis of Matter **IV. ANGUL SUKINDA RAILWAY LIMITED** There is a change in the policy for interest earned on deposits with bank earlier interest earned on deposits with banks had been taken to the profit & loss account. From current financial year the interest earned during year on deposits with bank has been taken to the capital work in progress. Had the company continued to apply the earlier policy, capital work in progress would have been higher by ₹138.34 million and profit of the company	

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		would have been higher to that extent. (Proportionate impact on Restated Consolidated Financial Statements ₹43.5 million being 31.5% ownership interest).	
		Emphasis of Matter **V. HARIDASPUR PARADIP RAILWAY COMPANY LIMITED** During the year, the company has changed its policy and routed the receipts and expenditure directly to Capital Work in Progress as against earlier practice of routing it through statement of Profit and Loss since the interest income earned on fixed deposits/flexi accounts out of the funds infused as share capital for meeting. This change of accounting policy has net impact of decrease in profit of the year ₹89.67 millions with a consequential decrease in capital work in progress to that extent. (Proportioned impact on Restated Consolidated Financial Statements ₹29.9 millions being 33.33% ownership interest)	
		VI. KUTCH RAILWAY COMPANY LIMITED a) Note No. 57.5.1 regarding fixed Assets capitalized by Company (as per advice received from Western Railway), material supplied by company and balance outstanding as advance to Western Railway are yet to be verified by the company and subject to reconciliation with Western Railway. The impact of the same is uncertainable, and consequent impact on depreciation is also unascertainable. b) Note No.57.5.2 regarding division of addition in Bridges & Building, Formulation, Plant & Machinery (Project) and Permanent Way in proportion of their gross opening balances. The impact of the same is uncertainable.	a) As per letter dt. 19.05.2015 received from the Western Railway (WR), a debit of ₹2.9 million has been intimated by WR for the financial year 2014-15. The Company had also supplied material to WR amounting to ₹1,199.70 million and balance to WR amounting to ₹61.9 million is outstanding as on 31.03.2015. With regard to finalisation of construction accounts, the matter has been raised at various administrative levels in Western Railway and the matter is being further pursued. b) In the aforesaid letter from WR, It has been mentioned that Railway has introduced AFRES accounting system since 2011. Therefore, it is not feasible to prepare the details of asset wise expenditure. In view of this the addition fixed assets is divided in proportion of their gross opening balances.

S.No.	Fiscal Year(s)	Auditor’s Comments	Company’s Response
		c) Note No. 57.5.3 regarding non confirmation of receivables including advances and payables. The impact of the same is uncertainable. **Emphasis of Matter** Without qualifying our opinion, attention is drawn towards Note No. 57.5.4 of Restated Consolidated Financial Statements - Since the previous financial year i.e 2013-14, Western Railways has computed company’s share of apportioned earnings on the basis of “carried route” instead of “booked route”. Accordingly, apportioned earnings have been reduced by ₹419.9 millions for the current financial year. Further, a total amount of ₹310.2 millions has been deducted on this account for the financial years 2011-12 & 2012-13. The company has contested against this method of calculation of apportioned earnings at various levels in Railways. The approximate amount of ₹535 millions may be deducted on this account for earlier financial years (from 2006-07 to 2010-11). The average amount of both of above methods work out to be ₹535 millions (approx). The impact of the same will be reduction in Reserves and Sundry Debtors by ₹535 millions (approx.) in the subsequent years as when advised by the Western Railway. (Proportionate impact on consolidated Financial statements ₹267.5 millions being 50% ownership interest)	c) Letters were sent for Confirmation of Accounts to all parties shown as receivables / payables stating therein that if no confirmation is received with in 30 days, it will be presumed that the respective party has accepted the copy of account. Confirmation has been received from most of the parties. Further, the details of account of Western Railway, which forms a major part of KRC account, have been received which has been accounted for in the Books of Accounts of the Company.
2.	2015-16	1. Basis for Qualified Opinion (As reported by respective jointly controlled entities statutory auditors) **I. BHARUCH DAHEJ RAILWAY COMPANY LIMITED (BDRCL)**	

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		a) Refer note no 56.1.1 of the Restated Consolidated Financial Statements - Western Railway had raised a demand for lease rental amounting to ₹777.4 millions (Previous year- ₹653.1 millions). As per the information available and explanation provided, ₹319.6 millions (previous year- ₹319.6 millions) out of the above demand pertaining to the period June, 2008 to March, 2016 is clearly not payable as per concession agreement and related policies. The company has accrued for land lease rental amount to ₹457.8 millions (previous year- ₹333.5 millions) commencing from the date of commencement of commercial activities till balance sheet date. Accordingly, the company has disclosed contingent liability of ₹319.6 millions. Management has currently requested for the deferral of the amount due as provided by the company and is contesting the claim raised for prior period as explained above. As per the management, no further provision is currently required and, additional amount payable, if any, shall be accounted for at that point of time, when such additional liability is crystallized. However, based on constant reminders from Western Railway and no concrete settlement or negotiation in place till date of signing of this report, auditor is unable to ascertain the additional liability, if any that may eventually crystallize and Consequently the impact, if any, of the above on the financial statements of the company.	a) In the Company's opinion the demand raised by the Railway is not correct and goes against the provision contained in the concession agreement. According to the agreement the lease rental has to be computed "as per the extent policy of the Ministry of the Railways as revised from time to time". The extant policy presently in operation envisage a token annual rental of ₹1. The matter is under discussion with the Ministry and the company is confident that actual liability on this account would be much lower than the amount demanded by the Railway, and the amount of contingent liability provided for needs no augmentation.
		b) Refer Note No. 56.1.2 in the Restated Consolidated Financial Statements explaining the nature of project assets, the accounting policy in this regard followed by the Company as well as the basis of useful life and residual value calculated by the management. Pending clarity in this matter as explained in that note, management has continued to account for the project assets as Fixed Assets in accordance with the accounting policy of the Company in this regard and the Company has followed useful life as prescribed in the Schedule II Part C of the Companies Act, 2013 for those assets as against accounting for of these assets as Intangible assets and amortizing the same	b) Reference is invited to a clarification issued by Institute of Chartered Accountants of India (ICAI) to another Rail SPV through Ministry of Corporate Affairs (MCA), suggesting that assets of the SPV should be accounted for in accordance with " Accounting Standard 26 Intangible Assets", treating the same as intangible assets. Since in the management's perception, this clarification did not take into account several relevant factors that apply to BDRCL, the company has made a reference to MCA and ICAI, seeking review.

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		as per Schedule II Part A and amendment therein vide Circular no.(GSR No. 237 E). This being a significant matter, with various points of view, management strongly believes that the accounting policy followed by them in this regard is appropriate and reflects fairly the nature of the assets etc. As explained in the note and as explained by management since the outcome of the above mentioned disparity of points of view is currently un-ascertainable and since management is awaiting the conclusion on this matter as detailed in the note, auditors are unable to ascertain the impact, if any, of the above on the financial statements	The reference was made after due consultative process with accounting professionals of repute, and the Management is confident that its views will be upheld. Management's contention is that the Rail Infrastructure assets created by the SPV are Physical assets with definite expected useful lives assigned to each one of them. Further, MOR only determines the tariff at which haulage over the SPV territory shall be paid for to BDRCL. The tariff permissible is identical to the tariff applicable to Indian Railways network. Consequently, the arrangement entered into in the form of the concession is a transaction base wholly on commercial considerations, not involving merely transfer of rights to the SPV. It represents substantive ownership of assets with BDRCL over the concession period. Accordingly, Management is of the view that on this consideration, the assets of the company do not truly reflect character of intangible assets as envisaged by the definition, recognition and measurement under AS-26. Response to the company's letter dated 08 july 2015 to ICAI and MCA is awaited. Pending authoritative ruling and taking note of the fact that the clarification to another SPV was not in the nature of a general ruling. Management has accordingly continued to account for the project assets as Fixed assets in accordance with the accounting policy of the company in this regard and the company has followed useful life as prescribed in the schedule II part C of the Companies Act 2013**.**
		c) Refer note no. 56.1.3 of Restated Consolidated Financial Statements w.r.t extended operations of the company upto Chavaj. Based on information and explanation provided, the company has	c) Originally, this SPV was expected to provide rail connectivity between Dahej and Bharuch only. Later, for operational reasons, the company was asked by the railway

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		constructed an extended line up to Chavaj and have capitalized the cost as part of plant and machinery effective from Feb 2014. As explained, the company has been in constant discussion with western railways to recover revenue on the use of extended line by them. After prolonged discussions the company and western railways has come to understanding, by which the company has been advised by Western Railway with details of traffic routed and Operation & Maintenance expenditure incurred in this regard for the period Feb 2014 to March 2016. Based on this understanding the company has recognized the revenue amounting to ₹229.7 million in its accounts for the year ended 31 March 2016. However, based on the audit procedure performed and inquiries made, auditors have been informed that there was no written confirmation on account of Revenue from the western Railways to support the above claim. Accordingly, auditors are unable to ascertain significant uncertainty, if any that exists regarding the amount of the consideration that will be derived from the above claim and extent of recoverability of the same, and hence are also not able to ascertain if the company should recognize the corresponding revenue in accordance with Accounting Standard – 9 "Revenue Recognition". Consequently, auditors are unable to ascertain the impact, if any, of the above uncertainty on the financial statements for the year ended 31st March 2016.	to construct and execution by way of an additional line parallel to the corresponding section of Mumbai-New Delhi main line of western railway between Bharuch and Chavaj. The new line from Bharuch to Chavaj were accordingly was constructed on railway land by BDRCL. However, the concession agreement between the Ministry of Railways and BDRCL does not make mention of Chavaj for the simple reason that connectivity with Chavaj was not envisaged at the time the agreement was drafted and signed. The present is that the additional connectivity over 5.52 Km of distance between Bharuch & Chavaj has been provided by BDRCL and made operational from February. For a line constructed at the railways instance on railway land at BDRCL cost it is plain common sense that the apportionment of freight earnings corresponding to movement of traffic on this segment will also be calculated on the same basis i.e. chargeable distance from Dahej to Chavaj. That the contention of BDRCL is not based on mere surmise and conjecture is amply and unambiguously born out by the fact that in terms of Western Railways advance rates notification no. 15 (Goods) of 2012-para for rate advised 04 of 2012, issued on 20/03/2012, it was clearly and explicitly stated as under: 1.0) Railway board vide their letter TCR/1099/2012/03 dated 28/02/2012 (rates circular no 05 of 2012) had accorded sanction of the Central Government to inflate the distance charge by 50% (fifty percent) for the purpose of charging the freight of the Chavaj- Bharuch-Dahej section of western railway with effect from 01.03.2012 and will in force till further advice. 2.0) The matter was reviewed by board and further vide letter no.TCR/1099/2012/03 dated

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
			29-02-2012 (corrigendum no 1 to rates circular no.05 if 2012), instructions were issued to inflate the distance for charge by 50% (fifty percent) in Kilometers for the purpose of charging the freight for the portion of the line under SPV control between Chavaj-Bharuch-Dahaj. 3.0) The matter has been further reviewed by board vide letter no TCR/1099/2012/03 dated 12/03/2012 (corrigendum no 2 to rate circular no 05 of 2012), it has been decided that in case of both coaching and goods traffic, either originating or terminating on the portion of the line under the SPV control, the distance may be inflated by 50% (50 percent) in kilometers on Chavaj-Bharuch-Dahej section for the purpose of charging fare and freight. These instructions will come into force with immediate effect and will remain in force till further advice. The Three letters of railway board were all issued even before the Bharuch-Chabaj segment was commissioned. Quite obviously, there has been and remains a clear commitment on the part of Ministry of Railways and Western Railways to compensate BDRCL for traffic run on the extended section between Bharuch and Chavaj. It is the management's contention that no malafide could possibly be read into the railway taking time in transferring the amount to BDRCL. The delay is entirely procedural, awaiting amendment in the concession agreement. The amendment is in turn getting delayed on account interrelatedness of issues in the O&M agreement, which are awaiting policy decisions of the railway board. There cannot be an iota of doubt that the revenue shall ultimately flow to BDRCL, net off O&M costs. Since the release of subject payment is getting delayed merely on account of the above factors, which are in the nature of bureaucratic limitations, we donot find any uncertainty whatsoever in

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
			recognising BDRCL's share in the revenue for traffic moved between Bharuch and Chavaj. The management wishes to clarify that the company's share in apportioned revenue and its liabilities in respect of Operation and maintenance expenditure relevant to the extended section could only be evaluated based on relevant data about actual routing of freight trains through Chavaj or otherwise, which was available entirely with Western Railway. The details of traffic routed through Chavaj and Bharuch and O&M expenditure in this regard have been advised / shared by Western Railway with the company only towards July 2016 end. Accordingly, company has accounted for or related O&M cost and the corresponding revenue from the date of operation of extended line between Bharuch & chavaj (5.52 Km) at the first available opportunity in the profit and loss account for the year ended 31st March 2016. The management wishes to state that the concept of true and fair view of financial statements would require the company to account for the revenue and the corresponding expenditure at the first available opportunity after assessment thereof becomes possible. This is what it has done. Even a most unlikely event of reluctance on the part of railway to part with BDRCL's share in revenue could not be possibly justified the company taking a different line. Accordingly, we are of the firm opinion that the company has recognized the corresponding revenue entirely consistent with Accounting Standard -9.
		Emphasis of Matter **II. BHARUCH DAHEJ RAILWAY COMPANY LIMITED**	
		The Operation and Maintenance Agreement with the Western Railway that defines among others, right & obligations, the share of Income & Expenses to be apportioned to the Company arising out of the operation of the Bharuch Dahej Samni Railway Line by the Company has not yet been signed although an in-principal approval has been received from the Ministry of Railways. The Company has however	The O & M Agreement is under discussion with the Ministry of Railway. It has not been finalized as there was difference of views with respect to some key elements such as manpower levels, method of computation of Fuel costs, basis of OHE Maintenance costs, overhead charges, treatment of sidings, apportionment of Terminal costs etc.

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		recognized the operating income and expenses arising out of this arrangement which is yet to be formalized. The Operating Income & Operating Expenses accounted for by the Company are based on provisional figures made available by the Western Railway and the final figures could vary. Our Opinion is not qualified in respect of above matters.	The Agreement is expected to be finalized shortly
		III. KRISHNAPATNAM RAILWAY COMPANY LIMITED (KPRCL) Refer Note No. 56.2.1 in Restated Consolidated Financial Statements regarding Accounting of Revenue and Note No. 56.2.2 regarding accounting of Operation & Maintenance (O&M) expenses by the company on the basis of provisional advices/calculation sheets provided by South Central Railway (SCR) and not making available the detailed substantiating collateral records and procedures for verification of the same. Further, in view of non-receipt of the confirmation from South Central Railway regarding provisional apportionment of revenue, O&M expenses, service tax claims, overhead expenses and the outstanding balance could vary. 2. Emphasis of Matter a) Without qualifying our opinion, attention is drawn towards Note No. 56.2.1(b) for non-recognition of revenue on account of apportioned terminal cost due to pending decision of Railway Board and earnings on length of about 10 Km section from Krishnapatnam Railway station to the Buffer of port. Efforts are required to finalize the same at the earliest. b) Without qualifying our opinion, attention is drawn towards Note No. 56.2.2.2 as such South Central Railway has claimed service Tax on the services related to operation and maintenance and indirect cost. c) Without qualifying our opinion, we draw attention to fact that Operation and Maintenance Agreement is yet to be entered into with SCR pertaining to operation of Phase – III which is functional since 2nd March, 2014.Thus dealing of revenue and	Company depends on South Central Railway for information relating to freight revenue and operation & maintenance Cost. KPRCL is making efforts for reduction in O&M expenditure and the matter is under correspondence. Company has sent balance confirmation letters to SCR and is making efforts to get the confirmation from them. a) Company is making efforts to finalize the matter and such matter is under consideration with Ministry of Railways. Further in accordance with the concept of prudency and AS -9 any uncertain income cannot be recognised in Financial Statements. b) Company has raised issue towards non applicability Service tax on operation and Maintenance cost. BZA/Division has denied for reversing service tax liability on O & M cost. However, upon repeated requests in JSC meeting. Division has agreed to take legal opinion on this matter. c) The Railway is apportioning revenue for combined Phase I & III. It is not possible to apportion it separately. Similarly the O & M cost also cannot be separately Phase wise by Railways as there is

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		operation cost of Phase – III between KPRCL and SCR is being made on the basis of Operation and Maintenance Agreement for Phase – I. If the terms of agreement change, the related revenue and operation cost will vary. As per Operation & Maintenance agreement of Phase – I line, the agreement is to be reviewed every six months but the same was reviewed last in October, 2012.	no provision in working apportionment by railways. If the terms of agreement are modified then only O & M charges will vary without affecting revenue. The company is having regular meetings with BZA/division for operation and maintenance of phase-I & III. Issues raised during meetings will form the basis of revised operation and maintenance agreement which will be entered between South Central Railway and KPRCL as and when railway requires over a period of time.
		IV. KUTCH RAILWAY COMPANY LIMITED (KRCL) a) Note no 56.4.1 in Restated Consolidated Financial Statements regarding fixed assets capitalized by the company (as per advice received from Western Railway), are yet to be verified by the company. Similarly, material supplied by company and balance outstanding as advance to the western railway are subject to reconciliation with western railway. The impact of the same is unascertainable and consequent impact on depreciation is also unascertainable. b) Note no 56.4.2 in Restated Consolidated Financial Statements regarding non componentization of project assets. The impact of same is unascertainable. c) Note no 56.4.3 regarding division of addition in bridges & Building, Formation, Plant &Machinery (Project) and Permanent way in proportion of their gross opening balances. The impact of same is unascertainable. d) Note No 56.4.4 in Restated Consolidated Financial Statements regarding non confirmation of receivables including advances and payables. The impact of same is unascertainable.	 a) As per letter dt. 12.05.2016 received from the Western Railway, a debit of ₹1.4 million has been intimated by WR for the financial year 2015-16. The company had also supplied material to WR amounting to 1,199.7 million and balance to WR amounting to 50.9 million is outstanding as on 31.03.2016 with regard to finalisation of construction accounts, the matter has been raised at various administrative levels in Western Railway and the matter is being further pursued. b) The details of assets provided by the Western Railway are deficient and accordingly it has not been possible to charge depreciation on the basis of componentisation of these assets. c) In the aforesaid letter from WR, It has been mentioned that Railway has introduced AFRES accounting system since 2011. Therefore, it is not feasible to prepare the details of asset wise expenditure. In view of this the addition fixed assets is divided in proportion of their gross opening balances. d) Letter were sent for confirmation of accounts to all parties shown as receivables/payables stating therein that if no confirmation is received within 30 days, it will be presumed that the respective party has

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
			accepted the copy of account. Confirmation has been received from most of the parties. Further the details of account of Western Railway, which forms a major part of KRCL account, have been received which has been accounted for in the Books of Accounts of the company.
		Emphasis of Matter **KUTCH RAILWAY COMPANY LIMITED** Since the previous financial year i.e. 2013-14, Western Railway has computed Company's share of apportioned earnings on the basis of "carried route" instead of "booked route". Accordingly, apportioned earnings has been reduced by ₹315.3 million for the current financial year. Further, a total amount of ₹89.8 million has been deducted on this account for the financial years 2010-11. The company has contested against this method of calculation of apportioned earnings at various levels in Railways. The approximate amount of ₹385 million may be deducted on this account for earlier financial years (from 2006-07 to 2009-10). The average amount of both of above methods works out to be ₹385 million (approx.). The impact of the same will be reduction in Reserves and Sundry Debtors by ₹385 million (approx.) in the subsequent years as and when advised by the Western Railway. (Proportionate impact on consolidated Financial statements ₹192.50 million being 50% ownership interest)	
3.	2016-17	**1. Basis for Qualified Opinion** **I. BHARUCH DAHEJ RAILWAY COMPANY LIMITED (BDRCL)** The consolidated Ind AS financial statements include share of loss of Bharuch Dahej Railway Company Limited (BDRCL), a jointly controlled entity based on its unaudited financial statements as approved by Board of the company. **II. KRISHNAPATNAM RAILWAY COMPANY LIMITED (KPRCL)** a. Refer Note no 55.2.1(a) of the Restated Consolidated Financial Statements regarding Accounting of Revenue and Note No. 55.2.2(a) of Restated Consolidated Financial Statements regarding accounting for of Operation &	 a) Company depends on South Central Railway (SCR) for information relating to freight revenue and operation and maintenance cost as per the general practice of Railways.

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		Maintenance (O&M) expenses by the company on the basis of provisional advices/calculation sheets provided by South Central Railway (SCR) and not making available the detailed substantiating collateral records and procedures for verification of the same. Further, in view of non-receipt of the confirmation from South Central Railways regarding provisional apportionment of revenue, O&M expenses, service tax claims, overhead expenses and the outstanding balance could vary. b. Refer Note No. 55.2.3 and 55.2.4 of the consolidated Ind AS financial statements regarding outstanding Trade Receivables, Trade Payables, and other balances except of RVNL and Banks are subject to confirmation, reconciliation and consequential adjustments, if any. **Emphasis of Matter** <u>Krishnapatnam Railway Company Limited (KPRCL)</u> . Without qualifying our opinion, attention is drawn towards 55.2.1(b) of consolidated Ind AS financial statements for non-recognition of revenue on account of apportioned terminal cost due to pending decision of Railway Board and earnings on length of about 10 Km section from Krishnapatnam Railway station to the Buffer of port. Efforts are required to finalize the same at the earliest. ii. Without qualifying our opinion, we draw attention to 55.2.2(d) of consolidated Ind AS financial statements for Operation agreement pertaining to operation of phase III line is pending for finalization and signing and as such Operation Agreement is yet to be entered into with SCR which is functional since	SCR submits to KPRCL summary of monthly apportioned Revenue, which is prepared on the basis of RRs, this statement is checked with records of KPRCL by the officers of KPRCL stationed at Secundarabad in order to arrive at correct Revenue amount of a month. Similar exercise is done in respect of O & M costs per month. Company has sent balance confirmation letters to SCR and is making efforts to get the confirmation from them. b) Trade receivable and trade payable to SCR. However, KPRCL has sent balance confirmation letters to SCR and is making efforts to get the confirmation from SC Railways. I. Company is making all efforts to resolve the issue and recently MOR has inclined to decide the matter at the earliest. Simultaneously the Company has started the process of "Good Faith Negotiations" with MOR due to resolve its dispute with MOR due to Non Payment of Terminal cost. Till a final decision is arrived at by MOR and there is an assurance about payment of terminal cost, the revenue on this account cannot be booked by Company. Further in accordance with the concept of prudency and IND AS 18, no uncertain income cannot be recognised in Financial statements. II. The Company has already taken over the maintenance of Phase-III line w.e.f. 25th june 2016. Hence, any change in O & M agreement is not required. Company is in process of taking over the maintenance of Ph-1 line also. Existing O & M agreement is being revised to this effect. Operations of PH-1 and Ph-III line will be done as per Railway Operation Rules of MOR. Review of O&M Agreement is a

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		2nd March, 2014. Thus accounting for of revenue and operation cost of Phase – III between KRCL and SCR is being made on the basis of Operation and Maintenance Agreement for Phase–I. If the terms of agreement change, the related revenue and operation cost will vary. As per Operation &Maintenance agreement of Phase – I line, the agreement is to be reviewed every six months but the same was reviewed last in October, 2012.	continuous process which takes place at regular intervals in review meetings between KPRCL & SCR. All operational disputes are discussed at these meetings. Minutes of review meetings already provided to the Auditor. However, review does not necessarily mean change in O & M Agreement.
		III. KUTCH RAILWAY COMPANY LIMITED (KRCL) a. Note No. 55.3.2 of Restated Consolidated Financial Statements regarding fixed assets capitalized by company (as per advice received from Western Railways), are yet to be verified by the company. Similarly, material supplied by company and balance outstanding as advance to Western Railways are subject to reconciliation with Western Railways. The impact of the same is unascertainable. b. Note No. 55.3.2 of the restated consolidated Ind AS financial statements regarding non-confirmation, reconciliation and consequential adjustments, if any, of receivables including advances and payables. The impact of the same is unascertainable. Emphasis of Matter a) Kutch Railway Company Limited(KRCL) Without qualifying our report, we draw attention to Note No.55.3.1 of the restated consolidated Ind AS Financial Statement which may have effect of reduction in the	a) As per letter dt.05.05.2017 received from the Western Railway (WR), a debit of ₹0.17 million has been intimated by WR for the financial year 2016-17. The Company had also supplied material to WR amounting to ₹1,199.70 million and balance to WR amounting to ₹51.12 million is outstanding as on 31.03.2017. With regard to finalisation of construction accounts, the matter has been raised at various administrative levels in Western Railway and the matter is being further pursued. b) Letters were sent for Confirmation of Accounts to all parties shown as receivables / payables stating therein that if no confirmation is received with in 30 days, it will be presumed that the respective party has accepted the copy of account. Confirmation has been received from most of the parties. Further, the details of account of Western Railway, which forms a major part of KRC account, have been received which has been accounted for in the Books of Accounts of the Company.

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		Reserves and Sundry debtors by ₹255.0 millions (approx.)] in the subsequent years (as and when advised by the Western Railways).	
		2. Emphasis of Matter b) Rail Vikas Nigam Limited(RVNL) Without qualifying our opinion, we draw attention to Note 9(f) & (g) to the Consolidated Ind AS financial statements which describes the change and impact of change in accounting policy of Project Work in Progress as per Revised Procedure Order dt. 30/12/2016 issued by Ministry of Railways. Due to this change, additional PWIP of ₹1,51,679.59 million stands transferred to MoR resulting in decrease in assets to that extent and consequential decrease in liability of MoR. However, there is no impact of this change on Statement of Profit and Loss.	
	31-12-2017	***Basis for Qualified Opinion*** I. **Bharuch Dahej Railway Company Limited** a) Reference is drawn to **Note No. 54.2.1** of the restated consolidated Ind AS financial statements on obligation to restore project assets to specified level of serviceability. In terms of concession agreement, there is an obligation on the company to keep the project assets in working condition, including making replacement, as per laid down standards of Ministry of Railways, of all projects assets whose lives expire during the concession period. Accordingly, Company is required to provide for in respect in replacement obligation arising during the remaining concession period as per requirement of Appendix A of the Ind AS 11 at the best estimate of expenditure required to settle the obligation. However, the company has not estimated and provided for the aforesaid obligation in the restated financial statements. In the absence of information, we are unable to ascertain the impact of the above on the restated Ind AS financial statements of the Company.	a) Ind-AS 37 defines a provision as a liability of uncertain timing and amount and prescribes conditions that have to be satisfied for recognition of a provision. A provision shall be recognised when: • An entity has a present obligation (legal or constructive) that is a result of a past event : • it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation: and • a **reliable estimate** can be made of the amount of the amount of the obligation. The amount recognized as a provision shall be the best estimate of the expenditure required to settle the present obligation at the end of the reporting period. In other words, the amount that an entity would rationally pay to settle the obligation at the end of the reporting period or to transfer it to a third party at that time. The estimates of outcome and

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		b) The opening balances and the comparative figures disclosed in the restated Ind AS financial statements for the nine months ended December 31, 2017 are based on the audited restated Ind AS financial statements of the company for the year ended March 31, 2017 on which our auditor's report dated September 20, 2017 expressed a qualified opinion. The matters which resulted in the qualification inter alia included the prospective application of Appendix A to Ind AS 11 from the transition date on the first Ind AS financial statements of the company as at March 31, 2017. The Company had opted to apply this appendix from the transition date prospectively as the Management did not find it practicable to apply this appendix retrospectively. Based on audit procedures and queries made, we were unable to obtain sufficient appropriate audit evidence to ascertain that retrospective application of Appendix A to Ind AS 11 was impracticable as defined in Ind As 8 to avail the exemption of Ind AS 101. Consequently, we were unable to ascertain the impact, of the above on the restated Ind AS financial statements of the company.'' In view of the above, any adjustments to the opening balances as at April 1, 2017 that would have been required may have a consequential effect on the company's assets and liabilities as at April 1,2017 and	financial effects are determined by the judgment of the management of the entity, supplemented by experience and in some cases, reports from independent experts. As Per the concession agreement company is under an obligation to keep the project assets in working condition, including making replacement, as per laid down standards of MoR. However, at present reliable estimate for restoration obligation is not available, therefore provision for same has not been recognized in financial statements, the same will be provided in the year in which estimate becomes reliable The facts has been disclosed in note 47 of financial statements. b) Para 5 of Ind-AS 8 provides that application of accounting policy can be treated as Impracticable when: (a) The effects of the retrospective application or retrospective restatement are not determinable. (b) The retrospective application or retrospective restatement requires assumptions about what management's intent would have been in the period : or (c) The retrospective application or retrospective restatement requires significant estimates of amounts and it is impossible to distinguish objectively information about those estimates that: (i) provides evidence of circumstances that existed on the date(s) as at which those amounts are to be recognised, measured or disclosed: and (ii) would have been available when the financial statements for that prior period were approved for issue from other information. Considering the impracticability as defined in the Para 5 of Ind AS -8 defined above which includes requirement of what could be management's intention at that time,

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		December 31,2017 and its results for the nine months ended December 31,2017 and the presentation and disclosure thereof in the restated financial statements.	circumstances as on date transactions and other relevant information since the date of signing of concession agreement. Accordingly, due to the facts given above Management has decided to apply requirement of this appendix prospectively. Further, exemption adopted by company is in line with the exemption available in Para D 22 OF IND AS 101. Para D22 of IndAs States as under: A first-time adopter may apply the following provisions while applying the Appendix A to Ind AS 11: i) Subject to paragraph (ii), changes in accounting policies are accounted for in accordance with lnd AS 8, i.e. retrospectively, except for the policy adopted for amortization of Intangible Assets arising from service Concession Arrangement relaed to toll roads in financial statement for the period ending immediately before the beginning of ist restated Ind AS financial reporting period as per previous GAAP. ii) If, for any particular service arrangement, it is impracticable for an operator to apply this Appendix retrospectively at the date of transition, it shall: a) recognize financial assets and intangible assets that existed at the date of transition to Ind AS. b) use the previous carrying amounts of those financial and intangible assets (however previously classified) as their carrying amounts as at that date: and c) test financial and intangible assets recognised at that date for impairment, unless this is not practicable, in which case the amounts shall be tested for impairment as at the start of the current period.

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
			iii) There are two aspects to retrospective determination: reclassification and re-measurement. It will usually be practicable to determine retrospectively the appropriate classification of all amounts previously included in an operator's balance sheet, but that retrospective re-measurement of service arrangement assets might not always be practicable. However, the fact should be disclosed. In terms of sub-Para D22(iii), as reproduced above, if in the management's view it is found impracticable to give retrospective effect, the fact should disclosed. In the view of BDRCL's management, retrospective effect is impracticable and this fact has been duly disclosed in Note No. 48.1.3 Service Concession Arrangement in to the restated financial statement of the company.
		Emphasis of Matter Without qualifying our opinion we draw attention to Note No.54.2.2 & Note No. 54.2.3 to the restaed consolidated Ind AS financial statements, The Operation and Maintenance Agreement with the western Railway that defines among others, right & obligations, the share of income & Expenses to be apportioned to the company arising out of the operation of the Bharuch Dahej Samni Railway Line by the company has not yet been signed. The Company has however recognized the operating income and expenses arising out of this arrangement which is yet to be formalized. We further draw attention to Note No.54.2.2 and Note No. 54.2.3 to the restated consolidated Ind AS financial statements. The operating income & Operating Expenses accounted for by the company are based on provisional figures made available by the Western Railway and the final figures could vary. Our Opinion is not qualified in respect of this matter. We draw attention to Note No. 54.2.2 and 54.2.4 to the restated consolidated Ind AS financial statements. The Income from Railway Operations of ` 363.45 millions (previous year ended	A few items in the O & M Agreement, where there was difference of opinion with Western Railway, are presently under examination and discussion with the Ministry of Railways. The Agreement has not been finalized as with the existing difference of opinion on important elements in the interests of BDRCL. Recently, Railway Board had resolved some of the key issues vide their letter No- 2017/Infra/12/20 dated 22.11.2017. In accordance with this letter management is in the finalization of O&M agreement With the Western Railway. In connection with receivables of ` 298.59 millions from the Western Railway towards revenue pertaining to Bharuch-Chavaj section, Western Railway has already adjusted an amount of ` 41.93 millions vide receipt for apportionment of Goods Traffic earning for the m/o July 2016. Hence the receivables in this connection are ` 229.67 millions. Further, we would like to inform you that matter has been resolved by the

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		march 31, 2017: ` 515.94 millions) includes revenue amounting to ` 27.00 millions (previous year ended March 31, 2017: ` 41.90 millions) pertaining to Bharuch-Chavaj section computed on provisional basis. The revenue recognized is outstanding as trade Receivable of `298.59 millions as on the balance sheet date. As per information and explanations provided, the revenue apportionment by western Railways does not include the apportionments for share of revenue towards the Bharuch–Chavaj section. Further, the company has also recognized the 'intangible assets' pertaining to this section as the freight sharing rights of the company. However, the concession agreement executed with the Ministry of Railways dated 25th June 2008 does not include the said section as it was not envisaged at the time of agreement. During the period, the Railway Board vide its letter dated 22-11-2017 has approved for apportionment of freight for Bharuch-Chavaj from the date from which the section was opened for traffic. However, the apportionment is yet to be provided by the western Railways and the final figures could vary. Our opinion is not qualified in respect of this matter.	Railway Board vide their letter No. 2017/infra/12/20 dated 22.11.2017. Revenue on account of this will received soon. Accordingly, we are of the firm opinion that the company has recognized the corresponding revenue entirely consistent with Ind AS- 18.
		II. **Krishnapatnam Railway Company Limited** a) Reference is drawn to Note No. 54.3.1(i) of the restated consolidated financial statements regarding Accounting of Revenue and Note No. 54.3.2(i) of the restated consolidated financial statements regarding accounting for of Operation & Maintenance (O&M) expenses by the company on the basis of provisional advices/calculation sheets provided by South Central Railway (SCR) and not making available the detailed substantiating collateral records and procedures for verification of the same. Further, in view of non-receipt of the confirmation from South Central Railways regarding provisional apportionment of revenue, O&M expenses, service tax/GST claims, overhead expenses and the outstanding balance could vary. However in response to our Management Letter, company replied that company is	a) Company depends on South Central Railway (SCR) for information relating to freight revenue and Operation & Maintenance Cost as per the general practice of Indian Railways. SCR submits KRCL; a Summary of monthly apportioned Revenue, which is prepared on the basis of RRs, this statement is checked with records of KRCL by the Officers of KRCL stationed at Secundarabad in order to arrive at correct Revenue amount of a particular month. Similar exercise is done in respect of O & M Costs per month. It is reiterated that as per the General Railway Practice either the apportioned revenue or O&M amount are treated as 'Provisional'. These figures are liable to change due to various adjustments are made in a

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		making follow up with SCR and in some cases resolution has been achieved while other disputes are in process of resolution. But during audit we have not been provided with the details of disputes under process and disputes resolved how and what resolution made. Management confirms that the whole of the Revenue and O&M expenses relating to Ph-1 are booked on the basis of figures informed by the SCR which are provisional (pl refer Note 54.3.1 and 54.3.2) and liable to change, as explained to us, no confirmation has been received from SCR since beginning of the project. Thus it is affirmed that financial statements are provisional in this respect.	future date by the Railway on account of inclusion/exclusion of RRs, incorrect computation of Wagon/motive power hours etc. ,or due to other reasons. However the effect of such changes are duly accounted for in the month the same takes place, in the books of the Company.
		b) Reference is drawn regarding Non-Provision of Departmental charges amounting to `924.0 millions (approximately), payable to Rail Vikas Nigam Limited @ 5% of the total cost of works as per detailed estimate/ revised estimate/ completion estimate in the books of accounts of the Company. In view of non-provision, the impact of same on the financial statements could not be ascertained.	b) Company has not received any claim from Rail Vikas Nigam Limited (RVNL) on account of 'Departmental charges'. On receipt of claim for Departmental Charges from RVNL, KRCL will take decision to provide the same in the financial statements of respective year.
		c) Reference is drawn to Note No. 54.3.3, 54.3.4 and 54.3.5 of the restated consolidated financial statements regarding outstanding Trade Receivables and Trade Payables balances of SCR are subject to confirmation. Apart from that Debit/credit balances of various clients, associates, suppliers and others are subject to confirmation and reconciliation.	c) Trade Receivable and Trade Payable to SCR. However, KRCL has sent balance confirmation letters to SCR and is making efforts to get the confirmation from S C Railways.
		d) Reference is drawn regarding charging by contractor (RVNL) Directional & General Charges (D&G Charges) from the company on maintenance service on railway line being provided by outside third party without any contractual terms. RVNL has no role in this work. Company is not empowered in construction agreement to pay D&G charge on Maintenance work to any person. Company is paying the same to RVNL. During our last audit, management affirmed vide reply dated	d) KRCL has already issued letter to RVNL for rectification of D&G Charges wrongly charged on Maintenance Bills.

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		28.11.2017 to claim back the said D&G charges from RVNL. No recovery/ provision made so far. It is observed that following entries were recorded in books of account for D & G Charges to RVNL. Date — Amount 31.07.2017 — 0.09 millions 31.10.2017 — 0.04 millions 31.12.2017 — 0.04 millions e) In order to verify the balances of bank loan accounts, we have been provided the bank statements received by the company through email only except for Bank of India for which online verification by net banking is available. The impact of the same on the financial statement could not be determined. ***Emphasis of Matter*** a) Without qualifying our opinion, attention is drawn towards Note No. 54.3.5 of the restated consolidated financial statement as such the amount of interest ` 169.10 millions (31.03.2017 ` 421.93 millions) being payable to RVNL on its outstanding balance is as calculated by them and accepted as debited by RVNL.As per terms of construction agreement RVNL should charge Interest @ PLR however RVNL was charging interest @ SBI Base Rate Plus 1%.The concept of PLR has ended earlier than signing of the "Construction Agreement". Thus rate of interest as per agreement is bad ab initio. However vide item No. 19 of 45th meeting of the company BOD dated 28.11.2017, the base rate +1% has been ratified with a rider to request the RVNL to modify the relevant clause of the "Construction Agreement". b) Without qualifying our opinion, attention is drawn towards Note No. 54.3.1 of the restated consolidated financial statement for non-recognition of revenue on account of apportioned terminal cost for the period from 15th November 2008 to 10th August 2017 due to pending decision of Railway Board and earnings on length of about 14.45 Km section from Krishnapatnam Railway station to the Buffer of port.	e) The Bank statements received from the Banks, showing outstanding balance as on 31.12.2017 has been provided to the Auditor. It is understood that the statements sent by the Banks (through e-mail) will reflect the balance outstanding as per their records. Hence, this suffices the necessity. a) The Company has rectified the charging of SBI Base rate plus 1% as interest in place of RBI PLR, as mentioned in Construction Agreement and Company has requested RVNL to modify the relevant clause of Construction Agreement accordingly. On this issue, KRCL proposed necessary amendment in Construction Agreement to RVNL, which is under process. b) Since, Railway Board has not taken any decision towards the payment of Terminal Cost for the period from 15th November 2008 to 10th August 2017.So, the Company has not recorded in the books of account and Railway Board has approved the payment of apportionment revenue for 14.45 Km line. (Length of the Section mentioned is in-correct for which Apportioned Earnings are

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		Efforts are required to finalize the same at the earliest.	sought).
		c) i) The contractor (RVNL) is charging Directional & General Charges (D&G Charges) from the company on the various categories of work executed by it. However, no interest has been charged by the RVNL on D&G charges for the current and previous years' works executed and the same has also not been provided for by the company in its books of accounts.	c) i) Interest Charged by Rail Vikas Nigam limited is as per the Construction Agreement and Agreement does not provide any provision of charging the interest on D & G charges.
		ii) Without qualifying our opinion, attention is drawn towards Note No. 54.3.6, Clause 10.2 of the Construction Agreement provides "D&G charges shall be payable to RVNL @ 9.13% for civil work, 10.18% for electrical works and 10.69% for S&T work. However, the above percentage shall be calculated finally based on the actual completion cost." Thus D&G charges being capitalized and amortization/depreciation being charged thereon is subject to change based on the outcome of final actual completion cost.	ii) At Present RVNL is charging D & G Charges in Accordance with provisions of Construction Agreement. On completion of work, final D & G Charge will be calculated and actual impact will be taken in financial Statements.
		d) Without qualifying our opinion, attention is drawn towards Note No. 54.3.2(ii) of the restated consolidated financial statements as such South Central Railway has claimed service Tax/GST on the services related to operation and maintenance and indirect cost.	d) Company has raised issue towards non-applicability of Service Tax on Operation and Maintenance cost, BZA/Division has denied for reversing Service Tax liability on O & M cost. However, upon repeated requests in JSC meeting, BZA Division has agreed to take legal opinion on this matter. Incidentally, Railway Board (MoR) has also taken up this issue with Revenue Secretary, GoI of India.
		e) Without qualifying our opinion, we draw attention to Note No. 54.3.2(ii) of the restated consolidated financial statements and as such Operation Agreement is yet to be entered into with SCR pertaining to operation of Phase – III which is functional since 2nd March' 2014. Thus accounting for of revenue and operation cost of Phase – III between KRCL and SCR is being made on the basis of Operation and Maintenance Agreement for Phase – I. If the terms of agreement change, the related	e) The Company has already taken over the Maintenance of Phase-III line w.e.f. 25th June 2016. Hence, any change in O & M Agreement is not required. Company is in process of taking over the Maintenance of Ph-I line also. Existing O & M Agreement is being revised to this effect. Operations of the Ph-I and Ph-III line will be done as per Railway Operation Rules of MoR.

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		revenue and operation cost will vary. As per Operation & Maintenance agreement of Phase – I line, the agreement is to be reviewed every six months but the same was reviewed last in October' 2012.	Review of O & M Agreement is a continuous process which takes place at regular intervals in review meetings between KRCL & SCR. All operational disputes are discussed at these meetings. Minutes of review meetings already provided to the Auditor. However, review does not necessarily mean change in O & M Agreement.
		III. **Kutch Railway Company Limited** a) Note No.54.1.1 of the restated consolidated financial statements regarding fixed assets capitalised by Company (as per advice received from Western Railway), are yet to be verified by the company. Similarly, material supplied by Company and balance outstanding as advance to Western Railway are subject to reconciliation with Western Railway. The impact of the same is unascertainable, and consequent impact on depreciation is also unascertainable.	a) As per letter dt.05.05.2017 received from the Western Railway (WR), a debit of ` 0.18 millions has been intimated by WR for the financial year 2016-17. The Company had also supplied material to WR amounting to ` 1199.70 millions and balance to WR amounting to ` 51.12 millions is outstanding as on 31.03.2017. With regard to finalisation of construction accounts, the matter has been raised at various administrative levels in Western Railway and the matter is being further pursued.
		b) Note No. 54.1.2 of the restated financial statements regarding division of deletion in Bridges & Buildings, Formation, Plant & Machinery (Project) and Permanent Way (classified in other intangibles assets) in proportion of their gross opening balances. The impact of the same is unascertainable.	b) In the aforesaid letter from WR, it has been mentioned that Railway has introduced AFRES accounting system since 2011. Therefore, it is not feasible to prepare the details of asset wise expenditure. In view of this the addition fixed assets is divided in proportion of their gross opening balances.
		c) Note no.54.1.3 of the restated consolidated financial statements regarding non-confirmation of receivables including advances and payables. The impact of the same is unascertainable.	c) Letters were sent for Confirmation of Accounts to all parties shown as receivables / payables stating therein that if no confirmation is received within 30 days, it will be presumed that the respective party has accepted the copy of account. Confirmation has been received from most of the parties. Further, the details of account of Western Railway, which forms a major part of KRC account, have been received which has been accounted for in the Books of Accounts of the Company.

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
4.	2017-18	Basis of Qualified Opinion **I. Bharuch Dahej Railway Company Limited (BDRCL)** The consolidated Ind AS financial statements include share of profit of Bharuch Dahej Railway Company Limited (BDRCL), a jointly controlled entity based on its unaudited financial statements as approved by board of the company. (Refer Para 7.b given below) As reported by respective jointly controlled entities statutory Auditors: **II. Krishnapatnam Railway Company Limited(KPRCL)** a. Reference is drawn to Note No. 57.2.1 regarding Accounting of Revenue and Note No. 57.2.2 regarding accounting for of Operation & Maintenance (O&M) expenses by the company on the basis of provisional advices/calculation sheets provided by South Central Railway (SCR) and not making available the detailed substantiating collateral records and procedures for verification of the same.	Company depends on South Central Railway (SCR) for information relating to freight revenue and operation and maintenance cost as per the general practice of Railways.SCR submits to KPRCL summary of monthly apportioned Revenue, which is prepared on the basis of RRs, this statement is checked with records of KPRCL by the officers of KPRCL stationed at Secundarabad in order to arrive at correct Revenue amount of a month. Similar exercise is done in respect of O & M costs per month.
		Further, in view of non-receipt of the confirmation from South Central Railways regarding provisional apportionment of revenue, O&M expenses, service tax/GST claims, overhead expenses and the outstanding balance could vary. Management confirms that the whole of the Revenue and O&M expenses are booked on basis of figures informed by the SCR which are provisional (pl refer Note 57.2.1 and 57.2.2) and liable to change, as explained to us, no confirmation has been received from SCR since beginning of the project. Thus it is affirmed that financial statements are provisional in this respect.	It is reiterated that as per the General Railway practice either the apportioned revenue or O&M amount are treated as Provisional. These figures are liable to change due to various adjustments are made in future date by the railway on account of inclusion/exclusion of RRs, incorrect computation of Wagon/motive power hours etc. or due to other reasons. However the effect of such changes are duly accounted for in the month the same takes place, in the books of the Company
		b. Reference is drawn regarding Non-Provision of Departmental charges amounting to ₹874.3 millions (approximately), payable to Rail Vikas Nigam Limited @ 5% of the total cost of works as per detailed estimate/ revised estimate/ completion estimate in the books of accounts of the	Company has not received any claim from Rail Vikas Nigam Limited (RVNL) on account of 'Departmental charges' on receipt of claim for Departmental charges from RVNL, KRCL will take decision to provide the same in the Financial statements of

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		Company. In view of non-provision, the impact of same on the financial statements could not be ascertained.	respective year
		c. Reference is drawn to Note No. 57.2.3, 57.2.4 and 57.2.5regarding outstanding Trade Receivables and Trade Payables balances of SCR are subject to confirmation. Apart from that Debit/credit balances of various clients, associates, suppliers and others are subject to confirmation and reconciliation.	KRCL has sent balance confirmation letters to SCR and is making efforts to get the confirmation from SC Railway
		d. In order to verify the balances of bank loan accounts, we have been provided the bank statements received by the company through email only except for Bank of India for which online verification by net banking is available. The impact of the same on the financial statement could not be determined.	The Bank Statements Received from the banks, showing outstanding balance as on 31.12.2017 has been provided to the Auditor. It is understood that the statements sent by the Banks (through e-mail) will reflect the balance outstanding as per their records. Hence, this suffices the necessity.
		2. Emphasis of Matter **i. KRISHNAPATNAM RAILWAY COMPANY LIMITED(KPRCL)**	
		a) Without qualifying our opinion, attention is drawn towards Note No. 57.2.6 as such the amount of interest ₹241.455 millions (31.03.2017 ₹ 421.929 millions) being payable to RVNL on its outstanding balance is as calculated by them and accepted as debited by RVNL. As per terms of construction agreement RVNL should charge Interest @ PLR however RVNL was charging interest @ SBI Base Rate Plus 1%. The concept of PLR has ended earlier than signing of the "Construction Agreement". Thus rate of interest as per agreement is bad ab initio. However vide item No. 19 of 45th meeting of the company BOD dated 28.11.2017, the base rate +1% has been ratified with a rider to request the RVNL to modify the relevant clause of the "Construction Agreement". However the same is yet to be modified.	BoD of the Company has raufued charging of SBI Base rate plus 1% as interest in place of RBI PLR as mentioned in Construction Agreement, Company has requested RVNL to modify the relevant clause of Construction Agreement accordingly. On this issue, KRCL proposed necessary amendment in Construction Agreement to RVNL, which is under approval stage.
		b) Without qualifying our opinion, attention is drawn towards Note No. 57.2.1(i) for non-recognition of revenue on account of apportioned terminal cost for the period from 15th November 2008 to 10th August 2017 due to pending decision of Railway Board and earnings on length of about 14.45 Km section from Krishnapatnam Railway station to the Buffer of port.	Railway Board has not yet taken any decision towards payment of terminal cost for the period of 15 the November 2008 to 10 August 2017. Thus the company has not recorded in the books of account. MoR has agreed vide their letter no. 2012/Infra/18/5 Dated: 15/11/2017 to pay apportioned earnings for 14.45 Km

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		Efforts are required to finalize the same at the earliest.	Line inside port w.e.f. 15/11/2017.
		c) i) The contractor (RVNL) is charging Directional & General Charges (D&G Charges) from the company on the various categories of work executed by it. However, no interest has been charged by the RVNL on D&G charges for the current and previous years' works executed and the same has also not been provided for by the company in its books of accounts.	Interest charged by Rail Vikas Nigam Limited is as per construction Agreement and Agreement does not provide any provision of charging the interest on D&G charges.
		ii.) Without qualifying our opinion, attention is drawn towards Note No. 57.2.7, Clause 10.2 of the Construction Agreement provides "D&G charges shall be payable to RVNL @ 9.13% for civil work, 10.18% for electrical works and 10.69% for S&T work. However, the above percentage shall be calculated finally based on the actual completion cost."Thus D&G charges being capitalized and amortization/depreciation being charged thereon is subject to change based on the outcome of final actual completion cost.	At present RVNL is charging D&G charges in accordance with provisions of construction agreement. On completion of work final D&G charge will be calculated and actual impact will be taken in Financial Statements.
		d) Without qualifying our opinion, attention is drawn towards Note No. 57.2.2(ii) as such South Central Railway has claimed service Tax/GST on the services related to operation and maintenance and indirect cost.	Company has raised issue towards non-applicability of Service Tax/GST on operation and maintenance cost, BZA/Division has denied reversing Service Tax/GST Liability on O&M cost. However upon repeated requests in JSC meeting, BZA division agreed to take legal opinion on this matter. Incidentally, Railway Board(MoR) has also taken up this issue with Revenue Secretary , GOL of India.
		e) Without qualifying our opinion, we draw attention to Note No. 57.2.2(iv) and as such Operation Agreement is yet to be entered into with SCR pertaining to operation of Phase - III which is functional since 2nd March' 2014. Thus accounting for of revenue and operation cost of Phase - III between KRCL and SCR is being made on the basis of Operation and Maintenance Agreement for Phase - I. If the terms of agreement change, the related revenue and operation cost will vary. As per Operation and Maintenance Agreement for Phase – I line, the agreement is to be reviewed every six months but the same was reviewed last in	The Company has already taken over the maintenance of Phase-III line. Maintenance of Ph-I line also has been taken over by the Company from 1st January 2018. Existing O&M Agreement is uder revision to this effect. Operations of the Ph-I and Ph-II line will be done as per Railway Operation Rules of MoR. Review of O&M Agreement is a continuous process which takes place at regular intervals in review meetings between KRCL & SCR. All operational disputes are discussed at these meetings. Minutes of review meetings already provided to the Auditor. However, review does not necessarily mean change in O&M Agreement

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		October'2012.	
		f) Reference is drawn regarding charging by contractor (RVNL), Directional & General Charges (D&G Charges) from the company on maintenance service on railway line being provided by outside third party without any contractual terms. RVNL has no role in this work. Company is not empowered in construction agreement to pay D&G charge on Maintenance work to any person. Company has paid the same to RVNL. Now the company has made a provision amounting to ₹0.62 millions for its recovery under the head "Receivable from RVNL".	KRCL has already issued letter to RVNL for refund of D&G charges on maintenance Bills. In respect the above mentioned issue, RVNL agreed to adjust the amount of ₹0.62 millions which was inadvertently levied by RVNL to KRCL vide their letter no.0 2008/RVNL/F&A/SPV/KPRCL dated 01.08.2018
		g) Un-authoritatively RVNL has levied DG Charges amounting to ₹0.74 millions on construction value of ₹8.13 millions of 30 Bedded Crew Running Room. The order was placed to KPRCL for construction of crew running room, KPRCL made construction. The documents produced before us in this respect do not have any terms authorizing the payment of D&G charges to anyone.	Letter has been written to RVNL for recovery of excess D&G charged on crew running roombills vide letter no KRCL/maintenance/2017-18/02 dated 29/06/2018 In respect the above mentioned letter, RVNL agreed to adjust the amount of ₹0.74 millions which was inadvertently levied by RVNL to KRCL vide letter no. 2008/RVNL/F&A/SPV/KPRCL dated 01.08.2018
		III KUTCH RAILWAY COMPANY LIMITED (KRCL)	
		a. Note No. 57.1.1regarding fixed assets capitalized by company (as per advice received from Western Railways), are yet to be verified by the company. Similarly, material supplied by company and balance outstanding as advance to Western Railways are subject to reconciliation with Western Railways. The impact of the same is unascertainable and consequent impact on depreciation is unascertainable.	As per letter dt. 03.05.2018 received from the Western Railway (WR), a debit of 5.91 lakhs has been intimated by WR for the financial year 201718. The Company had also supplied material to WR amounting to 1199.7 millions and balance to WR amounting to 50.26 millions is outstanding as on 31.03.2018. With regard to finalisation of construction accounts, the matter has been raised at various administrative levels in Western Railway and the matter is being further pursued.
		b. Note No. 57.1.2 and 57.1.3 regarding division of addition in Bridges & Building, Formation, Plant & Machinery (Project) and Permanent Way (classified in other intangible assets) in proportion of their gross opening balances. The impact of the same is unascertainable.	In the aforesaid letter from WR, it has been mentioned that Railway has introduced AFRE: accounting system since 2011. Therefore, it is not feasible to prepare the details of asset wise expenditure. In view of this the addition fixed assets is divided in proportion of their gross openingbalances.
		c. Note No. 57.1.4 regarding non-confirmation of receivables including	Letters for sent for confirmation of all accounts to all parties shown as

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		advances and payables. The impact of the same is unascertainable.	receivables/payables stating therein that if no confirmationis received within 30 days, it will be presumed that the respective party has accepted the copy of account. Confirmation has been received from most of the parties. Further the details of account of western railway, which forms a major part of KRC account, have been received accounted for in the books of accounts of the company
		Emphasis of Matter **Kutch Railway Company Limited (KRCL)** Without qualifying our report, we draw attention to a) Note No. 57.1.5 to the Financial Statement which may have effect of reduction in the Reserves and Sundry debtors by ₹255.00 millions (approx.) in the subsequent years (as and when advised by the Western Railways).	Since the financial year 2013-14, Western Railway has computed Company's share apportioned earnings on the basis of 'carried route' instead of 'booked route'. Accordingly, apportioned earnings have been reduced by ₹376.66 millions for current financial year. The Company has contested against this method of calculation of apportioned earnings at various levels in Railways. The approximate amount of ₹255.00 millions may be deducted by on this account for earlier financial years (from 2006-07 to 2008-09).
		b) Note No. 57.1.6 to the financial statements regarding applicability of GST, the company has sought exemption/clarification from GST Council through MoR for GST on transactions with Railways. Company is of opinion that GST is not applicable on Freight sharing revenue and O&M cost to WR.	During the current financial year, newly introduced Goods and Service Tax (GST) has subsumed the service tax with effect from 1st July 2017. The Company is of the view that no supply is involved by the Company to railways and visa-versa in sharing of freight revenue & cost by Railways with the Company. Therefore, there are no GST obligations on the Company in respect to sharing of the freight revenue & cost by Railways with the Company including furnishing of the particulars/details for the same. However, Ministry of Railways has taken up the issue with Finance Ministry for issuing clarification/exemption
		Emphasis of Matter **I. Rail Vikas Nigam Limited**	
		a. Without qualifying our report attention is invited to note no. 10.1(i) Trade Receivable	Noted.

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		from Related Party. RVNL receives advance payment from SPV's for incurring expenditure on their projects. However in case of Krishnapatnam Railway Company Ltd., RVNL is incurring project expenditure on a regular basis but insignificant amount is being received from Krishnapatnam Railway Company Ltd. as advance payment. During the Financial year 2017-18, RVNL has incurred project expenditure amounting to ₹44,65.419 millions on Krishnapatnam Railway Company Ltd. Total Trade Receivable from Krishnapatnam Railway Company Ltd. as on 31st March, 2018 is ₹7636.397 millions. b. Without qualifying our report attention is invited to Note no. 12(a) regarding Advance to Zonal Railways. No Balance confirmation has been received relating to advance given to zonal railways of ₹2,996.258 millions as on 31.03.18.	 Confirmation letter has been sent to the zonal railway.
	30.09.2018	Basis of Qualified Opinion As reported by respective jointly controlled entities statutory Auditors: **I Krishnapatnam Railway Company Limited (KPRCL)** a. Note No. 56.2.1 regarding Accounting of Revenue and Note No.21(1) regarding accounting of Operation & Maintenance (O&M) expenses by the company on the basis of provisional advices/calculation sheets provided by South Central Railway (SCR) and not making available the detailed substantiating collateral records and procedures for verification of the same. Further, in view of non- receipt of the information of the confirmation from South Central Railways regarding provisional apportionment of revenue, O&M expenses, service tax/GST claims, overhead expenses and the outstanding balance could vary. b. Note No. 56.2.2 regarding accounting of Operation & Maintenance Expenses of ₹95.0 millions on which GST is not being paid by company under Reverse Charge	Company depends on South Central Railway (SCR) for information relating to freight revenue and Operation & Maintenance Cost as per the prevalent practice of Indian Railways. SCR submits to KRCL, a Summary of monthly apportioned Revenue, which is prepared on the basis of RRs (Railway Receipts). This statement is checked with records of KRCL by the Officers of KRCL stationed at Secundarabad in order to arrive at the correct Revenue amount of a particular month. Similar exercise is done in respect of O & M Cost each month. Company has sent several letters to SCR for indicating the balances to end of Sep 2018, as per their books. Confirmation from them is still awaited. As per agreed terms between Railways and KRCL, the operations activity is to be carried out only by the Railways. In order to carry out these Operations,

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		Mechanism.	Maintenance is to be done. Thus, Operations and Maintenance cannot be seen in isolation. These two activities are complementary and not supplementary. Hence, as such no 'service' is involved. Therefore, no GST is paid on same.
		c. Note No. 56.2.1 regarding accounting of revenue of ₹709.4 millions, the Company is not being charging GST on such revenue on the basis of the agreement between KRCL and Ministry of Railway is related to sharing of apportioned freight and no supply of services is involved.	Noted
		d. Note No. 56.2.3, 56.2.4, 56.2.5 regarding outstanding Trade Receivables and Trade Payables balance of SCR is subject to confirmation. Other petty balances payable to sundry parties are too unconfirmed.	Letters to SCR for Trade Receivable and Trade Payable have been sent by KRCL. Confirmation regarding the same from SCR is awaited. Balance Confirmation for petty balances has been furnished to Auditor.
		e. Note No. 56.2.8, regarding Non-Provision of Departmental charges amounting to ₹971.2 millions, payable to Rail Vikas Nigam Limited @5% of the total cost of works as per detailed estimate/ revised estimate/ completion estimate in the books of accounts of the Company. In view of non-provision, the impact of same on the financial statements could not be ascertained.	Company has not received any claim from Rail Vikas Nigam Limited (RVNL) on account of 'Departmental charges'. On receipt of claim for Departmental Charges from RVNL, KRCL will take decision to provide the same in the financial statements of respective year. However, the same has been shown @5% under the head of "Contingent Liabilities" in the Balance Sheet
		Emphasis of matter **Krishnapatnam Railway Company Limited (KPRCL)**	
		a. Without qualifying our opinion, attention is drawn towards Note No. 56.3.9 as such the amount of interest ₹124.2 millions (31.03.2018 ₹241.5 millions) being payable to RVNL on its outstanding balance is as calculated by them and accepted as debited by RVNL. As terms of construction agreement RVNL should charge Interest @PLR however RVNL was charging interest @SBI Base Rate Plus 1%. The concept of PLR has ended earlier than signing of the "Construction	RVNL is charging SBI Base rate plus 1% as interest in place of RBI PLR, as mentioned in Construction Agreement. KPRCL has requested RVNL to modify this clause of Construction Agreement accordingly as "PLR" was no longer valid as per RBI. On this issue, KPRCL has proposed necessary amendment in Construction Agreement to RVNL, which is under process.

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		Agreement". Thus rate of interest as per agreement is void ab initio.	
		b. Without qualifying our opinion, attention is drawn towards Note-56.3.1for non-recognition of revenue on account of apportioned terminal cost for the period from 15th November 2008 to 10th August 2017 of ₹7000 millions (approx) due to pending decision of Railway Board and earnings on length of about 10 Km section from Krishnapatnam Railway station to the Buffer of port. Efforts are required to finalize the same at the earliest.	Railway Board has not taken any decision towards the payment of Terminal Cost for the period from 15th November 2008 to 10th August 2017. Thus, the Company has not recorded the same in the books of accounts. However, Railway Board is yet to approve the payment of apportioned revenue for 14.45 Km section. (Length of the Section mentioned in the Audit note as 10 K.m. is incorrect).
		c. Without qualifying our opinion, attention is drawn towards Note No. 56.3.9, for RVNL is charging interest on delay in payment for project expenditure inclusive of D&G charges whereas as per management, construction agreement does not contain any provision for charging the interest on D&G charges.	Interest Charged by Rail Vikas Nigam Limited is as per the Construction Agreement.
		d. Without qualifying our opinion, attention is drawn towards Note No. 56.3.10, Clause 10.2 of the Construction Agreement provides "D&G charges shall be payable to RVNL @9.13% for civil work, 10.18% for electrical works and 10.69% for S&T work. However, the above percentage shall be calculated finally based on the actual completion cost". Thus D&G charges being capitalized and amortized/depreciation being charged thereon is subject to change based on the outcome of final actual completion cost.	At Present RVNL is charging D & G Charges in Accordance with provisions of Construction Agreement .
		e. Without qualifying our opinion, we draw attention to Note No. 56.3.12 of Capital Commitment for project related assets which is under review as total cost of project work is increased from its revised estimated cost of ₹20604.2 millions. In absence of any approval from the Company, no figure has been shown under Capital Commitment as on 30.09.2018.	Increased cost estimate will be calculated and presented soon to KRCL's BoD as Ancillary works are still going on.
		f. Without qualifying our opinion, we draw attention to Note no 56.3.11 for provision of Re-surfacing cost for project assets in working condition including replacement during the concession period and the Company has estimate liability of 500millions for the remaining concession period but the same is discounted in 6 years instead remaining concession period.	As per terms of Concession Agreement, KRCL is required to keep the Project Assets in a proper working condition, including making replacement in accordance with the standards laid down by the Ministry of Railways, of all the Project Assets whose lives have expired. Codal-life of assets are defined by MoR

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
			and in general life of assets are 5, 8, 15, 40 and 60 years. It was expected that assets would require to be replaced before the end of 2021, therefore, provision for replacement had been created for the remaining life i.e upto 2021 (6 years as on 01st April 2015) considering physical condition of assets.
		g. Without qualifying our opinion, attention is drawn towards Note No. 56.3.2 (ii) as such South Central Railway has claimed service tax/GST on the services related to operation and maintenance and indirect cost in earlier previous years whereas as per Company Service tax/GST is not applicable on O&M expenses and the same is pending for approval from Railway.	Company has raised the issue of non-applicability of Service Tax on Operation and Maintenance cost. But BZA/Division has denied for reversing Service Tax liability on O & M cost. However, upon repeated requests in JSC meeting, BZA Division has agreed to take legal opinion on this matter. Incidentally, Railway Board (MoR) has also taken up this issue with Revenue Secretary, GoI.
		h. Without qualifying our opinion, we draw attention to Note no 56.3.2(iv) and as such Operation Agreement is yet to be entered into with SCR pertaining to operation of Phase-III which is functional since 2nd March, 2014. Thus accounting for of revenue and operation cost of Phase-III between KRCL and SCR is being made on the basis of Operation and Maintenance Agreement for Phase-I. If the terms of agreement change, the related revenue and operation cost will vary.As per Operation & Maintenance agreement of phase-I, the agreement is to be reviewed every six months but the same was reviewed last in October, 2012	Operations of Ph-I and Ph-III line will be done by Railways as per Railway Operation Rules of MoR. As the Company has already taken over the Maintenance of Phase-III line w.e.f. 25th June 2016, thus no change in O & M Agreement is required for Phase III. Review of O & M Agreement is a continuous process which takes place at regular intervals in review meetings between KPRCL & SCR. All operational disputes are addressed & resolved in these meetings. Minutes of these review meetings have already been provided to the Auditor. Moreover, maintenance of Phase-I line has been taken over by KPRCL w.e.f. December 2017.
		ii. Kutch Railway Company Limited (KRCL)	
		a. Note No. 56.1.3 regarding fixed assets capitalized by the company are being adjusted under different heads on annual basis (as per advice received from Western Railways) verification and reconciliation whereof is yet to be done. Similarly, material supplied by company and balance outstanding as advance to Western Railways are subject to reconciliation with Western Railways. The impact of the same is unascertainable and consequent impact on depreciation is unascertainable.	As per letter dt. 03.05.2018 received from the Western Railway (WR), a debit of ₹0.59 millions has been intimated by WR for the financial year 201718. The Company had also supplied material to WR amounting to ₹1199.70 millions and balance to WR amounting to ₹50.26 millions is outstanding as on 31.03.2018. With regard to finalisation of construction accounts, the matter has been raised at various administrative levels in Western Railway and the

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
			matter is being further pursued.
		b. Note No. 56.1.1 regarding division of addition in Bridges & Building, Formation, Plant & Machinery (Project) and Permanent Way (classified in other intangible assets) in proportion of their gross opening balances. The impact of the same is unascertainable.	In the aforesaid letter from WR, it has been mentioned that Railway has introduced AFRE accounting system since 2011. Therefore, it is not feasible to prepare the details of asset wise expenditure. In view of this the addition fixed assets is divided in proportion of their gross opening balances.
		c. Note No. 56.1.2 regarding non-confirmation of receivables including advances and payables. The impact of the same is unascertainable.	Letters for sent for confirmation of all accounts to all parties shown as receivables/payables stating therein that if no confirmation is received within 30 days, it will be presumed that the respective party has accepted the copy of account. Confirmation has been received from most of the parties. Further the details of account of western railway, which forms a major part of KRC account, have been received accounted for in the books of accounts of the company.
		Emphasis of Matter ii. **Kutch Railway Company Limited (KRCL)**	
		a. Without qualifying our report, we draw attention to Note No. 56.1.5 to the Financial Statement which may have effect of reduction in the Reserves and Sundry debtors by ₹255.0 millions (approx.) in the subsequent years (as and when advised by the Western Railways).	Since the financial year 2013-14, Western Railway has computed Company's share ci apportioned earnings on the basis of 'carried route' instead of 'booked route'. Accord[i]ngly, apportioned earnings have been reduced by ₹376.66 millions for current financial year. The Company has contested against this method of calculation of apportioned earnings at various levels in Railways. The approximate amount of ₹255 millions may be deducted by on this account for earlier financial years (from 2006-07 to 2008-09)
		iii. BHARUCH DAHEJ RAILWAY COMPANY LIMITED	
		a. Reference is drawn to Note No. 56.3.1 of the Ind AS financial statements on Obligation to restore project assets to specified level of serviceability. In terms of Concession agreement, there is an obligation on the company to keep the project assets in working condition, including making replacement, as per laid down standards of Ministry of Railways, of all project assets whose lives expire during the concession period. Accordingly,	Ind AS-37 defines a provision as a liability of uncertain timing and amount and prescribes conditions that have to be satisfied for recognition of a provision, A provision shall be recognized when:- • an entity has a present obligation (legal or constructive) that is a result of a past event; • it is probable that an outflow of resources embodying economic

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		company is required to provide for in respect of replacement obligations arising during the remaining concession period as per requirement of Appendix A of the Ind AS 11 at the best estimate of expenditure required to settle the obligation. However, the company has not estimated and provided for the aforesaid obligation in the financial statements. In the absence of information, we are unable to ascertain the impact of the above on the Ind AS financial statements of the company Emphasis of Matter **iii. Bharuch Dahej Railway Company Limited** a.) Without qualifying our opinion, we draw attention to Note No. 56.2.2 to the Ind AS financial statements, The Operation andMaintenance Agreement with the Western Railway that defines among others,rights & obligations, the share of Income & Expense to be apportioned to thecompany arising out of the peration of the Bharuch Dahej Samni Railway Lineby the company has however recognized the operating income and expenses arising out of this arrangement which is yet to be formalized. b.) We further draw attention to Note No. 56.2.2 and Note 56.2.2 to the Ind AS financial statements. The Operating Income & Operating Expenses accounted for by the Company are based on provisional figures made available by the	benefits will be required to settle the obligation; and • an reliable estimate can be made of the amount of the obligation. The amount recognised as a provision shall be the best estimate of the required to settle the present obligation at the end of the expenditure reporting period. In other words, the amount that an entity would rationally pay to settle the obligation at the end of the reporting period or to transfer it to a third party at that time. The estimates of outcome and financial effects are determined by the judgment of the the entity, supplemented by experience and in some management of cases, reports from independent experts. As per the concession agreement Company is under an obligation to keep the project assets in working condition, including making replacement, as per laid down standards of MOR. However, at present reliable estimate for restoration obligation is not available, therefore provision for same has not been recognised in financial statements, the same will be provided in the year in which estimate becomes reliable. The facts has been disclosed in note 47 of financial statements. A few items in the O & M Agreement, where there was difference of opinion with Western Railway, are presently under examination and discussion with the Ministry of Railways. The Agreement has not been finalized as with the existing difference of opinion on important elements in the interests of BDRCL. Recently, Railway Board had resolved some of the key issues vide Their letter No- 2017/Infra/12/20 dated 22.11.2017. In accordance with this letter management is in the finalization of O&M agreement with the Western Railway.

S.No.	Fiscal Year(s)	Auditor's Comments	Company's Response
		western railway and the figures could vary. Our Opinion is not qualified in respect of this matter. c.) Note No. 56.2.3 and Note No. 56.2.3 to the Ind AS financial statements. The Income from Railway Operations of ₹356.62 millions (previous half year ended September 30, 2017; ₹205.6.8 millions(unaudited) includes revenue amounting to ₹28.83 millions(previous half year ended September 30, 2017 (unaudited); ₹15.87 millions) pertaining to Bharuch-Chavaj section computed on provisional basis. The revenue recognized is outstanding as Trade Receivable of ₹339.09 millions as on the balance sheet date. As per information and explanations provided, the revenue apportionment by Western Railways does not include the apportionments for share of revenue towards the Bharuch-Chavaj section. Further, the company has also recognized the 'Intangible assets' pertaining to this section as the freight sharing rights of the company. However, the concession agreement executed with the Ministry of Railways dated 25th June, 2008 does not include the said section as it was not envisaged at the time of agreement. During the previous year ended March 31, 2018, the Railway Board vide its letter dated 22-11-2017 had approved for apportionment of freight for Bharuch-Chavaj from the date from which the section was opened for traffic. However, the apportionment is yet to be provided by the western Railways and the final figures could vary. Our opinion is not qualified in respect of this matter.	In connection with receivables of ₹339.09 millions from the Western Railway towards revenue pertaining to Bharuch-Chavaj Section, Western Railway has already adjusted an amount of ₹41.92 millions vide receipt for apportionment of Goods Traffic earning for the m/o July 2016. Hence the receivables in this connection are ₹297.17 millions. Further, we would like to inform you that the matter has been resolved by the Railway Board vide their letter No. 2017/Infra/12/20 dated 22.11.2017. Revenue on account of this will received soon. Accordingly, we are of the firm opinion that the Company has recognized the corresponding revenue entirely consistent with Ind AS- 115.
		iv. Emphasis of Matter **II. Rail Vikas Nigam Limited** Without qualifying our opinion, attention is invited to wards Note 12(a) for non receipt of balance confirmation. No Balance confirmation has been received relating to advance given to zonal railways of ₹51,20.90 millions as on 30.09.18.	Confirmation letter has been sent to the zonal railway.

FINANCIAL INDEBTEDNESS

Facilities availed

As on December 31, 2018, our Company has not availed any secured borrowings.

Unsecured borrowing

As on December 31, 2018, the following are the details of outstanding unsecured loans availed by the Company:

Particulars	**Amount Outstanding (in ₹ million)**
IRFC	28,426.30*

* *In case of IRFC loan, for payment of interest and principal MoR would make available to the Company the required funds therefore the risk related to IRFC loan is nil, debt servicing will pass through the Company's books only.*

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding: (i) criminal proceedings; (ii) actions by statutory/ regulatory authorities; (iii) indirect and direct tax proceedings; and (iv) other material litigations involving our Company, Directors, our Subsidiary and Group Companies. Our Board, in its meeting held on March 23, 2018, adopted a policy on identification of Group Company, material creditors and material litigations ("**Materiality Policy**" which was further amended in its board meeting dated February 28, 2019).*

As per the Materiality Policy, for the purposes of (iv) above, all the outstanding litigation involving our Company: (a) where the amounts involved in such litigation exceed 0.83% of the profit for the year of our Company (as per the Restated Unconsolidated Financial Statements of our Company) are to be considered as material pending litigation; (b) and other litigation which does not meet the criteria set out in (a) above but whose adverse outcome would materially and adversely affect the operations or financial position of our Company, have been disclosed in this Red Herring Prospectus.

Additionally, as per the Materiality Policy, for the purposes of (iv) above, all outstanding litigation involving our Company, our Directors, our Subsidiary and Group Companies, an adverse outcome of which would materially and adversely affect the reputation, operations or financial position of our Company, have been considered as material litigation and disclosed in this Red Herring Prospectus.

Accordingly, the materiality threshold for (iv) above is ₹38.91 million (i.e. 0.83% of the profit for the year of our Company i.e., ₹4,700.56 million as per the Restated Unconsolidated Financial Statements of our Company) for Fiscal 2018.

Further, the pre-litigation notices received by Company, its Directors, its Subsidiary, and our Group companies, from third parties (excluding those notices issued by statutory/regulatory/tax authorities or notices threatening criminal action) shall, unless otherwise decided by the Board, not be evaluated for materiality until such time that any of the Company, its Directors, its Subsidiary and/or its Group Companies are impleaded as defendants in litigation proceedings before any judicial forum.

Further, except as stated in this section, there are no: (i) pending proceedings initiated against our Company for economic offences; (ii) default and non - payment of statutory dues by our Company; (iii) inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies law in the last five years against our Company from the date of this Red Herring Prospectus; (iv) material frauds committed against our Company in the last five years; (v) overdues to banks or financial institutions by our Company; (vi) defaults against banks or financial institutions by our Company; (vii) fines imposed or compounding offences against our Company; (viii) proceedings initiated against our Company for economic offences; (ix) matters involving our Company pertaining to violation of securities law, and (x) outstanding dues to material creditors and material small scale undertakings.

As per the Materiality Policy, outstanding dues to creditors in excess of 5% *of the total trade payables as per Restated Unconsolidated Financial Statements as at September 30, 2018 of our Company are to be considered as material outstanding dues. Accordingly, the threshold for material dues would be 5% of total trade payable as per the Restated Unconsolidated Financial Statements as at September 30, 2018, i.e. 5% of ₹1,489.39 million which is ₹74.47 million. Further, all outstanding dues have been disclosed in a consolidated manner in this section. Details of material outstanding dues to creditors and details of outstanding dues to small scale undertakings and other creditors are disclosed on our website at www.rvnl.org.*

Unless stated to the contrary, the information provided below is as of the date of this Red Herring Prospectus. All terms defined in a particular litigation are for that particular litigation only.

A. Litigation Involving our Company

I. Criminal Proceedings against our Company

Nil

II. Action by statutory or regulatory authorities against our Company

Nil

III. Tax proceedings

Nature of proceeding	Number of proceeding	Amount involved (in ₹ million)
Indirect Tax		
Value Added	Nil	Nil
Service Tax	1	2,110.83
Direct Tax		
Income Tax	4	1.53
Total	5	2112.36

IV. Other material litigation against our Company

Arbitration proceedings

i. ***Arbitration proceedings filed by SEW TTIPL (JV) ("Claimant") against our Company before arbitral tribunal***

M/s SEW TTIPL (JV) was awarded contract package by our Company in connection with the new BG Railway line from Haridaspur to Paradip in Odisha. The Claimant has invoked the arbitration clause in the agreement for adjudication for claim of ₹71.80 million against losses claimed on account of actions of our Company through the engineer. The arbitration is pending adjudication before the arbitral tribunal.

ii. ***Arbitration proceedings filed by NCCL-ECIECCL-ARPL (JV) ("Claimant") against Our Company before arbitral tribunal***

M/s NCCL-ECIECCL-ARPL (JV) was awarded a contract package by our Company including construction of Road Bed, Major and Minor Bridges, etc. in connection with 3rd line between Habibganj & Bina in Madhya Pradesh, and between Sanchi to Habibganj. The Claimant invoked the arbitration clause in the agreement for adjudication of a claim of ₹106.36 million. The arbitration is pending adjudication before the arbitral tribunal.

iii. ***Arbitration proceedings filed by IRCON-Gannon Dunkerley (JV) ("Claimant") against our Company before arbitral tribunal***

M/s IRCON-Gannon Dunkerley (JV) was awarded a contract package by our Company for construction of road bed, bridges, installation of track, etc. in connection with provision of third line on Aligarh-Ghaziabad section. The Claimant invoked the arbitration clause in the agreement for adjudication for a claim of ₹743.53 million against losses due to delay in execution of the project. The arbitration is pending adjudication before the arbitral tribunal.

iv. ***Arbitration proceedings filed by ERA-Patel-Advance (JV) (I) ("Claimant") against our Company before arbitral tribunal***

M/s ERA-Patel-Advance (JV) was awarded a contract by our Company for all civil engineering and connected general electrical works for construction of road bed facilities, building etc. in 2 existing ROBs including miscellaneous works for Palwal-Bhuteshwar-3rd Line. The Claimant invoked the arbitration clause in the agreement for adjudication for a claim of ₹672.74 million on account of delays in execution of the work. The arbitration is pending adjudication before the arbitral tribunal.

v. ***Arbitration proceeding filed by M/s ERA-Patel-Advance-Kiran (JV) (II) ("Claimant") against our Company before arbitral tribunal***

M/s ERA-Patel-Advance-Kiran (JV) was awarded a contract package by our Company in connection with 3rd line in Bhatapara-Urkura in the state of Chattisgarh, India. The Claimant invoked the arbitration clause in the agreement for adjudication for a claim of ₹993.99 million on account of termination of contract and encashment of bank guarantee by our Company due to delay and poor performance. The arbitration is pending adjudication before the arbitral tribunal.

vi. ***Arbitration proceedings filed by CCCL-SAM India (JV) ("Claimant") against our Company before arbitral tribunal***

CCCL-SAM India (JV) was awarded a contract by our Company for execution of design and construction in connection with extension of Metro Railway Line Noapara (excluding - Baranagar-Dakshinswar) of Kolkata Metro. The Claimant invoked the arbitration clause in the agreement for adjudication for a claim of ₹1,156.78 million against termination of contract, encashing the bank guarantee and forfeiting the retention money and non-payment of work done. The arbitration is pending adjudication before the arbitral tribunal.

vii. ***Arbitration proceedings filed by M/s UNITY-TRIVENI-BCPL (JV) ("Claimant") against our Company before High Court.***

M/s UNITY-TRIVENI-BCPL (JV) was awarded a contract package by our Company in connection with construction of 3rd line between Goilkera-Posoita-Manoharpur in Jharkhand. The Claimant invoked the arbitration clause in the agreement for adjudication of a claim of ₹406.67 million on account of loss due to reduction of rate for rock cutting, interests due on amount held by our Company, and idling of men and machinery. The arbitration is pending adjudication before the arbitral tribunal.

viii. ***Arbitration proceedings filed by Afcons Infrastructure Limited ("Claimant") against our Company before arbitral tribunal***

Afcons Infrastructure Limited was awarded a contract by our Company for construction of viaduct including related works in New Garia-Airport Corridor of Kolkata Metro Railway line. The Claimant invoked the arbitration clause in the agreement for adjudication for a claim of ₹1,724.89 million on account of changes in cost due to legislation, under-productivity due to change in sequence of works, etc. The arbitration is pending adjudication before the arbitral tribunal.

ix. ***Arbitration proceedings filed by M/s IVRCL-MRT (JV) ("Claimant") against our Company [Package 1] before arbitral tribunal***

M/s IVRCL-MRT (JV) was awarded contract package 1 by our Company in connection with Doubling of Titlagarh (Ex) – Lakhna (in) section (72.948 Kms) part of Raipur-Titlagarh and Doubling in Sambalpur division of East Coast Railway in the state of Odisha, India. The Claimant invoked the arbitration clause in the agreement for adjudication for a claim of ₹532.58 million on account of termination of contract and encashment of bank guarantee and forfeiture of retention of money by our Company. The arbitration is pending adjudication before the arbitral tribunal.

x. ***Arbitration proceedings filed by M/s IVRCL-MRT (JV) ("Claimant") against our Company [Package 2] before arbitral tribunal***

M/s IVRCL-MRT (JV) was awarded contract package 2 by our Company in connection with Doubling of Lakhna to Arand (in) section (72.948 Kms) part of Raipur-Titlagarh and Doubling in Sambalpur division of East Coast Railway in the state of Odisha, India. The Claimant invoked the arbitration clause in the agreement for adjudication for a claim of ₹450.02 million on account of termination of contract and encashment of bank guarantee and forfeiture of retention of money. The arbitration is pending adjudication before the arbitral tribunal.

xi. ***Arbitration proceedings filed by M/s DSCL-BCEPL (JV) ("Claimant") against our Company before arbitral tribunal***

M/s DSCL-BCEPL (JV) was awarded a contract for works related to 'Construction of Roadbed, Major and Minor Bridges and Track linking, S&T, OHE and General electrical works in connection with Doubling between Salka Road-Khongsara (25.8 Kms) and Khodri – Anuppur (61.6 Kms) on Bilaspur Division of South East Central Railway in Chattisgarh and MP' with a completion period of 24 months.

The Claimant invoked arbitration clause to adjudicate the claims of the Claimant amounting to ₹1,601.78 million. The arbitration is pending adjudication before the arbitral tribunal.

xii. ***Arbitration proceedings filed by M/s IRCON International Limited ("Claimant") against our Company before arbitral tribunal***

IRCON International Limited was awarded a contract for works including supply of Ballast, P Way materials, (Except Rail and PSC sleeper) and connected Electrical works in the entire section from Rewari to Ajmer (294.56 Kms) in connection with the works of Gauge Conversion of Meter Gauge Railway Line to Broad Gauge Line of Rewari-Ringus-Phulera-Ajmer Section on North Western Railways. The Claimant invoked the arbitration clause in the agreement on account of delays in issuance of drawings, handing over of works etc. for a claim of ₹285.12 million. The arbitration is pending adjudication before the arbitral tribunal.

xiii. ***Arbitration proceedings filed by Larsen & Toubro ("Claimant") against our Company for constituting an arbitral tribunal***

Larsen & Toubro was awarded a contract package for construction of viaduct including related works for 5.400 kms length excluding station areas from Ch. 18630.00 to Ch. 25102.00 between CBD-1 to Rabindra Tirath in New Garia Airport corridor of Kolkata Metro Railway Line package-ANV4. The Claimant invoked the arbitration clause under the agreement and filed a statement of claim for an amount of ₹1,656.72 million, for total of 14 claims. The arbitration is pending adjudication before the arbitral tribunal.

xiv. ***Arbitration proceedings filed by TATA Kalindee Unity Infra (JV) ("Claimant") against our Company before the arbitral tribunal***

TATA Kalindee Unity Infra (JV) was awarded a contract for gauge conversion of meter gauge railway line to broad gauge line of Vilupuram – Mayiladuturai Section on Southern Railway including all civil works including Bridge works, permanent way works including supply of Ballast, P.Way material, connected electrical works in the entire section including OHE works in Vilupuram Yard (122 Kms.). The Claimant invoked arbitration clause due to disputes for introduction of various extra items and change in the specification and methodology of works executed. The claim amount is ₹839.89 million. The arbitration is pending adjudication before the arbitral tribunal.

xv. ***Arbitration proceedings filed by Larsen & Toubro, Mumbai ("Claimant") against our Company before the arbitral tribunal***

Larsen & Toubro was awarded a contract for construction of roadbed, major and minor bridges and facilities, supply and installation of track, signalling and electrical works in connection with gauge conversion of existing narrow gauge line to broad gauge line in between Bharuch-Samni-Dahej in the state of Gujarat. The Claimant invoked the arbitration clause with respect to disputes arising out of the contract and filed a claim for ₹712.38 million before the arbitral tribunal. The arbitration is pending adjudication before the arbitral tribunal.

xvi. ***Arbitration proceedings filed by Afcons Infrastructure Limited ("Claimant") against our Company before the arbitral tribunal***

Afcons Infrastructure Limited was awarded a contract for works of construction of viaduct including related works for 5.76 Kms length excluding station areas from Ch. 247.00 to Ch. 6400.00 between Kavi Subhas (New Garia) to VIP Bazar, in New Garia- Airport Corridor of Kolkata Metro Railway Line. The Claimant raised certain issues with respect to delays, and defaults on part of our Company. The Claimant invoked the arbitration clause for a claim of ₹1,603.04 million. The arbitration is pending adjudication before the arbitral tribunal.

xvii. ***Arbitration proceedings filed by Railone-Tarmat-Durga, Raipur (JV) ("Claimant") against our Company before the arbitral tribunal***

Railone-Tarmat-Durga (JV) was awarded a contract by our Company for construction of roadbed, bridges and track for doubling of Arand- Raipur in the state of Chattisgarh. The Claimant invoked the arbitration clause for an amount of ₹659.97 million with respect to certain disputes against our Company. The arbitration is pending adjudication before the arbitral tribunal.

xviii. ***Arbitration proceedings initiated by SEW-ETF-AIL (JV), Kanpur ("Claimant") against our Company***

SEW-ETF-AIL (JV), Kanpur was awarded contract by our Company for work related to doubling between Jhansi-Bhimsen, Package 3. The Claimant initiated arbitration by raising disputes with respect to revision in SQ2 material and encashment of bank guarantees. The amount as raised by the Claimant in the letter invoking arbitration is of ₹40.00 million. The arbitration proceeding is yet to commence.

xix. ***Arbitration proceedings filed by HCIL-Adhikarya-ARSS (JV) ("Claimant") against our Company***

HCIL Adhikarya ARSS (JV) was awarded a contract for works roadbed in connection with doubling of Railway Line between Barang-Rajatgarh (25 KM), Cuttack-Barang (12 KM) and 3rd line between Barang - Khurda Road (35 KM) in the state of Odisha. The Claimant invoked the arbitration clause in the agreement for an amount of ₹9,293.28 million with respect to certain disputes. The arbitration is pending adjudication before the arbitral tribunal.

xx. ***Arbitration proceedings filed by HCIL-Adhikarya-ARSS (JV) ("Claimant") against our Company before the arbitral tribunal***

HCIL-Adhikaraya-ARSS (JV) was awarded a contract for major bridges in connection with doubling of Railway Line between Barang-Rajatgarh (25 KM), Cuttack-Barang (12 KM) and 3rd line between Barang - Khurda Road (35 KM) in the state of Odisha. The Claimant raised certain disputes with our Company. The Claimant invoked the arbitration clause and raised a claim for an amount of ₹7,952.83 million. The arbitration is pending adjudication before the arbitral tribunal.

xxi. ***Arbitration proceedings filed by HCIL-Adhikarya (JV) ("Claimant") against our Company before the arbitral tribunal***

HCIL Adhikarya (JV) was awarded a contract for works construction of roadbed including major and minor bridges, facilities and general electrification in connection with the construction of new broad gauge line between Haridaspur and Paradip in East Coast Railway in the state of Odisha. The Claimant invoked arbitration clause with respect to certain disputes for a claim of ₹2,367.10 million. The arbitration is pending adjudication before the arbitral tribunal.

xxii. ***Arbitration proceedings initiated by GMR Kalindee TPL (JV) ("Claimant'), Package-1 against our Company before the arbitral tribunal***

GMR Kalindee TPL (JV) was awarded a contract for works of MMTS Phase-II Corridors- Quadrupling of track for the section between Ghatkesar- Moulali-C Cabin, and patch doubling between Moulali-Gate cabin – Seethafalmandi in Secunderabad and Hyderabad Division of South Central Railway, Andhra Pradesh, India in 3 (three) Packages- Prolongation Cost Claim Package 1. The Claimant has issued a letter invoking the arbitration with respect to certain disputes. The claim amount as mentioned in the letter is ₹158.74 million and may vary upon filing the statement of claim. The arbitration is pending adjudication before the arbitral tribunal.

xxiii. ***Arbitration proceedings initiated by GMR Kalindee TPL (JV) ("Claimant') Package-2 against our Company before the arbitral tribunal***

GMR Kalindee TPL (JV) was awarded a contract for works of MMTS Phase-II Corridors- Quadrupling of track for the section between Sanath Nagar - Moulali- C Cabin, and restoration of track between Telapur- Ramachandrapuram, Hyderabad Division of South Central Railway, Andhra Pradesh, India in 3 (three) Packages- Prolongation Cost Claim Package 2. The Claimant invoked the arbitration clause under the agreement with respect to certain disputes arising out of the contract for a claim for ₹636.72 million. The arbitration is pending adjudication before the arbitral tribunal.

xxiv. ***Arbitration proceedings initiated by GMR-Kalindee-TPL (JV) ("Claimant') Package-3 against our Company before the arbitral tribunal***

GMR-Kalindee-TPL (JV) was awarded a contract for works of MMTS Phase-II Corridors-Quadrupling of track for the section between Medchal – Bolarum and Falaknuma – Umdanagar for construction of roadbed, bridges supply of ballast, track lining, etc. of Hyderabad Division of South Central Railway, Andhra Pradesh, India in 3 (three) Packages- Prolongation Cost Claim Package 3. The Claimant has invoked the arbitration clause under the agreement with respect to certain disputes arising out of the contract for a claim of ₹440.55 million. The arbitration is pending adjudication before the arbitral tribunal.

xxv. ***Arbitration proceedings initiated by Simplex Infrastructure Limited, JMV-1 ("Claimant") against our Company***

Simplex Infrastructure Limited was awarded a contract for works related to viaduct including related works for 4.748 Km length excluding station areas from Ch.(-) 1250.00 to 4128.00 between Joka to Behala Chowrasta including depot Approach at Joka-BBD Bag corridor of Kolkata Metro Railway Line (Viaduct Pkg-1). The claim amount as per the letter issued by the Claimant is ₹616.20 million and may vary upon filing the statement of claim. The arbitration is pending adjudication before the arbitral tribunal.

xxvi. ***Arbitration proceedings filed by ITD Cementation India Limited ("Claimant") for appointment of arbitrators against our Company***

ITD Cementation India Limited was awarded a contract for works related to construction of seven metro stations from Kavi Subhas to Ritwik Ghatak in New Garia Airport Metro Corridor. The Claimant has invoked the arbitration clause under the agreement and filed a claim for an amount of ₹646.93 million. The arbitration is pending adjudication before the arbitral tribunal.

xxvii. ***Arbitration proceedings filed by Totem –Premco (JV) ("Claimant") against our Company before the arbitral tribunal***

Totem- Premco (JV) was awarded a contract by our Company for construction of roadbed, bridges, track, S&T and electric works for new line between Dankuni - Furfura Sharif in Howrah Division. The Claimant has initiated arbitration proceedings against our Company for a claim amount of ₹512.22 million. The arbitration is pending adjudication before the arbitral tribunal.

xxviii. ***Arbitration case filed by NCCL-Premco (JV) ("Claimant") against our Company by invoking arbitration clause under the agreement***

NCCL-Premco (JV) was awarded a contract package for construction of road bed, major and minor bridges, track linking general electrical, traction and signal & telecommunication works (outdoor) in connection with doubling with Railway Electrification of Gudivada-Bhirnavaram Section from 51.50 KM to 105 KM between Moturu & Bhimavaram Town Stations on Vijaywada division of South Central Railway. The Claimant invoked arbitration clause based upon certain disputes arising out of contract. The Claimant has issued letter invoking arbitration for a claim of ₹643.37 million. However, the claim amount may vary subject to submission of statement of claim before the arbitral tribunal.

Court cases against our company other than arbitration proceedings (including challenges to arbitral awards)

i. ***Case filed by APR-VNR (JV) ("Claimant") against our Company before the Additional District and Sessions Court, Bellary***

APR-VNR (JV) was awarded a contract for Construction of Roadbed, Major & Minor Bridges, Track linking (excluding supply of rails, ordinary track sleepers & think and & thick web switches) outdoor signalling and electricals (General) works in connection with Doubling of Hotgi-Gulbaraga section (98 Kms) part of DD-GR doubling in Solapur Division of Central Railway in the state of Maharashtra and Karnataka, India. The Claimant approached the City Civil Court, Kalaburgi praying for deposit of ₹177.05 million towards the bank guarantees as encashed by our Company. In light of establishment of commercial court at Bellary, vide the government order no. LAW/35/2018 dated July 31, 2018, the case was transferred to Additional District & Sessions Court, Bellary and is pending.

ii. ***Arbitration petition filed by Larsen &Toubro ("Claimant") against our Company challenging the arbitral award (Claim No. 1 to 5) before arbitral tribunal before the Hon'ble High Court of Delhi***

Larsen & Toubro was awarded a contract package for construction of viaduct including related works for 5.400 kms length excluding station areas from Ch. 20006.60 to Ch. 26394.60 between CBD-1 to Rabindra Tirath in New Garia Airport corridor of Kolkata Metro Railway Line package-ANV4. The Claimant invoked arbitration clause in the agreement and thereafter, an arbitral award was passed in favour of the Claimant. However, the Claimant being dissatisfied with the said arbitral award challenged the order by filing an arbitration petition before the Hon'ble High Court of Delhi on May 31, 2017 for an amount of ₹65.27 million.

iii. ***Arbitration petition filed by Tata Projects Limited, Hyderabad ("Claimant") against arbitral award passed in favour of our Company before the City Civil Court, Hyderabad***

Tata Projects Limited was awarded a contract for Electrification works of Rail Lines between Yalahanka – Dhramvaram – Gooty which broadly involved design, supply, erection, testing and commissioning of 25 KV 50 Hz single phase traction overhead equipment, switching stations, traction sub stations, general electrical works along with signalling etc. The Claimant invoked the arbitration clause for an amount of ₹129.61 million. The Arbitral Tribunal passed an award in favour of our Company. The Claimant has challenged the arbitral award and filed a petition before the City Civil Court, Hyderabad.

iv. ***Arbitration petition filed by Tata Projects Limited, Hyderabad ("Claimant") against arbitral award passed in favour of our Company before the City Civil Court, Hyderabad***

Tata Projects Limited was awarded a contract for electrification work of rail lines between Gooty-Dharmavaram-Makkajipalli of Guntakal Division of South Central Railway and Bangalore Division of South Western Railway. The Claimant raised certain disputes with our Company. The Claimant raised a claims for ₹129.40 million against our Company. The arbitral tribunal rejected the claims of the Claimant. The Claimant has challenged the arbitral award and filed a petition before the City Civil Court, Hyderabad.

v. ***Arbitration case filed by M/s. DIPL IL&FS ("Claimant") challenging the arbitral award dated October 16, 2017 before the Hon'ble High Court of Delhi***

M/s. DIPL - IL&FS Engg. (JV) was awarded a contract for works of construction of two tunnels at Chainage 18660 to 19600 and 23370 to 29990 with ballastless track and construction of roadbed from 17 KM to 35 KM including earthwork in formation, major and minor bridges for new broad gauge railway line (Obulavaripalle to Venkatachalam) in Kadapa and Nellore Districts of the state of Andhra Pradesh. The Claimant raised claims of ₹599.98 million against our Company. The arbitral tribunal has passed an award in favour of our Company which has been challenged before the Hon'ble High Court of Delhi.

vi. ***Arbitration case filed by Assignia-APR-SEMI (JV) ("Claimant") against our Company before the Hon'ble High Court of Judicature at Hyderabad***

Assignia – APR-SEMI (JV) was awarded a contract for works related to roadbed, major and minor bridges, track linking, excluding supply of rails and PSC sleepers, general electrical, traction and signal & communication works in connection with doubling with Railway electrification of Vijaywada and Mount Stations on Vijaywada Division of South Central Railway (Package-I). The Claimant raised disputes with respect to certain facts such as escalation in land costs delay in providing drawings etc. to our Company. The Claimant raised claims for amount of ₹838.58 million. The case is now pending for appointment of sole arbitrator before the Hon'ble High Court of Judicature at Hyderabad.

vii. ***Case filed by SOWIL Limited ("Claimant") against our Company before MSME Facilitation Council Mumbai***

SOWIL– Halcrow (JV) was awarded a contract for works related to project management consultancy services for gauge conversion (MG to BG) of Railway Track in Rewari-Ringus-Phulera-Ajmer (294.57 KM) Section including Electrical Works, Supply and replacement of existing signalling system of Northern Western Railway. The Claimant raised certain disputes as to completion of work and filed a case for recovery of money for an amount of ₹54.44 million before the Micro & Small Enterprises Facilitation Council & Dy. Director of Industries, Mumbai Region, Mumbai. The case is pending before the MSME Facilitation Council, Mumbai.

viii. ***Arbitration petition filed by HCIL Kalindee ARSS (JV) ("Claimant") against arbitral award before the Hon'ble High Court of Delhi***

HCIL Kalindee ARSS was awarded a contract for supply and yard lighting work for construction of Keonjhar-Tomka New BG Railway Line in Orissa. The Claimant invoked the arbitration clause for an amount of ₹2,289.08 million. The Arbitral Tribunal passed an award of in favour of our Company. The Claimant has challenged the arbitral award and filed a petition before the Hon'ble High Court, Delhi.

V. Pending proceedings initiated against our Company for economic offences

Nil

VI. Details of fines imposed or compounding of offences under the Companies Act in the last five years immediately preceding the year of this Red Herring Prospectus

Nil

VII. Details of defaults or non-payment of statutory dues

Nil

VIII. Material frauds against our Company in the last five years immediately preceding the year of this Red Herring Prospectus

Nil

IX. Details of any inquiry, inspection or investigation initiated or conducted, or prosecution filed (whether pending or not) under the Companies Act in the last five years immediately preceding the year of this Red Herring Prospectus.

Nil

X. Outstanding litigation against our Company or any other persons or companies whose outcome could have a material adverse effect on our Company

Nil

XI. Criminal Litigations by our Company

Nil

XII. Other material litigations by our Company

i. ***Arbitration petition filed against Railone-Tarmat-Durga (JV) ("Claimant"), Hyderabad by our Company before High Court of Delhi***

M/s Railone-Tarmat-Durga (JV) was awarded the contract package by our Company in connection with doubling between Harlapur to Hebsur, and Hubli to Dharwad. The contract was terminated by our Company on account of poor performance of the contract by the Claimant, and the earnest money deposited in the form of a performance bank guarantee was encashed and forfeited. After termination of the contract, the Claimant invoked the arbitration clause in the agreement for adjudication of a claim of ₹723.35 million. The arbitral tribunal has awarded an amount of ₹199,758,763 plus interest in favour of the Claimant, M/s Railone-Tarmat-Durga JV, and ₹14,536,752 plus interest in favour of the Respondent, RVNL. Our Company has partially accepted the arbitral award and paid amount of ₹85.56 million to the Claimant. Our Company has challenged the award against some claims where the awarded amount is ₹99.66 million given in favour of the Claimant in Delhi High Court.

ii. ***Challenge to arbitral award dated May 26, 2011 filed by our Company ("Claimant") against IRCON-GDCL (JV) before the Hon'ble High Court of Delhi***

IRCON-GDCL (JV) was awarded a contract for Construction of Roadbed, Bridges, Installation of track and (Exluding Supply of Rails, Thick Web switches and Weldable Crossings) and Electrical Works (Railway Electrification and General Electrification) in connection with provision of 3rd line on Aligarh-Ghaziabad section (106 Kms). The arbitral tribunal passed an arbitral award in favour of the Claimant. Our Company challenged the said arbitral award dated May 26, 2011 before the Hon'ble High Court of Delhi. The case is pending for final arguments. The value of arbitral award challenged is ₹53.87 million.

B. Litigation involving our Subsidiary

I. Criminal Proceedings against our Subsidiary

Nil

II. Actions by statutory or regulatory authorities against our Subsidiary.

Nil

III. Tax proceedings against our Subsidiary

Nature of proceeding	Number of proceeding	Amount involved (in ₹ million)
Indirect Tax		
Nil	Nil	Nil
Direct Tax		
Nil	Nil	Nil

IV. Other material litigation against our Subsidiary.

Nil

V. Details of fines imposed or compounding of offences under the Companies Act in the last five years immediately preceding the year of this Red Herring Prospectus.

Nil

VI. Details of any inquiry, inspection or investigation initiated or conducted or prosecutions filed (whether pending or not) under the Companies Act in the last five years immediately preceding the year of this Red Herring Prospectus.

Nil

VII. Criminal Litigations by our Subsidiary

Nil

VIII. Other material litigations by our Subsidiary

Nil

C. Litigation involving our Directors

I. Criminal Proceedings against our Directors

Nil

II. Actions by statutory or regulatory authorities against our Directors

Nil

III. Tax proceedings against our Directors

Nature of proceeding	Number of proceeding	Amount involved (in ₹ million)
Indirect Tax		
Nil	Nil	Nil
Direct Tax		
Nil	Nil	Nil

IV. Other material litigation against our Directors

Nil

V. Criminal Litigations by our Directors

Nil

VI. Other material litigations by our Directors

Nil

D. Litigation involving our Group Companies

I. Criminal proceedings against our Group Companies

Nil

II. Actions by statutory or regulatory authorities against our Group Companies.

Nil

III. **Tax proceedings against our Group Companies**

Set out herein below are claims relating to direct and indirect taxes involving our Group Companies:

Nature of proceeding	Number of proceeding	Amount involved (in ₹ million)
Indirect Tax		
Service Tax	7	5,341.30
Direct Tax		
Income tax	5	72.00

IV. Other material litigation against our Group Companies

Nil

V. Criminal Litigations by our Group Companies

Nil

VI. Other material litigations by our Group Companies

Nil

E. Outstanding litigation against any other persons or companies whose outcome could have an adverse effect on our Company

Nil

F. Dues owed to small scale undertakings or any other creditors

As per the Materiality Policy of our Board, such creditors to whom, an amount exceeding 5% percent of our trade payables as per the Restated Unconsolidated Financial Statements is owed as on September 30, 2018 would be considered as material dues for our Company and accordingly, consolidated information of outstanding dues owed to small scale undertakings and other creditors, separately giving details of number of cases and amount for all dues where each of the dues exceed ₹74.47 million would be considered material.

Accordingly, in this regard, the creditors to whom an amount exceeding ₹74.47 million was owed as on September 30, 2018, have been considered as 'material' creditors, details of which are set forth below:

Particulars	Number of cases	(₹ in million)
Material dues to creditors		
KEC-ABEPL (JV	1	274.41
GMR-KALINDEE-TPL (JV)	1	89.97
KEC-ABEPL JV	1	110.50
TOTAL	3	474.88

The details pertaining to net outstanding dues towards our creditors are available on the website of our Company at www.rvnl.org. It is clarified that such details available on our website do not form a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information, including our Company's website, would be doing so at their own risk.

G. Material developments since the last balance sheet date

For details of significant developments post September 30, 2018, see *"Management's Discussion and Analysis of Financial Condition and Results of Operations"* on page 343.

GOVERNMENT AND OTHER APPROVALS

We have set out below an indicative list of material approvals obtained by our Company. In view of the key approvals set forth below, our Company can undertake this Offer and its current business activities and no further material approvals, permissions, consents, licenses or registrations from any governmental or regulatory authority are required to undertake the Offer or continue our business activities. It must be distinctly understood that, in granting these approvals, the concerned authorities do not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are valid as on the date of this Red Herring Prospectus. For further details in connection with the regulatory and legal framework within which we operate, see "Key Regulations and Policies" on page 125.

A. APPROVALS FOR THE OFFER

For the approvals and authorisations obtained by our Company, see "*Other Regulatory and Statutory Disclosures – Authority for this Offer*" on page 420.

B. CORPORATE APPROVALS

1. Certificate of incorporation dated January 24, 2003 issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana in the name of "Rail Vikas Nigam Limited".

2. Permanent Account Number AACCR5652A issued by the director of Income Tax (Systems).

3. Tax Deduction and Collection Account Number DELR08073C issued by the Income Tax Department.

4. Goods and Services Tax Numbers issued by the Government of India and various states such as State of West Bengal, Uttrakhand, Uttar Pradesh, Telangana, Tamil Nadu, Rajasthan, Punjab, Odisha, Maharashtra, Madhya Pradesh, Karnataka, Jharkhand, Haryana, Gujarat, Goa, Delhi, Chattisgarh, Chandigarh, Bihar, Assam and Andhra Pradesh under the Central Goods and Services Tax Act, 2017

C. BUSINESS APPROVALS

We have received the following regulatory registrations and approvals pertaining to our business:

1. Employment and labour related approvals

Our Company has labour registrations in place, including but not limited to contract labour licenses, and employee provident fund. These registrations include those that are one-time registrations and those that are valid only for a fixed period, as specified in the registration certificates.

2. Tax related and foreign trade related approvals

Our Company has various tax registrations including goods and servive tax, PAN and TAN allotment numbers. These registrations are only one-time registrations and are valid until cancelled or suspended.

D. Approvals required for which no application has been made by our Company

Nil

E. Approvals which have expired and for which renewal applications have been made by our Company

Nil

F. Approvals which have expired and for which renewal applications are yet to be made by our Company

Nil

G. Approvals for which applications have been made by our Company but are currently pending grant

Nil

H. INTELLECTUAL PROPERTY RELATED APPROVALS

We operate under our corporate logo , which was registered under the Trademarks Act, 1999, on April 16, 2018 *vide* certificate bearing no. 2052298 dated December 16, 2018.

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

- Our Board of Directors has, pursuant to resolution passed at its meeting held on March 23, 2018 approved the Offer.

- The MoR (on behalf of the President of India) through letter dated March 22, 2019, has conveyed the consent for inclusion of 253,457,280 Equity Shares, including a reservation of 657,280 Equity Shares for Employees Bidding in the Employee Reservation Portion of our Company, held by the President of India, acting through the Ministry of Railways, Government of India as part of the Offer for Sale.

- Our Company received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated April 25, 2018 and April 20, 2018, respectively.

The Selling Shareholder hereby confirms that the Equity Shares forming part of the Offer have been issued or received in accordance with Regulation 26(6) of the SEBI ICDR Regulations and are eligible for being offered for sale in the Offer as required by Regulation 26(6) of the SEBI ICDR Regulations. The Selling Shareholder hereby confirms that the Equity Shares forming part of the Offer are free from any lien, charge, and encumbrance or contractual transfer restrictions.

Prohibition by SEBI or other govermental authorities

Our Company, our Promoter, our Directors and our Group Companies have not been prohibited from accessing or operating in the capital markets or restrained from buying, selling or dealing in securities under any order or direction passed by SEBI or any other regulatory or governmental authorities.

Our Promoter and our Directors were not, or also are not, a promoter or a director or persons in control of any other company which is debarred from accessing the capital market under any order or directions made by SEBI.

None of our Directors are (a) associated with the securities market in any manner, including securities market related business, and/ or (b) no action has been initiated by SEBI against our Directors, or entities with which our Directors are involved in as Promoter and/or directors. None of our Company, our Directors, our Promoter and our Group companies have been identified as a Wilful Defaulter. None of our Company, our Directors and our Promoter has been in violation of securities laws in India.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 26(1) of the SEBI ICDR Regulations as described under the eligibility criteria calculated in accordance with the Restated Financial Statements.

(a) Our Company has net tangible assets of at least ₹30 million in each of the preceding three full years (of 12 months each), of which not more than 50% are held in monetary assets. As the Offer is being made entirely through an offer for sale, the limit of not more than 50% of the net tangible assets being monetary assets, is not applicable;

(b) Our Company has a minimum average pre-tax operating profit of ₹150 million, calculated on a restated and consolidated basis, during the three most profitable years out of the immediately preceding five years.

(c) Our Company has a pre-Offer net worth of at least ₹10 million in each of the preceding three full years (of 12 months each);

(d) The aggregate of the proposed Offer and all previous issues made in the same Financial Year in terms of Offer size does not exceed five times its pre-Offer net worth as per the audited balance sheet of the preceding Financial Year;

(e) Our Company has not changed its name in the last year

We are eligible for the Offer in accordance with the Regulation 26(1) of the SEBI ICDR Regulations, as calculated in accordance with the Restated Financial Statements of our Company.

Our Company's pre-tax operating profit, net worth and net tangible assets derived from the Restated Financial Statements included in this Red Herring Prospectus as at, and for the immediately preceding five Financial Years from the date of this Red Herring Prospectus are stated below:

Based on Restated Unconsolidated Summary Statements:

(₹ in million)

Particulars	As on March 31, 2014	As on March 31, 2015	As on March 31, 2016	As on March 31, 2017	As on March 31, 2018	As on September 30, 2018
Net tangible Assets	131,923.62	158,007.47	217,377.31	83,035.62	79,081.37	80,394.21
Monetary Assets	12,288.49	12,897.88	30,309.37	26,994.34	14,008.35	12,699.78
Monetary Assets as a % of Net Tangible Assets	9.31	8.16	13.94	32.51	17.71	15.80
Pre-tax operating profits for the year (in ₹)	865.33	1,405.00	2,127.06	2,768.09	3,840.05	1,588.11
Net Worth	25,515.99	27,601.70	30,038.71	30,831.90	33,516.90	34,641.65

Based on Restated Consolidated Summary Statements:

(₹ in million)

Particulars	As on March 31, 2015	As on March 31, 2016	As on March 31, 2017	As on March 31, 2018	As on September 30, 2018
Net tangible Assets	161,044.69	221,725.83	88,058.76	84,817.35	86,374.17
Monetary Assets	12,930.69	30,326.18	27,045.96	14,028.52	12,720.27
Monetary Assets as a % of Net Tangible Assets	8.03	13.68	30.71	16.54	14.73
Pre-tax operating profits for the year	2,685.90	3,416.12	3,309.79	4,837.60	1,831.44
Net Worth	30,605.11	34,224.28	35,568.80	39,252.48	40,621.19

1) *'Net Tangible Assets' has been defined as sum of all net assets of our Company excluding intangible assets as defined in Accounting Standard 26 (AS 26) issued by Institute of Chartered Accountants of India and excluding deferred tax assets. (i.e Total Asset – Intangible Assets - Deferred Tax Assets).*
2) *Monetary Assets include cash on hand, cheques in hand and balance with banks.*
3) *Monetary Assets as restated as a percentage of the net tangible assets means Monetary Assets as restated divided by net tangible assets, as restated, expressed as a percentage.*
4) *'Pre – tax Operating Profits' has been calculated as net profit before the aggregate of tax, extra-ordinary item, finance cost and other income.*
5) *'Net Worth' has been defined as the aggregate of the paid-up capital, share premium account and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off) and the debit balance of the profit and loss account, if any.*

Further, our Company and Selling Shareholder shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted shall not be less than 1,000 in compliance with Regulation 26(4) of the SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, the Selling Shareholder and our Company shall be liable to pay interest on the application money in accordance with applicable laws.

The status of compliance of our Company with the conditions as specified under Regulations 4(2) and 4(5)(a) of the SEBI ICDR Regulations, is as follows:

i. Our Company has received the in-principle approvals from BSE and NSE pursuant to their letters dated April 25, 2018 and April 20, 2018, respectively.;

ii. Our Company along with the Registrar to the Offer, has entered into tripartite agreements dated March 26, 2018 and March 26, 2018 with the NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;

iii. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Red Herring Prospectus; and

iv. None of our Company, our Promoter, our SPVs or Directors is a Wilful Defaulter.

Given that the Offer is through an Offer for Sale by the Selling Shareholder and the Offer Proceeds will not be received by our Company, Regulation 4(2) (g) and Clause VII C (1) of Part A of Schedule VIII of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the amount to be raised through the Offer and existing identifiable internal accruals) does not apply.

Disclaimer Clause of SEBI

AS REQUIRED, A COPY OF THE DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE DRAFT RED HERRING PROSPECTUS. THE BRLMS, YES SECURITIES (INDIA) LIMITED, ELARA CAPITAL (INDIA) PRIVATE LIMITED AND IDBI CAPITAL MARKETS & SECURITIES LIMITED, HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE DRAFT RED HERRING PROSPECTUS, THE SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF AND ITS PORTIONS OF THE OFFERED SHARES, AND THE BRLMS, YES SECURITIES (INDIA) LIMITED, ELARA CAPITAL (INDIA) PRIVATE LIMITED AND IDBI CAPITAL MARKETS & SECURITIES LIMITED ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDER DISCHARGES ITS RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE. THE BRLMS, YES SECURITIES (INDIA) LIMITED, ELARA CAPITAL (INDIA) PRIVATE LIMITED AND IDBI CAPITAL MARKETS & SECURITIES LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 28, 2018, WHICH READS AS FOLLOWS:

WE, THE BRLMS TO THE ABOVE MENTIONED FORTHCOMING OFFER, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL DOCUMENTS IN CONNECTION WITH THE FINALISATION OF THE DRAFT RED HERRING PROSPECTUS PERTAINING TO THE OFFER;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDER;**

WE CONFIRM THAT:

(A) THE DRAFT RED HERRING PROSPECTUS FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;

(B) ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND

(C) THE DISCLOSURES MADE IN THE DRAFT RED HERRING PROSPECTUS ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED, AND OTHER APPLICABLE LEGAL REQUIREMENTS.

3. **WE CONFIRM THAT BESIDES OURSELVES ALL THE INTERMEDIARIES NAMED IN THE DRAFT RED HERRING PROSPECTUS ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. – <u>NOTED FOR COMPLIANCE</u>**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTER HAVE BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN, SHALL NOT BE DISPOSED/SOLD/TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS. – <u>COMPLIED WITH</u>**

6. **WE CERTIFY THAT REGULATION 33 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS 2009, WHICH RELATES TO THE EQUITY SHARES INELIGIBLE FOR COMPUTATION OF PROMOTER'CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS. <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>**

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE**

REQUIREMENTS) REGULATIONS, 2009 SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER. –NOT APPLICABLE

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE MAIN OBJECTS LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. COMPLIED WITH TO THE EXTENT APPLICABLE. PLEASE NOTE THAT THE OFFER IS BEING MADE ENTIRELY THROUGH AN OFFER FOR SALE THEREFORE THE COMPANY WILL NOT DIRECTLY RECEIVE ANY PROCEEDS FROM THE OFFER.**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER, THE COMPANY AND THE SELLING SHAREHOLDER SPECIFICALLY CONTAINS THIS CONDITION. NOTED FOR COMPLIANCE. ALL MONIES RECEIVED FROM THE OFFER SHALL BE CREDITED/ TRANSFERRED TO A SEPARATE BANK ACCOUNT AS PER SECTION 40(3) OF THE COMPANIES ACT, 2013.**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, EQUITY SHARES IN THE OFFER HAVE TO BE ISSUED ONLY IN DEMATERIALISED FORM.**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**

    (A) AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND

    (B) AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY THE SEBI FROM TIME TO TIME.

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE OFFER. NOTED FOR COMPLIANCE.**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER'S EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRINGPROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

16. **WE ENCLOSE STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS BELOW (WHO ARE RESPONSIBLE FOR PRICING THE OFFER)', AS PER FORMAT SPECIFIED BY THE SEBI THROUGH CIRCULAR CIR/CFD/DIL/7/2017 DATED OCTOBER 30, 2015.**

17. **WE CERTIFY THAT THE PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. –COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS OF THE COMPANY REPORTED AS PER INDIAN ACCOUNTING STANDARD 24 IN THE FINANCIAL STATEMENTS OF THE COMPANY AND INCLUDED IN THE DRAFT RED HERRING PROSPECTUS CERTIFIED BY THE STATUTORY AUDITOR PURSUANT TO ITS CERTIFICATE DATED MARCH 23, 2018.**

18. **WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENT) REGULATIONS, 2009. (IF APPLICABLE). NOT APPLICABLE.**

The filing of this Red Herring Prospectus does not, however, absolve any person who has authorised the issue of this Red Herring Prospectus from any liabilities under Section 34 or Section 36 of the Companies Act, 2013 or from the requirement of obtaining such statutory or other clearances as may be required for the purpose of the Offer. SEBI further reserves the right to take up, at any point of time, with the BRLMs any irregularities or lapses in this Red Herring Prospectus and Prospectus.

All legal requirements pertaining to this Offer will be complied with at the time of filing of this Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act, 2013.

Price information of past issues handled by the BRLMs

The price information of past issues handled by the BRLMs is as follows:

Price information of past issues (during current Financial Year and two Financial Years preceding the current Financial Year) handled by Yes Securities

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Garden Reach Shipbuilders & Engineers Limited	3,435.89	118.00	October 10, 2018	102.50	-23.05% - change in closing price; [+1.20% - change in closing benchmark]	-19.62% - change in closing price; [+3.27% - change in closing benchmark]	-
2	Lemon Tree Hotels Limited	10,386.85	56.00	April 9, 2018	61.60	+30.18% - change in closing price; [+3.49% - change in closing benchmark]	+30.09% - change in closing price; [+4.56% - change in closing benchmark]	+21.79% - change in closing price; [-0.30% - change in closing benchmark]
3	Bharat Dynamics Limited	9,609.44	428.00	March 23, 2018	370.00	-4.65% - change in closing price; [+5.87% - change in closing benchmark]	-10.69% - change in closing price; [+7.43% - change in closing benchmark]	-22.14% - change in closing price; [+12.37% - change in closing benchmark]
4	Aster DM Healthcare Limited	9,801.37	190.00	February 26, 2018	183.00	-10.63% - change in closing price; [-4.43% - change in closing benchmark]	-5.39% - change in closing price; [+1.00% - change in closing benchmark]	-8.18% - change in closing price; [+10.48% - change in closing benchmark]
5	Future Supply Chain Solutions Limited	6,496.95	664.00	December 18, 2017	664.00	+4.09% - change in closing price; [+3.85% - change in closing benchmark]	+6.27% - change in closing price; [-2.83% - change in closing benchmark]	-1.29% - change in closing price; [+3.96% - change in closing benchmark]
6	The New India Assurance Company Limited	96,000.00	800.00	November 13, 2017	750.00	-29.83% - change in closing price; [-0.31% - change in closing benchmark]	-7.81% - change in closing price; [+3.08% - change in closing benchmark]	-11.69% - change in closing price; [+5.69% - change in closing benchmark]
7	Reliance Nippon Life Asset Management Company Limited	15,422.40	252.00	November 06, 2017	295.90	+1.21% - change in closing price; [-3.90% - change in closing benchmark]	+8.12% - change in closing price; [+2.05% - change in closing benchmark]	-1.65% - change in closing price; [+2.52% - change in closing benchmark]
8	Dixon Technologies (India) Limited	5,992.79	1,766	September 18, 2017	2,725.00	+50.78% - change in closing price; [+0.57% - change in closing benchmark]	+98.26% - change in closing price; [+2.32% - change in closing benchmark]	+92.73% - change in closing price; [-0.58% - change in closing

Sr. No.	Issue Name	Issue Size (₹ million)	Issue Price (₹)	Listing Date	Opening Price on Listing Date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
								benchmark]
9	Security and Intelligence Services (India) Limited	7,795.80	815.00	August 10, 2017	879.80	-1.88% - change in closing price; [+1.89% - change in closing benchmark]	+3.14% - change in closing price; [+4.92% - change in closing benchmark]	+45.54% - change in closing price; [+6.90% - change in closing benchmark]
10	GTPL Hathway Limited	4,848.00	170.00	July 4, 2017	170.00	-13.32% - change in closing price; [+4.16% - change in closing benchmark]	-18.88% - change in closing price; [+2.56% - change in closing benchmark]	-3.68% - change in closing price; [+8.55% - change in closing benchmark]

Notes:

1. *Benchmark Index taken as CNX NIFTY*
2. *Price on NSE is considered for all of the above calculations*
3. *% change taken against the Issue Price in case of the Issuer. % change taken against closing CNX NIFTY Index on the day of the listing date.*
4. *The 30th, 90th and 180th calendar day from listed day have been taken as listing day plus 30, 90 and 180 calendar days. If either of the 30th, 90th or 180th calendar days is a trading holiday, the next trading day has been considered for the computation.*
5. *Restricted to last 10 issues*

Summary statement of price information of past issues handled by Yes Securities

Financial Year	Total no. of IPOs	Total funds raised (₹ in Million)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2018-2019	2	13,822.74	-	-	1	-	1	-	-	-	-	-	-	1
2017-2018	9	161,206.66	-	1	4	2	-	2	-	-	6	2	1	-
2016-2017	2	15,125.00	-	-	1	1	-	-	-	-	-	1	-	1

Notes:
Data for number of IPOs trading at premium/discount taken at closing price on NSE on the respective date.
The information for the financial year is based on issue listed during such financial year.

Price information of past issues(during current Financial Year and two Financial Years preceding the current Financial Year) handled by Elara Capital

S. No.	Issue Name	Issue Size (₹ in million)	Issue price (₹	Listing date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]-90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	RITES Limited	4604.40	185	July 2, 2018	190	+34.97% [6.56%]	+33.54 [3.29%]	+49.70% [+1.90%]
2	Infibeam Incorporation Limited	4,500.00	432	April 4, 2016	458.00	+20.37% [-0.67%]	+61.31% [+7.40%]	+105.52% [+9.71%]

Notes:

1. *The designated stock exchange for the issue has been considered for the closing price, benchmark index and other details*
2. *% of change in closing price on 30th / 90th / 180th calendar day from listing day is calculated vs issue price. % change in closing benchmark index is calculated based on closing index on listing day vs closing index on 30th / 90th / 180th calendar day from listing day.*
3. *30th, 90th, 180th calendar day from listing day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the next trading day.*

Summary statement of price information of past issues handled by Elara Capital

Fiscal year	Total no. of IPOs	Total funds raised (₹ million)	Number of IPOs trading at a discount as on 30th calendar day from listing day			Number of IPOs trading at a premium as on 30th calendar day from listing day			Number of IPOs trading at a discount as on 180th calendar day from listing day			Number of IPOs trading at a premium as on 180th calendar day from listing day		
			Over 50%	Between 25% and 50%	Less than 25%	Over 50%	Between 25% and 50%	Less than 25%	Over 50%	Between 25% and 50%	Less than 25%	Over 50%	Between 25% and 50%	Less than 25%
2018-2019	1	4,604.40	-	-	-	-	1	-	-	-	-	-	1	-
2017-2018	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2016-2017	1	4,500.00	-	-	-	-	-	1	-	-	-	1	-	-

The information is as on the date of this Red Herring Prospectus

Note:

1. *The information for each of the financial years is based on issues listed during such financial year.*
2. *30th and 180th calendar day from listing day have been taken as listing day plus 29 and 179 calendar days respectively, except wherever 30th and 180th calendar day is a holiday, in which case we have considered the closing data of the next trading day.*

Price information of past issues handled by IDBI Capital

Price information of past issues handled by IDBI Capital Markets & Securities Limited during current financial year and two financial years preceding the current financial year:

Sr. No.	Issue Name	Issue Size (in Rs. Million)	Issue Price (Rs.)	Listing Date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing
1.	Garden Reach Shipbuilders & Engineers Limited	3,435.89	185.00(6)	October 10, 2018	190.00	-23.05% (+1.20%)	-19.11% (+1.76%)	N.A.
2.	IRCON International Limited	4,667.03	475.00(5)	September 28, 2018	412.00	-26.62% (-6.22%)	-6.60% (+4.67%)	N.A.
3.	RITES Limited	4,604.40	185.00(4)	July 02, 2018	190.00	+34.97% (+6.56%)	+33.54% (+3.29%)	+49.70% (+1.90%)
4.	Mishra Dhatu Nigam Limited	4,328.96	90.00(3)	April 04, 2018	87.00	+67.89% (+5.44%)	+40.44% (+5.22%)	+26.39% (+8.69%)
5.	Bharat Dynamics Limited	9,527.88	428.00(2)	March 23, 2018	370.00	-4.65% (+5.87%)	-9.78% (+7.74%)	-19.60% (+1.55%)
6.	Security and Intelligence Services (India) Limited	7,795.30	815.00	August 10, 2017	879.00	-3.29% (+1.17%)	3.14% (5.40%)	+39.12% (+8.62%)
7.	Central Depository Services (India) Limited	5,239.91	149.00	June 30, 2017	250.00	+127.92% (+5.84%)	+128.86% (+2.26%)	+146.71% (+10.61%)
8.	Housing and Urban Development Corporation Limited	12,095.70	60.00(1)	May 19, 2017	73.00	+13.17% (+2.44%)	+34.67% (+4.98%)	+35.67% (+8.05%)

(1): Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 58.00 per equity share
(2): Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 418.00 per equity share
(3): Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 87.00 per equity share
(4): Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 179.00 per equity share
(5) Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 465.00 per equity share
(6) Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 113.00 per equity share
N.A: Not Available

Notes

a. Source: www.nseindia.com for the price information
b. Wherever 30th/ 90th/ 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.

c. The Nifty 50 index is considered as the benchmark index.

Summary statement of price information of past issues handled by IDBI Capital

Fiscal Year	**Total no. of IPOs**	**Total amount of funds raised (₹ Million.)**	**No. of IPOs trading at discount - 30th calendar days from listing**			**No. of IPOs trading at premium - 30th calendar days from listing**			**No. of IPOs trading at discount - 180th calendar days from listing**			**No. of IPOs trading at premium - 180th calendar days from listing**		
			Over 50 %	**Between 25-50%**	**Less than 25 %**	**Over 50 %**	**Between 25-50 %**	**Less than 25 %**	**Over 50 %**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2018 - date of this date of RHP*	4		-	1	1	1	1	-	-	-	-	-	2	-
2017 - 18	4	34,658.79	-	-	2	1	-	1	-	-	1	1	2	-
2016-17	-	-	-	-	-	-	-	-	-	-	-	-	-	-

** The information is as on the date of this RHP*
The information for each of the financial years is based on issues listed during such financial year.

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012, issued by SEBI, kindly refer to the websites of the BRLMs, as set forth in the table below:

Sl. No	**Name of the BRLMs**	**Website**
1.	YES Securities (India) Limited	www.yesinvest.in
2.	Elara Capital (India) Private Limited	www.elaracapital.com
3.	IDBI Capital Markets & Securities Limited	www.idbicapital.com

Disclaimer from our Company, the Selling Shareholder, our Directors and the BRLMs

Our Company, the Selling Shareholder, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's or the Selling Shareholder's instance. Anyone placing reliance on any other source of information, including our Company's website www.rvnl.org or the respective websites of our affiliates, or Group Companies would be doing so at his or her own risk. The Selling Shareholder accepts no responsibility for any statements made other than those made in relation to and/or to the Equity Shares offered through the Offer for Sale.

Caution

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement entered among the Selling Shareholder, our Company and the BRLMs and the Underwriting Agreement to be entered into among the Selling Shareholder, our Company and the Underwriters.

All information to the extent required in relation to the Offer, shall be made available by our Company, the Selling Shareholder and the BRLMs to the public and Bidders at large and no selective or additional information would be made available for a section of the Bidders in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

The Selling Shareholder, our Company, or any member of the Syndicate are not liable for any failure in uploading the Bids due to faults in any software/ hardware system or otherwise.

Bidders will be required to confirm and will be deemed to have represented to the Selling Shareholder, our

Company, Underwriters and their respective directors (as applicable), officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Offered Shares and that they shall not issue, sell, pledge, or transfer the Offered Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Offered Shares. The Selling Shareholder, our Company, the Underwriters and their respective directors (as applicable), officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Offered Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with and perform services for our Company, the Selling Shareholder, Group Companies, or their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, Selling Shareholder, Group Companies or their respective directors (as applicable), affiliates or associates, for which they have received and may in the future receive compensation.

Disclaimer in Respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from RBI), or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDA, provident funds (subject to applicable law) with minimum corpus of ₹250 million and pension funds with minimum corpus of ₹250 million, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI and permitted Non-Residents including FPIs, and Eligible NRI Bidders, AIFs, FVCIs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Offered Shares. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at New Delhi, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that the Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction.

Neither the delivery of the Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Selling Shareholder and our Company from the date thereof or that the information contained therein is correct as of any time subsequent to this date.

THE OFFER AND SALE OF THE EQUITY SHARES HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT AND MAY NOT BE OFFERED OR SOLD WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S PROMULGATED UNDER THE SECURITIES ACT ("REGULATION S")) EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. ACCORDINGLY, THE EQUITY SHARES ARE BEING OFFERED AND SOLD ONLY OUTSIDE THE UNITED STATES AND ONLY TO NON-U.S. PERSONS IN RELIANCE ON REGULATION S. EACH PURCHASER OF EQUITY SHARES WILL BE REQUIRED TO REPRESENT AND AGREE, AMONG OTHER THINGS, THAT SUCH PURCHASER IS A NON-U.S. PERSON ACQUIRING THE EQUITY SHARES IN AN "OFFSHORE TRANSACTION" IN ACCORDANCE WITH REGULATION S.

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/98 dated April 20, 2018 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 or 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.

Disclaimer Clause of BSE

BSE Limited (the "**Exchange**") has given vide its letter dated April 25, 2018 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:-

a) warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or

b) warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or

c) 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

Filing

A copy of the Draft Red Herring Prospectus has been filed with SEBI at the Corporate Finance Department, Securities and Exchange Board of India, SEBI Bhawan, Plot No. C 4A – 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051.

A copy of this Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 would be delivered for registration to the RoC, and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 would be delivered for registration with the RoC situated at the address below:

Registrar of Companies

4th Floor,
IFCI Tower, 61,
Nehru Place, New Delhi 110 019, India

Listing

The Equity Shares are proposed to be listed on BSE and NSE. Applications will be made to the Stock

Exchanges for permission to deal in and for an official quotation of the Equity Shares to be issued and sold in the Offer. BSE Limited 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 Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company and the Selling Shareholder will forthwith repay, all monies received from the Applicants in pursuance of this Red Herring Prospectus, in accordance with applicable law. If such money is not repaid within the prescribed time, then our Company and every officer in default shall be liable to repay the money, with interest as prescribed under applicable laws.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within six Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed. The Selling Shareholder confirms that it shall extend complete co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing of the Equity Shares and commencement of trading of the Equity Shares on the Stock Exchanges within six Working Days from the Bid/ Offer Closing Date, or such other period as may be prescribed.

If our Company and Selling Shareholder do not Allot Offered Shares pursuant within six Working Days from the Bid/ Offer Closing Date or within such timeline as prescribed by SEBI, all amounts received in the Public Offer Account will be transferred to the Refund Account and it shall be utilised to repay, without interest, all monies received from Bidders, failing which interest shall be due to be paid to the Bidders at the rate of 15% per annum for the delayed period.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"—Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

Consents

Consents in writing of (a) the Selling Shareholder, our Directors, our Company Secretary and Compliance Officer, our Chief Financial Officer, the BRLMs, the Registrar to the Offer, industry source, legal counsels, bankers to our Company and our Statutory Auditor have been obtained; and consents in writing of (b) Syndicate Members, Sponsor Bank, and the Banker(s) to the Offer, will be obtained and filed along with a copy of this Red Herring Prospectus with the RoC as required under Sections 26 and 32 of the Companies Act, 2013. Further, consents received prior to filing of this Red Herring Prospectus have not been withdrawn up to the time of delivery of this Red Herring Prospectus to SEBI.

Expert Opinion

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent from the Statutory Auditors, namely, M/s Raj Har Gopal & Co., who hold a valid peer review certificate, to include its name as required under section 26(1)(a)(v) of the Companies Act in this Red Herring Prospectus and as an "Auditor" or "Statutory Auditor" and "expert" as defined under section 2(38) of the Companies Act in respect of the examination reports dated February 28, 2019 on the (i) Restated Consolidated Financial Statements, (ii) Restated Unconsolidated Financial Statements (Ind AS), and the examination report dated February 28, 2019 on the Restated Unconsolidated Financial Statements (Indian GAAP) and of our Company and the statement of tax benefits dated February 28, 2019, included in this Red Herring Prospectus and such consents have not been withdrawn as on the date of this Red Herring Prospectus.

Such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Offer related expenses

The total expenses of the Offer are estimated to be approximate ₹[●] million. The expenses of the Offer include, among others, underwriting and management fees, selling commissions, printing and distribution expenses, legal expenses, statutory advertisement expenses, Registrar and depository fees, auditor's fees and listing fees.

All Offer related expenses shall be borne by the Selling Shareholder through the DIPAM. However, expenses in relation to: (i) the filing fees to SEBI; (ii) NSE/BSE charges for use of software for the book building; (iii) payments required to be made to Depository or the Depository Participants for transfer of shares to the beneficiaries account; and (iv) payments required to be made to Stock Exchange for initial processing, filling and listing of Equity Shares shall be paid initially by BRLMs and would be reimbursed by the Company/DIPAM, however, printing and stationery expenses, shall be borne by the BRLMs. Payments, if any, made by our Company in relation to the Offer shall be on behalf of the Selling Shareholder and such payments will be reimbursed to our Company.

For further details, see "*Objects of the Offer*" on page 92.

Fees Payable to the Syndicate

The total fees payable to the Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expenses) will be as per the Syndicate Agreement, a copy of which will be available for inspection at our Registered and Corporate Office from 10.00 am to 4.00 pm on Working Days from the date of this Red Herring Prospectus until the Bid/ Offer Closing Date. For details of the Offer related expenses, see "*Objects of the Offer*" on page 92.

Commission payable to SCSBs, Registered Brokers, RTAs and CDPs

For details of the commission payable to SCBS, Registered Brokers, RTAs and CDPs, see "*Objects of the Offer*" on page 92.

Fees payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer for processing of application, data entry, printing of Allotment Advice/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Registrar Agreement, a copy of which will be available for inspection at our Registered and Corporate Office from 10.00 am to 4.00 pm on Working Days from the date of this Red Herring Prospectus until the Bid/ Offer Closing Date.

The Registrar to the Offer shall be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send refund orders or Allotment advice by registered post/speed post/ordinary post subject to postal rules/ under certificate of posting.

Particulars regarding public or rights issues during the last ten years

There have been no public or rights issue by our Company during the last ten years preceeding the date of the Draft Red Herring Prospectus since this is an initial public offering. Accordingly, the requirement to disclose performance vis- à -vis objects in respect of earlier offerings do not apply to our Company.

Issues otherwise than for Cash

We have not issued any equity shares for consideration otherwise than for cash, except as stated in "*Capital Structure*" on page 82.

Previous capital issue in the preceding three years by listed group companies, subsidiaries and associates of our Company

As on the date of this Red Herring Prospectus, our Company does not have any listed group companies, subsidiaries and associates.

Performance vis-à-vis objects – Last issue of Group Companies, Subsidiary or associate companies

As on the date of the Draft Red Herring Prospectus, none of our Group Companies, our Subsidiary or our associate companies has undertaken any public or rights issue in the ten years preceding the date of the Draft Red Herring Prospectus. Accordingly, the requirement to disclose performance vis-à-vis objects in respect of earlier offerings do not apply to our associate companies, our Subsidiary or our Group Companies.

Underwriting commission, brokerage and selling commission paid on previous issues

Since this is an initial public offering of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's incorporation.

Outstanding Debentures or Bonds

Our Company has not issued any debentures and bonds and therefore does not have any outstanding debentures or bonds, warrants or any other convertible instruments.

Outstanding Preference Shares and other instruments issued by our company

Our Company has not issued any preference shares and other convertible instrument and therefore does not have any outstanding preference shares or any other convertible instruments.

Partly Paid Up Equity Shares

There are no partly paid up Equity Shares of our Company as on the date of this Red Herring Prospectus.

Stock Market Data of our Equity Shares

The Equity Shares are not listed on any stock exchange and thus there is no stock market data for the same.

Mechanism for Redressal of Investor Grievances by our Company

The Registrar Agreement will provide for retention of records with the Registrar to the Offer for a period of at least three years from the date of commencement of trading of the Equity Shares on the Stock Exchanges, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders may contact the BRLMs for any complaints pertaining to the Offer. All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidder should give full details such as name of the First or sole Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of submission of the ASBA Form, address of the Bidder, number of Offered Shares applied for, the name and address of the Designated Intermediary where the ASBA Form was submitted by the Bidder and the ASBA Account number in which the amount equivalent to the Bid Amount is blocked. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of Bidders.

The Selling Shareholder, our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of the Designated Intermediaries including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Investors can contact the Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post- Offer related problems such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.

The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of Bidders. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

We estimate that the average time required by us, the Selling Shareholder or the Registrar to the Offer for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company and the Selling Shareholder will seek to redress these complaints as expeditiously as possible.

We and the Selling Shareholder have appointed Kalpana Dubey, Company Secretary as the Compliance Officer and she may be contacted in case of any pre-Offer or post-Offer related problems. She can be contacted at the following address:

1st floor, August Kranti Bhawan,
Bhikaji Cama place, R. K. Puram
New Delhi, South Delhi
Delhi- 110066, India

Disposal of investor grievances by listed Group Companies

As on the date of this Red Herring Prospectus, our Company does not have any listed Group Companies.

Changes in Statutory Auditors

Our statutory auditors, M/s Raj Har Gopal & Company, have been appointed on April 1, 2017. Except as stated above, there have not been any changes in our Statutory Auditors in the last three Financial Years.

Capitalization of Reserves or Profits

We have not capitalized our reserves or profits at any time during last five years, except as stated in "*Capital Structure*" on page 82.

Revaluation of Assets

There has been no revaluation of assets of the Company since incorporation.

SECTION VII – OFFER RELATED INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered and Allotted pursuant to the Offer shall be subject to the provisions of the Companies Act, the SEBI ICDR Regulations, the SCRA, the SCRR, the Memorandum of Association, the Articles of Association, the SEBI Listing Regulations, the terms of this Red Herring Prospectus, the Prospectus, the Abridged Prospectus, the ASBA Form, the Revision Form, the CAN, the Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents and certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to offer of capital and listing and trading of securities, issued from time to time, by the SEBI, the GoI, the Stock Exchanges, the RoC, the RBI and/or other authorities, as in force and to the extent applicable or such other conditions as maybe prescribed by such authorities while granting approval for the Offer.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹[●] million. The expenses of the Offer include, among others, underwriting and management fees, selling commissions, printing and distribution expenses, legal expenses, statutory advertisement expenses, registrar and depository fees and listing fees.

For further details in relation to Offer related expenses, see "*Objects of the Offer*" and "*Other Regulatory and Statutory Disclosures*" on pages 92 and 420, respectively.

Ranking of Equity Shares

The Equity Shares being offered and allotted in the Offer shall be subject to the provisions of the Companies Act, the Memorandum of Association and the Articles of Association, the SEBI Listing Regulations and will rank *pari passu* in all respects with the existing Equity Shares, including in respect of dividends and other corporate benefits, if any, declared by our Company after the date of Allotment. For further details, see "*Main Provisions of the Articles of Association*" on page 508.

Mode of Payment of Dividend

Our Company shall pay dividend, if declared, to the Shareholders, as per the provisions of the Companies Act, the SEBI Listing Regulations, our Memorandum of Association and the Articles of Association and any other applicable law including guidelines or directives that may be issued by the GoI in this respect. All dividends, declared by our Company after the date of Allotment (pursuant to the Allotment of Equity Shares being offered) in this Offer, will be received by the Allottees, for the entire year, in accordance with applicable law. For further details, see "*Dividend Policy*" and "*Main Provisions of our Articles of Association*" on pages 170 and 508 respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹10. The Offer Price is ₹[●] per Equity Share. The Floor Price for the Equity Shares forming part of the Offer is ₹[●] and the Cap Price is ₹[●] per Equity Share. At any given point of time there will be only one denomination of the Equity Shares.

The Price Band, minimum Bid Lot, the Retail Discount and Employee Discount will be decided by our Company and the Selling Shareholder, in consultation with the BRLMs and advertised in all newspapers wherein the Pre-Offer Advertisement will be published, at least two** Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid-cum-Application Forms available at the website of the Stock Exchanges. The Offer Price shall be determined by the Selling Shareholder and our Company, in consultation with the BRLMs, after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Equity Shares forming part of the Offer, by way of Book Building Process.

***As per the requirements of SEBI ICDR Regulations, 2018, the Price Band is required to be advertised at least two Working Days prior to the Bid/Offer Opening Date.*

Retail Discount and Employee Discount

Retail Discount and Employee Discount of ₹[●] per Equity Share and ₹[●] per Equity Share respectively to the Offer Price may be offered to the Retail Individual Bidders and the Eligible Employees bidding in the Employee Reservation Portion, respectively.

Compliance with disclosure and accounting norms

Our Company shall comply with applicable disclosures and accounting norms as specified by SEBI from time to time.

Rights of the Shareholders

Subject to applicable laws, regulations, guidelines and the provisions of the Articles of Association, the Shareholders of our Company will have the following rights:

- Right to receive dividend, if declared;
- Right to attend general meetings and exercise voting powers, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or e-voting;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive any surplus on liquidation subject to any statutory and preferential claims being satisfied;
- Right of free transferability of their Equity Shares, subject to applicable foreign exchange regulations and other applicable law; and
- Such other rights as may be available to a shareholder of a listed public company under the Companies Act, the terms of the SEBI Listing Regulations and our Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of our Articles of Association relating to voting rights, dividend, forfeiture, lien, transfer and transmission, consolidation/splitting, see "*Main Provisions of the Articles of Association*" on page 508.

Market Lot and Trading Lot

In terms of Section 29 of the Companies Act 2013, the Equity Shares shall be Allotted only in dematerialized form. As per the SEBI ICDR Regulations, the trading of our Equity Shares will only be in dematerialized form. In this context, our Company and the Registrar to the Offer have entered into agreements dated March 26, 2018 and March 26, 2018, with NSDL and CDSL, respectively.

Since trading of our Equity Shares is in dematerialized form, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of [●] Equity Shares, subject to a minimum Allotment of [●] Equity Shares. For Allotment procedure and Basis of Allotment, see *"Offer Procedure – Part B – General Information Document for Investing in Public Issues – Allotment Procedure and Basis of Allotment"* on page 494.

Joint Holders

Subject to provisions contained in our Articles of Association, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Share as joint tenants with benefits of survivorship.

Jurisdiction

The courts of Delhi, India will have exclusive jurisdiction in relation to this Offer.

Nomination facility to investors

In accordance with Section 72 of the Companies Act 2013, read with Companies (Share Capital and Debentures) Rules, 2014, as amended, the sole or First Bidder, with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, will vest to the exclusion of all other persons, unless the nomination is varied or cancelled in the prescribed manner. A nominee person entitled to the Equity Shares by reason of the death of the original holder(s), will be entitled to the same benefits to which he or she will be entitled if he or she were the registered holder of the Equity Shares. Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of the holder's death during minority. A nomination may be cancelled, or varied by nominating any other person in place of the present nominee, by the holder of the Equity Shares who has made the nomination, by giving a notice of such cancellation or variation to our Company in the prescribed form. A buyer will be entitled to make a fresh nomination in the manner prescribed. A fresh nomination can be made only on the prescribed form, available on request at our Registered Office or with the Registrar and Transfer Agents of our Company.

Further, any person who becomes a nominee by virtue of Section 72 of the Companies Act 2013, as amended, will, on the production of such evidence as may be required by our Board, elect either:

(a) to register himself or herself as holder of Equity Shares; or

(b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, our Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, our Board may thereafter withhold payment of all dividend, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialized form, there is no need to make a separate nomination with our Company. Nominations registered with the respective depository participant of the Bidder will prevail. If Bidders want to change their nomination, they are advised to inform their respective depository participant.

Bid/ Offer Programme

FOR ALL BIDDERS	**OFFER OPENS ON MARCH 29, 2019**
FOR QIBs	**OFFER CLOSES ON APRIL 03, 2019**
FOR OTHER BIDDERS	**OFFER CLOSES ON APRIL 03, 2019**

An indicative timeline in respect of the Offer is set out below:

Event	Indicative Date
Bid/ Offer Closing Date	April 03, 2019
Finalisation of Basis of Allotment with the Designated Stock Exchange	April 08, 2019
Unblocking of funds from the ASBA Account	April 09, 2019
Credit of Equity Shares to demat accounts of Allottees	April 09, 2019
Commencement of trading of the Equity Shares on the Stock Exchanges	April 11, 2019

The above timetable, other than the Bid/ Offer Closing Date is indicative in nature and does not constitute any obligation or liability on our Company, the Selling Shareholder or the BRLMs.

While our Company and the Selling Shareholder will use best efforts to ensure that listing and trading of our Equity Shares on the Stock Exchanges commences within six Working Days of the Bid/Offer Closing Date, the timetable may be subject to change for various reasons, including extension of Bid/Offer period by our Company and the Selling Shareholder due to revision of the Price Band, any delays in receipt of final listing and trading approvals from the Stock Exchanges, delay in receipt of final certificates from SCSBs, etc. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges in accordance with applicable law. The Selling Shareholder hereby confirms that it shall extend reasonable cooperation required by our Company, the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within six Working Days from the Bid/Offer Closing Date.

SEBI is in the process of streamlining and reducing the post issue timeline for IPOs. Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in change of the above mentioned timelines.

Bids and any revision in Bids shall be accepted **only between 10:00 a.m. and 5:00 p.m**. (IST) during the Bid/ Offer Period (except on the Bid/ Offer Closing Date) at the Bidding Centres as mentioned on the Bid-cum-Application Form. On the Bid/ Offer Closing Date, the Bids shall be accepted and uploaded as follows:

(a) in case of Bids by QIBs under the QIB Portion, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (Indian Standard Time) and uploaded until 4.00 p.m. (IST);

(b) in case of Bids by Non-Institutional Bidders, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 4.00 p.m. (IST); and

(c) in case of Bids by Retail Individual Bidders and Eligible Employees Bidding under the Employee Reservation Portion, the Bids and the revisions in Bids shall be accepted only between 10.00 a.m. and 3.00 p.m. (IST) and uploaded until 5.00 p.m. (IST), which may be extended up to such time as deemed fit by the Stock Exchanges after taking into account the total number of applications received up to the closure of timings and reported by the BRLMs to the Stock Exchanges.

For the avoidance of doubt, it is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs will be rejected.

Due to limitation of the time available for uploading the Bids on the Bid/ Offer Closing Date, the Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and, in any case, **no later than 3:00 p.m**. (Indian Standard Time) on the Bid/ Offer Closing Date. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, as is typically experienced in public offerings in India, it may lead to some Bids not being uploaded due to lack of sufficient time to upload. Such Bids that cannot be uploaded on the electronic bidding system will not be considered for allocation under this Offer. Bids will only be accepted on Working Days. Investors may please note that, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by Bidders shall be uploaded by the SCSBs in the electronic system to be provided by the Stock Exchanges. Neither the Selling Shareholder, nor our Company, nor any Syndicate Member is liable for any failure in uploading or downloading the Bids due to faults in any software / hardware system or otherwise. Any time mentioned in this Red Herring Prospectus is Indian Standard Time.

The Selling Shareholder and our Company, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period in accordance with the SEBI ICDR Regulations. In such an event, the Cap Price shall not be more than 20% of the Floor Price and the Floor Price shall not be less than the face value of the Equity Shares. Subject to compliance with the immediately preceding sentence, the Floor Price can move up or down to the extent of 20% of the Floor Price, as advertised at least two** Working Days before the Bid/ Offer Opening Date and the Cap Price will be revised accordingly.

***As per the requirements of SEBI ICDR Regulations, 2018, the Price Band is required to be advertised at least two Working Days prior to the Bid/Offer Opening Date.*

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Syndicate Member. However, in case of revision in the Price Band, the Bid Lot shall remain the same. The requirements for minimum subscription are not applicable in case of the Offer for Sale.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical or electronic Bid-cum-Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

Minimum Subscription

As the Offer is entirely through Offer for Sale, the requirement of 90% minimum subscription under the SEBI

ICDR Regulations is not applicable to the Offer. In the event our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR, as applicable, including through devolvement to the Underwriters, as applicable, within sixty (60) days from the date of Bid/Offer Closing Date, our Company shall forthwith refund the entire subscription amount received. In case of delay, if any, in refund within such timeline as prescribed under applicable laws, our Company and the Selling Shareholder shall be liable to pay interest on the application money at the rate of 15% per annum for the period of delay. However, subject to applicable law, the Selling Shareholder shall not be liable to reimburse any expenses towards refund or any interest thereon in respect to Allotment of the Equity Shares forming part of the Offer or otherwise, unless the failure or default or delay, as the case may be, is solely on account of such Selling Shareholder.

Further, in accordance with Regulation 26(4) of the SEBI ICDR Regulations, the Selling Shareholder and our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted will be not less than 1,000 failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, the Selling Shareholder and our Company shall be liable to pay interest on the application money in accordance with applicable laws.

Arrangement for Disposal of Odd Lots

Since our Equity Shares will be traded in dematerialized form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restriction on Transfer and Transmission of Equity Shares

Except for the lock-in of pre-Offer Equity Shares and minimum Promoters' Contribution, as detailed in *"Capital Structure"* on page 82 and except as provided in our Articles of Association as detailed in "*Main Provisions of the Articles of Association*" on page 508, there are no restrictions on transfers and transmission of Equity Shares and on their consolidation/splitting.

Option to receive Equity Shares in Dematerialized Form

Allotment of Equity Shares to successful Bidders will only be in the dematerialized form. Bidders will not have the option of Allotment of the Equity Shares in physical form. The Equity Shares on Allotment will be traded only in the dematerialized segment of the Stock Exchanges.

Withdrawal of the Offer

The Selling Shareholder and our Company, in consultation with the BRLMs, reserve the right not to proceed with the entire or portion of the Offer for any reason at any time after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the same newspapers, in which the Pre-Offer Advertisements were published, within two days of the Bid/ Offer Closing Date, providing reasons for not proceeding with the Offer. Further, the Stock Exchanges shall be informed promptly in this regard by our Company. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the Bidders within one Working Day from the date of receipt of such notification. In the event of withdrawal of the Offer and subsequently, plans of a fresh offer by our Company, a fresh draft red herring prospectus will be submitted again to SEBI.

Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within six Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed, and the final RoC approval of the Prospectus after it is registered with the RoC and filed with the SEBI and Stock Exchanges.

OFFER STRUCTURE

Initial Public Offering of 253,457,280 Equity Shares of face value of ₹10 Each ("Equity Shares") of Rail Vikas Nigam Limited (our "**Company**") through an Offer for Sale by the President of India, acting through the Ministry Of Railways, Government Of India (the "**Selling Shareholder**"), for cash at a price* of ₹[●] per Equity Share including a share premium of ₹[●] per Equity Share (the "**Offer Price**"), aggregating to ₹[●] million (the "**Offer**"). Our Company, has reserved 657,280 Equity Shares for Allocation and Allotment to Eligible Employees, ("**Employee Reservation Portion**"). The Offer less Employee Reservation Portion is referred to as the Net Offer. The Offer will comprise of a Net Offer of 252,800,000 Equity Shares and the Employee Reservation Portion of 657,280 Equity Shares. The Offer and the Net Offer shall constitute 12.16% and 12.12% of the post-Offer Paid-Up Equity Share Capital of our Company respectively.

*****_A discount of up to [●]% (equivalent to ₹[●] per Equity Share) on the Offer Price may be offered to Retail Individual Bidders ("**Retail Discount**") and a discount of up to [●]% (equivalent to ₹[●] per Equity Share) on the Offer Price may be offered to Eligible Employees Bidding in the Employee Reservation Portion ("**Employee Discount**")_

DIPAM, pursuant to its letter dated March 27, 2018, bearing number F.No.3/2/2017-DIPAM-V(pt) and letters dated March 22, 2019 bearing numbers No.3/2/2017-DIPAM-V and No.3/3/2017-DIPAM-V, respectively, has approved the (i) disinvestment of our Promoter's shareholding of 12.12% of our paid-up capital; and (ii) a reservation of 0.26% of Net Offer, in the Employee Reservation Portion over and above the aforesaid disinvestment of 12.12% of our Promoter's shareholding in our Company.

The Offer is being made through the Book Building Process.

Particulars	**Eligible Employees Bidding in the Employee Reservation Portion****	**QIBs**	**Non-Institutional Bidders**	**Retail Individual Bidders****
Number of Offered Shares available for Allotment/allocation(1)*	657,280 Equity Shares.	126,400,000 Equity Shares or the Net Offer less allocation to Non- Institutional Bidders and Retail Individual Bidders.	Not less than 37,920,000 Equity Shares or the Net Offer less allocation to QIB Bidders and Retail Individual Bidders.	Not less than 88,480,000 Equity Shares or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders.
Percentage of Offer size available for Allotment/allocation	0.26% of the Net Offer.	50% of the Net Offer shall be allocated to QIB Bidders. However, upto 5% of the QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation in the QIB Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available for all QIBs in the QIBs	Not less than 15% of the Net Offer or the Net Offer less allocation to QIB Bidders and Retail Individual Bidders.	Not less than 35% of the Net Offer or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders.

Particulars	**Eligible Employees Bidding in the Employee Reservation Portion****	**QIBs**	**Non-Institutional Bidders**	**Retail Individual Bidders****
		Portion.		
Basis of Allotment if respective category is oversubscribed*	Proportionate	Proportionate as follows: i. 6,320,000 Equity Shares shall be available for allocation on a proportionate basis to Mutual Funds only; and ii. 120,080,000 Equity Shares shall be available for allocation on a proportionate basis to all other QIBs, including Mutual Funds receiving Allocation as above;	Proportionate	Proportionate, subject to minimum Bid Lot. For further details, see "*Offer Procedure – Part B — Allotment Procedure and Basis of Allotment – Allotment to RIIs*" on page 494.
Minimum Bid	[●] Equity Shares	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹200,000.	[●] Equity Shares
Maximum Bid	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount (net of Employee Discount, if any) does not exceed ₹500,000.(4)	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceeds the size of the Offer, subject such limits as may be applicable to the Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceeds the size of the Offer, excluding QIB portion, subject such limits as may be applicable to the Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount (net of Retail Discount, if any) does not exceed ₹200,000.
Mode of Allotment	Compulsorily in dematerialised form.			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.			
Allotment Lot	A minimum of [●] Equity Shares and in multiples of [●] Equity Share thereafter.			
Trading Lot	One Equity Share			
Who can Apply(2)	Eligible Employees.	Mutual Funds registered with SEBI, VCFs, AIFs, FVCIs, FPIs (other than Category III FPIs) public	Eligible NRI Bidders, Resident Indian individuals, HUFs (in the name of the Karta), companies,	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRI Bidders.

Particulars	Eligible Employees Bidding in the Employee Reservation Portion**	QIBs	Non-Institutional Bidders	Retail Individual Bidders**
		financial institution as defined in Section 2(72) of the Companies Act, 2013, a scheduled commercial bank, multilateral and bilateral development financial institution, state industrial development corporation, insurance company registered with the IRDA, provident fund with minimum corpus of ₹250 million, pension fund with minimum corpus of ₹250 million, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up and managed by the Department of Posts, India and and Systemically Important Non-Banking Financial Companies.	corporate bodies, scientific institutions, societies and trusts and Category III FPIs registered with SEBI, which is a foreign corporate or foreign individual for Equity Shares such that the Bid Amount exceeds ₹ 200,000 in value.	
Term of payment	The SCSB shall be authorised to block the full Bid Amount in the bank account of the ASBA Bidder as specified in the ASBA Form at the time of submission of the ASBA Form.(3)			
Mode of Bidding	Only through the ASBA process.			

(1) Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 41 of the SEBI ICDR Regulations and Regulation 26(1) of the SEBI ICDR Regulations, wherein 50% of the Net Offer shall be Allotted on a proportionate basis to QIBs. The number of Offered Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Offered Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the

Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, the Company has reserved 657,280 Equity Shares for allocation and Allotment to the Eligible Employees Bidding in the Employee Reservation Portion.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation over ₹200,000), shall be added to the Net Offer. In the event of under-subscription in the Net Offer, spill over to the extent of under-subscription shall be allowed from the Employee Reservation Portion. Subject to valid Bids being received at or above the Offer Price, under-subscription (if any) in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.

(2) In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the ASBA Form. The ASBA Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the ASBA Form and such First Bidder would be deemed to have signed on behalf of the joint holders.

(3) The SCSB shall be authorised to block such funds in the bank account of the Bidder that are specified in the ASBA Form.

(4) Eligible Employees Bidding in the Employee Reservation portion can Bid upto a Bid Amount of ₹500,000 (net of Employee Discount). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000 (net of Employee Discount). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000. Further, an Eligible Employee Bidding in the Employee Reservation Portion, can also Bid under the Net Offer and such Bids will not be treated as multiple Bids.

** Assuming full subscription in the Offer.*
*** The Selling Shareholder and our Company, in consultation with the BRLMs, may offer a Discount of up to [●]% (equivalent to up to ₹[●] per equity share) on the Offer Price to the Retail Individual Bidders and the Eligible Employees Bidding under the Employee Reservation Portion, respectively. The amount of Retail Discount and Employee Discount, as applicable, will be advertised in all newspapers wherein the Pre-Offer Advertisement will be published. For further details, see "Offer Procedure" on page 446.*

Period of operation of subscription list

See "*Terms of the Offer – Bid/ Offer Programme*" on page 439.

OFFER PROCEDURE

All Bidders should review the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 notified by SEBI and updated circular dated November 10, 2015 notified by SEBI (CIR/CFD/POLICYCELL/11/2015) as amended and modified by the circular (CIR/CFD/DIL/1/2016) dated January 01, 2016, and SEBI circular bearing number SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016 notified by SEBI(the "General Information Document") included below under "Part B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to include reference to the Securities Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014, and certain notified provisions of the Companies Act, 2013, and amendments to the SEBI ICDR Regulations to the extent applicable to a public issue but has not been updated to reflect the commercial consideration between the Company and the Selling Shareholder with respect to the Offer. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer.

All Designated Intermediaries in relation to the Issue should ensure compliance with the SEBI circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, as amended and modified by the SEBI circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016 and SEBI circular bearing reference number (SEBI/HO/CFD/DIL2/CIR/P/2018/22) dated February 15, 2018 and SEBI circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018.

Our Company, the Selling Shareholder and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Red Herring Prospectus.

Part – A

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, through the Book Building Process in accordance with Regulation 26(1) of the SEBI ICDR Regulations, wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Offered Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, 657,280 Equity Shares will be offered for allocation and Allotment on a proportionate basis to the Eligible Employees Bidding in the Employee Reservation Portion, conditional upon valid Bids being received from them at or above the Offer Price.

In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount, if any), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount, if any). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation over ₹200,000), shall be added to the Net Offer. In the event of under-subscription in the Net Offer, spill over to the extent of under-subscription shall be allowed from the Employee Reservation Portion. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of the Selling Shareholder and the Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis, subject to applicable law. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. In accordance with Rule 19(2)(b) of the SCRR, the Offer will constitute at least 12.16% of the post Offer paid-up Equity Share capital of our Company.

The Equity Shares, upon listing, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. ASBA Forms which do not have the details of the Bidders depository accounts, including DP ID, Client ID and PAN, shall be treated as incomplete and rejected. Bidders will not have the option of being Allotted Offered Shares in physical form.

Phased implementation of UPI for Bids by RIBs

SEBI has issued a circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 ("**UPI Circular**") in relation to streamlining the process of public issue of equity shares and convertibles. Pursuant to the UPI Circular, UPI will be introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under the ASBA) for applications by RIBs through intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circular proposes to introduce and implement the UPI payment mechanism in three phases in the following manner:

a) **Phase I:** This phase has become applicable from January 1, 2019 and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, a RIB would also have the option to submit the Bid cum Application Form with any of the intermediary and use his / her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing would continue to be six Working Days.

b) **Phase II:** This phase will commence upon completion of Phase I and will continue for a period of three months or floating of five main board public issues, whichever is later. Under this phase, submission of the Bid cum Application Form by a RIB through intermediaries to SCSBs for blocking of funds will be discontinued and will be replaced by the UPI payment mechanism. However, the time duration from public issue closure to listing would continue to be six Working Days during this phase.

c) **Phase III:** The commencement period of Phase III is yet to be notified. In this phase, the time duration from public issue closure to listing would be reduced to be three Working Days.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. The issuers will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the Retail Individual Bidders using the UPI. This Offer will be under UPI Phase I.

For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid Cum Application Form

All Bidders are required to mandatorily participate in the Offer only through the ASBA process.

Copies of the Bid cum Application Form and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres and at our Registered and Corporate Office. Electronic copies of the ASBA Form will also be available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com), at least one day prior to the Bid/ Offer Opening Date.

All Bidders shall mandatorily participate in the Offer only through the ASBA process. ASBA Bidders must provide either (i) the bank account details and authorisation to block funds in the ASBA Form, or (ii) the UPI ID, as applicable, in the relevant space provided in the ASBA Form. The ASBA Forms that do not contain such details will be rejected. Applications made by the RIBs using third party bank account or using third party linked bank account UPI ID are liable for rejection.

All Bidders shall ensure that their Bids are made on Bid cum Application Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic Bid cum Application Forms) and Bid cum Application Forms not bearing such specified stamp are liable to be rejected. RIBs using UPI mechanism, may submit their Forms with Syndicate Members, Registered Brokers, RTA or Depository Participants. Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount which can be blocked by the SCSB.

The prescribed colour of the ASBA Form for the various categories of Bidders is as follows:

Category	**Colour of ASBA Form***
Resident Indians and Eligible NRI Bidders applying on a non-repatriation basis.	White
Non-Residents including Eligible NRI Bidders, FVCIs, FPIs(other than sub-accounts which are foreign corporates or foreign individuals Bidding under the QIB Category), and registered multilateral and bilateral development financial institutions applying on a repatriation basis. For restrictions on participation in the Offer, see "*Offer Procedure*" and "*Restrictions on Foreign Ownership of Indian Securities*" on pages 446 and 506, respectively	Blue
Eligible Employees Bidding in the Employee Reservation Portion **	Pink

** Excluding electronic Bid cum Application form. Electronic Bid cum Application forms will be made available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com).*
*** 657,280 Equity Shares have been reserved for allocation and Allotment on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion.*

Designated Intermediaries (other than SCSBs) shall submit/ deliver the Bid cum Application Forms (except the Bid cum Application Form from a RII bidding using the UPI mechanism) to the respective SCSB, where the Bidder has an ASBA Account and shall not submit it to any non-SCSB bank or the Banker(s) to the Offer. For RIBs using UPI mechanism, the Stock Exchanges shall share the bid details (including UPI ID) with Sponsor Bank on a continuous basis to enable the Sponsor Bank to initiate UPI Mandate Request to RIBs for blocking of funds.

Participation by the BRLMs and the Syndicate Members and their associates/ affiliates and Promoters, members of the Promoter Group and persons related to Promoter/Promoter Group

The BRLMs and the Syndicate Members shall not be allowed to purchase Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, associates and affiliates of the BRLMs and the Syndicate Members may subscribe to or purchase Equity Shares in the Net Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders. Such Bidding and subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Who can Bid?

In addition to the category of Bidders set forth in the sub-section titled "*Offer Procedure– Part B – General Information Document for Investing in Public Issues – Category of Investors Eligible to Participate in an Offer*" on page 468 any other persons eligible to Bid in the Offer under all applicable laws, regulations and guidelines applicable to them.

Bids by Mutual Funds

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the ASBA Form. Failing this, the Selling Shareholder and our Company reserve the right to reject any Bid in whole or in part, in either case, without assigning any reason thereof.

No Mutual Fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

Bids by Eligible NRI Bidders

Eligible NRI Bidders may obtain copies of ASBA Forms from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their SCSB to block their Non-Resident External ("**NRE**") account or Foreign Currency Non-Resident ("**FCNR**") account for the full Bid Amount, while Eligible NRI Bidders Bidding on a non-repatriation basis by using the Resident Forms should authorise their SCSB to block their Non-Resident Ordinary ("**NRO**") account for the full Bid Amount, at the time of submission of the ASBA Form.

Eligible NRI Bidders Bidding on a repatriation basis are advised to use the ASBA Form for Non-Residents (white in colour), while Eligible NRI Bidders Bidding on a non-repatriation basis are advised to use the ASBA Form for Residents (blue in colour).

Bids by FPIs

In terms of the SEBI FPI Regulations, the issue of equity shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) is not permitted to exceed 10% of our post-Offer equity share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up equity share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by our Board, followed by a special resolution passed by the shareholders of our Company and subject to prior intimation to RBI. For calculating the aggregate holding of FPIs in our company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. In terms of the above-mentioned provisions of the FEMA Regulations, the existing individual and aggregate investment limits for an FPI or sub account in our Company are 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments ("**ODIs**"). Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments in our Company.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III Foreign Portfolio Investors and unregulated broad based funds, which are classified as Category II Foreign Portfolio Investors by virtue of their investment manager being appropriately regulated, may issue or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only if (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; (ii) such offshore derivative instruments are issued after compliance with 'know your client' norms, and (iii) such offshore derivative instruments shall not be issued to or transferred to persons who are resident Indians or NRIs and to entities beneficially owned by resident Indians or NRIs. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by, or on behalf of, it to any persons that are not regulated by an appropriate foreign regulatory authority.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to *inter alia* the following conditions:

(a) such offshore derivative instruments are transferred only to persons in accordance with Regulation 22(1) of the SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

Bids by SEBI registered VCFs, AIFs and FVCIs

The SEBI VCF Regulations, SEBI AIF Regulations and SEBI FVCI Regulations *inter alia* prescribe the investment restrictions on VCFs, AIFs and FVCIs, respectively.

Accordingly, the holding in any company by any individual VCF or FVCI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to initial public offerings.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders (except Eligible Employees Bidding in the Employee Reservation Portion will be treated on the same basis with other categories for the purpose of allocation.

The Selling Shareholder, our Company, or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

All Non-Resident investors should note that refunds, dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the ASBA Form. Failing this, the Selling Shareholder and our Company reserve the right to reject any Bid without assigning any reason thereof.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDA must be attached to the ASBA Form. Failing this, the Selling Shareholder and our Company reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2000, as amended are broadly set forth below:

(i) equity shares of a company: the lower of 10%* of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer/ investment assets in case of a general insurer or a reinsurer;

(ii) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(iii) the industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by the IRDA from time to time to time.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹500,000 million or more but less than ₹2,500,000 million.*

Bids by provident funds/ pension funds

In case of Bids made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the ASBA Form. Failing this, the Selling Shareholder and our Company reserve the right to reject any Bid, without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the ASBA Form, failing which the Selling Shareholder and our Company reserve the right to reject any Bid, without assigning any reason thereof.

The investment limit for banking companies in non-financial services companies, as per the Banking Regulation Act, 1949, as amended (the **"Banking Regulation Act")** and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10 % of the paid-up share capital of the investee company or 10% of the banks' own paid-up share capital and reserves, whichever is less. Further, the investment in a non-financial services company by a banking company together with its subsidiaries, associates, joint ventures, entities directly or indirectly controlled by the bank and mutual funds managed by asset management companies controlled by the banking company cannot exceed 20% of the investee company's paid-up share capital. A banking company may hold up to 30% of the paid-up share capital of the investee company if (i) the investee company is engaged in non-financial activities permitted for banks in terms of Section 6(1) of the Banking Regulation Act, or (ii) the additional acquisition is through restructuring of debt / corporate debt restructuring / strategic debt restructuring, or to protect the banks' interest on loans / investments made to a company. A banking company would require a prior approval of RBI to make (i) investment in a subsidiary and a financial services company that is not a subsidiary (with certain exception prescribed), and (ii) investment in a non-financial services company in excess of 10% of such investee company's paid up share capital as stated in 5(a)(v)(c)(i) of the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016. Further, the aggregate investment by a banking company in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the investee company's paid-up share capital and reserves.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 02, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA Bids.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by systemically important non-banking financial companies, a certified copy of the certificate of registration issued by the RBI, a certified copy of its last audited financial statements on an unconsolidated basis and a net worth certificate from its statutory auditor(s), must be attached to the Bid-cum Application Form. Failing this, our Company reserves the right to reject any Bid, without assigning any reason thereof. Systemically important non-banking financial companies participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs (including FIIs), AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund, Systemically Important Non-Banking Financial Company and provident funds with a minimum corpus of ₹250 million and pension funds with a minimum corpus of ₹250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable, must be lodged along with the ASBA Form. Failing this, the Selling Shareholder and our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

The Selling Shareholder and the Company, in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the ASBA Form.

Bids by Eligible Employees under the Employee Reservation Portion*

Bids by Eligible Employees under the Employee Reservation Portion shall be subject to the following:

- Such Bids must be made in the prescribed ASBA Form (i.e., pink in colour) and are required to be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. The Allotment in the Employee Reservation Portion will be on a proportionate basis.

- Such Bidders should mention their employee identification number at the relevant place in the ASBA Form.

- The Bidder should be an Eligible Employee as defined above. In case of joint bids, the First Bidder shall be an Eligible Employee.

- Such Bidders must ensure that the Bid Amount does not exceed ₹500,000 (net of Employee Discount). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹200,000 (net of Employee Discount). In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹200,000 (net of Employee Discount), subject to the maximum value of Allotment made to such Eligible Employee not exceeding ₹500,000 (net of Employee Discount).

- Such Bidders have the option to bid at Cut-off Price indicating their agreement to Bid and purchase at the Offer Price.

- Such Bidders can place their Bids by only using the ASBA process.

- The Eligible Employee who Bid in the Employee Reservation Portion can also Bid in the Net Offer and such Bids shall not be treated as multiple Bids. To clarify, an Eligible Employee Bidding in the Employee Reservation Portion for up to ₹500,000 (net of Employee Discount), can also Bid in the Net Offer and such Bids will not be treated as multiple Bids. The Selling Shareholder and the Company, in consultation with the BRLMs, reserves the right to reject, in their absolute discretion, all or any multiple Bids in any or all categories. For further details, see "*Offer Procedure – Part B– Multiple Bids*" on page 475.

- If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

- If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Offer Procedure – Part B– Allotment Procedure and Basis of Allotment*" on page 494

**The Company has reserved 657,280 Equity Shares for allocation and Allotment on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion. The Selling Shareholder and the Company, in consultation with the BRLMs, may offer a discount of up to [●]% (equivalent to up to ₹[●] per Equity Share) on the Offer Price to the Eligible Employees Bidding under the Employee Reservation Portion.*

In accordance with existing regulations, OCBs cannot participate in the Offer.

The above information is given for the benefit of Bidders. The Selling Shareholder and our Company, our Directors, the officers of our Company and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable investment limits or maximum number of Equity Shares that can be held by them under laws or regulations or as specified in this Red Herring Prospectus.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholders and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them underapplicable laws or regulation or as specified in this Red Herring Prospectus.

In accordance with RBI regulations, OCBs cannot participate in the Offer.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after registering this Red Herring Prospectus with the RoC, publish a Pre-Offer Advertisement.

Information for Bidders

In addition to the instructions provided to Bidders set forth in "*Offer Procedure – Part B – General Information Document for Investing in Public Issues*" on page 462, Bidders are requested to note the following additional information in relation to the Offer.

1. The relevant Designated Intermediary will enter each Bid option into the electronic Bidding system as a separate Bid and generate an acknowledgement slip ("Acknowledgement Slip"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three Acknowledgement Slips for each ASBA Form. It is the Bidder's responsibility to obtain the Acknowledgement Slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Offered Shares shall be allocated/ Allotted. Such Acknowledgement will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised Acknowledgement Slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

2. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholder and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the Selling Shareholder, the management or any scheme of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Red

Herring Prospectus nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

3. In the event of an upward revision in the Price Band, Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion who had Bid at Cut-off Price could either (i) revise their Bid; or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹200,000 (net of Retail Discount) (for Retail Individual Bidders) or ₹500,000 (net of Employee Discount) (for Eligible Employees Bidding in the Employee Reservation Portion if such Bidder wants to continue to Bid at Cut-off Price. The revised Bids must be submitted to the same Designated Intermediary to whom the original Bid was submitted. In case the Bid Amount for any Bid under the Retail Portion or Employee Reservation Portion exceeds ₹200,000 (net of Employee Discount) and ₹500,000 (net of Employee Discount), respectively, due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount, then such Bid may be rejected if it is at the Cut-off Price. If, however, the Retail Individual Bidder or Eligible Employee does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Offered Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Bidder or Eligible Employee and the Retail Individual Bidder or Eligible Employee is deemed to have approved such revised Bid at Cut-off Price.

4. In the event of a downward revision in the Price Band, Retail Individual Bidders or Eligible Employees who have bid at the Cut-off Price may revise their Bid; otherwise, the excess amount paid at the time of Bidding would be unblocked after Allotment is finalised.

5. Any revision of the Bid shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Bid.

6. In addition to the information provided in "*Offer Procedure – Part B –Interest and Refunds*" on page 454.

Signing of the Underwriting Agreement and the RoC Filing

The Selling Shareholder and our Company intend to enter into an Underwriting Agreement with the Underwriters on or immediately after the finalisation of the Offer Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

GENERAL INSTRUCTIONS

In addition to the general instructions provided in "Offer Procedure – Part B – General Information Document for Investing in Public Issues" on page 462, Bidders are requested to note the additional instructions provided below.

Do's:

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable laws, rules, regulations, guidelines and approvals;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form in the prescribed form;

4. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Offered Shares will be in the dematerialised form only;

5. Ensure that your ASBA Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

6. In case of joint Bids, ensure that the first applicant is the ASBA Account holder, and also signs the Bid cum Application Form (for all Bidders other than RIIs bidding using the UPI mechanism).

7. Ensure that you have mentioned the correct ASBA Account number (for all Bidders other than RIBs bidding using the UPI mechanism) in the Bid cum Application Form;

8. RIIs bidding shall ensure that the bank, with which it has its bank account, where the funds equivalent to the application amount are available for blocking is UPI 2.0 certified by NPCI;

9. Ensure that the name given in the ASBA Form is exactly the same as the name in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the ASBA Form should contain the name of only the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names;

10. Ensure that you request for and receive a stamped Acknowledgement Slip of the ASBA Form for all your Bid options from the concerned Designated Intermediary as proof of registration of the ASBA Form;

11. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB or Sponsor Bank, as applicable before submitting the ASBA Form to any of the Designated Intermediaries;

12. Ensure that you submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised Acknowledgement Slip;

13. Instruct your respective banks not to release the funds blocked in the ASBA Account under the ASBA process until six Working Days from the date of closing the Bids;

14. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications wherein PAN is not mentioned will be rejected;

15. Ensure that the Demographic Details are updated, true and correct in all respects;

16. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

17. Ensure that you have mentioned the correct account number in the bank account linked UPI ID (with maximum length of 45 characters, as applicable,) in the Bid Cum Application Form;

18. Ensure that the name(s) given in the ASBA Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the ASBA Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the ASBA Forms;

19. Ensure that you tick the correct investor category and the investor status, as applicable, in the ASBA Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

20. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;

21. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;

22. Ensure that the DP ID, the Client ID, UPI ID, if applicable and the PAN mentioned in the ASBA Form and entered into the electronic system of the Stock Exchanges by the relevant Designated Intermediary match with the DP ID, Client ID, UPI ID, if applicable and PAN available in the Depository database;

23. Ensure that the ASBA Forms are delivered by you within the time prescribed as per the ASBA Form and this Red Herring Prospectus;

24. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than RIIs bidding using UPI mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

25. Ensure that you have mentioned the correct ASBA Account number for all Bidders other than RIIs bidding using UPI mechanism in the Bid cum Application Form;

26. Ensure that you have correctly signed the authorisation/undertaking box in the ASBA Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank, as applicable via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the ASBA Form. In case of RIBs submitting their Bids and participating in the Offer through the UPI mechanism, ensure that you authorise the mandate raised by the Sponsor Bank for blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment;

27. With respect to Bids by SCSBs, ensure that you have a separate account in your own name with any other SCSB having clear demarcated funds for applying under the ASBA process and that such separate account (with any other SCSB) is used as the ASBA Account with respect to your Bid;

28. For RIIs bidding using the UPI mechanism, ensure that you approve the Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of allotment, in a timely manner;

29. RIIs shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorise the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an RII may be deemed to have verified the attachment containing the application details of the RII in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form;

30. RIIs bidding using the UPI mechanism should mention valid UPI ID of only the Applicant (in case of single account) and of the first Applicant (in case of joint account) in the Bid cum Application Form;

31. RIIs bidding using the UPI mechanism, who have revised their Bids subsequent to making the initial Bid, should also approve the revised Mandate Request generated by the Sponsor Bank to authorise blocking of funds equivalent to the revised Bid Amount and subsequent debit of funds in case of allotment in a timely manner;

32. Bids by Eligible NRIs and Category III FPIs for a Bid Amount of less than ₹200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Category for allocation in the Offer; and

33. All Bidders shall use only their own bank account or only their own bank account linked UPI ID for the purposes of making Application in the Offer.

The ASBA Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Bids by Eligible NRIs and HUFs for a Bid Amount of less than ₹200,000 would be considered under the Retail Category for the purposes of allocation and Bids for a Bid Amount exceeding ₹200,000 would be considered under the Non-Institutional Category for allocation in the Offer.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid or revise Bid Amount to less than the Floor Price or higher than the Cap Price;

3. Do not Bid on another ASBA Form after you have submitted a Bid to a Designated Intermediary;

4. Do not pay the Bid Amount by cheques and demand drafts or in cash, by money order or by postal order or by stock-invest;

5. Do not send ASBA Forms by post. Instead submit the same to only a Designated Intermediary;

6. Do not Bid on a physical ASBA Form that does not have the stamp of a Designated Intermediary;

7. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

8. Do not submit more than one Bid cum Application Form per ASBA account;

9. Do not Bid for a Bid Amount exceeding ₹200,000 (net of Retail Discount) for Bids by Retail Individual Bidders and ₹500,000 (net of Employee Discount) for Bids by Eligible Employees under the Employee Reservation Portion;

10. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

11. Do not fill up the ASBA Form such that the Offered Shares Bid for exceeds the Offer size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or maximum amount permissible under the applicable laws or under the terms of the RHP/Prospectus;

12. Do not submit the General Index Registration ("GIR") number instead of the PAN;

13. Do not submit the Bids without instructions to block funds equivalent to the Bid Amount in the ASBA Account;

14. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

15. Do not submit Bids on plain paper or on incomplete or illegible ASBA Forms or on ASBA Forms in a colour prescribed for another category of Bidder;

16. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/ Offer Closing Date;

17. If you are a Non-Institutional Bidder or Retail Individual Bidder or an Eligible Employee Bidding under the Employee Reservation Portion, do not submit your Bid after 3.00 p.m. on the Bid/ Offer Closing Date;

18. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

19. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

20. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;

21. Do not submit ASBA Bids to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one branch in the relevant Bidding Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

22. Do not submit Bids to a Designated Intermediary at a location other than Specified Locations and through the UPI mechanism from RIBs in terms of the circular bearing reference number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 01, 2018;

23. If you are a RIB which is submitting the Bid cum Application Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of fund, do not use any third party bank account or third party linked bank account UPI ID. Further, the Sponsor Bank may not accept Bids from the Stock Exchanges after one Working Day from the Bid/ Offer Closing Date in Phase-I;

24. Do not submit incorrect UPI ID details if you are a RII bidding through the UPI mechanism;

25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Investor;

26. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by RII Bidder using the UPI mechanism; and

27. Do not Bid if you are a FVCI, OCB, multilateral or bilateral financial institution or an NRI applying on a repatriation basis.

The ASBA Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejections

In addition to the grounds for rejection of Bids on technical grounds as provided in "*Offer Procedure– Part B Offer Procedure in Book Built Issue – Rejection and Responsibility for Upload of Bids – Grounds for Technical Rejections*" on page 490, Bidders are requested to note that Bids may be rejected on the following additional technical grounds.

1. Bid submitted without instruction to the SCSB to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids which do not contain the UPI Id;

4. Bids submitted on a plain paper;

5. Bids by HUFs not mentioned correctly as given in "*Offer Procedure– Category of Investors eligible to participate in an Offer*" on page 468;

6. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

7. Bids submitted without the signature of the First Bidder or sole Bidder;

8. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

9. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

10. GIR number furnished instead of PAN;

11. Bids by Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion with Bid Amount for a value of more than ₹200,000 or ₹500,000, respectively;

12. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

13. Bids accompanied by stockinvest, money order, postal order or cash;

14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/ Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/ Offer Closing Date, and Bids by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion uploaded after 5.00 p.m. on the Bid/ Offer Closing Date, unless extended by the Stock Exchanges.

Depository Arrangements

The Allotment of the Offered Shares 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). In this context, as of the date of this Red Herring Prospectus, the following agreements had been signed among our Company, the respective Depositories and the Registrar to the Offer.

- Agreement dated March 26, 2018 amongst NSDL, our Company and the Registrar to the Offer
- Agreement dated March 26, 2018 amongst CDSL, our Company and the Registrar to the Offer.

Upon appointment of the Registrar to the Offer, our Company and the Registrar to the Offer shall enter into fresh tripartite agreements with the respective Depositories.

Impersonation

Attention of the Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who:

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹1 million or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years). Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

Undertakings by our Company

Our Company undertakes the following:

- That if our Company and/or the Selling Shareholder do not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre-Offer Advertisements were published. The Stock Exchanges shall also be informed promptly;

- The Promoter's Contribution has been brought in to the extent of not less than the specified minimum lot, as required under the SEBI ICDR Regulations;

- That if our Company and the Selling Shareholder withdraw the Offer after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer document with RoC/ SEBI, in the event our Company and/ or Selling Shareholder subsequently decides to proceed with the Offer.

- That the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- That all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges within six Working Days of the Bid/ Offer Closing Date or such other period as may be prescribed shall be taken;

- If the Allotment is not made, application monies will be unblocked in the ASBA Accounts within the time as prescribed under applicable law, failing which interest will be due to be paid to the Bidders as per applicable laws;

- That where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time as prescribed under applicable law, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit for the refund;

- That the certificates of the securities or refund intimation to Eligible NRI Bidders shall be despatched within specified time;

- No further Offer of Equity Shares shall be made until the Offered Shares are listed or until the Bid monies are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;

- That our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time; and

- Adequate arrangements shall be made to collect all ASBA Forms by Bidders.

Undertakings by the Selling Shareholder

The Selling Shareholder undertakes the following:

- If the Selling Shareholder and/or our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre-Offer Advertisements were published. The Stock Exchanges shall also be informed promptly;

- It shall deposit the Offered Shares in an escrow account opened with the Registrar to the Offer at least one Working Day prior to the Bid/ Offer Opening Date;

- It is the legal and beneficial holder of the Offered Shares and have valid and full title to the Offered Shares;

- That the Offered Shares (a) have been held by it for a continuous period of at least one year prior to the date of filing of the Red Herring Prospectus with SEBI; and (b) are free and clear of any pledge and it shall not create any lien, charge or encumbrance on the Offered Shares; and (c) shall be in dematerialised form at the time of transfer and shall transfer valid and marketable title to the Bidder free from any charges, lien, encumbrances and any transfer restrictions of any kind whatsoever;

- It shall take all steps and provide all assistance to our Company and the BRLMs, as may be required for the completion of the necessary formalities for listing and commencement of trading at the Stock exchanges within six Working Days from the Bid/ Offer Closing Date, failing which it shall forthwith repay the monies received from Bidders. In case of delay, interest as per applicable law shall be paid by the Selling Shareholder if transfer of the Offered Shares has not been made or refund orders have not been dispatched within the aforesaid dates;

- Funds required for making refunds to unsuccessful Applicants as per the mode disclosed in this Red Herring Prospectus and the Prospectus shall be made available to the Registrar to the Offer, in accordance with applicable law.

- It shall not have recourse to the proceeds of the Offer for Sale until the final listing and trading approvals from all the Stock Exchanges is obtained;

- It shall not offer, lend, sell, transfer, charge, pledge or otherwise encumbrance or transfer (to the extent applicable) the Offered Shares until the earlier of (i) the Equity Shares which will be offered through this Red Herring Prospectus being listed or until the Bid Amounts are refunded on account of non-listing, under-subscription etc. pursuant to the Offer; or (ii) the Offer being postponed, withdrawn or abandoned as per the terms of the agreement(s) between the Selling Shareholder, our Company and the BRLMs;

- It has authorised the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offered Shares and it shall provide such reasonable support and extend reasonable cooperation as may be required by our Company and the BRLMs in the regard; and

- It shall comply with all applicable laws, including but not limited to, the SEBI ICDR Regulations, SEBI Act, SCRA, SCRR, the listing rules of (and agreements with) the Stock Exchanges, and guidelines, instructions, rules, communications, circulars and regulations issued by the GoI, the RoC, SEBI, the RBI, the Stock Exchanges and under the FEMA or by any other governmental or statutory authority, and the Companies Act and the rules and regulations made thereunder, each as amended.

The decisions with respect to the Price Band, the minimum Bid lot, reservations in the Offer, rupee amount of the Retail Discount and Employee Discount, as applicable, revision of Price Band, Offer Price, will be taken by the Selling Shareholder and the Company, in consultation with the BRLMs.

Utilisation of Offer Proceeds

The Selling Shareholder along with our Company declare that all monies received out of this Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act.

Withdrawal of the Offer

For details, see "*Terms of the Offer - Withdrawal of the Offer*" on page 441.

PART B

General Information Document for Investing in Public Issues

*This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, 2013 the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), the Securities Contracts (Regulation) Rules, 1957 ("**SCRR**") and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 for all the draft red herring prospectuses filed prior to November 10, 2018 to the extent applicable and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"). Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders/Applicants should rely on their own examination of the Issuer and the Offer, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Offer.*

*SEBI through its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 has proposed to introduce an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines in a phased manner. From January 1, 2019, the UPI mechanism for RIIs applying through Designated Intermediaries will be made effective along with the existing process and existing timeline of T+6 days. The same will continue for a period of three months or floating of five main board public issues, whichever is later ("**UPI Phase I**"). Thereafter, for application by RIIs through Designated Intermediaries, the existing process of physical movement of forms from Designated Intermediaries to SCSBs for blocking of funds will be discontinued and only the UPI mechanism with existing timeline of T+6 days will continue for a period of three months or floating of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently, the final reduced timeline of T+3 days will be made effective using the UPI mechanism for applications by RIIS ("**UPI Phase III**") as may be prescribed by SEBI.*

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building Process as well as to the Fixed Price Offers. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, and on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the SEBI ICDR Regulations.

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Issuer undertaking the Offer are set out in the Red Herring Prospectus ("**RHP**")/ Prospectus filed by the Issuer with the Registrar of Companies ("**RoC**"). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Issuer is available on the websites of stock exchanges, on the website(s) of the BRLM**(s)** to the Offer and on the website of Securities and Exchange Board of India ("**SEBI**") at www.sebi.gov.in.

For the definitions of capitalized terms and abbreviations used herein Bidders/Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

An Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act, 2013 (to the extent notified and in effect), the Companies Act 1956 (to the extent applicable), the SCRR, industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues – Fixed Price Offers and Book Built Offers

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Offer Price through the Book Building Process ("**Book Built Offer**") or undertake a Fixed Price Offer ("**Fixed Price Offer**").

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the pre-offer advertisement was given at least two Working Days before the Bid/Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/Offer Opening Date, in case of an FPO and determine the Offer Price at a later date before registering the Prospectus with the Registrar of Companies.

The Floor Price or the Offer price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Offer.

2.5 OFFER PERIOD

The Offer shall be kept open for a minimum of three Working Days (for all categories of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/Offer Period. Details of Bid/Offer Period are also available on the website of the Stock Exchange(s).

In case of a Book Built Offer, the Issuer may close the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date if disclosures to that effect are made in the RHP.

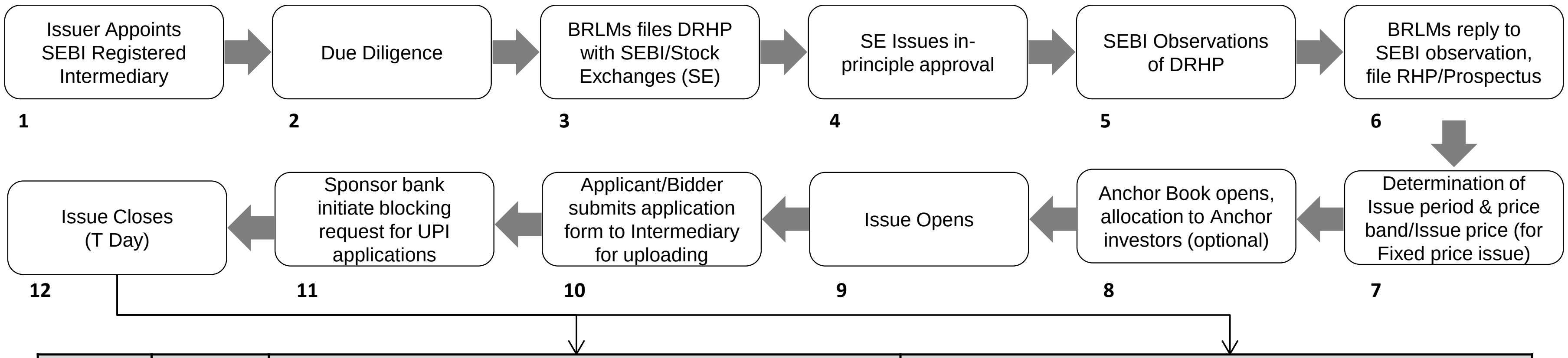
In case of revision in the Price Band in Book Built Issues the Bid/Offer Period may be extended by at least three Working Days, subject to the total Bid/Offer Period not exceeding 10 Working Days. For details of any revision of the Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchange and the BRLM(s), and the advertisement in the newspaper(s) issued in this regard.

In case of force majeure, banking strike or similar circumstances, the Issuer may, for reasons to be recorded in writing, extend the bidding (Issue) period for a minimum period of three working days, subject to the total Bid/Offer Period not exceeding 10 Working Days.

2.6 FLOWCHART OF TIMELINES

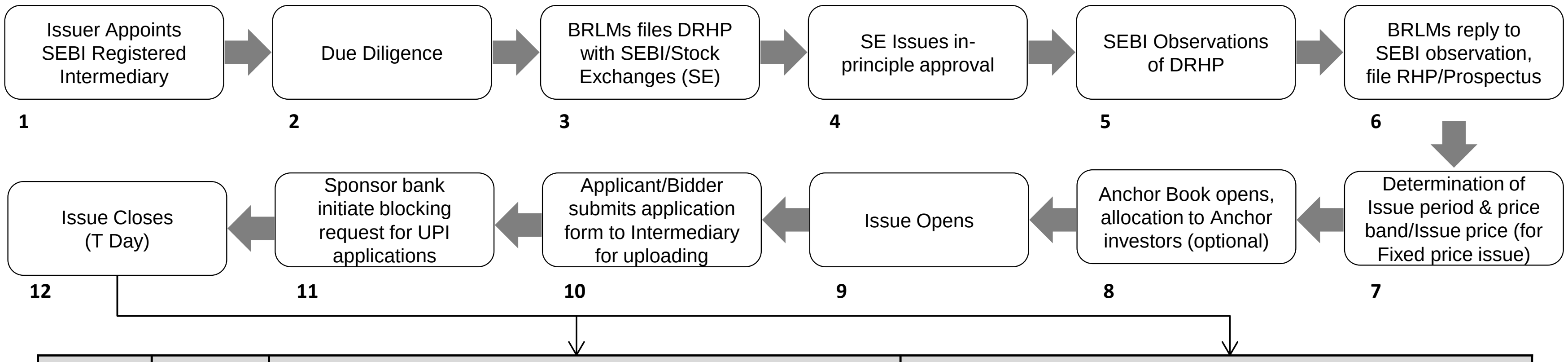
A flow chart of process flow in Fixed Price and Book Built Issues is as follows. Bidders/Applicants may note that this is not applicable for Fast Track FPOs:

Flow of Timeline for Phase I



S.no	Day	Retail applications with UPI	Retail applications without UPI and QIB/NII applications
13	T+1	• Sponsor Bank to initiate request for blocking of funds to investor for any balance applications	• Intermediaries to forward a schedule as per requisite format and application forms to SCSBs for blocking of funds
14	T+2	• Applicant to accept mandate request for blocking of funds prior to cut off-time of 12:00 p.m • Sponsor Bank to send Final Certificate to the registrar through stock exchange by end of the day	• SCSBs to send Final Certificate to the registrar by end of the day
15	T+2	• Registrar to reconcile the compiled data received from the stock exchanges, all SCSBs and Sponsor Bank • Registrar to undertake "Technical Rejection"	
16	T+3	• Approval of Basis of allotment by designated stock exchange • Registrar and merchant banker to issue funds transfer instructions to SCSBs and Sponsor Bank	
17	T+4	• SCSBs and Sponsor Bank to credit the funds in public issue account of the issuer • Registrar / Issuer to initiate corporate action for credit of shares to successful allottees • Issuer and registrar to file allotment details with designated stock exchange(s) • Registrar to send bank-wise data of allottees, amount due and balance amount to be unblocked to SCSBs / Sponsor Bank.	
18	T+5	• Registrar to receive confirmation of demat credit from depositories • Issuer to make a listing application to stock exchanges • Stock exchanges to issue commencement of trading notice	
19	T+6	• **Trading commences**	

Flow of Timeline for Phase II



S.no	Day	Retail applications with UPI	QIB/NII applications
13	T+1	• Sponsor Bank may not accept bid details from Stock Exchanges post 11:00 a.m • Sponsor Bank to initiate request for blocking of funds to investor for any balance applications • Applicant to accept mandate request for blocking of funds prior to cut off-time of 12:00 p.m • Sponsor Bank to send Final Certificate to the registrar through stock exchange by end of the day	• Intermediaries to forward a schedule as per requisite format and application forms to SCSBs for blocking of funds • Designated branches of SCSBs may not accept schedule and applications after T+1 day (11:00 a.m.) • SCSBs to send Final Certificate to the registrar by end of the day
14	T+2	• Registrar to reconcile the compiled data received from the stock exchanges, all SCSBs and Sponsor Bank • Registrar to undertake “Technical Rejection”	
15	T+3	• Approval of Basis of allotment by designated stock exchange • Registrar and merchant banker to issue funds transfer instructions to SCSBs and Sponsor Bank	
16	T+4	• SCSBs and Sponsor Bank to credit the funds in public issue account of the issuer • Registrar / Issuer to initiate corporate action for credit of shares to successful allottees • Issuer and registrar to file allotment details with designated stock exchange(s) • Registrar to send bank-wise data of allottees, amount due and balance amount to be unblocked to SCSBs / Sponsor Bank.	
17	T+5	• Registrar to receive confirmation of demat credit from depositories • Issuer to make a listing application to stock exchanges • Stock exchanges to issue commencement of trading notice	
18	T+6	• **Trading commences**	

SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN OFFER

Each Bidder/Applicant should check whether it is eligible to apply under applicable law. Furthermore, certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or to hold Equity Shares, in excess of certain limits or in specific sectors as specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta*. The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to hold and invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);
- FPIs other than Category III foreign portfolio investors Bidding under the QIBs category;
- FPIs which are Category III foreign portfolio investors, Bidding under the NIIs category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- National Investment Fund set up by resolution no. F. No. 2/3/2005-DD-II dated November 23, 2005 of the GoI published in the Gazette of India;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008;
- Any other person eligible to Bid/Apply in the Offer, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws; and
- As per the existing regulations, OCBs are not allowed to participate in an Offer.

SECTION 4: APPLYING IN THE OFFER

Book Built Offer: Bidders should only use the specified Bid cum Application Form bearing stamp of a Designated Intermediary as available or downloaded from the website of the Stock Exchange.

Bid cum Application Forms are available with the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the website of the Stock Exchange at least one day prior to the Bid/Offer Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus and advertisements in the newspaper(s). For Anchor Investors, Bid cum Application Forms shall be available at the offices of the BRLM.

Fixed Price Offer: Applicants should only use the specified Bid cum Application Form bearing the stamp of the Designated Intermediary as available or downloaded from the website of the Stock Exchange. Application Forms are available with the Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIs applying on a non-repatriation basis	White
NRIs applying on repatriation basis, FPIs on a repatriation basis	Blue
Anchor Investors (where applicable) & Bidders/Applicants Bidding/applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialized form in accordance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the Allotment of specified securities in physical form.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM/ APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP/Prospectus and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Application Form–For Residents

TEAR HERE

COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC OFFER - R

Registered Office: xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx Tel: xxxxxxxxxxxxx Fax: xxxxxxxxxxxxxxxxxxx
Corporate Office: xxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxxx Tel: +xxxxxxxxxxxxxxxx Fax: xxxxxxxxxxxxxxxx
Contact Person: xxxxxxxxxxxxxxxx Fax: xxxxxxxxxxxxxxxx E-mail:xxxxxxxxxxxxxxxx Website: xxxxxxxxxxxxxxxx
Corporate Identity Number: xxxxxxxxxxxxxxx

FOR RESIDENT INDIAN INVESTORS, INCLUDING RESIDENT QIBs, NON-INSTITUTIONAL BIDDERS, RETAIL INDIVIDUAL BIDDERS AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

To,
The Board of Directors
XYZ LIMITED

100% BOOK BUILT OFFER
ISIN : XXXXXXXXX

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | REGISTERED BROKER/SCSB/CDP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr./Ms./M/s.

Address

Email

Tel. No. (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures only)			
	8 7 6 5 4 3 2 1	Bid Price 3 2 1	Retail Discount 3 2 1	Net Price 3 2 1	"Cut-off" (Please ✓ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

6. INVESTOR STATUS

☐ Individual(s) - IND
☐ Hindu Undivided Family - HUF*
☐ Bodies Corporate - CO
☐ Systemically Important NBFCs
☐ Banks & Financial Institutions - FI
☐ Mutual Funds - MF
☐ National Investment Fund - NIF
☐ Insurance Companies - IC
☐ Insurance Funds
☐ Venture Capital Funds (VCF)
☐ Alternative Investment Fund - AIF
☐ Other QIBs - OTH
☐ Non Resident Indian - NRI (Non repatriation basis)
☐ All entities other than QIBs, Bodies Corporates and Individuals - NOH

*HUF should apply only through Karta (Application by HUF would be treated on par with individual).

7. PAYMENT DETAILS [IN CAPITAL LETTERS]

PAYMENT OPTION : ■ FULL PAYMENT ■ PART PAYMENT

Amount blocked (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

OR

UPI Id (Maximum 45 characters)

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDER'S UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date : ____________, 2018

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer.

1)
2)
3)

SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC OFFER - R

Acknowledgement Slip for Syndicate Member/Registered Broker/SCSB/CDP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Amount blocked (₹ in figures) | ASBA Bank A/c No./UPI Id

Bank Name & Branch

Stamp & Signature of SCSB Branch

Received from Mr./Ms./M/s.

Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC OFFER - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Blocked (₹)			

Stamp & Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No./UPI Id

Bank Name & Branch

Bid cum Application Form No.

Important Note : Application made using third party UPI Id Or ASBA Bank A/c are liable to be rejected.

XYZ LIMITED

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

Application Form–For Non–Residents

COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC OFFER - NR

Registered Office: xxxxxxxxxxxxxxxxxxxx Tel: xxxxxxxxxx Fax: xxxxxxxxxx
Corporate Office: xxxxxxxxxxxxxxxxxxxx Tel: +xxxxxxxxxx Fax: xxxxxxxxxx
Contact Person: xxxxxxxxxx Fax: xxxxxxxxxx E-mail: xxxxxxxxxx Website: xxxxxxxxxx
Corporate Identity Number: xxxxxxxxxx

FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIs, FVCIs, FPIs AND REGISTERED BILATERAL AND MULTI LATERAL DEVELOPMENT FINANCIAL INSTITUTIONS APPLYING ON A REPATRIATION BASIS

LOGO

To,
The Board of Directors
XYZ LIMITED

100% BOOK BUILT OFFER
ISIN : XXXXXXXXX

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	REGISTERED BROKER/SCSB/CDP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. /Ms./M/s.

Address

Email

Tel. No. (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures only) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder
☐ Non-Institutional Bidder
☐ QIB

6. INVESTOR STATUS

- NRI Non-Resident Indian(s) (Repatriation basis)
- FVCI Foreign Venture Capital Investor
- FPI Foreign Portfolio Investor
- RBMI Registered Bilateral and Multi Lateral Development Financial Institutions
- OTH Others (Please Specify)

7. PAYMENT DETAILS [IN CAPITAL LETTERS]

PAYMENT OPTION : ☐ FULL PAYMENT ☐ PART PAYMENT

Amount blocked (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

OR

UPI (Maximum 45 characters)

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDER'S UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date : __________, 2018

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer.

1)
2)
3)

SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED
INITIAL PUBLIC OFFER - NR

Acknowledgement Slip for Syndicate Member/Registered Broker/SCSB/CDP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Amount blocked (₹ in figures) ASBA Bank A/c No./UPI

Bank Name & Branch

Received from Mr./Ms./M/s.

Telephone / Mobile Email

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC OFFER - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Blocked (₹)			

Stamp & Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No./UPI

Bank Name & Branch

Bid cum Application Form No.

Important Note : Application made using third party UPI Or ASBA Bank A/c are liable to be rejected.

XYZ LIMITED

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields**: Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the Bid-cum Application Form/Application Form may be used to dispatch communications (including letters notifying the unblocking of the bank accounts of Bidders (other than Anchor Investors) in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, Designated Intermediaries and the Registrar to the Offer only for correspondence(s) related to an Offer and for no other purposes.

(c) **Joint Bids/Applications**: In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such First Bidder/Applicant would be deemed to have signed on behalf of the joint holders. All communications may be addressed to such first Bidder/Applicant and may be dispatched to his or her address as per the Demographic Details received from the Depositories.

(d) **Impersonation**: Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of Allotment of the Equity Shares in dematerialized form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 **FIELD NUMBER 2: PAN OF SOLE/FIRST BIDDER/APPLICANT**

(a) PAN (of the sole/ first Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and

Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of PAN Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficial owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms/Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 **FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS**

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form/Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of the PAN, DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorized the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for any correspondence(s) related to an Offer.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk.

4.1.4 **FIELD NUMBER 4: BID OPTIONS**

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation at the place where the Issuer's registered office is situated, at least two Working Days before Bid/Offer Opening Date in case of an IPO, and at least one Working Day before Bid/Offer Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Investors or Employees or Retail Individual Shareholders in the Shareholder Reservation Portion (if any) can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs are liable to be rejected.

(d) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the BRLM may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Bid Lot is accordingly determined by an Issuer on basis of such minimum application value.

(e) **Allotment:** The Allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the Retail category, and the remaining available shares, if any, shall be Allotted on a proportionate basis. For details of the Bid Lot, Bidders may refer to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Investors, Employees and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹200,000. Bids by Employees must be for such number of shares so as to ensure that the Bid Amount less Employee Discount (as applicable), payable by the Bidder does not exceed ₹500,000. Retail Individual Bidders or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount then such Bid may be rejected if it is at the Cut-off Price.

(b) For NRIs, a Bid Amount of up to ₹200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at 'Cut-off Price'.

(d) RIIs may revise or withdraw their bids until Bid/Offer Closing Date. QIBs and NII's cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to ₹200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Category under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid by QIB bidder cannot be submitted for more than the Offer size.

(h) A Bid by NII bidder cannot be submitted for more than the Offer size excluding QIB portion.

(i) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(j) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer Price, the number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for Allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of Bidders may refer to (Section 5.6 (e)).

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:

i. All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

ii. For Bids from Mutual Funds, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

i. Bids by Eligible Employees and Retail Individual Shareholdersin their respective Reservation Portion as well as bids made by them in the Net Offer portion in public category.

ii. Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

iii. Bids by Mutual Funds, submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

iv. Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

4.1.5 **FIELD NUMBER 5 : CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and allotment in the Offer are RIIs, NIIs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of Anchor Investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations, with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Offer Price. For details regarding allocation to Anchor Investors, Bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective Allotment to it in the Offer is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) Bidders are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Bidder doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. In case of Bidder providing both, the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.

(b) The full Bid Amount (net of any Discount, as applicable) shall be blocked based on the authorization provided in the Bid cum Application Form. If the Discount is applicable in the Offer, the RIIs and Retail Individual Shareholders should indicate the full Bid Amount in the Bid cum Application Form and the payment shall be blocked for the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(c) RIIs who Bid at Cut-off price shall be blocked on the Cap Price.

(d) All Bidders (other than Anchor Investors) can participate in the Offer only through the ASBA mechanism.

(e) RIIs submitting their applications through Designated Intermediaries can participate in the Issue through UPI mechanism, through their UPI ID linked with their bank account.

(f) Bid Amount cannot be paid in cash, cheque, demand draft, through money order or through postal order.

4.1.7.1. **Instructions for Anchor Investors (if any):**

(a) Anchor Investors may submit their Bids only with a Book Running Lead Manager.

(b) Payments should be made either by direct credit, RTGS, NACH or NEFT.

(c) The Anchor Escrow Bank(s) shall maintain the monies in the Anchor Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2. **Payment instructions for Bidders (other than Anchor Investors)**

(a) Bidders may submit the Bid cum Application Form either

i. in physical or electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

ii. in physical mode to any Designated Intermediary, provided that RIIs submitting their applications through a Designated Intermediary and wishes to make payment of the Bid Amount through the UPI mechanism shall specify his/her UPI ID linked to his/her bank account in the Bid cum Application Form.

(b) Bidders must specify the Bank Account number, or the UPI ID, as applicable, in the Bid cum Application Form. The Bid cum Application Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted.

(c) Bidders (other than RIIs bidding under the UPI mechanism) should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder.

(d) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the ASBA Account.

(e) Do not submit more than one Bid cum Application Form per ASBA Account.

(f) RIIs bidding through the Designated Intermediaries are requested to submit only one Bid cum Application Form for each UPI ID.

(g) Bidders should submit the Bid cum Application Form only at the Bidding Centres, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated CRTA Locations or CDP at the Designated CDP Locations.

(h) **Bidders bidding through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

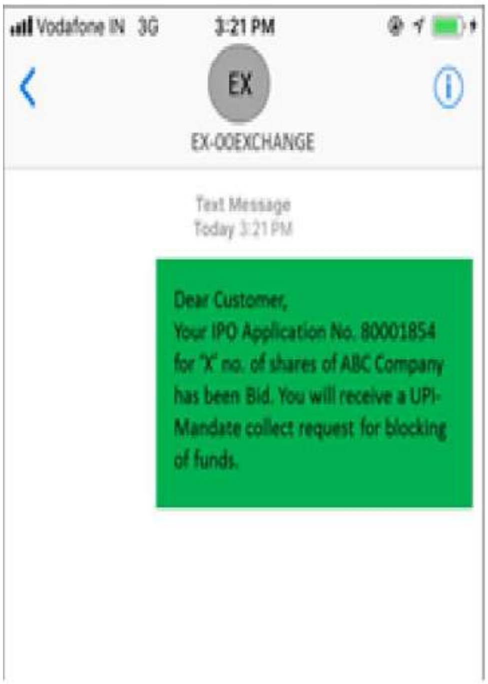
(i) **RIIs bidding through Designated Intermediaries** should note that with the introduction of UPI as a payment mechanism, there are four channels of making applications in public issues available to them in UPI Phase I (i.e. from January 1, 2019 for a period of three months or floating of five main board public issues, whichever is later). The four channels for making applications in public issues available to RIIs bidding through Designated Intermediaries are as follows:

Channel I	Channel II	Channel III	Channel IV
RIIs may submit the Bid cum Application Form with ASBA as the sole mechanism for making payment payment either	RIIs may submit the Bid cum Application Form online using the facility of linked online trading, demat and bank	RIIs may submit the Bid cum Application Form with any of the Designated Intermediaries, along with details of his/her	RIIs may submit the Bid cum Application Form with any of the Designated Intermediaries and use his/her UPI ID

Channel I	Channel II	Channel III	Channel IV
physically (at the branch of the SCSB) or online. For such applications the existing process of uploading the bid and blocking of finds in the RIIs account by the SCSB would continue.	account (3-in-1 type accounts) provided by Registered Brokers.	ASBA Account for blocking of funds. For such applications the Designated Intermediary will upload the bid in the stock exchange bidding platform and forward the application form to Designated Branch of the concerned SCSB for blocking of funds.	for the purpose of blocking of funds.

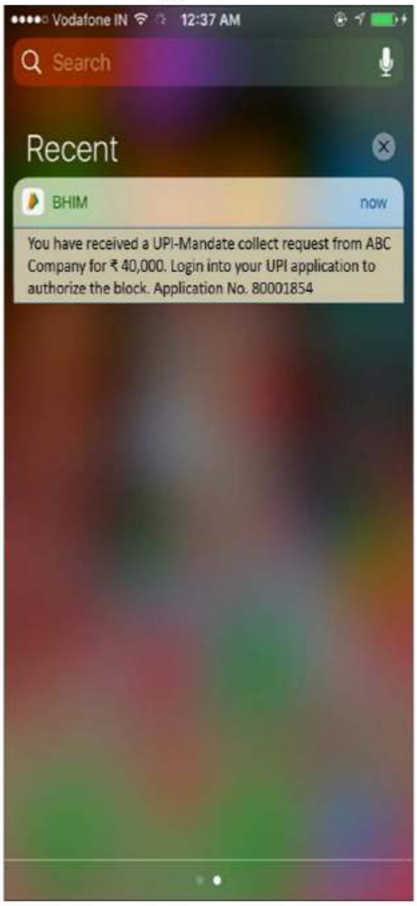
Please see below a graphical illustrative process of the investor receiving and approving the UPI mandate request:

Illustrative SMS



Block request SMS to investor

Block request intimation through UPI application

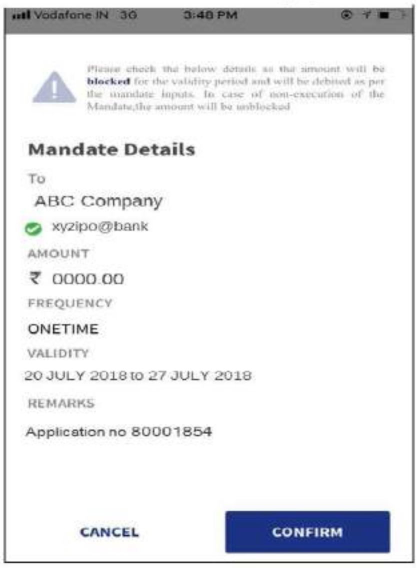


1. Investor UPI application screen

2. Sample of IPO details in attachment

3. Post verification of details above

4. Pre-confirmation page



(j) QIB and NII Bidders may submit the Bid cum Application Form either

(i) to SCSB in physical or electronic mode through the internet banking facility offered by an SCSB authorizing blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

(ii) in physical mode to any Designated Intermediary.

(k) Bidders must specify the Bank Account number, or the UPI ID, as applicable, in the Bid cum Application Form. The Bid cum Application Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account, may not be accepted.

(l) Bidders should note that application made using third party UPI ID or ASBA Bank account are liable to be rejected.

(m) Bidders shall note that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the ASBA Account.

(n) Bidders should submit the Bid cum Application Form only at the Bidding Centres, i.e. to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated CRTA Locations or CDP at the Designated CDP Locations.

(o) **Bidders bidding through Designated Intermediaries** other than a SCSB, should note that ASBA Forms submitted to such Designated Intermediary may not be accepted, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary, to deposit ASBA Forms.

(p) **Bidders bidding directly through the SCSBs** should ensure that the Bid cum Application Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(q) Upon receipt of the Bid cum Application Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(r) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the Bid cum Application Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(s) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not upload such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(t) Upon submission of a completed Bid cum Application Form each Bidder (not being a RII who has opted for the UPI mechanism and provided a UPI ID with the Bid cum Application Form) may be deemed to have agreed to block the entire Bid Amount and authorized the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs. For details regarding blocking of Bid Amount for RIIs who have provided a UPI ID with the Application Form please refer to paragraph 4.1.7.4 - Additional Payment Instructions for RIIs applying through Designated Intermediaries using the UPI mechanism.

(u) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of Allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Issue, or until withdrawal or rejection of the Bid, as the case may be.

(v) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.3. **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB or the Sponsor Bank, as the case may be, along with instructions to unblock the relevant ASBA Accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, (iv) the amount to be unblocked, if any in case of partial allotments and (v) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs or the Sponsor Bank, as the case may be, to unblock the respective ASBA Accounts.

(b) On the basis of instructions from the Registrar to the Issue, the SCSBs or the Sponsor Bank, as the case may be, may transfer the requisite amount against each successful Bidder to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB or to the Sponsor Bank to revoke the mandate and, as the case may be, to unblock the Bid Amount in the relevant ASBA Account within four Working Days of the Bid/Offer Closing Date.

4.1.7.4. Additional Payment Instructions for RIIs bidding through Designated Intermediaries using the UPI mechanism

(a) Before submission of the application form with the Designated Intermediary, an RII shall download the mobile app for UPI and create a UPI ID (xyz@bankname) of not more than 45 characters with its bank and link it to his/ her bank account where the funds equivalent to the application amount is available.

(b) RIIs shall mention his / her UPI ID along with the bid details in the Bid cum Application Form in capital letters and submit the Bid cum Application Form to any of the Designated Intermediaries.

(c) The Designated Intermediary upon receipt of the Bid cum Application Form will upload the bid details along with UPI ID in the stock exchange bidding platform.

(d) Once the bid has been entered into the Stock Exchange bidding platform, the stock exchange will validate the PAN and Demat Account details of the RII with the Depository. The Depository will validate the aforesaid details on a real time basis and send a response to the stock exchange which will be shared by the stock exchange with the Designated Intermediary through its bidding platform, for corrections, if any.

(e) Once the bid details have been validated by the Depository, the stock exchange will, on a continuous basis, electronically share the bid details along with the UPI ID of the concerned RII with the Sponsor Bank appointed by the Issuer.

(f) The Sponsor Bank will initiate a UPI Mandate Request on the RII which will be electronically received by the RII as an SMS / intimation on his / her mobile number / mobile app associated with the UPI ID linked account. The RII will be required to review the details of the amount blocked as per his/her bid and the IPO bid details submitted by him / her and then proceed to authorise the mandate using his UPI PIN. By authorising the mandate using the UPI ID RIIs shall be deemed to have accepted the blocking of his/her ASBA account. Such mandate raised by the Sponsor Bank would be a one-time mandate for each application in the IPO. Upon the authorization of the mandate using his/her UPI PIN, an RII may be deemed to have agreed to block the entire Bid Amount and authorized the Sponsor Bank to block the Bid Amount mentioned in the Bid Cum Application Form.

(a) Upon successful validation of the block request by the RII, the said information would be electronically received by the RII's bank, where the funds, equivalent to the application amount would get blocked in the ASBA Account of the RII. Intimation regarding confirmation of such blocking of funds in the ASBA Account of the RII would also be received by the RII. Information on the block status request would be shared with the Sponsor Bank which in turn would share it with the stock exchange which in turn would share it with the Registrar in the form of a file for the purpose of reconciliation and display it on the stock exchange bidding platform for the information of the Designated Intermediary.

(b) RIIs may continue to modify or withdraw the Bid till the closure of the Bidding Period. For each modification of the Bid, the RII will submit a revised Bid and will receive a new UPI Mandate Request from the Sponsor Bank to be validated as per the process indicated above.

(c) Post closure of the Offer, the stock exchange will share the Bid details with the Registrar along with the final file received from the Sponsor Bank containing status of blocked funds or otherwise, along with the ASBA Account details with respect to applications made by RIIs using UPI ID.

4.1.7.5. **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under Retail category, Retail Individual Shareholder and employees are only eligible for discount. For Discounts offered in the Issue, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Offer may block their ASBA Account for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder (other than employees) may note that in case the net amount blocked (post Discount) is more than two lakh Rupees, the Bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under Retail category.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant (other than RIIs bidding under the UPI mechanism), then the Signature of the ASBA Account holder(s) is also required.

(c) The signature has to be correctly affixed in the authorization/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB or using the UPI to the Sponsor Bank, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Bidders should ensure that they receive the Acknowledgment slip or the acknowledgement number duly signed and stamped by a Designated Intermediary, as applicable, for submission of the Bid cum Application Form.

(b) All communications in connection with Bids/Applications made in the Offer should be addressed as under:

i. In case of queries related to Allotment, non-receipt of Allotment Advice, credit of Allotted Equity Shares, unblocking of funds, the Bidders/Applicants should contact the Registrar to the Offer.

ii. In case of Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.

iii. In case of queries relating to uploading of Syndicate ASBA Bids, the Bidders/Applicants should contact the relevant Syndicate Member.

iv. In case of queries relating to uploading of Bids by a Designated Intermediary, the Bidders/Applicants should contact the relevant Designated Intermediary.

v. In case of queries relating to uploading of Bids through the UPI Mechanism, the Bidders/Applicants should contact the Designated Intermediary

vi. Bidder/Applicant may contact the Company Secretary and Compliance Officer or BRLM(s) in case of any other complaints in relation to the Offer.

(c) The following details (as applicable) should be quoted while making any queries –

i. full name of the sole or First Bidder/Applicant, Bid cum Application Form number, Applicants'/Bidders' DP ID, Client ID, PAN, number of Equity Shares applied for, amount paid on application.

ii. name and address of the Designated Intermediary, where the Bid was submitted along with the acknowledgment slip from Designated Intermediary or

i. Bids, ASBA Account number or the UPI ID (for RIIs who make the payment of Bid Amount through the UPI mechanism) linked to the ASBA Account where the Bid Amount was blocked.

For further details, Bidder/Applicant may refer to the RHP/Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

(a) During the Bid/Offer Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

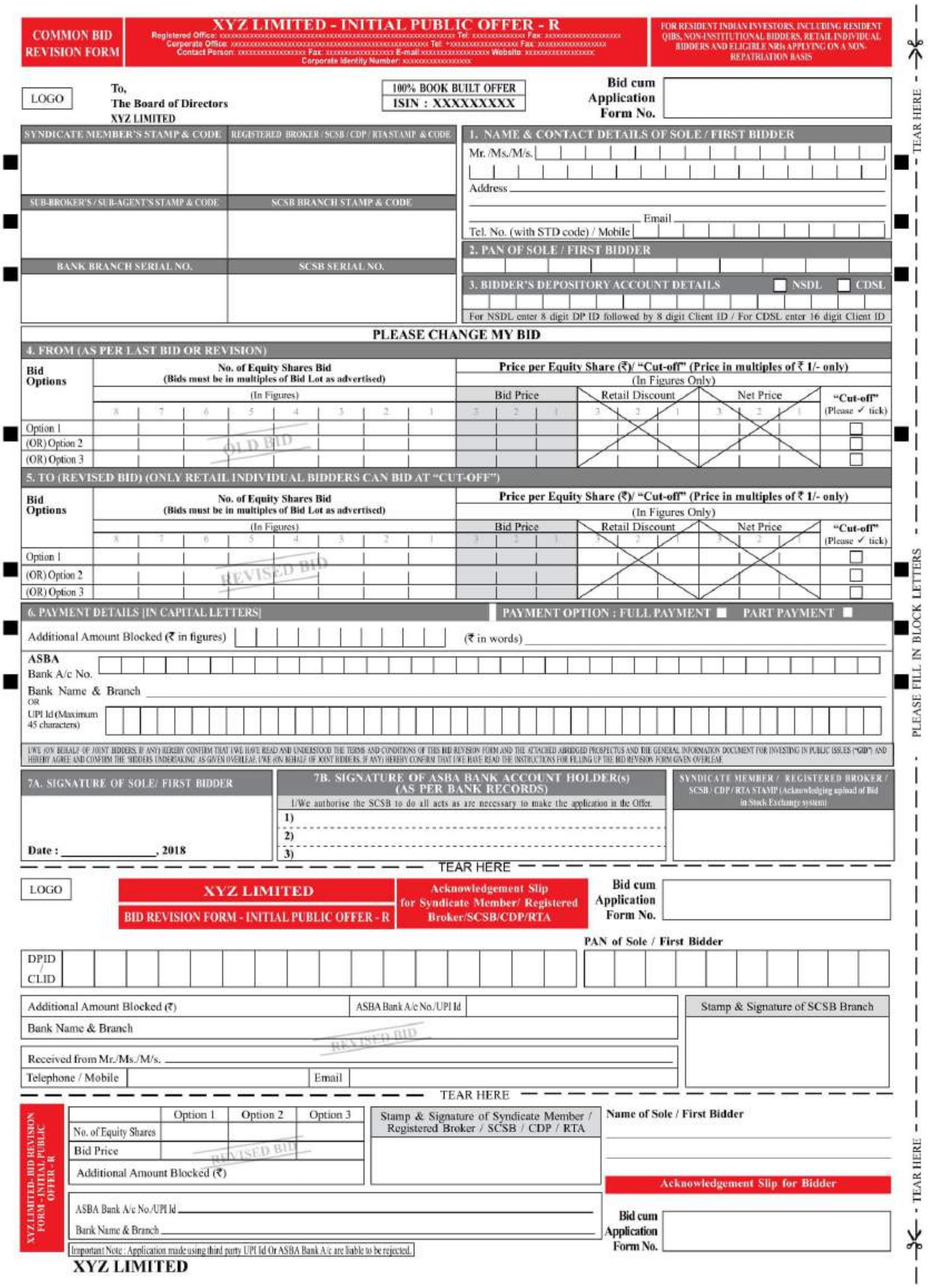
(b) RII may revise their Bids or withdraw their bids until Bid/Offer Closing date.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/ Offer Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. It is clarified that RIIs whose original Bid is made using the UPI mechanism, can make revision(s) to their Bid using the UPI mechanism only, whereby each time the Sponsor Bank will initiate a new UPI Mandate Request. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample revision form is reproduced below:

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK]



COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC OFFER - R

Registered Office: xxxxxxxx Tel: xxxxxxxx Fax: xxxxxxxx
Corporate Office: xxxxxxxx Tel: xxxxxxxx Fax: xxxxxxxx
Contact Person: xxxxxxxx Fax: xxxxxxxx E-mail: xxxxxxxx Website: xxxxxxxx
Corporate Identity Number: xxxxxxxx

FOR RESIDENT INDIAN INVESTORS, INCLUDING RESIDENT QIBS, NON-INSTITUTIONAL BIDDERS, RETAIL INDIVIDUAL BIDDERS AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

To,
The Board of Directors
XYZ LIMITED

100% BOOK BUILT OFFER
ISIN : XXXXXXXX

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | REGISTERED BROKER / SCSB / CDP / RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER
Mr./Ms./M/s.
Address
Email
Tel. No. (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL
For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures Only) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

OLD BID

5. TO (REVISED BID) (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures Only) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
Option 1					
(OR) Option 2					
(OR) Option 3					

REVISED BID

6. PAYMENT DETAILS [IN CAPITAL LETTERS] PAYMENT OPTION : FULL PAYMENT PART PAYMENT
Additional Amount Blocked (₹ in figures) (₹ in words)
ASBA Bank A/c No.
Bank Name & Branch
OR
UPI Id (Maximum 45 characters)

I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID REVISION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT BIDDERS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID REVISION FORM GIVEN OVERLEAF.

7A. SIGNATURE OF SOLE/ FIRST BIDDER
Date : ________, 2018

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)
I/We authorise the SCSB to do all acts as are necessary to make the application in the Offer.
1)
2)
3)

SYNDICATE MEMBER / REGISTERED BROKER / SCSB / CDP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO
XYZ LIMITED
BID REVISION FORM - INITIAL PUBLIC OFFER - R
Acknowledgement Slip for Syndicate Member/ Registered Broker/SCSB/CDP/RTA
Bid cum Application Form No.

PAN of Sole / First Bidder
DPID / CLID

Additional Amount Blocked (₹) | ASBA Bank A/c No./UPI Id | Stamp & Signature of SCSB Branch
Bank Name & Branch
Received from Mr./Ms./M/s.
Telephone / Mobile | Email

TEAR HERE

XYZ LIMITED- BID REVISION FORM - INITIAL PUBLIC OFFER - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Blocked (₹)			

Stamp & Signature of Syndicate Member / Registered Broker / SCSB / CDP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No./UPI Id
Bank Name & Branch

Bid cum Application Form No.

Important Note : Application made using third party UPI Id Or ASBA Bank A/c are liable to be rejected.

XYZ LIMITED

TEAR HERE
PLEASE FILL IN BLOCK LETTERS

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY**

ACCOUNT DETAILS OF THE BIDDER/APPLICANT

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 & 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹200,000. In case the Bid Amount exceeds ₹200,000 due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹200,000, the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs and Bids by Employees under the Reservation Portion, who have bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding will be unblocked.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorize blocking of the full Bid Amount (less Discount (if applicable) at the time of submitting the Bid Revision Form. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(b) Bidder/Applicant, Bidder/Applicant may issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹200,000, the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of Allotment, such that no additional amount is required for blocking Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have bid at the Cut-off Price, could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked.

4.2.4 **FIELDS 7 : SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE OFFER)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT & DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY & AMOUNT**

(a) The Issuer may mention Price or Price Band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot**: The Issuer in consultation with the Book Running Lead Manager to the Offer (BRLM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹10,000 to ₹15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIIs**,** Employees and Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹200,000.

(d) Applications by the Eligible Employees under the Employee Reservation Portion must be for such minimum number of shares so as to ensure that the application amount payable does not exceed ₹500,000 on a net basis. However, Allotment to an Eligible Employee in the Employee Reservation Potion may exceed ₹200,000 (which will be less Employee Discount) only in the event of an under-subscription in the Employee Reservation Portion and such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (which will be less Employee Discount).

(e) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(f) An application cannot be submitted for more than the Offer size.

(g) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(h) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(i) For details regarding the procedures to be followed by the Registrar to detect multiple applications. Applicants should refer to paragraphs 4.1.4.2(b) and 4.1.4.2(c).

4.3.3 **FIELD NUMBER 5 : CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of

Bidding, allocation and Allotment in the Offer are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of applicants in an Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) Bidders are required to enter either the ASBA Bank account details or the UPI ID in this field. In case the Bidder doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. In case of Bidder providing both, the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.

(b) All Applicants (other than Anchor Investors) are required to make use ASBA for applying in the Offer

(c) RIIs applying through Designated Intermediaries may make use of the UPI mechanism for applying in the Offer.

(d) Application Amount cannot be paid in cash, cheques or demand drafts through money order or through postal order or through stock invest.

4.3.5.1 **Payment instructions for Applicants**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.

4.3.5.2 **Unblocking of ASBA Account**

Applicants should refer to instructions contained in paragraph 4.1.7.3.

4.3.5.3 **Additional Payment Instructions for RIIs bidding through Designated Intermediaries using the UPI mechanism**

Applicants should refer to instructions contained in paragraph 4.1.7.4

4.3.5.4 **Discount** (if applicable)

Applicants should refer to instructions contained in paragraph 4.1.7.5

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS & ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 & 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM

4.4.1 **Bidders/Applicants may submit completed Bid-cum-application form / Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form

Mode of Application	Submission of Bid cum Application Form
Anchor Investors Application Form	To the BRLMs at the Specified Locations mentioned in the Bid cum Application Form
All Applications (other than Anchor Investors)	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres or the CRTAs at the Designated RTA Locations or the CDPs at the Designated CDP Locations; and (b) To the Designated Branches of the SCSBs where the ASBA Account is maintained

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the Bid-cum-Application Form, the Bidder/Applicant will be deemed to have authorized the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Offer Price and filing of the Prospectus with the RoC, the Bid-cum-Application Form will be considered as the application form.

SECTION 5: OFFER PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations. The Offer Price is finalised after the Bid/Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Issue, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/Offer Period, ASBA Bidders/Applicants may approach any of the Designated Intermediary to register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the Book Running Lead Manager on the Anchor Investor Bidding Date to register their Bid.

(b) In case of Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs or the Sponsor Bank, as applicable, to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For details of the timing on acceptance and upload of Bids in the Stock Exchange Platform Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchange. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the issue.

(b) On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchange.

(c) Only Bids that are uploaded on the Stock Exchange Platform are considered for allocation/ Allotment. In Phase I, the Designated Intermediaries are given till 1:00 pm on the day following the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/Offer Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchange Platform, a graphical representation of consolidated demand and price as available on the website of the Stock Exchange may be made available at the Bidding centres during the Bid/Offer Period.

5.4 WITHDRAWAL OF BIDS

(a) RIIs can withdraw their Bids until Bid/Offer Closing Date. In case a RII wishes to withdraw the Bid, the same can be done by submitting a request for the same to the concerned Designated Intermediary, who shall do the requisite, including unblocking of the funds in the ASBA Account.

(b) The Registrar to the Offer shall give instruction to the SCSB or the Sponsor Bank, as applicable, for unblocking the ASBA Account upon or after the finalization of basis of Allotment. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION & RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to

i. The Bids accepted by the Designated Intermediary;

ii. The Bids (including UP ID, as applicable) uploaded by the Designated Intermediary; and

iii. The Bid cum application forms accepted but not uploaded by the Designated Intermediaries.

(b) The BRLM and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs or the Sponsor Banks, as applicable, shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA Account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) BRLM and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIIs & RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 GROUNDS FOR TECHNICAL REJECTIONS

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to any of the Designated Intermediaries, or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, *inter-alia*, on the following grounds, which have been detailed at various places in this GID:-

(a) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(b) Bids/Applications of Bidders (other than Anchor Investors) accompanied by cash, draft, cheques, money order or any other mode of payment other than amounts blocked in the

Bidders' ASBA Account;

(c) Bids/Applications by OCBs;

(d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form/Application Form;

(f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(h) Bids/Applications by persons in the United States;

(i) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

(j) ASBA Account number or UPI ID not mentioned or incorrectly mentioned in the Bid cum Application Form/Application Form;

(k) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(l) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(m) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(n) Bids/Applications at a price less than the Floor Price & Bids/Applications at a price more than the Cap Price;

(o) Bids/Applications at Cut-off Price by NIIs and QIBs;

(p) The amounts mentioned in the Bid cum Application Form/Application Form does not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(q) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(r) Submission of Bid cum Application Forms/Application Form using third party UPI ID or ASBA Bank Account;

(s) Submission of more than one Bid cum Application Form per UPI ID by RIIs bidding through Designated Intermediaries;

(t) Bids/Applications for number of Equity Shares which are not in multiples of Equity Shares which are not in multiples as specified in the RHP;

(u) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(v) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/Offer Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(w) Bank account mentioned in the Bid cum Application Form (for Bidders applying through the non UPI mechanism) may not be an account maintained by SCSB. Inadequate funds in the ASBA Account to block the Bid/Application Amount specified in the Bid cum Application Form/ Application Form at the time of blocking such Bid/Application Amount in the ASBA Account;

(x) In case of Bids by RIIs (applying through the UPI mechanism), the UP ID mentioned in the Bid cum Application Form is linked to a third party bank account;

(y) In case of Bids by RIIs (applying through the UPI mechanism), the UPI ID is not mentioned in the Bid cum Application Form;

(z) In case of Anchor Investors, Bids/Applications where sufficient funds are not available in Escrow Accounts as per final certificate from the Anchor Escrow Bank;

(aa) Where no confirmation is received from SCSB or the Sponsor Bank, as applicable, for blocking of funds;

(bb) Bids/Applications by Bidders (other than Anchor Investors) not submitted through ASBA process;

(cc) Bid cum Application Form submitted to Designated Intermediaries at locations other than the Bidding Centres or to the Anchor Escrow Bank (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Offer;

(dd) Bids/Applications not uploaded on the terminals of the Stock Exchange;

(ee) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

(ff) The UPI Mandate is not approved by Retail Individual Investor; and

(gg) The original Bid/Application is made using the UPI mechanism and revision(s) to the Bid/Application is made using ASBA either physically or online through the SCSB, and *vice-versa*.

(hh) Bidders are required to enter either the ASBA Bank account details or the UPI ID in the Bid cum Application Form. In case the Bidder doesn't provide any of the ASBA Bank account details or the UPI ID then the application would be rejected. In case of Bidder providing both, the ASBA Bank account details as well as the UPI ID, the UPI ID will be considered for processing of the application.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in an Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in any category (except QIB category) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer and in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB Category is not available for subscription to other categories.

(c) In case of under subscription in the Net Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Net Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should *note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes Bidding by Anchor Investors.*

Bidders can bid at any price within the price band. For instance, assume a price band of ₹20 to ₹24 per share, issue size of 3,000 equity shares and receipt of bids from bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the equity shares of the issuer at various prices and is collated from bids received from various investors.

Bid Quantity	Bid Amount (₹)	Cumulative Quantity	Subscription
500	24	500	16.67%
1,000	23	1,500	50.00%
1,500	22	3,000	100.00%
2,000	21	5,000	166.67%
2,500	20	7,500	250.00%

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Offer the desired number of equity shares is the price at which the book cuts off, i.e., ₹22.00 in the above example. The issuer, in consultation with the book running lead managers, may finalise the Offer Price at or below such cut-off price, i.e., at or below ₹22.00. All bids at or above this Offer Price and cut-off bids are valid bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of Bidding (**"Alternate Book Building Process"**).

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the Allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be Allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: OFFER PROCEDURE IN FIXED PRICE OFFER

Applicants may note that there is no Bid cum Application Form in a Fixed Price Offer. As the Offer Price is mentioned in the Fixed Price Offer therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through the Designated Intermediary.

ASBA Applicants may submit an Application Form either in physical form to the Designated Intermediaries or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the ASBA Account specified in the Application Form only. The Application Form is also made available on the website of the Stock Exchange at least one day prior to the Bid/Offer Opening Date.

In a Fixed Price Offer, allocation in the net offer to the public category is made as follows: minimum fifty per cent to Retail Individual Investors; and remaining to (i) individual investors other than Retail Individual Investors; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section of the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The Allotment of Equity Shares to Bidders/Applicants other than Retail Individual Investors and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Investor will be Allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Investor Category and the remaining available shares, if any will be Allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Fresh Issue (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Offer Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Offer Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot **("Maximum RII Allottees")**. The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIIs who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the RIIs (in that category) who will then be Allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Offer Price may be grouped together to determine the total demand under this category. The Allotment to all successful NIIs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full Allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Offer Price, Allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs Bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for Allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid

Bids received above the Offer Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Offer Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Offer Price will be at the discretion of the issuer subject to compliance with the following requirements:

i. not more than 60% of the QIB Category will be allocated to Anchor Investors;

ii. one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

iii. allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹10 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹10 crores and up to ₹250 crores subject to minimum allotment of ₹5 crores per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹250 crores and an additional 10 Anchor Investors for every additional ₹250 crores or part thereof, subject to minimum allotment of ₹5 crores per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Bid cum Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the issuer in consultation with the BRLM, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the** Offer **Price is higher than the Anchor Investor Offer Price**: Anchor Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Offer Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d) **In the event the Offer Price is lower than the Anchor Investor Offer Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorized according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate Allotment is less than the minimum Bid Lot decided per Bidder, the Allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate Allotment to a Bidder is a number that is more than the minimum Bid Lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate Allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Accounts, as per the terms of the Cash Escrow Agreement, into the Public Offer Account with the Bankers to the Offer. The balance amount after transfer to the Public Offer Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall be made from the Refund Account as per the terms of the Cash Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Offer shall instruct the SCSBs or the Sponsor Bank, as applicable, to transfer funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Offer.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within five Working Days of the Bid/Offer Closing Date. The Issuer also ensures the credit of shares to the successful Applicant's depository account is completed within five Working Days from the Bid/Offer Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING & COMMENCEMENT OF TRADING

The Issuer may ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchange are taken within six Working Days of the Bid/Offer Closing Date. The Registrar to the Offer may give instructions for credit to Equity Shares the beneficiary account with DPs, and dispatch the Allotment Advice within six Working Days of the Bid/Offer Closing Date.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. The Stock Exchange from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer may be punishable with a fine which shall not be less than ₹5 lakhs but which may extend to ₹50 lakhs and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than ₹50,000 but which may extend to ₹3 lakhs, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith may take steps to refund, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

If such money is not refunded to Bidders within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCRIPTION

If the Issuer does not receive a minimum subscription of 90% of the Net Offer (excluding any offer for sale of specified securities), including devolvement to the Underwriters, as applicable, the Issuer may forthwith, take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Offer Closing Date and repay, without interest, all moneys received from Anchor Investors. This is further subject to the compliance with Rule 19(2) (b) of the SCRR. In case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable. In case of under-subscription in the Offer, the Equity Shares in the Fresh Issue will be issued prior to the sale of Equity Shares in the Offer for Sale.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay or unblock the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of prescribed time period under applicable laws, be jointly and severally liable to repay the money, with interest at the rate of 15% per annum in accordance with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 6(1) of the SEBI ICDR Regulations comes for an Offer under Regulation 6(2) of SEBI (ICDR) Regulations but fails to Allot at least 75% of the Net Offer to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

1. **In case of ASBA Bids:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs or in case of Bids by RIIs applying through the UPI mechanism to the Sponsor Bank to revoke the mandate and for unblocking the amount for unsuccessful Bids or for any excess amount blocked on Bidding.

2. **In case of Anchor Investors:** Within six Working Days of the Bid/Offer Closing Date, the Registrar to the Offer may dispatch the refund orders for all amounts payable to unsuccessful Anchor Investors.

3. In case of Anchor Investors, the Registrar to the Offer may obtain from the depositories the Bidders' bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Bid cum Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their depositories. Failure to do so may result in delays in dispatch of refund orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors' sole risk and neither the Issuer, the Registrar to the Offer, the Escrow Collection Banks, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay. Please note that refunds shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

4. In the case of Bids from Eligible NRI Bidders and FPIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Company and the Selling Shareholder may not be responsible for loss, if any, incurred by the Bidder/Applicant on account of conversion of foreign currency.

8.3.1 Electronic mode of making refunds for Anchor Investors

The payment of refund, if any, may be done through various electronic modes as mentioned below:

i. **NACH** — National Automated Clearing House is a consolidated system of ECS. Payment of refunds would be done through NACH for Anchor Investors having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refunds through NACH is mandatory for Anchor Investors having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;

ii. **NEFT**—Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investors' bank is NEFT enabled and has been assigned the Indian Financial System Code ("**IFSC**"), which can be linked to the MICR of that particular branch. The IFSC may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

iii. **Direct Credit**—Anchor Investors having their bank account with the Refund Banker may be eligible to receive refunds, if any, through direct credit to such bank account; and

iv. **RTGS**—Anchor Investors having a bank account with a bank branch which is RTGS enabled as per the information available on the website of RBI and whose refund amount exceeds ₹0.2 million, shall be eligible to receive refund through RTGS, provided the Demographic Details downloaded from the Depositories contain the nine digit MICR code of the Anchor Investor's bank which can be mapped with the RBI data to obtain the corresponding IFSC. Charges, if any, levied by the Anchor Escrow Bank for the same would be borne by our Company. Charges, if any, levied by the Anchor Investor's bank receiving the credit would be borne by the Anchor Investor.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted to the Escrow Bank.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres etc. Bidders/Applicants may refer to RHP/Prospectus.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at the rate of 15% per annum if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working Days of the Bid/Offer Closing Date.

The Issuer may pay interest at 15.00% per annum for any delay beyond 15 days from the Bid/ Offer Closing Date, if Allotment is not made.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document may have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time. In case of inconsistency in the description of a term mentioned herein below and the description ascribed to such term in the Red Herring Prospectus, the description as ascribed to such term in this Red Herring Prospectus shall prevail.

Term	Description
Allotment/Allot/Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/Applicants
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been Allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchange
Allottee	A Bidder/Applicant to whom the Equity Shares are Allotted
Anchor Escrow Account	Account opened with the Anchor Collection Bank and in whose favour the Anchor Investors may transfer money through NEFT/RTGS/direct credit in respect of the Bid Amount when submitting a Bid
Anchor Escrow Bank	Refer to definition of Banker(s) to the Issue
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations and the Red Herring Prospectus
Anchor Investor Portion	Up to 60% of the QIB Category which may be allocated by the Issuer in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Form	The form in terms of which the Applicant should make an application for Allotment in case of issues other than Book Built Issues, includes Fixed Price Offer

Term	Description
Application Supported by Blocked Amount /ASBA	An application, whether physical or electronic, used by Bidders/Applicants, other than Anchor Investors, to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB and will include amounts blocked by RIISs using the UPI mechanism
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Bidder/Applicant
Banker(s) to the Offer/ Anchor Escrow Bank(s)/Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Anchor Escrow Accounts for Anchor Investors may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Issue
Bid	An indication to make an offer during the Bid/Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bid/ Offer Date by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder/Applicant upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount
Bid/Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Closing Date
Bid/Offer Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Issue, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Opening Date
Bid/Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/ Offer Opening Date and the Bid/Offer Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. Applicants/Bidders may refer to the RHP/Prospectus for the Bid/Offer Period
Bid cum Application Form	An application form, whether physical or electronic, used by Bidders, other than Anchor Investors, to make a Bid and which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
Bidder/Applicant	Any prospective investor who makes a Bid/Application pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean an Bidder/Applicant
Book Built Process/Book Building Process/Book Building Method	The book building process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made

Term	Description
Broker Centres	Broker centres notified by the Stock Exchange, where Bidders/Applicants can submit the Bid cum Application Forms to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the website of the Stock Exchange
BRLM(s)/Book Running Lead Manager(s)/Lead Manager/LM	The Book Running Lead Manager to the Offer as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Manager should be construed to mean the Book Running Lead Manager or BRLM
Business Day	Monday to Saturday (except 2nd and 4th Saturday of a month and public holidays)
CAN/Confirmation of Allotment Note	The note or advice or intimation sent to each successful Bidder/Applicant indicating the Equity Shares which may be Allotted, after approval of Basis of Allotment by the Designated Stock Exchange
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Bids may be accepted
Cash Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the BRLMs, the Anchor Escrow Bank and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Cash Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the BRLM(s), the Anchor Escrow Bank and the Refund Bank(s) for collection of the Bid Amounts from Anchor Investors and where applicable, remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDPs	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI
Collecting Registrar and Share Transfer Agents or CRTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of the Circular on Streamlining of Public Issues
Cut-off Price	Offer Price, finalised by the Issuer in consultation with the BRLMs, which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant's Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant's address, name of the Applicant's father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (excluding Anchor Investors) and a list of which is available on http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the Bid cum Application Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept Bid cum Application Forms are available on the respective website of the Stock Exchange (www.bseindia.com)

Term	Description
Designated Date	The date on which funds are transferred by the Anchor Escrow Bank from the Anchor Escrow Account and the amounts blocked by the SCSBs are transferred from the ASBA Accounts, as the case may be, to the Public Offer Account or the Refund Account, as appropriate, after the Prospectus is filed with the RoC, following which the board of directors may Allot Equity Shares to successful Bidders/Applicants in the Fresh Issue may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale
Designated Intermediaries /Collecting Agent	Syndicate Members, sub-syndicate/Agents, SCSBs, Registered Brokers, Brokers, the CDPs and CRTAs, who are authorized to collect Bid cum Application Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such locations of the CRTAs where Bidders can submit the Bid cum Application Forms to CRTAs. The details of such Designated RTA Locations, along with names and contact details of the CRTAs eligible to accept Bid cum Application Forms are available on the website of the Stock Exchanges (www.bseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Offers and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the promoters and immediate relatives of the promoters. For further details, Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity Shares of the Issuer
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
Fixed Price Offer/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations, in terms of which the Offer is being made
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPIs	Foreign Portfolio Investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/Company	The Issuer proposing the initial public offering/further public offering as applicable
Maximum RII Allottees	The maximum number of RIIs who can be Allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996

Term	Description
Mutual Funds Portion	5% of the QIB Category (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NACH	National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS
NEFT	National Electronic Fund Transfer
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Net Offer	The Offer less reservation portion
Non-Institutional Investors or NIIs	All Bidders/Applicants, including FPIs which are Category III foreign portfolio investors, that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Investor Category	The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRIs, FPIs and FVCIs registered with SEBI
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price The Offer Price may be decided by the Issuer in consultation with the BRLM(s)
Other Investors	Investors other than Retail Individual Investors in a Fixed Price Offer. These include individual applicants other than retail individual investors and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Offer may be decided by the Issuer in consultation with the BRLM(s) and advertised, at least two working days in case of an IPO and one working day in case of FPO, prior to the Bid/Offer Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation
Pricing Date	The date on which our Company and Selling Shareholder in consultation with the BRLM(s), finalise the Offer Price

Term	Description
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Offer Price, the size of the Offer and certain other information
Public Offer Account	An account opened with the Banker to the Offer to receive monies from the Anchor Escrow Account and from the ASBA Accounts on the Designated Date
QIB Category	The portion of the Offer being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations
RTGS	Real Time Gross Settlement
Red Herring Prospectus/RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013, which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Offer. The RHP may be filed with the RoC at least three days before the Bid/ Offer Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Anchor Investors, if any, of the whole or part of the Bid Amount may be made
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Refunds through electronic transfer of funds	Refunds through Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchange having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTO	The Registrar to the Offer as disclosed in the RHP/Prospectus and Bid cum Application Form
Reserved Category/Categories	Categories of persons eligible for making application/Bidding under reservation portion
Reservation Portion	The portion of the Offer reserved for such category of eligible Bidders/Applicants as provided under the SEBI ICDR Regulations
Retail Individual Investors/RIIs	Investors who applies or bids for a value of not more than ₹200,000 (including HUFs applying through their karta and eligible NRIs and does not include NRIs other than Eligible NRIs.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum Bid Lot, subject to availability in RII category and the remaining shares to be Allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building Process to modify the quantity of Equity Shares and/or bid price indicated therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended
SEBI ICDR Regulations,	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended

Term	Description
Self Certified Syndicate Bank(s) or SCSB(s)	The banks registered with the SEBI which offers the facility of ASBA and the list of which is available on the website of the http://www.sebi.gov.in/sebiweb/other/OtherAction.do? doRecognised=yes
Specified Locations	Bidding centres where the Syndicate shall accept Bid cum Application Forms, a list of which is included in the Bid cum Application Form
Sponsor Bank	The Banker to the Offer registered with SEBI which is appointed by the Issuer to act as a conduit between the Stock Exchange and the National Payments Corporation of India in order to push the mandate collect requests and / or payment instructions of the RIIs into the UPI
Stock Exchange/SEs	The stock exchange as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The BRLM(s) and the Syndicate Member
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of Bid cum Application Forms by Syndicate Members
Syndicate Member(s)/SM(s)	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The BRLM(s) and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
UPI ID	An electronic address created by an RII with the in a bank in which it holds an account which is of a maximum length of 45 characters including the handle (Example: InvestorID@bankname).
UPI Mandate Request	A request of the RII initiated by the Sponsor Bank to authorise blocking of funds equivalent to application amount and subsequent debit of funds in case of Allotment
UPI PIN	Password to authenticate UPI transaction
Working Day	Any day, other than the second and fourth Saturdays of each calendar month, Sundays and public holidays, on which commercial banks in Mumbai are open for business, provided however, with reference to (a) announcement of Price Band; and (b) Bid/Offer Period, “Working Day” shall mean any day, excluding all Saturdays, Sundays and public holidays, on which commercial banks in Mumbai are open for business; and (c) period between the Bid/Issue Closing Date and the listing of the Equity Shares on the Stock Exchange, “Working Day” shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Consolidated FDI Policy of the Government of India and FEMA and the circulars and notifications issued thereunder. Unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment.

The Consolidated FDI Policy consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect prior to August 28, 2017. The Master Direction - Foreign Investment in India issued by the RBI from time to time lays down the modalities as to how the foreign exchange business must be conducted by the authorised persons with their customers/ constituents with a view to implementing the FEMA Regulations. The Master Direction – Foreign Investment in India bearing FED Master Direction No. 11/2017-18 dated January 4, 2018 compiles all the instructions issued in relation to foreign investment in India and its related aspects under the FEMA as on that date. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, Consolidated FDI Policy will be valid until the DIPP issues an updated circular. Subject to the provisions of the Consolidated FDI Policy and the FEMA Regulations, FDI is allowed under the automatic route for the activities that our Company is engaged in.

Foreign investment is permitted (except in the prohibited sectors) in Indian companies, either through the automatic route or the approval route, depending upon the sector in which foreign investment is sought to be made. The DIPP makes policy announcements on FDI through press notes and press releases which are notified by the RBI as amendments to the FEMA Regulations. In case of any conflict, the FEMA Regulations prevail. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The Consolidated FDI Policy, effective August 28, 2017 issued by the DIPP ("**FDI Circular**") consolidates the policy framework in force as on August 28, 2017 and reflects the FDI policy as on August 28, 2017. Further, the FDI Circular consolidates and subsumes all the press notes, press releases, and clarifications on FDI issued by DIPP. In terms of the FDI Circular, a railway infrastructure company is permitted to have FDI of up to 100% under the automatic route in certain areas such as high-speed train systems, suburban corridors, dedicated freight corridors, railway electrification, freight terminals, passenger terminals and mass rapid transport systems, subject to the sectoral guidelines of MoR.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the DIPP or the RBI, provided that (i) the activities of the investee company are under the automatic route under the Consolidated FDI Policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per existing regulations, OCBs cannot participate in the Offer.

The Equity Shares have not been, and will not be, registered with the United States Securities and Exchange Commission under the Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws in the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold: (i) within India, to Indian institutional, non-institutional and retail investors in accordance with SEBI ICDR Regulations and pursuant to the requirements of Regulation S ("Regulation S") under the United States Securities Act of 1933, as amended (the "Securities Act"); and (ii) outside the United States and India to institutional investors in offshore transactions and otherwise pursuant to the requirements of Rule 903 and 904 of Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales occur.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

The above information is given for the benefit of the Bidders. Our Company, the Selling Shareholder and the BRLMs are not liable for any amendments, modification, or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII – MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI ICDR Regulations the main provisions of our Articles of Association relating to, among others, voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles and capitalised/defined terms herein have the same meaning given to them in our Articles. Subject to our Articles, any words or expression defined in the Companies Act shall, except so where the subject or context forbids; bear the same meaning in these Articles.

Article No.	Article	Particulars
2	Table "F" not to apply	The regulations contained in Table F of the first schedule to the Act, shall not apply to the Company, except in so far as they are embodied in the following Articles, which shall be the regulation for the management of the Company. Being a Government Company, the provisions of the Act shall not apply or shall apply with such exceptions, modifications and adaptations as directed / notified by Central Government from time to time by virtue of powers conferred under section 462 of the Act.
4	Buy-Back of Shares/Securities	Notwithstanding anything contained in these Articles but subject to the provisions of Section 68-70 of the Act and other applicable laws as prescribed by SEBI or any other authority for the time being in force, the Company may purchase its own Shares or Securities. The powers conferred herein may be exercised by the Board, at any time and from time to time where and to the extent permitted by applicable law and shall be subject to such Rules or approvals as required.
5	Share Capital	The Authorized Share Capital of the Company shall be such amount as may be mentioned in Clause V of Memorandum of Association of the Company from time to time.
6	Power to increase Share capital	Subject to the approval of the members, the Board may from time to time, with the sanction of the Company in a general meeting increase the share capital by creation of new Shares or Securities which may be unclassified and/or may be classified or subdivided or consolidated at the time of issue in one or more classes and of such amount or amounts as may be deemed expedient. The new Shares or Securities shall be issued with such terms and conditions and with such rights and privileges annexed thereto as the resolution shall prescribe and in particular, such Shares or Securities may be issued with a preferential or qualified right to dividends and in the distribution of assets of the Company and with a right of voting at general meeting of the Company in conformity with Section 47 of the Act. Whenever the capital of the Company is increased under the provisions of this Article, the Board shall comply with the provisions of Section 64 of the Act.
7	Underwriting and Brokerage	Subject to the provisions of Section 40 (6) of the Act, the Company may at any time pay a commission to any person in consideration of his subscribing or agreeing to subscribe (whether absolutely or conditionally) any Share/Security in the Company, or procuring, or agreeing to procure subscriptions (whether absolutely or conditionally) of any Share/ Security in the Company but such that the commission shall not exceed the maximum rates laid down by the Act and the rules made in this regard. Such commission may be satisfied by payment of cash or by allotment of fully or partly paid Shares/Securities or partly in one way and partly in the other. The Company may pay on any issue of Shares/ Securities such brokerage as may be reasonable and lawful.
8	Issue of new shares	The Company may issue Shares (whether forming part of original capital

Article No.	Article	Particulars
		or any increased capital), and other Securities in accordance with the provisions of Section 42, 54, 55, 62, 63 and 71 of the Act and rules made there under subject to these Articles.
9	How far new shares to rank with existing shares	Expect so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new Shares or Securities shall be considered part of the original capital and shall be subject to the provision herein contained with reference to the payment of calls and installments, transfer and transmission, lien, voting, surrender and otherwise
10	Reduction of Capital	Subject to the provisions of Section 66 and other applicable provisions of the Act and such directions as may be issued by the President in this behalf, the Company may, from time to time, by special resolution, reduce its capital by paying off capital and cancelling capital which has been lost or is unrepresented by available assets, or is superfluous by reducing the liability on the Shares or Securities or otherwise as may be expedient, and capital may be paid off upon the footing that it may be called up again or otherwise; and the board may, subject to the provisions of the Act, accept surrender of Shares or Securities.
11	Sub-division and Consolidation of Shares	Subject to the approval of the President, the Company in general meeting may, from time to time, sub-divide or consolidate its shares or any of them and exercise any of the other powers conferred by section 61 of the Act and shall file with the Registrar such notice of exercise of any such powers as may be required by the Act.
19	Board of Directors to make calls	1) The Board of Directors, may from time to time, by a resolution passed by a meeting of the Board make such call as it thinks fit upon the members in respect of moneys unpaid on the Share held, by them respectively, by giving not less than 15 days' notice for payment and each member shall pay the amount of every call so made on him to the persons and at the time and places appointed by the Board of Director. A call may be made payable by installments. The Board may, at their discretion, extend the time for payment of such calls.
	Calls to carry interest	2) If any member fails to pay any call due from him on the day appointed for payment thereof or any such extension thereof as aforesaid, he shall be liable to pay interest on the same from the day appointed for the payment thereof to the time of actual payment, at such rate as shall from time to time be fixed by the Board of Directors but nothing in this Article shall render it compulsory for the Board to demand or recover any interest from any such member.
20	Sums payable on allotment or at fixed date to be paid on due dates	1) Any sum which by the terms of issue of a Share/Security becomes payable on allotment or at any fixed date, whether on account of the nominal value of the Share/Security or by way of premium, shall for the purposes of these regulations, be deemed to be a call duly made and payable on the date on which, by the terms of issue, the same becomes payable.
	Voluntary advances of uncalled shares capital	2) a) The Board may, if it thinks fit, receive from any member willing to advance the same, all or any part of the money uncalled and unpaid upon in relation to any Shares/Securities held by him. The advance of calls may carry interest but shall not in respect thereof have a right to dividend or to participate in profit. b) Upon all or any of the money so advanced and until such advance becomes presently payable, pay interest at such rate as may be decided by the Board, unless the Company in general meeting shall otherwise direct, and as may be agreed upon between the Board and the member paying the sum in advance and the Board of Directors may at any time, repay the amount so advanced upon giving to such members

Article No.	Article	Particulars
		three months' notice in writing. Provided further that such advance received by the Company will not be entitled to any dividend or participate in profits of the Company.
22	Forfeiture of Shares	1) If a member fails to pay any call or installment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or installment remains unpaid, serve a notice on him requiring payment of so much of the call or installment as is unpaid together with any interest which may have accrued. 2) The Notice aforesaid shall: (a) Name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and (b) State that, in the event of non-payment on or before the day so named, the Shares/Security in respect of which the call was made will be liable to be forfeited. 3) If the requirements of any such notice as aforesaid are not complied with, any Share/ Security in respect of which the notice has been given may, at any time thereafter before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect, 4) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit. 5) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms it thinks fit.
26	Company's lien on Shares	The Company shall have a first and paramount lien on every Share/Security (not being fully paid)for all moneys (whether presently payable or not called or payable at a fixed time)in respect of that Share/Security and the Company shall also have a lien on all Shares/Securities (other than fully paid Shares/Securities) standing registered in the name of single person, for all monies presently payable by him or his estate to the Company, but the Board may, at any time, declare any Share/Security to be wholly or in part exempt from the provisions of this Article. The Company's lien, if any, on a Share/Security shall extend to all dividend payable thereon.
27	Enforcement of lien of sale	The Company may sell, in such manner as the Board thinks fit, any Shares/Securities on which the Company has lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable and until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of amount in respect of which lien exists as is presently payable, has been given to the registered holder for the time being of the Share/Security, or the person entitled thereto by reason of his death or insolvency.
28	Application of proceeds of sales	The proceeds of the sale shall be received by the Company and shall be applied in payment of such part of the amount in respect of which lien exists as is presently payable and the residue shall (subject to a like lien for sums not presently payable as existed upon the Shares/Securities prior to the sale) be paid to the persons entitled to the Shares/Securities at the date of the sale. The purchaser shall be registered as the holder of the Share/Securities and he shall not be bound to see to the application of the purchase money, nor shall his title to the Shares/Securities be affected by any irregularly or invalidity in the proceeding in reference to the sale.

Article No.	Article	Particulars
23	Liability to pay money owing at the time of forfeiture	(i) A person whose Shares/Securities have been forfeited shall cease to be a member in respect of the forfeited Shares/Securities, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which at the date of forfeiture, were payable by him to the Company in respect of the Share/Security. (ii) The liability of such persons shall cease if and when Company shall have received payment in full of all such money in respect of the Shares/ Security. (iii) There will be no forfeiture of unclaimed dividends before the claim becomes barred by law.
29	Transfer and transmission of share	Subject to the provisions of the Act, the right of members to transfer their Shares/Securities shall be restricted as follows: a) A Share may be transferred by a member or other persons entitled to transfer upon execution of an instrument of transfer. b) Subject to the Act and subject as aforesaid, the Board may, in their absolute and uncontrolled discretion, refuse to register any proposed transfer of Shares/Securities. c) If the Board refuse to register transfer of any Shares/Securities the Board shall within two months of the date on which the instrument of transfer is delivered to the Company, send to the transferee and the transferor notice of the refusal. But the Board shall not refuse to register transfer of any Share/Security on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account, whatsoever. d) Subject to the provisions of the Act and save as herein otherwise provided, the Board shall be entitled to treat the persons whose name appears on the register of members as the holder of any Share/Security as the absolute owner thereof and accordingly shall not(except as order by court of competent jurisdiction or as by law required) be bound to recognize any benami, trust or equity or equitable contingent or other claim to or interest in such Share/Security on the part of any person whether or not it shall have express or implied notice thereof.
	Transmission by operation of law	e) Nothing contained in this Article shall prejudice any power of the Company to register as shareholder any person to whom the right to any Share/ Security in the Company has been transmitted by operation of law.
38	New Shares/Securities to be offered to Members	The new Shares/Securities shall be offered to the members in proportion to the existing Shares/Securities held by each member and such offer shall be made by notice specifying the number of Shares/Securities to which the member is entitled and limited a time within which the offer, if not accepted, will be deemed to be declined, and after the expiration of such time or on receipt of an intimation from the member to whom such notice is given that he declines to accept the Shares/Securities offered, the Board may dispose of the same in such manner as they think most beneficial to the Company.
	Provisions as to transfer of Shares to apply mutatis Mutandis to debentures, etc. and not to apply to the nominee Shareholder of the President of India	The provisions of these Articles relating to transfer of shares shall mutatis mutandis apply to any other Securities including debentures of the Company. Notwithstanding any other provision in these Articles, subject to the provisions of the Act and the regulations issued by SEBI from time to time, the restrictions on and procedures for transfer of Shares or any other Securities shall not apply to transfers in favour of nominee shareholder of the President of India.
39	Power to borrowing	1) Subject to the provision of Section 73, 179 and 180 of the Act, 2013

Article No.	Article	Particulars
		the Directors shall have the power from time to time at their discretion to borrow, raise or secure the payment of any sum of money for the purpose of the company in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or bonds of the company both present and future including its uncalled capital for the time being.
	Conditions on which money maybe borrowed	2) The Board may secure the repayment of such moneys in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of bonds, perpetual or redeemable debentures, or debenture stock or any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
43	Notice of General Meeting	1) A general meeting of the Company may be called by giving not less than 21 days' notice in writing or electronic mode as prescribed under the relevant rules. 2) A general meeting may be called after giving shorter notice than that specified in clause (1) of this Article if consent is accorded thereto: i) by 95%of the members of the Company entitled to vote at such meeting. ii) No business shall be transacted in the general meeting, which has not been mentioned in the notice or notices upon which it was convened.
45	Quorum	1) No business shall be transacted at any general meeting unless a quorum of members is present throughout the meeting. 2) Save as herein otherwise provided, 5members present, 1 of whom will be a representative of the President, in person shall be quorum for a meeting of the Company.
49	Chairman of General Meeting	The Chairman of the Board shall be entitled to take the Chair at every general meeting or if there be no such Chairman, or if at any meeting he shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act as Chairman, the members present shall choose another Director as Chairman and if the Directors present decline to take the chair then, the members present shall choose one of their members to be the Chairman.
51	Rights of President to appoint any persons as his representative	1) The President, so long as he is a shareholder of the Company may, from time to time, appoint one or more persons (who need not be a member or members of the Company) to represent him at all or any meeting at the Company. 2) Any one of the persons appointed under sub-clause (1) of this Article shall be deemed to be a member of the Company and shall be entitled to vote and be present in person and exercise the same rights and powers (including the right to vote by Proxy) as the President could exercise as a member of the Company. 3) The President may, from time to time, cancel any appointment made under sub clause (1) of this Article and make fresh appointment. 4) The production at the meeting of an order of the President evidenced as provided in the Constitution shall be accepted by the Company as sufficient evidence of any such appointment or cancellation as aforesaid.
54	Vote of Members	Upon a show of hands every member present in person or by duly authorized representative shall have one vote and upon a poll every share held by him. Provided that a Proxy shall not have right to speak at such meeting and shall not be entitled to vote except on a Poll.
55	Votes in respect of	Any person entitled under the transmission clause to any Shares/Securities

Article No.	Article	Particulars
	decreased and bankrupt members.	may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such Shares/Securities provided that 72 hours at least 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 of his right to such Shares/Securities, unless the Board of Directors shall have previously admitted his right to such shares of his right to vote at such meeting in respect thereof.
56	Joint Holders	Where there are joint registered holders of any Share/Security, any one of such persons may vote at any meeting either personally or by Proxy, in respect of such Shares/Securities as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting personally or by Proxy, that one of the said persons present whose name stands first on the register in respect of such Share/Security shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any Share/Security stands shall for the purposes of this clause be deemed joint holders thereof.
58	No member to vote unless calls are paid up	No member shall be entitled to vote at any general meeting unless all calls or others sums presently payable by him in respect of Share/Security in the Company have been paid.
59	Instrument appointing proxy	A member entitled to attend and vote at a meeting may appoint another person (whether a member or not) as his Proxy to attend meeting and vote on show of hand or on a poll. No member shall appoint more than one Proxy to attend on the same occasion. The Instrument appointing a Proxy shall be in writing and be signed by the appointer or his attorney duly authorized in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.
62	Validity of votes given by proxy notwithstanding death of a member	A vote given in accordance with the terms of an instrument of Proxy shall be valid notwithstanding the previous death or insanity of the principal, or the revocation of the Proxy or of the authority under which the Proxy was executed or the transfer of the Shares/ Securities in respect of which the Proxy is given provided that no intimation in writing of such death, insanity, revocation or transfer or transmission shall have been received at the office of the Company before the commencement of the meeting or adjourned meeting at which the Proxy is used.
63	No member entitled to vote etc. while call due to the Company	1) No member shall be entitled to be present or to vote on any question either personally or by Proxy at any general meeting or upon a poll, or be reckoned in a quorum whilst any call or other sum shall be due and payable to the Company in respect of any of the Shares/Securities of such members.
	Postal Ballot	9) Notwithstanding anything contained in the provisions of the Act, and the Rules made there under, the Company may, and in the case of resolutions relating to such business as may be prescribed by such authorities from time to time, declare to be conducted only by postal ballot, shall, get any such business / resolutions passed by means of postal ballot, instead of transacting the business in the General Meeting of the Company.
	E-Voting	10) A member may exercise his vote at a meeting by electronic means in accordance with section 108 and shall vote only once in respect of every resolution placed before the members for their approval
64	Board of Directors	The business of the company shall be managed by the Board of Directors.
65	Number of Directors	Subject to the provisions of Sec. 149 of the Act, the President shall, from time to time, determine, in writing, the number of Directors of the Company which shall not be less than 3 (three) and not more than 14(fourteen). The Directors shall not be required to hold any qualification shares and their remuneration, if any, shall be determined by the President.

Article No.	Article	Particulars
		Only an individual and not a body corporate, association or firm, shall be appointed a Director of the Company.
66	Appointment of Chairman, Chairman-cum-Managing Director, Directors, Independent Director, Alternate Director, Small Shareholders Director & Woman Director and their terms of office	1) Subject to the applicable provisions of the Act, SEBI regulations and any other guidelines issues by the Central Government from time to time, the President shall have power to appoint: a) Full time Chairman or, Part time Chairman, full time Managing Director(s) or a full time Chairman-cum-Managing Director and other full time Directors. b) The Directors representing the Government of India c) Part time and additional Directors d) Small Shareholder Directors e) Woman Director f) Alternate Directors and g) Independent Directors The Directors appointed by the President shall hold office until removed by him or until their resignation, retirement, death or otherwise.
66A	Sitting fee	Part-time non-official directors appointed in the Company shall be entitled to a remuneration by way of a sitting fee as prescribed under the Act and Rules made thereunder subject to the approval of the President for attending a meeting of the Board of Directors or any Committee thereof in the Company.
69	Power of Chairman	1) The Chairman shall reserve for decisions of the President any proposals or decisions of the Board or any matter brought before the Board which raises in the opinion of the Chairman, any important issue and which on that account is fit to be reserved for the decision of the President and no decision on such an important issue shall be taken in the absence of the Chairman appointed by the President.
	Prior approval of President to be obtained in certain cases	2) Notwithstanding any of the provisions contained in the other Articles, prior approval of the President shall be obtained in respect of: - a) Permanent appointment of any foreign national to any post in the Company. b) Any programme of capital expenditure on new projects, modernization, purchase of equipment etc. for an amount which exceeds the amount as per powers delegated to the Company within the Government guidelines and being Mini Ratna Category -I status Company. 3rd c) Issue of preference Share Capital etc. d) Winding up of the Company. e) Sale or disposal of any property of the company having an original book value of ₹10 lakhs and above. f) Lease of assets in pursuance of main objects of business having an original book value of above ₹5 cores. g) The formation of subsidiary Company or joint venture in India with the equity investment to establish joint ventures and subsidiaries exceeding the ceiling amount as per powers delegated to the Company within the Government guidelines and being a Mini Ratna Category – I status Company. h) Company’s Five Year and Annual Plans for Development and Capital Budgets. i) Revenue Budget of the Company in case there is an element of deficit which is proposed to be met by obtaining funds from Central Government. j) Agreement involving foreign collaboration proposed to be entered into by the Company.

Article No.	Article	Particulars
		k) Purchases and contracts of a major nature involving substantial capital outlay which are in excess of the powers vested in the Company.
70	Power of President to issue Directives	Notwithstanding anything contained in all these Articles but subject to the provisions of the Act, the President may, from time to time, issue such directives or instructions as may be considered necessary in regard to the conduct of business and affairs of the Company and likewise may vary and annul any such directive or instruction. The Board of Directors shall give immediate effect to the directions or instructions so issued. In particular, the President will have the powers: - (i) To give directives to the Company as to the exercise and performance of its functions in matters involving national security or substantial public interest. (ii) To call for such returns, accounts and other information with respect to the property and activities of the Company as may be required from time to time. (iii) To provide wholly or partly owned Company (ies) or subsidiary (ies) including participations in their share capital irrespective of the sources from which the operations of such companies are to be financed. (iv) To determine in consultation with the Board annual, short and long-term financial and economic objectives of the Company. Provided that all directives issued by the President shall be in writing addressed to Chairman. The Board shall, except where the President considers that the interest of national security requires otherwise, incorporate the contents of directives issued by the President in the annual report of the Company and also indicate its impact on the financial position of the Company. (v) To take decisions regarding entering into partnership and/or regarding arrangements for sharing profits.
74	Meeting of the Board	A minimum number of four (4) meetings of the Board shall be held every year in such a manner that not more than 120 days shall intervene between two consecutive meetings of the Board. The Board may meet together for the dispatch of business from time to time, and they may adjourn and otherwise regulate their meetings as they think fit.
75	Directors may summon meeting	A Director in consultation with the Chairman may at any time convene a meeting of the Board of Directors. Questions arising at any meeting shall be decided by majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.
76	Notice of meeting	a) A meeting of the Board shall be called by giving not less than 7 days' notice in writing to every Director at his address registered with the Company and such notice shall be sent by hand delivery or by post or by electronic means. Provided that a meeting of the Board may be called at shorter notice to transact urgent business subject to the provisions of the Act. b) The participation of directors in a meeting of the Board may be either in person or through video conferencing or audio-visual means or, as may be prescribed by the Rules or permitted under law.
77	Quorum of meetings	The quorum for a meeting of the Company shall be one-third of its total strength (total strength as determined by the Act and any fraction in that one-third being round off as one) or 3 Directors, whichever is higher. If a

Article No.	Article	Particulars
		quorum is not present within 15 minutes from the time appointed for holding a meeting of the Board it shall be adjourned until such date and time as the Chairman of the Board shall decide.
78	Chairman of Board's meeting	The President may nominate a Director as Chairman of the Directors' meetings and determine the period for which he is to hold office. If no such Chairman is nominated, or if at any meeting the Chairman is not present within 15 minutes from the time for holding the meeting, the Directors present may choose one of their members to be the Chairman of the meeting.
80	Delegation of powers to committees	The Board may, subject to the restrictions laid down in section 179 of the Act, delegate any of their powers to Committees consisting of such member or members of their body as they think fit, and may from time to time, revoke such delegation. Any Committee so formed shall be in the exercise of the power so delegated, conform to any regulation that may, from time to time, be imposed upon it by the Board. The proceedings of such a Committee shall be placed before the Board of Directors at its next meeting.
84	Reserve Fund	Subject to Section 123of the Act, the Board may, before recommending any dividend, set apart out of the profits of the Company such sums as they think proper as a reserve fund for meeting contingencies or for equalising dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the Company, and for amortisation of capital and for such other purposes as the Board of Directors shall in their absolute discretion think conducive to the interest of the Company, and may invest the several sums so set aside upon such investments, (other than Shares/Securities of the Company) as they may think fit from time to time to deal with and vary such investments and dispose of all or any part thereof for the benefit of the Company, and may divide the reserve funds into such special funds, as they think fit and employ the reserve funds or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets.
86	Dividend	The profits of the Company available for payment of dividend subject to any special rights relating thereto created or authorized to be created by these Articles and subject to the provisions of these Articles as to the reserve funds and amortisation of capital, shall, with the approval of the members, be divisible among the members in proportion to the amount of capital paid up by them respectively, provided always that (subject as aforesaid) any capital paid up on a Share/ Security during the period in respect of which a dividend is declared shall only entitle the holder of such Share/ Security to an apportioned amount of such dividend as from the date of payment.
87	Interim dividend	The Board may, from time to time, pay to the members such interim dividends as in their judgement, the position of the Company justifies.
89	Declaration of dividend	The Company in general meeting may declare a dividend to be paid to the members according to their rights and interest in the profits but no dividend shall exceed the amount recommended by the Board of Directors.
90	Dividend out of profits only and not to carry interest	No dividend shall be declared or paid by the Company for any financial year except out of profits of the Company for that year arrived at after providing for the depreciation in accordance with the provisions of Section 123 of the Act or out of profits of the Company or any previous financial year or years arrived at after providing for the depreciation in accordance with those provisions and remaining undistributed or out of both or out of money provided by the Government for the payment of dividend in pursuance of a guarantee given by the Government. No dividend shall carry interest against the Company.
92	Dividends to the joint holders	Any one of several persons, who are registered as the joint holders of any Share / Security, may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.

Article No.	Article	Particulars
94	Notice of dividends	Notice of the declaration of any dividends, whether interim or otherwise, shall be given to the holders of registered Shares/ Securities in the manner hereinafter provided.
115	Distribution of assets on winding up	If the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid up capital, such assets shall be distributed so that, as nearly as may be the losses shall be borne by the members in person to the capital paid up or which ought to have been paid up at the commencement of the winding up, on the Shares/Securities held by them respectively. And if in a winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid up, the excess shall be distributed amongst the members in proportion to the capital paid-up, or which ought to have been paid up on the Shares/Securities held by them respectively. But this clause is to be without prejudice to the rights of the holders of Shares/Securities issued upon special terms and conditions.
118	Director's and other's rights to indemnity	Subject to the provisions of the Act, every Director, Manager, Auditor, Secretary or other officer or employee of the Company shall be indemnified by the Company against, and it shall be the duty of the Directors out of the funds of the Company to pay all costs, losses and expenses, (including travelling expenses) which such Director, Manager, Auditor, Secretary or the Officer or employee or servant may incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any other way in the discharge of his duties and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company have priority as between the members over all other claims. Subject to aforesaid every Director, Manager or officer of the Company shall be indemnified against any liability incurred by him or them in defending any proceedings whether civil or criminal in which judgment is given in his or their favour or in which he is or they are acquitted or in connection with an application under Section 463 of the Act in which relief is given to him or them by the Court.
119	Individual responsibility of Directors	No Director or other officer of the Company shall be liable for the acts, receipts, neglect or defaults of any other Director or officer of the Company or for joining in any receipt of other act for conformity or for any loss or expenses happening of the Company through the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or of any loss or damage arising from the bankruptcy, insolvency or tortuous act of any persons with whom any moneys, securities or effects shall be deposited or for any loss occasioned by any error of judgment or oversight on his part or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own negligence, default, misfeasance, breach of duty or breach of trust.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts (not being contracts entered into in the ordinary course of business carried on by our Company or contracts entered into more than two (2) years before the date of filing of the Red Herring Prospectus) which are or may be deemed material have been entered or are to be entered into by our Company. These contracts, copies of which will be attached to the copy of this Red Herring Prospectus will be delivered to the RoC for registration and also the documents for inspection referred to hereunder, may be inspected at the Registered Office of our Company located at New Delhi, from 10.00 a.m. to 5.00 p.m. on all Working Days (Monday to Friday) from the date of this Red Herring Prospectus until the Bid / Offer Closing Date:

A. Material Contracts for the Offer

1. Offer Agreement dated March 27, 2018 entered amongst our Company, the Selling Shareholder and the BRLMs.

2. Registrar Agreement dated March 27, 2018 entered amongst our Company, the Selling Shareholder and the Registrar to the Offer.

3. Tripartite Agreement dated March 26, 2018 amongst CDSL, our Company and the Registrar to the Offer.

4. Tripartite Agreement dated March 26, 2018 amongst NSDL, our Company and the Registrar to the Offer.

5. Syndicate Agreement dated March 22, 2019 amongst our Company, the Selling Shareholder, the BRLMs and the Syndicate Members.

6. Underwriting Agreement dated [●] amongst our Company, the Selling Shareholder, the BRLMs, and the Syndicate Members.

7. Share Escrow Agreement dated March 22, 2019 amongst our Company, the Selling Shareholder and the Registrar to the Offer.

8. Public Offer Account Agreement dated March 22, 2019 amongst the Selling Shareholder, our Company, the BRLMs, the Banker(s) to the Offer, Sponsor Bank, Escrow Collection Bank(s) and the Registrar to the Offer.

B. Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.

2. Our certificate of incorporation dated January 24, 2003.

3. Resolution of our Board dated March 23, 2018 authorising the Offer.

4. Resolutions of the Board dated March 23, 2018 and the IPO Committee dated March 28, 2018 approving the Draft Red Herring Prospectus.

5. Resolution of the Board dated March 22, 2019 approving this Red Herring Prospectus.

6. Letter dated March 27, 2018 from the President of India, MoR conveying the approval granted for the Offer for Sale.

7. Letter dated March 22, 2019, conveying the consent for inclusion of 253,457,280 Equity Shares, including a reservation of 657,280 Equity Shares for Employees Bidding in the Employee Reservation

Portion held by the President of India, acting through the Ministry of Railways, Government of India as part of the Offer for Sale.

8. Copies of annual reports of our Company for Fiscal Years 2018, 2017, 2016, 2015 and 2014 and audited financial statements of our Company for the six month period ended September 30, 2018.

9. Examination reports dated February 28, 2019 on the (i) Restated Consolidated Financial Statements, (ii) Restated Unconsolidated Financial Statements (Ind AS), and the examination report dated February 28, 2019 on the Restated Unconsolidated Financial Statements (Indian GAAP) included in this Red Herring Prospectus.

10. Statement of special tax benefits from Statutory Auditor dated February 28, 2019.

11. Written consent of the Statutory Auditor, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in this Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their examination reports dated February 28, 2019 on the (i) Restated Consolidated Financial Statements, (ii) Restated Unconsolidated Financial Statements (Ind AS), and the examination report dated February 28, 2019 on the Restated Unconsolidated Financial Statements (Indian GAAP) and of our Company and the statement of tax benefits dated February 28, 2019, available for our Company and the Shareholders.

12. Letter issued by MoR bearing reference number 2017/E(O)II/40/24 dated August 6, 2018 prescribing the terms and conditions of the appointment of Pradeep Gaur

13. Letter issued by MoR bearing reference number 2018/E(O)II/40/1 dated October 24, 2018 prescribing the terms and conditions of the appointment of Ajay Kumar

14. Letter issued by MoR bearing reference number 2015/E(O)II/40/20 dated October 10, 2017 and corrigendum issued by MoR bearing reference number 2015/E(O)II/40/20 dated February 02, 2019 prescribing the terms and conditions of the appointment of Arun Kumar

15. Letter issued by MoR bearing reference number 2010/E(O)II/40/4 dated April 24, 2011 and Extension letter issued by MoR bearing reference number 2008/E(O)II/40/11 dated February 22, 2016 prescribing the terms and conditions of the appointment of Vijay Anand

16. Letter issued by the MoR bearing reference number 2003/PL/92/7 dated January 02, 2017 prescribing the terms and conditions of the appointment of Sukhmal C. Jain.

17. Letter issued by the MoR bearing reference number 2009/PL/52/1 dated September 19, 2017 prescribing the terms and conditions of the appointment of Rajen H. Khwaja

18. Letter issued by the MoR bearing reference number 2009/PL/52/1 dated March 08, 2018 prescribing the terms and conditions of the appointment of Dr. L V Muralikrishna Reddy and Dr. Anil Kumar and corrigendum dated May 05, 2018 regarding rectification of name of Dr. Anil Kumar.

19. Letter issued by the MoR bearing reference number 2009/PL/52/1 dated September 19, 2017 prescribing the terms and conditions of the appointment of Sabita Pradhan

20. Letter issued by the MoR bearing reference number 2009/PL/52/1 dated April 01, 2016 prescribing the terms and conditions of the appointment of Shiv K. Gupta

21. Letter issued by the MoR bearing reference number 2009/PL/52/1 dated April 01, 2016 prescribing the terms and conditions of the appointment of Vinayak B. Karanjikar.

22. Consents of the Bankers to our Company, BRLMs, Syndicate Members, Registrar to the Offer, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Banker(s) to the Offer, Sponsor Bank, Refund Bank, CARE Advisory and legal counsels, in their respective capacities.

23. In-principle listing approvals dated April 25, 2018 and April 20, 2018 from BSE and NSE respectively.

24. SEBI observation letter bearing reference number SEBI/HO/CFD/DIL-I1/OW/14501/2018 dated May 17, 2018.

25. Due diligence certificate dated March 28, 2018 addressed to SEBI from the BRLMs.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the rules/guidelines/regulations issued by the GoI or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Red Herring Prospectus are true and correct.

Signed by the Directors of our Company

____
Pradeep Gaur
Chairman & Managing Director

____
Vijay Anand
Director (Projects)

____
Arun Kumar
Director (Operations)

____
Ajay Kumar
Director (Personnel)

____
Sukhmal Chand Jain
Nominee Director

____
A. P. Dwivedi
Nominee Director

____
Sabita Pradhan
Independent Director

____
Shiv Kumar Gupta
Independent Director

____
Vinayak Bhalchandra Karanjikar
Independent Director

____
Rajen Habib Khwaja
Independent Director

____
Dr. L. V. Muralikrishna Reddy
Independent Director

____
Dr. Anil Kumar
Independent Director

SIGNED BY CHIEF FINANCIAL OFFICER

____
A.K. Choudhary
Chief Financial Officer

Date: March 22, 2019
Place: New Delhi

DECLARATION

On behalf of the Selling Shareholder, I certify that the statements and undertakings made in this Red Herring Prospectus about or in relation to the Selling Shareholder and the Equity Shares offered pursuant to the Offer for Sale are true and correct.

SIGNED ON BEHALF OF THE SELLING SHAREHOLDER

____

Name: S C Jain
Designation: Executive Director (Works)
On behalf of the President of India, Acting through the MoR,
Government of India

Date: March 22, 2019
Place: New Delhi