

February 22, 2018

Central Bank of India
Debenture Trustee Section
Central Bank MMO Bldg,
55 MG Road, Fort
Mumbai 400 001

✓ Centbank Financial Services Limited
Debenture Trustee Section
Central Bank MMO Bldg,
55 MG Road, Fort
Mumbai 400 001

Re : Quarterly Compliance Certificate – December 31, 2017

Dear Sir,

As per the extant regulations of Securities & Exchange Board of India (SEBI) governing the Debenture Trustees, please find the following information :

(1) Quarterly Reports containing the following particulars :

No	Details required by DT	Company's response
(a)	Updated list of the names and addresses of the debenture holders	Enclosing the details of NCDs outstanding as on December 31, 2017 along-with the details of beneficiaries of debentures as provided by Depositories on a CD (compact disk)
(b)	Details of interest due but unpaid, if any, and reasons thereof	None. The Company has paid all dues to the debenture holders on the due dates and there are no unpaid interest amounts due to debenture holders
(c)	Number & Nature of grievances received from debenture holders and resolved	The Company has not received any grievances during the quarter ended December 31, 2017
(d)	Details of defaults, if any	There is no defaults in payment/ repayment of interest or principal on the debentures of the Company for the quarter
(e)	A statement of assets that are available by way of security are sufficient to discharge the claims of the debenture holders as and when they become due	A copy of Asset Cover Certificate issued by M/s Patel & Deodhar, Chartered Accountants, for the Quarter ended December 31, 2017 is enclosed. The assets available are in excess of minimum stipulation of 1.33 by the Debenture Trustees



- (2) Certificate of end utilization of funds as per Regulation 15(1A) of the DT regulations : We confirm that the funds have been utilized for the stated objectives for which the funds were mobilized by the Company by way of issuance of Debentures
- (3) Statement regarding creation of Debenture Redemption Reserve in accordance with the provisions of the Companies Act
- The Company being a Non-Banking Finance Company (NBFC) registered with Reserve Bank of India as a Systemically Important Non Deposit Accepting Core Investment Company (CIC-ND-SI), the provisions relating to creation of Debenture Redemption Reserve are not applicable
- (4) Change in the Composition of the Board : There has been no major change in the Board of Directors of Company which amounts to change in Management/ Control as per SEBI (Substantial Acquisition of Shares & Takeovers) Regulations 2011
- (5) Details of Interest and Redemptions due and paid : The information for the quarter ended December 31, 2017 is attached as Annexure

Sincerely

A handwritten signature in black ink, appearing to read 'Varsha Sawant'.

Varsha Sawant
Senior Vice President & Company Secretary

Encl : a/a

Annexure

LISTED NCD

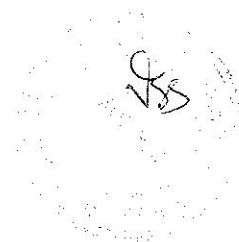
The dates of Coupon and Redemption payments made for the NCD for the period October to December, 2017:

SR No	ISIN	Series Name	Purpose of Record date	Record Date	Due Date of Payment Date
1	INE871D07PL2	2015 I-K	Coupon	09-10-2017	24-10-2017
2	INE871D07PM0	2015 I-K	Coupon	09-10-2017	24-10-2017
3	INE871D07OQ4	2014 I-Z	Coupon	13-10-2017	28-10-2017
4	INE871D07OR2	2015 I-A	Coupon	16-11-2017	01-12-2017
5	INE871D07MO3	2011-VII	Coupon	20-11-2017	05-12-2017
6	INE871D07MP0	2011-VII	Coupon	20-11-2017	05-12-2017
7	INE871D07JN1	2K8-IX	Coupon	30-11-2017	15-12-2017
8	INE871D07MU0	2012-II	Coupon	04-12-2017	19-12-2017
9	INE871D07OS0	2015 I-B	Redemption	07-12-2017	22-12-2017
10	INE871D07OU6	2015 I-B	Coupon	07-12-2017	22-12-2017
11	INE871D07MC8	2K10-7	Coupon	09-12-2017	24-12-2017
12	INE871D07NK9	2014 I-A	Coupon	14-12-2017	29-12-2017
13	INE871D07OV4	2015 I-C	Redemption	05-12-2017	20-12-2017

UNLISTED NCD

SR No	ISIN	Series Name	Purpose of Record date	Record Date	Due Date of Payment Date
1	Physical	20019A	Coupon	15-12-2017	15-01-2018*
2	INE871D07EP7	20019B	Coupon	15-12-2017	15-01-2018*
3	INE871D07CU1	2K2-11	Coupon	15-12-2017	15-01-2018*
4	INE871D07EA9	2K2-11	Coupon	15-12-2017	15-01-2018*
5	INE871D07EF8	2K2-11	Coupon	15-12-2017	15-01-2018*

*Payment date falls in next quarter, the interest due was paid on the Due Date



**CERTIFICATE ON THE STATEMENT OF ASSET COVER AS-AT
DECEMBER 31, 2017**

(SMS/17-18/051)

1. This Report is issued in accordance with the terms of our engagement letter dated January 18, 2018 with Infrastructure Leasing & Financial Services Limited (the "Company")
2. The accompanying "Statement of Asset Coverage as at December 31, 2017" initialled by us for identification purposes only, contains the details as required pursuant to compliance with the terms and conditions contained in Twenty – Seventh Contributory Legal Mortgage, Debenture Trust Deeds, Certification of Registration of charge and Amendatory Master Loan Agreement as elaborated below.

Management's Responsibility for the statement

3. The preparation of the statement is the responsibility of the Management of the Company, including preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Statement and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.
4. The Management is also responsible for ensuring that the Company complies with the Requirements of the :
 - I. Twenty-Seventh Contributory Legal Mortgage dated July 27, 2017 entered into between the Company and Central Bank of India (acting as agent and trustee)
 - II. Debenture Trust Deeds entered into between the Company and Central Bank of India (acting as Debenture trustee) for the following series :
 - a) dated December 20,2003 for series 2001-IX -A
 - b) dated March 20,2003 for series 2001-IX-B,2002-XI and
 - c) dated June 23,2003 for series 2002-XI
 - III. (i) Debenture Trust Deeds entered into between the Company and Centbank Financial Services Limited (acting as agent and trustee) for the following series :
 - a) dated June 01,2010 for series 2009-XVI



- b) dated August 17, 2010 for series 2010-V, 2010-VI
- c) dated October 31, 2011 for series 2010-VII, 2010-IX, 2011-I, 2011-II, 2011-IV
- d) dated May 30, 2012 for series 2011-VII, 2011-VIII, 2011-IX
- e) dated March 05, 2013 for series 2012-I, 2012-II, 2012-III, 2012-IV
- f) dated August 19, 2013 for series 2013-I-C, 2013-I-D
- g) dated October 31, 2013 for series 2013-II-B, 2013-II-A, 2013-II-C, 2013-II-D
- h) dated November 21, 2014 for series 2014-I-B, 2014-I-C, 2014-I-O, 2014-I-A, 2014-I-D, 2014-I-E, 2014-I-G, 2014-I-F, 2014-I-I, 2014-I-J, 2014-I-K, 2014-I-L, 2014-I-N, 2014-I-M, 2014-I-P, 2014-I-Q, 2014-I-R, 2014-I-S, 2014-I-T, 2014-I-U, 2014-I-V, 2014-I-W, 2014-I-X, & 2014-I-Z and
- i) dated November 24, 2015 for Series 2015-I-A, 2015-I-B, 2015-I-D, 2015-I-E, 2015-I-F, 2015-I-G, 2015-I-H, 2015-I-I, 2015-I-J, 2015-I-K, 2015-I-L, 2015-I-M, 2015-I-N, 2015-I-O, 2015-I-P, 2015-I-Q, 2015-I-R, 2015-I-S, 2015-I-T
- j) dated August 01, 2017 for Series 2017-I-A, 2017-I-B, 2017-I-C, 2017-I-D, 2017-I-E, 2017-I-F, 2017-I-G, 2017-I-H

III (ii) Certification of Registration of charge given by the Registrar of Companies in the favour of Centbank Financial Services Limited for the following:

Dated December 24, 2015 for series 2005-VI, 2008-IX, 2009-VI-A and 2009-VI - B

IV. Amendatory Master Loan Agreement dated November 30, 1993 entered between the Company and senior lenders ;

(together referred to as the "Documents") wherein it was agreed that the Company shall and maintain at all the times and from time to time as asset coverage as defined in the aforesaid Agreement of at least 1.33 times the total outstanding Secured Borrowings including accrued interest thereon of the Company, excluding the "excluded assets" referred to in the aforesaid Agreements and the Management notes in the attached statement and provide all relevant information to the Senior Lenders and the Debenture Trustee (together referred to as "Authorities")

Auditor's Responsibility

5. Pursuant to the requirements of the Documents. It is our responsibility to provide a reasonable assurance as to whether :

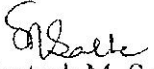
- i. The amount in the Statement that form a part of the computation of the Asset Coverage Ratio (the "Ratio") have been accurately extracted from the



unaudited books of accounts and other related records of the Company for the period ended on December 31, 2017 and the computation of the ratio is arithmetically correct.

- ii. The computation of ratio is in accordance with the method of computation set out in the documents
 - iii. The ratio as determined in the attached statement is 1.67 times the outstanding Secured Borrowings including accrued interest thereon of the Company
6. We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India (hereinafter the "Guidance Note")
7. We have complied with the relevant applicable requirement of the Standards on Quality Control (SQC) 1, Quality for Firms that performs Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements

For PATEL & DEODHAR
Chartered Accountants


Santosh M. Sathe
Partner
Membership Number: 44802
Mumbai
Date : January 31, 2018



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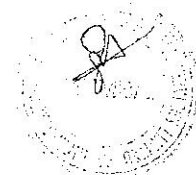


Statement of Computation of Asset Cover as at December 31, 2017

		₹ in Million
NET ASSETS AVAILABLE FOR ASSET COVER	Amount	Amount
Fixed Assets - at WDV		108
Investments (Current and Non-Current)		115,320
Loans & Advances (Current and Non-Current)		
Loans & Advances	54,512	54,512
Current and Non-Current Assets		39,780
		209,720
SECURED BORROWING TAKEN /ISSUED BY THE COMPANY		
Loans from Banks / Financial Institutions / Multilateral Institutions		
The Jammu & Kashmir Bank Ltd	2,000	
Syndicate Bank	4,000	
Bank of Baroda	3,500	
Punjab & Sind Bank	2,750	
Bank of Maharashtra	1,200	
Asian Development Bank	1,734	
Punjab National Bank	500	
State Bank of Bikaner & Jaipur	1,000	
Karnataka Bank	1,000	
The South Indian Bank Ltd	2,000	
UCO Bank	3,000	
The Karur Vysya Bank Ltd	1,000	
Floating Rate Notes Guaranteed by USAID	428	
Bank of India	2,000	
Bandhan Bank Ltd	1,000	27,112
Cash Credit		235
Secured Debentures		92,716
Interest Accrued on Secured Borrowing		5,479
		125,542
Asset Coverage Ratio		1.67



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Notes:

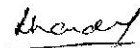
- 1 The Company has created Contingent Provision against standard assets amounting ₹ 259.14 mn as per Core Investment Companies (Reserve Bank) Directions, 2016. The same has not been deducted from the value of the assets
- 2 Loans and Advance Includes Advance Towards Investment
- 3 Current and Non Current Assets includes Fixed Deposits placed with Senior lenders amounting to ₹ 14,200 mn and placed under lien against Secured Borrowings from the said Senior lenders in addition to the pari-passu charge as mentioned in the Contributory Legal Mortgage Agreement
- 4 Secured Borrowing includes those amounts included under current maturity of long term borrowings
- 5 "Excluded Assets", are assets that are not considered for the purpose of calculating the asset cover ratio. This includes residential and commercial immovable property owned/tenanted by the Company, including the moveable assets within the property, trading stocks, gilt securities if any and specific equity investments in affiliates / subsidiaries as listed in Debenture Trust Deed (DTD) dated August 1, 2017. Additionally, the Company has excluded the following assets since charge on these assets cannot be created:
 - a) Capital Work in Progress including Capital Advances
 - b) Advance Tax (net) including Tax Deducted at Source
 - c) Mat Credit Entitlement
 - d) Prepaid Expenses
 - e) Deferred Expenditure - Stamps & Registration Charges
 - f) Unamortised Business Center Rent Expense
 - g) Unamortised Bank Commission
 - h) Intangible assets ie. Software, Data Processing Equipment
 - i) Investment backed by Covered Warrants Rs 318.5mn



Date : January 30, 2018

Place : Mumbai

For Infrastructure Leasing & Financial Services Ltd



Authorised Signatory

