

**AJR INFRA AND TOLLING LIMITED**  
**(Formerly Gammon Infrastructure Projects Limited)**

Date: 14<sup>th</sup> August, 2024

To,  
The Listing Department  
**National Stock Exchange of India Limited**, Exchange Plaza, C-1,  
Block – G, Bandra - Kurla Complex,  
Bandra (E), Mumbai – 400 051  
Scrip ID – AJRINFRA

To,  
Listing Department  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
Scrip Code - 532959

Dear Sir / Madam,

**Sub: Outcome of Board Meeting**


Pursuant to Regulation 33 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, we are submitting herewith Un-audited Standalone & Consolidated Financial Results for the quarter ended on 30<sup>th</sup> June, 2024 as approved by the Board of Directors of the Company along-with Auditors' Limited Review Report at its meeting held today,

The meeting of the Board of Directors commenced at 16.00 hours and concluded at 21.15 hours.

Kindly take the same on record.

Yours truly,

For, **AJR Infra And Tolling Limited**  
(formerly Gammon Infrastructure Projects Limited)

  
Kaushal Shah  
Company Secretary & Compliance Officer

Encl: As above

# AJR INFRA AND TOLLING LIMITED

## (Formerly Gammon Infrastructure Projects Limited)

AJR Infra and Tolling Limited CIN : L45203MH2001PLC131728 Statement of Unaudited Standalone Financial Results for the quarter ended June 30, 2024 (Rs in lacs)					
Sr No.	Particulars	Quarter ended			Year ended
		30-Jun-24	31-Mar-24	30-Jun-23	31-Mar-24
		Reviewed	Reviewed	Reviewed	Audited
	Revenue from Operations	-	-	-	-
	Other Income	286.99	468.94	992.33	2,022.42
1	<b>Total Income</b>	<b>286.99</b>	<b>468.94</b>	<b>992.33</b>	<b>2,022.42</b>
2	<b>Expenses</b>				
	Construction Expenses	-	-	-	-
	Employee Benefit Expenses	54.20	26.15	23.71	106.25
	Finance Cost	497.32	232.02	210.96	906.23
	Depreciation and Amortization Expenses	0.70	0.70	0.70	2.83
	Other Expenses	92.95	188.49	93.81	2,560.20
	<b>Total Expenses</b>	<b>645.17</b>	<b>447.36</b>	<b>329.18</b>	<b>3,575.51</b>
3	<b>Profit/(Loss) Before Exceptional Item &amp; Tax (1-2)</b>	<b>(358.18)</b>	<b>21.58</b>	<b>663.15</b>	<b>(1,553.09)</b>
4	Exceptional Items - Income / (Expense)	(116.29)	(22,431.49)	-	(22,431.49)
5	<b>Profit/(Loss) Before Tax (3+4)</b>	<b>(474.47)</b>	<b>(22,409.91)</b>	<b>663.15</b>	<b>(23,984.58)</b>
6	<b>Tax Expense</b>	<b>(473.79)</b>	<b>25.40</b>	<b>29.55</b>	<b>102.01</b>
	Current Tax	-	-	-	-
	Taxation for earlier years	-	-	-	-
	Deferred Tax Liability / (asset)	(473.79)	25.40	29.55	102.01
7	<b>Profit/(Loss) for the period</b>	<b>(0.68)</b>	<b>(22,435.31)</b>	<b>633.60</b>	<b>(24,086.59)</b>
8	<b>Other Comprehensive Income</b>				
	Items that will not be reclassified subsequently to profit or loss	-	-	-	-
	Remeasurement of defined benefit plans	-	(1.36)	-	(1.36)
	<b>Other Comprehensive Income for the period, net of tax</b>	<b>-</b>	<b>(1.36)</b>	<b>-</b>	<b>(1.36)</b>
9	<b>Total Comprehensive Income for the period (7+8)</b>	<b>(0.68)</b>	<b>(22,436.67)</b>	<b>633.60</b>	<b>(24,087.95)</b>
10	Paid up Equity Capital (Face Value of Rs.2 each)	18,917.64	18,917.64	18,917.64	18,917.64
11	Other Equity				(1,41,210.28)
12	<b>Earnings per equity share [nominal value of share Rs. 2/-]</b>				
	Basic (Rs.)	(0.00)	(2.38)	0.07	(2.56)

For and on behalf of the Board of Directors of  
AJR Infra and Tolling Limited

  
**Mineel Mali**  
Whole-Time Director  
DIN: 06641595  
Place: Mumbai  
Date : August 14, 2024



# AJR INFRA AND TOLLING LIMITED

## (Formerly Gammon Infrastructure Projects Limited)

### Notes:

1. The above unaudited Standalone Financial Results for the quarter ended 30th June,2024 as reviewed by the Audit Committee, were approved and taken on record by the Board of Directors in their meeting held on 14<sup>th</sup> August , 2024. The statutory auditors have carried out limited Review of the Standalone Financial Results and have issued their modified report thereon.
2. The above financial results are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.
3. The figures for the quarter ended March 31, 2024 are the balancing figures between audited figures in respect of full financial year ended March 31, 2024 and unaudited year to date figures up to the nine months ended December 31, 2023 which were subjected to limited review by the statutory auditors.
4. During the previous periods, in respect of 2 (two) of its subsidiary companies, Corporate Insolvency Resolution Proceedings (CIRP) were initiated by financial creditors of the respective subsidiaries by filing a petition before the Hon'ble National Company Law Tribunal (NCLT). The NCLT admitted the petition and accordingly, the Boards of the respective subsidiaries were superseded, and Interim Resolution Professional/ Resolution Professional (RP) were appointed. Accordingly, the Company, namely, AJR Infra and Tolling Limited lost control over these 2 subsidiaries. The subsidiaries are:
  - a. **Patna Highway Projects Limited (PHPL):** One of the Lender i.e., Corporation Bank (merged with Union Bank of India w.e.f. 1st April 2020) had filed an application under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) with NCLT which had been admitted and an Interim Resolution Professional (IRP) had been appointed on 7th January 2020.

Resolution Plan submitted by Silver Point had been accepted by the COC/ Resolution Professional (RP) and application was filed by RP before NCLT for approval of Resolution plan of Silver Point. The Company had also filed an application for approval of Company's Resolution Plan before NCLT. The NCLT vide order dated May 10, 2022, has approved the resolution plan oof Silver Point and rejected the application for approval of Resolution Plan submitted by the company. The Company had filed two appeals on 13th July 2022 against the impugned order in NCLAT. Appeal/920/2022 was filed against approval of Resolution Plan of Silver Point and Appeal/922/2022 was filed against rejection of Company's Resolution plan. The matters were taken up on 10.05.2023, wherein Appeal/920/2022 was reserved for order and finally the captioned appeal was dismissed by Hon'ble NCLAT vide order dated 25th May, 2023.

The Company has filed Civil Appeal in the Supreme Court against the impugned Order on 3rd July,2023. The, Appeal/922/2022 which was filed against rejection of Company's Resolution plan was also thereafter dismissed and the Company has filed the Civil appeal before Supreme Court against the impugned order dated 20.10.2023. The Company has also filed IA (I.B.C)-5000/2023 on September 6, 2023, in NCLT New Delhi under Section 65 of the Insolvency and Bankruptcy Code against RP and others for Fraudulent and Malicious Initiation of the Corporate Insolvency Resolution Process by the RP in active connivance of the Banks, ARC, SRA. The Matter was heard on 6<sup>th</sup> February,2024 wherein it was dismissed with liberty to restore. The Company had filed the Restoration Application and accordingly the matter had been restored and the company is in the process of filing a fresh IA.

Vide letter dated 7<sup>th</sup> November,2023, the Corporate Guarantee provided by the Company amounting to Rs. 1,19,024.39 Lacs has been invoked by Phoenix ARC Private Limited in favour of whom the





lender's of PHPL had earlier assigned their respective debts. The Company has not accounted the invocation of the Corporate Guarantee as the Company has taken legal opinion and is in the process of contesting the Corporate Guarantee invocation in Court. In the meantime Phoenix ARC Private Limited has filed an application to initiate Corporate insolvency process against the company under Sec 7 of IBC ,2016. The Company has filed IA under section 60 (5) of IBC, 2016 seeking sine die Adjournment to the said proceedings before the Hon'ble High Court, Mumbai and the next date of hearing is 27<sup>th</sup> August,2024.

- b. **Rajahmundry Godavari Bridge Limited (RGBL):** One of the Consortium Banks of RGBL had initiated and filed an application under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) with NCLT. The Hon'ble NCLT had passed an order dated 27<sup>th</sup> February 2020 admitting the matter to Corporate Insolvency Resolution Process (CIRP) under the IBC and appointing an Interim Resolution Professional (IRP) on 27<sup>th</sup> February 2020. The IRP has been replaced with a new Resolution Professional (RP) pursuant to the Hon'ble NCLT order dated August 21, 2020, which was issued on September 08, 2020, based on an application filed by the Committee of Financial Creditors / Lenders and the new RP has taken charge of RGBL from the erstwhile IRP and the Project.

The Company had filed an Intervention Application at Hon'ble NCLT being aggrieved by the rejection of COC to consider the proposal dated 24.02.2022 of the applicant under section 12A of IBC. The matter was listed on 7<sup>th</sup> June,2022 for admission of the petition. The Hon'ble Members were pleased to direct the RP to file reply to the subject IA and further stated that upon approval of the resolution plan by the CoC, application under section 12A is not maintainable. At the next hearing dated 21<sup>st</sup> June,2022 the company requested for time to file an affidavit in rejoinder to the reply filed by the Resolution Professional. Resolution Plan submitted by M/s. Prakash Asphaltings & Toll Highways (India) Limited has been accepted by the COC/ RP against which the company had filed an intervention application before NCLT, challenging the Resolution Plan, which has since been rejected by Hon'ble NCLT. The NCLT vide order dated August 10, 2022, has approved the resolution plan. The company has filed an appeal against the impugned order in NCLAT which was pending admission. The Company has subsequently withdrawn the appeal pending and the same was approved vide Hon'ble NCLAT order dated 16<sup>th</sup> May, 2023. The company had made full provision in the books of accounts as on date towards its entire funded exposure in the SPV amounting to Rs.1,08,190.29 lacs on a prudent basis. The balance non funded exposure in SPV is Rs 9,811.02 lacs as at June 30, 2024.

An Application was filed by Canara Bank, Bank of Baroda and United Bank of India in Hon'ble DRT against the Company who is the Corporate Guarantor for the erstwhile SPV. It came to our knowledge that an Ex-Parte Order dated 31.07.2023 was passed against us by Hon'ble DRT and the Recovery Certificate has also been issued. The Company has filed an application for setting aside the order and also for bringing additional facts on record and restraining the operation of recovery certificate. The matter was listed on 8<sup>th</sup> August,24 for hearing but adjourned to 4<sup>th</sup> September,2024.

5. **Project related notes:** In respect of the following projects/Special Purpose Vehicles (SPVs) of the Company where the company has investment there are legal issues, arbitration proceedings or negotiations with the Concession Grantor for which the Management is taking necessary steps to resolve the matters:

- a. **Indira Container Terminal at Mumbai:** The Project was delayed due to non-fulfilment of certain obligations by the Mumbai Port Trust (MbPT) under the License Agreement (LA) signed by the SPV with MbPT. The Roll-On-Roll-Off (RORO) operations was allowed by MbPT as an interim measure for alternate use of the 2 (two) berths for a mix of cargo of container, steel and RORO and is still continuing. However, the revenue generated through alternative use is inadequate for repayment of principal and interest of the Lenders and the credit facility account was declared NPA (Non





Performing asset) by the Lenders of the SPV. The draft settlement agreement between the SPV, Ministry of Shipping (MoS), Mumbai Port Trust (MbPT) has been rejected by MbPT. The SPV has issued a Dispute Notice for the Licensor's Event of Default against MbPT and called upon the Licensor to refer the disputes for amicable settlement under the LA and the matter is pending with MbPT. A petition was filed by the SPV under section 9 and an application under section 11 of the Arbitration and Conciliation Act, 1996 was also filed where in Order dated 1<sup>st</sup> August 2019 is passed and interim protection by way of prayer is allowed for carrying ad-hoc RORO operations.

The SPV and the MBPT have nominated their arbitrators and they in turn have jointly appointed the Presiding Arbitrator/Umpire arbitrator and accordingly, the Arbitral Tribunal (AT) is formed. The SPV has duly filed its Statement of Claim (SOC) against MbPT for an amount of Rs. 296,736 lacs on 8<sup>th</sup> November 2019. MbPT has filed their Statement of Defense (SOD) and filed their Counter Claim of Rs 240,000 lacs with the Tribunal.

In the meantime, MbPT has sent letters dated May 28, 2021 / October 08, 2021, and invited ICTPL for a settlement of all disputes raised with the Arbitral Tribunal, to which ICTPL has replied and given their concurrence and the process is under active discussion. Both the parties have sought permission to keep the ongoing arbitration in abeyance for the next 6 months since the parties have started conciliation proceedings. A virtual hearing was held by the Tribunal on 01-11-2021 to determine if the above application for keeping the matter in abeyance for a period of 6 months can be allowed and if the same would be in compliance of Arbitration and Conciliation Act,1996. After initial review, the extension was allowed and both the parties were directed to intimate the conciliation proceedings to the tribunal by 25<sup>th</sup> May,2022. Since there was no outcome, both the parties jointly opined for the further extension and accordingly filed the application for extension from time to time to wait for the outcome of the conciliation proceedings which is still pending before the CSC. On the last hearing date of Arbitration Proceedings i.e., on 19.04.2023 virtual hearing was conducted and on joint request of both the parties the Hon'ble Tribunal was pleased to adjourn the matter to 27<sup>th</sup> July, 2023 , directing parties to appraise the tribunal on the next date and that for any extension henceforth, both the parties shall jointly approach the Hon'ble High Court, Bombay. Since the last date of Arbitration Proceedings was 31<sup>st</sup> August,2023, hence the SPV has moved an application under section 29(A) before the High court of Mumbai for extension of Arbitration Proceedings. The said application has been allowed by Hon'ble High Court and the mandate of the arbitral tribunal is extended from 01.09.2023 for a period of one year. The matter is next listed on 21<sup>st</sup> August,2024 for update on the further progress on the conciliation process.

In the meantime, the lead Bank had approached NCLT Mumbai Bench against its outstanding dues and submitted its application under Section 7 of the Insolvency and Bankruptcy code, 2016. After a series of submission and counter submissions , the Hon'ble NCLT passed an order On 9<sup>th</sup> May,2024 for the admission of the captioned Petition and the appointment of Interim Resolution Professional.

The Company filed an appeal under Section 61 of the Insolvency and Bankruptcy Code, 2016 before Hon'ble NCLAT, Delhi against the impugned order dated 9 May 2024 passed by the Hon'ble NCLT, Mumbai. Hon'ble NCLAT, Delhi taking cognizance of the OTS proposal submitted by the Company and the fact that the committed amount already deposited in the designated NO LIEN account of the Lenders has passed an order dated 16<sup>th</sup> May,2024 staying the above order dated 9<sup>th</sup> May 2024. Next date of hearing is scheduled on 18<sup>th</sup> September,2024. The SPV's submission of a One-Time Settlement (OTS) proposal to the consortium of Lenders' has been accepted by majority of the lenders and respective sanctions to the terms of OTS has also been conveyed.

The Company has taken legal opinion on account of claims that the Company proposes to make against the MbPT, the legal update from the lawyer on record states that the possible realisation on the settlement of the SPV claim arising out of arbitration will be sufficient to cover the value of the



asset and therefore in the opinion of the management no impairment will be necessary. The Company has also taken an opinion from a techno legal expert on arbitration matters who has assessed the possible realizable claim amount.

In the meantime one of the lender has invoked the pledge of 3,22,11,365 shares of Rs.10 each constituting 31.71% holding and the shares have been transferred to the lenders Demat account. However, attention is invited to Note no 6 basis which the status quo of control is maintained.

The exposure of the Company in the SPV / project is Rs 13,235.63 lacs.

- b. **Pravara Renewable Energy Limited**– Pravara had entered into a Project Development Agreement (PDA) with Karkhana (Padmashri Dr. Vithalrao Vikhe Patil Sahakari Sakhar Karkhana Limited) for the development of a 30 MW Cogeneration Project on Build-Own-Operate-Transfer (BOOT) basis. The Concession period is 25 years from Commercial Operation Date (COD).

Karkhana has taken illegal / unauthorized possession of the Plant and has been running the plant without authorization / consent of the Company. No information is forthcoming regarding purchase/sales from the project although the same are carried out in the name of the SPV. The receiver appointed by the DRT does not report the transaction to the SPV and operates the unit without recourse to the management of the SPV. There are multiple legal challenges existing before various fora which are not concluding. The SPV is marked as a NPA by the lenders. In view of the multiple legal issues going on at various fora and the SPV still being not in possession of the Plant. The funded exposure of the Company in the SPV amounting to Rs 10,754.01 lacs had been provided in the books as at June 30, 2024 on a prudent basis.

In view of the above-mentioned facts the management of the SPV contends that

1. The litigation is outstanding since more than 2 years and there is no progress in the matter before the courts.
2. The receiver appointed by the DRT does not report the transactions to the Company and takes decisions of the Company Management.
3. Since there is no progress in the matter in accordance with IND AS 110 para 7 the Company has effectively lost control over the operations and is unable to direct the variable rights from its exposure in its favour.
4. It has no record of transaction entered into on its accounts nor it has access to its cash flows.

Therefore, pending the settlement of the litigation, the Company contends it has no control and does not satisfy para 7 of INDAS 110.

The Statutory Auditors of the SPV on account of non-inclusion of aforesaid transactions conducted by the receiver has given a disclaimer of opinion as at March 31, 2024.

- c. An amount of Rs 1,514.01 lacs is due from **Western Coalfields Limited (WCL)** on account of wrongful encashment of bank guarantee against which the Company has filed a suit for Recovery of damages. Subsequent to the encashment, the Company has filed an application for converting earlier injunction application to suit for recovery of damages. The Company has sought a legal opinion in this matter and has been advised that it has a good case for recovery of the amount. On the last hearing dated 29<sup>th</sup> November, 2023 evidence was filed and the matter has next been listed next on 19<sup>th</sup> June,2024. The Management is hopeful of getting favourable decision on the matter and recovery of damages based on legal advice on the matter. However, due to considerable elapse of time and in view of the delay in the legal proceedings, the company has made full provision of Rs 1,514.01 lacs towards this amount receivable from Western Coalfields Limited (WCL) in the books of accounts as on date on a prudent basis.

- d. **Sidhi Singrauli Road Project Limited** (SPV of the company) had signed a Concession Agreement (CA)





for 30 years for upgradation of the existing highway from two-lane to four-lane with Madhya Pradesh Road Development Corporation Limited (MPRDC). AJR Infra and Tolling Limited is the EPC contractor for the Project.

The Project was scheduled to commence commercial operations from 19<sup>th</sup> September 2015. However, delays on account of MPRDC in providing the required clearances and the Right of Way (ROW), have resulted in the extension of the Commercial Operations Date (COD). These delays have also resulted in increase in project cost, primarily due to increase in interest during construction period resulting from the time overruns and the credit facility with consortium of banks / lenders was classified as Non-Performing Asset (NPA).

Meanwhile, the Lead Bank has also issued notice dated October 15, 2019, for invocation of Corporate Guarantee (CG) issued by the Company in favor of the SPV's Banks / Lenders, due to financial default by the SPV. The SPV and the company have filed its response dated November 11, 2019, to the said notices issued by the Lead Bank. The Lead bank has also sent Demand cum loan recall notice dated 30<sup>th</sup> December 2021 demanding repayment of loan availed from the Consortium of Lenders (Including Indian Bank e-Allahabad Bank and IIFCL). The SPV has duly replied to the notice vide letter dated 31<sup>st</sup> January, 2022. Meanwhile, Hon'ble Debt Recovery Tribunal Delhi (DRT 3) has issued Summon/notice under section 19(4) of the Act on the application filed against the SPV by Punjab National Bank (Lead Bank) for recovery of debts with directions to file the written statement and to appear before Registrar on February 21, 2024. The SPV has filed the written statement on 27.01.2024. On 15.05.2024 the IA filed by the SPV for condonation of delay for filing written statement was rejected against which we are intending to file an appeal in DRAT. IA for condonation of delay and discharge of directors is listed for filing reply by the respondents till next date of 4<sup>th</sup> July, 2024.

During the year ended March 2021, the SPV had received notice of intention to terminate the Project vide letter dated July 17, 2020, from MPRDC followed by a Termination Notice dated August 13, 2020, and advised the SPV vide their letter dated August 24, 2020 to comply with the divestment rights and interest under the provisions of the Concession Agreement and handover the Project to MPRDC.

Pursuant to the Termination Notice issued by MPRDC, SPV has contested the Termination Notice vide their letter dated 1<sup>st</sup> October 2020 and has approached MPRDC and Ministry of Road Transport and Highways (MoRTH) to find an amicable resolution under the circular dated March 09, 2020, on stuck BOT projects issued by MoRTH in the interest of all the stakeholders. The Company is exploring options to find an amicable resolution for the Project. Meanwhile, the company has also invoked the Arbitration process vide letter dated 22<sup>nd</sup> February, 2021 and a 3-member Arbitration Tribunal has been constituted. Two virtual hearings were held and the SPV has submitted its Statement of claims amounting to Rs 284,804.32 Lacs to the Arbitral Tribunal on 8<sup>th</sup> September, 2021 as per its procedural order dated 2<sup>nd</sup> June, 2021 / extensions granted thereunder. The respondents have also filed their SOD. The SPV has duly replied to the SOD and counter claim filed by MPRDC and also filed rejoinder to the written statement. In the previous hearings, the order was pronounced with a decision that MoRTH should be a party to the arbitration proceedings. In the meantime, the Arbitrator nominated by the SPV has excused himself from the Arbitration due to an age ailment. Accordingly, SPV is seeking a replacement for the said Arbitrator. The SPV had moved an application under 29 (A) before High Court of Madhya Pradesh for the extension of Arbitration proceedings wherein the order was passed directing the petitioner to avail its remedy before the competent Court i.e. Principal Civil Court of original jurisdiction in accordance with law.

The conciliation process as agreed between the parties is going on simultaneously in which lenders of the SPV are also a part of the said conciliation process. Couple of meetings have taken place in the





last 3 to 4 months' time and issues are moving forward.

In view of the issues and problems associated with the progress of the project including the final notice to terminate the project and subsequent developments in various arbitration hearings as detailed above the Company on a prudent basis during the year ended March 31, 2022 on a prudent basis had made provision for impairment of its investments and written off/(back) project balances in the books of accounts. The exposure of the Company net of provision in the SPV is Rs.57,590.47 lacs (non-fund basis). The Auditors of the SPV have highlighted material uncertainty regarding going concern issue in their review report as at June 30, 2024.

- e. **Bridge project at Cochin:** The Greater Cochin Development Authority (GCDA) has sought to end the toll collection by unilaterally sealing the toll booth. Cochin Bridge Infrastructure Company Limited (SPV) has initiated arbitration / settlement process. The SPV has also in parallel filed a writ in the matter before the Hon'ble Kerala High Court for specific performance. However, the Government of Kerala approached the Hon'ble High Court for further extension of time and the Court granted extension to settle the matter, subsequent to which the SPV has filed amended plaint. The said SPV pursuant to the assurance given by GCDA and State Government filed a fresh writ petition for directions to GCDA to pay the dues of SPV. The arbitration process was kept in abeyance.

Matter was last listed on 10<sup>th</sup> July 2019 wherein it was argued and after considering the points of arguments, the Hon'ble High Court passed the orders that the writs petition stands dismissed with reserving the liberty to seek appropriate resolution before the Arbitral Tribunal. The SPV had intimated GCDA vide its letter dated 3<sup>rd</sup> January 2020 for revival of the Arbitration proceedings and to appoint their nominee arbitrator. Since, GCDA is neither responding nor appointing its nominee arbitrator, the SPV had filed an application under section 11 & section 14 of the Arbitration and Conciliation Act with the Hon'ble Kerala High Court and duly informed that they have nominated their new arbitrator with regard to reconstitution of the Ld. Arbitral Tribunal. The matter was listed on 21<sup>st</sup> June, 2022 whereby the Hon'ble Kerala High Court appointed the sole arbitrator to adjudicate the disputes. Statement of Claim and Statement of defense has been filed by both the Parties. The parties have filed rejoinder on March 18, 2023. The SPV has filed additional documents on 3<sup>rd</sup> August, 2023. The matter was listed on various dates for cross examination of witness and arguments, which has been concluded. The SPV had filed the joint extension application under section 29A of the Arbitration and Conciliation Act for the extension of the Arbitration period which has been granted. The Arbitral Award is pronounced by Justice P.R. Ramachandra Menon on 20<sup>th</sup> July, 2024 in favor of Claimant which is sufficient to cover the net exposure of the Company. However, the Company will be filing application u/s 34 for pendent lite interest for prior period. The net exposure (after provision) of the Company in the SPV is Rs 1,917.11 lacs (funded).

- f. **Hydro power project at Himachal Pradesh** - the Project is stalled due to local agitation relating to environment issues. The SPV has received letter from the Government of Himachal Pradesh (GoHP), to discuss the matter mutually towards amicable resolution. After the SPV invoked arbitration on 19<sup>th</sup> February 2018, the arbitration is now concluded, and the Arbitral Award was pronounced by the Hon'ble Tribunal on 23<sup>rd</sup> January 2023 in favour of the SPV. Government of Himachal Pradesh has moved Sec 34 against the captioned award and the SPV has also filed reply as well as the execution petition for the same. Matter pertaining to Section 34 was listed on 10<sup>th</sup> April, 2024 wherein the Advocate General had appeared and sought time for settlement. The captioned matter as well as the execution petition is now adjourned to 20<sup>th</sup> September, 2024.

The amount of award due to the SPV is expected to be in excess of exposure of Rs. 7,121.01 lacs (funded) and therefore the management does not expect any impairment towards the exposure. The Management is hopeful of an early settlement in the matter and is confident of recovering the



amount of exposure.

In the meantime one of the lender has invoked the pledge of 1,44,49,994 shares of Rs.10 each constituting 100 % holding and the shares have been transferred to the lenders Demat account. However, attention is invited to Note no 6 basis which the status quo of control is maintained.

- g. The Company has incorporated a SPV for developing **Rangit-II Hydroelectric Power Project in Sikkim** on Build, Own, Operate and Transfer (BOOT) basis. The Project involves the development of a 66 MW run-of-the-river Hydroelectric Power Project on Rimbi river, a tributary of river (COD). The Project is presently in a state of limbo pending the signing of PPA and achieving financial closure. The Management is of the view that the present situation in the power business is temporary and does not foresee any need for impairment. The matter before NCLT of one of the operational creditors of the SPV has been settled favorably in favor of the SPV.

Post withdrawal of the CIRP proceedings, the company has been in discussion with prospective buyers for Sale or otherwise dilution of Company's investment in the SPV and have also obtained in principal approval vide special resolution at the EGM dated 12<sup>th</sup> August,2022. Subsequently the Company had entered into a Share Purchase agreement. There were some conditions precedents which are yet to be fulfilled as on date. Though the company has been actively pursuing the matter, there have been delays in completing some of the condition's precedent to the agreement with the prospective buyer, due to which the captioned Share purchase agreement has been terminated.

The company has made provision in the books of accounts as at June 30, 2024 towards its entire exposure amounting to Rs.10,903.59 lakhs(funded) on a prudent basis.

6. During the quarter, in view of the default of the company to repay the term loan as per the loan/pledge agreement, the secured lender of the Company has invoked pledge of shares given as security towards the said term loan. With the above invocation, the aforementioned shares of 2 of the companies SPV , namely Youngthang Power Venture Limited (YPVL) (1,44,49,994 equity shares equivalent to 100% shares of the SPV) and Indira Container Terminal Private Limited (ICTPL) (3,22,11,365 equity shares equivalent to 31.71% shares of the SPV) has been transferred to the DP account of the Lender. However, the lenders are in the process of assigning values to the invoked shares pending which the adjustment to the loan account cannot be done. Therefore, as at the quarter end the company continues to disclose the shares as its investments and the loan to lender as overdue loans. The Company will give effects in its books once the lender intimates the assignment of the value to the invoked shares and adjust the loans and investments. Therefore the company continues to show the investments in ICTPL and YPVL as its investment and consequently as its subsidiaries.

**7. Material Uncertainty related to Going Concern**

There is a continuing mismatch of cash flows including the dues to the subsidiary which are due for repayment pursuant to negotiation., The current liabilities are in excess of current assets by Rs. 1,49,408.48 lacs as at June 30 ,2024. The liquidity crunch is affecting the Company's operation with increasing severity. Further, various projects of the Company as stated in detail in Note 4 & 5 above are under stress and the outcome of the continuance of these projects would be dependent upon favorable decision being received by the Management on the outstanding litigations. The resolutions planned by the Management are pending since a long time and are not concluding in favor of the Company.

The Management, however, is confident that the going concern assumption and the carrying values of the assets and liabilities in these Standalone Financial Results are appropriate. Accordingly, the Financial Statements do not include any adjustments that may result from these uncertainties.



8. **Exceptional items (Expenses)/income**

Particulars	Quarter Ended			Year Ended
	June 30, 2024	March 31, 2024	June 30, 2023	March 31, 2024
Provision for impairment of receivables (Net)	103.98	(583.36)	-	(583.36)
Provision for impairment of investment (Including Quasi Equity / ICD )	(220.27)	(21,848.12)	-	(21,848.12)
<b>Total</b>	<b>116.29</b>	<b>(22,431.49)</b>	<b>=</b>	<b>(22,431.49)</b>

**Exceptional items include the following:**

**For the Quarter ended June 30, 2024**

- i) Rs. 103.98 Lacs relating to Reversal of Impairment of Advances recoverable in Cash or kind from CBICL.
- ii) Rs. 209.19 Lacs relating to impairment of Equity and ICD made towards the project Gammon Renewable Energy Infrastructure Limited (GREIL)..
- iii) Rs. 11.09 Lacs relating to impairment of additional exposure towards compulsory convertible debentures made towards the project SHVPL.


**For the Quarter and Year ended March 31, 2024**

- i) Rs. 583.36 Lacs relating to Impairment of Advances recoverable in Cash or kind from CBICL. Rs. 21,848.12 Lacs relating to impairment of investments & Quasi Equity made towards the project PHPL.

9. The Company's operations constitute a single segment namely "Infrastructure Development" as per IND AS 108 - Operating Segments. Further, the Company's operations are within single geographical segment, which is India.

10. Figures for previous period have been regrouped / reclassified wherever necessary to conform to the current period's presentation.

For AJR Infra and Tolling Limited

  
**Mineel Madhukar Mali**  
Whole-Time Director  
DIN: 06641595  
Place: Mumbai  
Date: August 14, 2024





# *Natvarlal Vepari & Co.*

## CHARTERED ACCOUNTANTS

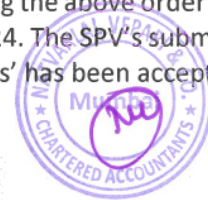
903-904, 9th Floor, Raheja Chambers, 213, Nariman Point, Mumbai 400 021. Tel. : 6752 7100 Fax : 6752 7101 E-mail : nvc@nvc.in

### **Independent Auditor's Limited Review Report on unaudited standalone financial results for the quarter ended June 30, 2024, of AJR Infra and Tolling Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To

The Board of Directors  
AJR Infra and Tolling Limited,  
Mumbai.

1. We have reviewed the accompanying statement of unaudited standalone financial results (the "Statement") of AJR Infra and Tolling Limited ("the Company") for the quarter ended June 30, 2024, attached herewith, being submitted by the Company pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended ("the Listing Regulations"). These results are prepared for the purpose of compliance with the Listing Obligations and Disclosure Requirements. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors.
2. This Statement has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard (Ind AS 34) "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatements. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
4. **Basis of Qualified Conclusion**  
Attention is invited to Note 5(a) of the Financial Results, relating to the Project in the SPV i.e. Indira Container Terminal Pvt Ltd. There exists material uncertainty relating to the future of the Project where the exposure of the Company in the SPV is Rs. 13,235.63 lacs (funded and non-funded).
  - the draft settlement agreement between the SPV, Ministry of Shipping (MoS), Mumbai Port Trust (MbPT) has been rejected by MbPT. The Company and the SPV are in discussion with MbPT and MoS to reconsider the Project.
  - The credit facility is marked as NPA by the Lenders and the lead Banker has approached NCLT Mumbai Bench against its outstanding dues and submitted its application under Section 7 of the Insolvency and Bankruptcy code, 2016 and the NCLT has admitted the said petition and authorized the appointment of Interim Resolution Professional ("IRP") vide its orders dated May 09, 2024. Hon'ble NCLAT, Delhi taking cognizance of the OTS proposal submitted by the Company and the fact that the committed amount already deposited in the designated NO LIEN account of the Lenders has passed an order dated 16<sup>th</sup> May, 2024 staying the above order dated 9<sup>th</sup> May 2024. Next date of hearing is scheduled on 18<sup>th</sup> September, 2024. The SPV's submission of a One-Time Settlement (OTS) proposal to the consortium of Lenders' has been accepted by



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majority of the lenders and respective sanctions to the terms of OTS has also been conveyed.

- The exposure of the Company towards the said project is Rs. 13,235.63 lacs which is threatened by the possible loss of control if the Company's petition is not upheld on merits. Without prejudice to the above, the SPV and MbPT have initiated arbitration proceedings which were in progress which may abate if the lenders petition is upheld, and the IRP is reinstated. The MBPT has requested conciliation proceedings which are also under active discussions.
- One of the grounds on which the stay is granted is the proposal of OTS which has been submitted by the Company whose terms and conditions has to be fulfilled before the next date for the lenders to withdraw their petition.
- There are uncertainties to the adherence to terms and conditions which inter alia requires an infusion of a substantial sum of money by an Investor identified by the Company.
- During the quarter ,one of the Companies lender has invoked the pledge of 3,22,11,365 equity shares equivalent to 31.71% shares of the SPV and the shares have been transferred to the lenders Demat account. However, attention is invited to note no 6 of the financial results basis which the status quo of control is maintained as at the end of the quarter.

In view of the above reasons, we reiterate that we are unable to opine whether the Company would retain control, honour the terms of the OTS and its petition will be upheld by the Courts and accordingly whether any provision of impairment is required towards the exposure.

### 5. Qualified Conclusion

Except for the possible effects arising out of the matters mentioned in our basis of qualified conclusion mentioned hereinabove, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with applicable Indian Accounting Standards as specified under section 133 of the Companies Act, 2013, read with rule 7 of the Companies (Accounts) Rules, 2014 and other recognized accounting practices and policies, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended including the manner in which it is to be disclosed, or that it contains any material misstatement.

### 6. Material Uncertainty relating to Going Concern.

We invite attention to Note 7 of the Financial Results relating to material uncertainty relating to going concern. The Company's current liabilities exceeded current assets significantly and are at Rs. 1,49,408.48 lacs. There is a continuing mismatch including defaults towards payments to its lenders and in payment of its financial obligations towards its subsidiary Company. The liquidity crunch is affecting the Company's operation with increasing severity. We also invite attention to note 4 and 5 of the Results wherein status of various SPV projects which are stressed due to delay in completion, cost overrun, liquidity crunch and have legal issues, arbitration proceedings or negotiations including the pending NCLT petition filed by the creditors of PHPL, admission of ICTPL before NCLT. The future of these projects as also the successful progress and completion depends on favourable decisions on outstanding litigations being received by the Management. The resolutions planned by the Management are pending since a long time and are not concluding in favour of the Company. These conditions indicate the existence of Material Uncertainty which may impact the Company's ability to continue as a going concern. Our conclusion is not qualified on this matter.

### 7. Emphasis of Matter

Without qualifying our Conclusion, we draw attention to the following matters.

- i. Attention is invited to Note 4(a) of the Financial Results in respect of Patna Highway Projects Limited (PHPL) where the CIRP proceedings had been initiated. NCLT has approved the resolution plan vide order dated May 10,2022 submitted by Resolution Professional and as per the NCLT





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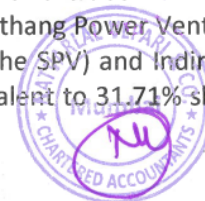
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Order no surplus is available to the Company. The Company lost the appeal before NCLAT and has filed an appeal in Supreme court against the NCLAT order and expects a favourable outcome on the matter. Pending the outcome, in view of the long pendency of the matter under litigation, the Company out of abundant caution and on the principle of prudence has impaired the entire exposure in its books for accounting purposes while retaining its right to litigate. The Lawyers have advised the management that it has a good case for a favourable outcome of the litigation. Based on their advise the Company is also contesting the invocation of the Guarantee and accordingly has not accounted the invocation.

- ii. Attention is invited to Note 5 (b) of the Financial Results, relating to a Pravara Renewable Energy Limited ,where there are multiple legal challenges existing before various fora which are not concluding with respect to the following:
- Karkhana has taken illegal / unauthorized possession of the Plant and has been running the plant without authorization / consent of the Company.
  - No information is forthcoming regarding purchase/sales from the project although the same are carried out in the name of the SPV.
  - The receiver appointed by the DRT does not report the transaction to the SPV and operates the unit without recourse to the management of the SPV.
  - The SPV is marked as a NPA by the lenders.
  - The Company has provided a letter of Comfort to the lenders towards their credit facilities.
  - Operation of the project is under constraints as detailed in the note.
  - The SPV has also invoked arbitration against the Karkhana and the Karkhana has approached Debt Recovery Tribunal (DRT). Based on the submission of Karkhana that the Plant was possessed and run by Karkhana, the tribunal ordered to maintain status quo. The Company is yet to file its response at DRT.
  - The statutory auditor of the SPV have disclaimed their opinion in their audit report for the year ended March 31,2024 for illegal occupancy of the factory by Karkhana and that the access to facility and records and transactions for the period from January 1, 2022 to March 31, 2024 are not available with the Company.

The Company on a prudent basis has provided for the entire funded exposure amounting to Rs 10,754.01 lacs as at March 31, 2024.

- iii. We invite attention to Note 5 (f) of the Financial Results, in relation to intention to exit one of the hydro power projects at Himachal Pradesh and seeking a claim of an amount against the amount spent on the Project. The Company's subsidiary has cited reasons for non-continuance on account of reasons beyond its control. Pursuant to the completion of Arbitration vide order dated 23rd January 2023, the SPV's share of the arbitration proceeds is adequate to cover the exposure and therefore no adjustments are required towards the exposure of Rs. 7,121.01 lacs. During the quarter one of the Companies lenders has invoked the pledge of 1,44,49,994 equity shares equivalent to 100% shares of the SPV and the shares have been transferred to the lenders Demat account. However, attention is invited to note no 6 of the financial results basis which the status quo of control is maintained as at the end of the quarter.
- iv. Attention is invited to Note 6 to the Financial Results, relating to the default of the Company to repay the term loan as per the loan agreement, the secured lender of the Company has invoked pledge of shares given as security towards the said term loan. With the above invocation, the aforementioned shares of 2 of the companies SPV , namely Youngthang Power Venture Limited (YPVL) (1,44,49,994 equity shares equivalent to 100% shares of the SPV) and Indira Container Terminal Private Limited (ICTPL) (3,22,11,365 equity shares equivalent to 31.71% shares of the





# *Natvarlal Vepari & Co.*

CHARTERED ACCOUNTANTS

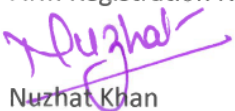
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SPV) has been transferred to the DP account of the Lender. However, the lenders are in the process of assigning values to the invoked shares pending which the adjustment to the loan account cannot be done. Therefore, as at the quarter end the company continues to disclose the shares as its investments and the loan to the lender as overdue loans. The Company will give effects in its books once the lender assigns value to the invoked shares and adjust the loans and investments. Therefore, the company continues to show the investments in ICTPL and YPVL as its investment and consequently as its subsidiaries.

## 8. Other Matter

Attention is drawn to the fact that the figures for the three months ended March 31, 2024 as reported in these unaudited standalone financial results are the balancing figures between audited figures in respect of the full previous financial year and the year-to-date reviewed figures up to the third quarter of the previous financial year.

For Natvarlal Vepari & Co.  
Chartered Accountants  
Firm Registration No. 106971W

  
Nuzhat Khan  
Partner

M. No. 124960

Mumbai, Dated: - August 14, 2024

UDIN: 24124960 BKCZPD7708

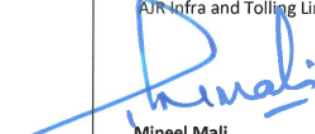


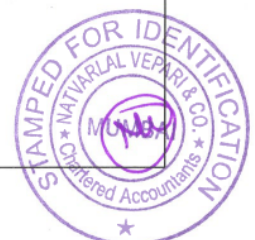
# AJR INFRA AND TOLLING LIMITED

## (Formerly Gammon Infrastructure Projects Limited)

AJR Infra and Tolling Limited CIN : L45203MH2001PLC131728 Statement of Unaudited Consolidated Financial Results for the quarter ended June 30, 2024				
(Rs.in Lacs)				
Particulars	Quarter Ended			Year ended
	30.06.2024	31.03.2024	30.06.2023	31.03.2024
	Reviewed	Reviewed	Reviewed	Audited
1 Revenue from Operations	1,506.51	1,823.66	1,239.07	6,122.98
2 Other Income	344.74	289.12	401.61	1,545.51
3 Total Income	<b>1,851.25</b>	<b>2,112.78</b>	<b>1,640.68</b>	<b>7,668.49</b>
4 Expenses:				
Changes in inventory	-	116.66	-	116.66
Employee benefit expenses	126.45	81.28	100.35	385.35
Depreciation & amortization	954.39	26.82	1,260.31	3,836.30
Finance Costs	7,664.01	4,387.31	7,527.94	27,879.96
Other expenses	1,026.29	1,333.26	428.31	4,977.92
Total Expenditure	<b>9,771.14</b>	<b>5,945.33</b>	<b>9,316.91</b>	<b>37,196.19</b>
5 Profit / (Loss) before share of profit / (loss) of an associate / joint venture and exceptional Items	<b>(7,919.89)</b>	<b>(3,832.55)</b>	<b>(7,676.23)</b>	<b>(29,527.70)</b>
6 Share of profit / (loss) of an associate and joint venture	572.01	241.73	81.32	656.50
7 Profit / (Loss) before exceptional Item and tax	<b>(7,347.88)</b>	<b>(3,590.82)</b>	<b>(7,594.91)</b>	<b>(28,871.20)</b>
8 Exceptional items Income / (Expense)	103.00	5,935.85	-	5,935.85
9 Profit/(loss) before tax	<b>(7,244.88)</b>	<b>2,345.03</b>	<b>(7,594.91)</b>	<b>(22,935.35)</b>
10 Tax expenses				
Current Tax	2.57	15.77	-	15.77
Short Provision for Tax	-	4.63	-	4.63
Deferred Tax Liability / (asset)	(473.79)	(136.67)	84.13	102.01
Total tax expenses	<b>(471.22)</b>	<b>(116.27)</b>	<b>84.13</b>	<b>122.41</b>
11 Profit/(Loss) for the period	<b>(6,773.66)</b>	<b>2,461.30</b>	<b>(7,679.04)</b>	<b>(23,057.76)</b>
Less - Share of Non Controlling Interest (NCI)	(1,187.61)	(1,109.08)	(994.75)	(4,266.79)
12 Profit for the period attributable to owners of the Company	<b>(5,586.05)</b>	<b>3,570.38</b>	<b>(6,684.29)</b>	<b>(18,790.97)</b>
13 Other Comprehensive Income				
Remeasurement of defined benefit plans	-	(2.58)	-	(2.58)
Other comprehensive income /(loss) for the period	-	(2.58)	-	(2.58)
14 Total Comprehensive income/(loss) for the period	<b>(6,773.66)</b>	<b>2,458.72</b>	<b>(7,679.04)</b>	<b>(23,060.34)</b>
Profit/(Loss) after tax attributable to				
Owners of the Company	(5,586.05)	3,570.38	(6,684.29)	(18,790.97)
Non-Controlling Interest	(1,187.61)	(1,109.08)	(994.75)	(4,266.79)
	<b>(6,773.66)</b>	<b>2,461.30</b>	<b>(7,679.04)</b>	<b>(23,057.76)</b>
Other Comprehensive Income attributable to:				
Owners of the Company	-	(2.26)	-	(2.26)
Non-Controlling Interest	-	(0.32)	-	(0.32)
	-	(2.58)	-	(2.58)
Total Comprehensive Income attributable to:				
Owners of the Company	(5,586.05)	3,568.12	(6,684.29)	(18,793.23)
Non-Controlling Interest	(1,187.61)	(1,109.40)	(994.75)	(4,267.11)
	<b>(6,773.66)</b>	<b>2,458.72</b>	<b>(7,679.04)</b>	<b>(23,060.34)</b>
15 Paid up Equity Capital (Face Value of Rs.2 each)	18,917.64	18,917.64	18,917.64	18,917.64
16 Other Equity				(2,71,586.34)
17 Earnings per equity share [nominal value of share Rs. 2/-]				
Basic (Rs.)	(0.59)	0.38	(0.71)	(2.00)

For and on behalf of the Board of Directors of  
AJR Infra and Tolling Limited

  
Mineel Mali  
Whole-Time Director  
DIN: 06641595  
Place: Mumbai  
Date: August 14, 2024



# AJR INFRA AND TOLLING LIMITED

(Formerly Gammon Infrastructure Projects Limited)

## Notes:

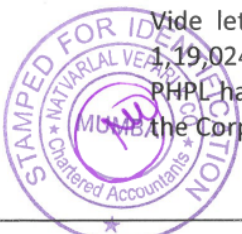
1. The above unaudited Consolidated Financial Results for the quarter ended 30th June, 2024 as reviewed by the Audit Committee, were approved and taken on record by the Board of Directors in their meeting held on 14<sup>th</sup> August, 2024. The statutory auditors have carried out limited Review of the Consolidated Financial Results and have issued their modified report thereon.
2. The above financial results are prepared in accordance with the Indian Accounting Standards (Ind-AS) as prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India.
3. The figures for the quarter ended March 31, 2024 are the balancing figures between audited figures in respect of full financial year ended March 31, 2024 and unaudited year to date figures up to the nine months ended December 31, 2023 which were subjected to limited review by the statutory auditors.
4. During the previous periods, in respect of 2 (two) of its subsidiary companies, Corporate Insolvency Resolution Proceedings (CIRP) were initiated by financial creditors of the respective subsidiaries by filing a petition before the Hon'ble National Company Law Tribunal (NCLT). The NCLT admitted the petition and accordingly, the Boards of the respective subsidiaries were superseded, and Interim Resolution Professional / Resolution Professional (RP) were appointed. Accordingly, the Company namely, AJR Infra and Tolling Limited lost control over these 2 subsidiaries. The subsidiaries are.

- a. **Patna Highway Projects Limited (PHPL):** One of the Lender i.e., Corporation Bank (merged with Union Bank of India w.e.f. 1st April 2020) had filed an application under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) with NCLT which had been admitted and an Interim Resolution Professional (IRP) had been appointed on 7th January 2020.

Resolution Plan submitted by Silver Point had been accepted by the COC/ RP and application was filed by RP before NCLT for approval of Resolution plan of Silver Point. The Company had also filed an application for approval of Company's Resolution Plan before NCLT. The NCLT vide order dated May 10, 2022, has approved the resolution plan of Silver point, and rejected the application for approval of Resolution Plan submitted by the company. The Company had filed two appeals on 13th July 2022 against the impugned order in NCLAT. Appeal/920/2022 was filed against approval of Resolution Plan of Silver Point and Appeal/922/2022 was filed against rejection of Company's Resolution plan. The matters were taken up on 10.05.2023, wherein Appeal/920/2022 was reserved for order and finally the captioned appeal was dismissed by Hon'ble NCLAT vide order dated 25th May, 2023.

The Company has filed Civil Appeal in the Supreme Court against the impugned Order on 3rd July, 2023. The Appeal/922/2022 which was filed against rejection of Company's Resolution plan was also thereafter dismissed and the Company has filed the Civil appeal before Supreme Court against the impugned order dated 20.10.2023. The Company has also filed IA(I.B.C)-5000/2023 on September 6, 2023 in NCLT New Delhi under Section 65 of the Insolvency and Bankruptcy Code against RP and others for Fraudulent and Malicious Initiation of the Corporate Insolvency Resolution Process by the RP in active connivance of the Banks, ARC, SRA. The Matter was heard on 6<sup>th</sup> February, 2024 wherein it was dismissed with liberty to restore. The company is in the process of filing an Intervene Application (IA) for restoration of this case. The Company had filed the Restoration Application and accordingly the matter had been restored and the company is in the process of filing a fresh IA.

Vide letter dated 7<sup>th</sup> November, 2023, the Corporate Guarantee provided by the Company of Rs. 1,19,024.39 lacs have been invoked by Phoenix ARC Private Limited in favour of whom the lenders of PHPL had earlier assigned their respective debts. The Company has not accounted the invocation of the Corporate Guarantee as the Company is taking legal opinion and is in the process of contesting the





Corporate Guarantee invocation in Court. In the meantime, Phoenix ARC Private Limited has filed an application to initiate corporate insolvency process against the company under Sec 7 of IBC, 2016. The Company has filed IA under section 60 (5) of IBC, 2016 seeking sine die Adjourment to the said proceedings before the Hon'ble High Court, Mumbai and the next date of hearing is 27<sup>th</sup> August, 2024. The Company has not accounted the invocation of the Corporate Guarantee as it is contesting the same.

- b. **Rajahmundry Godavari Bridge Limited (RGBL):** One of the Consortium Banks of RGBL had initiated and filed an application under the provisions of Insolvency and Bankruptcy Code, 2016 (IBC) with NCLT. The Hon'ble NCLT had passed an order dated 27<sup>th</sup> February 2020 admitting the matter to Corporate Insolvency Resolution Process (CIRP) under the IBC and appointing an Interim Resolution Professional (IRP) on 27<sup>th</sup> February 2020. The IRP has been replaced with a new Resolution Professional (RP) pursuant to the Hon'ble NCLT order dated August 21, 2020, which was issued on September 08, 2020, based on an application filed by the Committee of Financial Creditors / Lenders and the new RP had taken charge of RGBL from the erstwhile IRP and the Project.

The Company had filed an Intervention Application at Hon'ble NCLT being aggrieved by the rejection of COC to consider the proposal dated 24.02.2022 of the applicant under section 12A of IBC. The matter was listed on 7<sup>th</sup> June, 2022 for admission of the petition. The Hon'ble Members were pleased to direct the RP to file reply to the subject IA and further stated that upon approval of the resolution plan by the CoC, application under section 12A is not maintainable. At the next hearing dated 21<sup>st</sup> June, 2022 the company requested for time to file an affidavit in rejoinder to the reply filed by the Resolution Professional. Resolution Plan submitted by M/s. Prakash Asphaltings & Toll Highways (India) Limited has been accepted by the COC/ RP against which the company had filed an intervention application before NCLT, challenging the Resolution Plan, which has since been rejected by Hon'ble NCLT. The NCLT vide order dated August 10, 2022, has approved the resolution plan. The company has filed an appeal against the impugned order in NCLAT which was pending admission. The Company has subsequently withdrawn the appeal pending and the same was approved vide Hon'ble NCLAT order dated 16<sup>th</sup> May 2023. The company had made a provision in the books as on date towards its entire funded exposure in the SPV amounting to Rs.1,08,190.29 lacs on a prudent basis. The balance non funded exposure in SPV is Rs 9,811.02 lacs as of June 30, 2024.

An Application was filed by Canara Bank, Bank of Baroda and United Bank of India in Hon'ble DRT against the Company who is the Corporate Guarantor for the erstwhile SPV. It came to our knowledge that an Ex-Parte Order dated 31.07.2023 was passed against us by Hon'ble DRT and the Recovery Certificate has also been issued. The Company has filed an application for setting aside the order and also for bringing additional facts on record and restraining the operation of recovery certificate. The matter was listed on 8<sup>th</sup> August, 24 for hearing but adjourned to 4<sup>th</sup> September, 2024.

5. **Project related notes:** In respect of the following projects / Special Purpose Vehicles (SPVs) of the Group there are legal issues, arbitration proceedings or negotiations with the Concession Grantor for which the Management is taking necessary steps to resolve the matters:

- a. **Indira Container Terminal at Mumbai:** The Project was delayed due to non-fulfilment of certain obligations by the Mumbai Port Trust (MbPT) under the License Agreement (LA) signed by the SPV with MbPT. The Roll-On-Roll-Off (RORO) operations was allowed by MbPT as an interim measure for alternate use of the 2 (two) berths for a mix of cargo of container, steel and RORO and is still continuing. However, the revenue generated through alternative use is inadequate for repayment of principal and interest of the Lenders and the credit facility account was declared NPA (Non-Performing asset) by the Lenders of the SPV. The draft settlement agreement between the SPV, Ministry of Shipping (MoS), Mumbai Port Trust (MbPT) has been rejected by MbPT. The SPV has issued a Dispute Notice for the Licensor's Event of Default against MbPT and called upon the Licensor to refer the



disputes for amicable settlement under the LA and the matter is pending with MbPT. A petition was filed by the SPV under section 9 and an application under section 11 of the Arbitration and Conciliation Act, 1996 was also filed where in Order dated 1st August 2019 is passed and interim protection by way of prayer is allowed for carrying ad-hoc RORO operations.

The SPV and the MBPT have nominated their arbitrators and they in turn have jointly appointed the Presiding Arbitrator/Umpire arbitrator and accordingly, the Arbitral Tribunal (AT) is formed. The SPV has duly filed its Statement of Claim (SOC) against MbPT for an amount of Rs. 296,736 lacs on 8th November 2019. MbPT has filed their Statement of Defense (SOD) and filed their Counter Claim of Rs 240,000 lacs with the Tribunal.

In the meantime, MbPT has sent letters dated May 28, 2021 / October 08, 2021, and invited ICTPL for a settlement of all disputes raised with the Arbitral Tribunal, to which ICTPL has replied and given their concurrence and the process is under active discussion. Both the parties have sought permission to keep the ongoing arbitration in abeyance for the next 6 months since the parties have started conciliation proceedings. A virtual hearing was held by the Tribunal on 01-11-2021 to determine if the above application for keeping the matter in abeyance for a period of 6 months can be allowed and if the same would be in compliance of Arbitration and Conciliation Act, 1996. After initial review, the extension was allowed and both the parties were directed to intimate the conciliation proceedings to the tribunal by 25<sup>th</sup> May, 2022. Since there was no outcome, both the parties jointly opined for the further extension and accordingly filed the application for extension from time to time to wait for the outcome of the conciliation proceedings which is still pending before the CSC. On the last hearing date of Arbitration Proceedings i.e., on 19.04.2023 virtual hearing was conducted and on joint request of both the parties the Hon'ble Tribunal was pleased to adjourn the matter to 27<sup>th</sup> July, 2023, directing parties to appraise the tribunal on the next date and that for any extension henceforth, both the parties shall jointly approach the Hon'ble High Court, Bombay. Since the last date of Arbitration Proceedings was 31<sup>st</sup> August, 2023, hence the SPV has moved an application under section 29(A) before the High court of Mumbai for extension of Arbitration Proceedings. The said application has been allowed by Hon'ble High Court and the mandate of the arbitral tribunal is extended from 01.09.2023 for a period of one year. The matter is next listed on 21st August, 2024 for update on the further progress on the conciliation process.

In the meantime, the lead Bank had approached NCLT Mumbai Bench against its outstanding dues and submitted its application under Section 7 of the Insolvency and Bankruptcy code, 2016. After a series of submission and counter submissions, the Hon'ble NCLT passed an order on 9th May, 2024 for the admission of the captioned Petition and the appointment of Interim Resolution Professional.

The Company filed an appeal under Section 61 of the Insolvency and Bankruptcy Code, 2016 before Hon'ble NCLAT, Delhi against the impugned order dated 9 May 2024 passed by the Hon'ble NCLT, Mumbai. Hon'ble NCLAT, Delhi taking cognizance of the OTS proposal submitted by the Company and the fact that the committed amount already deposited in the designated NO LIEN account of the Lenders has passed an order dated 16<sup>th</sup> May, 2024 staying the above order dated 9<sup>th</sup> May 2024.

Next date of hearing is scheduled on 18<sup>th</sup> September, 2024. The SPV's submission of a One-Time Settlement (OTS) proposal to the consortium of Lenders' has been accepted by majority of the lenders and respective sanctions to the terms of OTS has also been conveyed.

The Company has recently taken legal opinion on account of claims that the SPV proposes to make against the MbPT, the legal update from the lawyer on record states that the possible realization on the settlement of the SPV claim arising out of arbitration will be sufficient to cover the value of the asset and therefore in the opinion of the management no impairment will be necessary. The Company has also taken an opinion from a techno legal expert on arbitration matters who has assessed the





possible realizable claim amount.

In the meantime one of the lender has invoked the pledge of 3,22,11,365 shares of Rs.10 each constituting 31.71% holding and the shares have been transferred to the lenders Demat account. However, attention is invited to Note no 6 basis which the status quo of control is maintained.

The exposure of the Group in the SPV / project is Rs 45,992.83 lacs.

- b. **Pravara Renewable Energy Limited** - Pravara has entered into a Project Development Agreement (PDA) with Karkhana (Padmashri Dr. Vithalrao Vikhe Patil Sahakari Sakhar Karkhana Limited) for the development of a 30 MW Cogeneration Project on Build-Own-Operate-Transfer (BOOT) basis. The Concession period is 25 years from Commercial Operation Date (COD).

Karkhana has taken illegal / unauthorized possession of the Plant and has been running the plant without authorization / consent of the Company. No information is forthcoming regarding purchase/sales from the project although the same are carried out in the name of the SPV. The receiver appointed by the DRT does not report the transaction to the SPV and operates the unit without recourse to the management of the SPV. There are multiple legal challenges existing before various fora which are not concluding. The SPV is marked as a NPA by the lenders. In view of the multiple legal issues going on at various fora and the SPV still being not in possession of the Plant. The funded exposure of the Company in the SPV amounting to Rs 10,754.01 lacs had been provided in the books as at June 30, 2024 on a prudent basis.

In view of the above-mentioned facts the management of the SPV contends that

1. The litigation is outstanding since more than 2 years and there is no progress in the matter before the courts.
2. The receiver appointed by the DRT does not report the transactions to the Company and takes decisions of the Company Management.
3. Since there is no progress in the matter in accordance with IND AS 110 para 7 the Company has effectively lost control over the operations and is unable to direct the variable rights from its exposure in its favour.
4. It has no record of transaction entered into on its accounts nor it has access to its cash flows.

Therefore, pending the settlement of the litigation, the Company contends it has no control and does not satisfy para 7 of INDAS 110 and has decided to deconsolidate the said SPV from its Consolidated Financial Statements although it has de jure control over the SPV and its operation. It has no de facto control over the same.

Since exposure to the equity has been provided for in the Standalone Financial Statements in these Consolidated Financial Statements, they are carried at NIL values since the fair value cannot be determined. The Statutory Auditors of the SPV on account of non-inclusion of aforesaid transactions conducted by the receiver has given a disclaimer of opinion as at March 31, 2024.

- c. An amount of Rs 1,514.01 lacs is due from **Western Coalfields Limited (WCL)** on account of wrongful encashment of bank guarantee against which the Company has filed a suit for Recovery of damages. Subsequent to the encashment, the Company has filed an application for converting earlier injunction application to suit for recovery of damages. The Company has sought a legal opinion in this matter and has been advised that it has a good case for recovery of the amount. On the last hearing dated 29th November 2023 evidence was filed and the matter has next been listed next on 19th June,2024. The Management is hopeful of getting a favourable decision on the matter and recovery of damages based on legal advice on the matter. However, due to considerable elapse of time and in view of the delay in the legal proceedings, the company has made full provision of Rs 1,514.01 lacs towards this amount receivable from Western Coalfields Limited (WCL) in the books of accounts as on date on a





prudent basis.

- d. **Sidhi Singrauli Road Project Limited** had signed a Concession Agreement (CA) for 30 years for upgradation of existing highway from two-lane to four-lane with Madhya Pradesh Road Development Corporation Limited (MPRDC). AJR Infra and Tolling Limited is the EPC contractor for the Project.

The Project was scheduled to commence commercial operations from 19th September 2015. However, delays on account of MPRDC in providing the required clearances and the Right of Way (ROW), have resulted in the extension of the Commercial Operations Date (COD). These delays have also resulted in increase in project cost, primarily due to increase in interest during construction period resulting from the time overruns and the credit facility with consortium of banks / lenders was classified as Non-Performing Asset (NPA).

Meanwhile, the Lead Bank has also issued notice dated October 15, 2019, for invocation of Corporate Guarantee (CG) issued by the Company in favor of the SPV's Banks / Lenders, due to financial default by the SPV. The SPV and GIPL have filed their response dated November 11, 2019, to the said notices issued by the Lead Bank. The Lead bank has also sent Demand cum loan recall notice dated 30th December 2021 demanding repayment of loan availed from the Consortium of Lenders (Including Indian Bank e-Allahabad Bank and IIFCL). The SPV has duly replied to the notice vide letter dated 31st January, 2022. Meanwhile, Hon'ble Debt Recovery Tribunal Delhi (DRT 3) has issued Summon/notice under section 19(4) of the Act on the application filed against the SPV by Punjab National Bank (Lead Bank) for recovery of debts with directions to file the written statement and to appear before Registrar on February 21, 2024. The SPV has filed the written statement on 27.01.2024. On 15.05.2024 the IA filed by the SPV for condonation of delay for filing written statement was rejected against which the SPV is intending to file an appeal in DRAT. IA for condonation of delay and discharge of directors is listed for filing reply by the respondents till next date of 4th July, 2024.

During the year ended March 31, 2021, the SPV has received notice of intention to terminate the Project vide letter dated July 17, 2020, from MPRDC followed by a Termination Notice dated August 13, 2020, and advised the SPV vide their letter dated August 24, 2020, to comply with the divestment rights and interest under the provisions of the Concession Agreement and handover the Project to MPRDC.

Pursuant to the Termination Notice issued by MPRDC, SPV has contested the Termination Notice vide their letter dated 1st October 2020 and has approached MPRDC and Ministry of Road Transport and Highways (MoRTH) to find an amicable resolution under the circular dated March 09, 2020 on stuck BOT projects issued by MoRTH in the interest of all the stakeholders. The Company is exploring options to find an amicable resolution for the Project. Meanwhile, the company has also invoked the Arbitration process vide letter dated 22<sup>nd</sup> February, 2021 and a 3-member Arbitration Tribunal has been constituted. Two virtual hearings were held and the SPV has submitted its Statement of claims amounting to Rs 284,804.32 Lacs to the Arbitral Tribunal on 8<sup>th</sup> September, 2021 as per its procedural order dated 2nd June, 2021 / extensions granted thereunder. The respondents have also filed their SOD. The SPV has duly replied to the SOD and counter claim filed by MPRDC and also filed rejoinder to the written statement. In the previous hearings, the order was pronounced with a decision that MORTH should be a party to the arbitration proceedings. The SPV had moved an application under 29 (A) before High Court of Madhya Pradesh for the extension of Arbitration proceedings wherein the order was passed directing the petitioner to avail its remedy before the competent Court i.e. Principal Civil Court of original jurisdiction in accordance with law.



The conciliation process as agreed between the parties is going on simultaneously in which lenders of the SPV are also a part of the said conciliation process. Couple of meetings have taken place in the last 3 to 4 months' time and issues are moving forward.

In the meantime, the Arbitrator nominated by the SPV has excused himself from the Arbitration due to an age ailment. Accordingly, SPV is seeking a replacement for the said Arbitrator. In view of the issues and problems associated with the progress of the project including the final notice to terminate the project and subsequent developments in various arbitration hearings as detailed above the Company on a prudent basis during the year ended March 31,2022 had made provision for impairment of its investments and written off/(back) project balances in the books of accounts and the balance non fund exposure in SPV is Rs 70,143.87 lacs as at June 30, 2024. The Auditors of the SPV have highlighted material uncertainty regarding going concern issue in their review report as at June 30, 2024.

- e. **Bridge project at Cochin** - The Greater Cochin Development Authority (GCDA) has sought to end the toll collection by unilaterally sealing the toll booth. Cochin Bridge Infrastructure Company Limited (SPV) has initiated an arbitration / settlement process. The SPV has also in parallel filed a writ in the matter before the Hon'ble Kerala High Court for specific performance. However, the Government of Kerala approached the Hon'ble High Court for further extension of time and the Court granted extension to settle the matter, after which the SPV has filed amended plaint. The said SPV pursuant to the assurance given by GCDA and State Government filed a fresh writ petition for directions to GCDA to pay the dues of SPV. The arbitration process was kept in abeyance.

Matter was last listed on 10<sup>th</sup> July 2019 wherein it was argued and after considering the points of arguments, the Hon'ble High Court passed the orders that the writs petition stands dismissed with reserving the liberty to seek appropriate resolution before the Arbitral Tribunal. The SPV is in the process of re-constituting the Arbitral Tribunal and has intimated GCDA vide its letter dated 3<sup>rd</sup> January 2020 for revival of the Arbitration proceedings and to appoint their nominee arbitrator. Since, GCDA is neither responding nor appointing its nominee arbitrator, the SPV has filed an application under section 11 & section 14 of the Arbitration and Conciliation Act with the Hon'ble Kerala High Court and duly informed that they have nominated their new arbitrator with regard to reconstitution of the Ld. Arbitral Tribunal. The matter was listed on 21<sup>st</sup> June,2022 whereby the Hon'ble Kerala High Court appointed the sole arbitrator to adjudicate the disputes. Statement of Claim and Statement of Defense has been filed by both the Parties. The parties have filed rejoinder on March 18,2023. The SPV had filed additional documents on 3<sup>rd</sup> August 2023. The matter was listed on various dates for cross examination of witness of the SPV, which has been concluded. The SPV had filed the joint extension application under section 29A of the Arbitration and Conciliation Act for the extension of the Arbitration period which has been granted. The Arbitral Award is pronounced by Justice P.R. Ramachandra Menon on 20th July,2024 in favor of Claimant which is sufficient to cover the net exposure of the Company. However, the Company will be filing application u/s 34 for pendent lite interest for prior period. The net exposure (after provision) of the Group is Rs 1,787.13 lacs (funded).

- f. **Hydro power project at Himachal Pradesh** - the Project is stalled due to local agitation relating to environment issues. The SPV has received letter from the Government of Himachal Pradesh (GoHP), to discuss the matter mutually towards amicable resolution. After the SPV invoked arbitration on 19<sup>th</sup> February 2018, the arbitration is now concluded, and the Arbitral Award was pronounced by the Hon'ble Tribunal on 23<sup>rd</sup> January 2023 in favour of the SPV. Government of Himachal Pradesh has moved Sec 34 against the captioned award and the SPV has also filed reply as well as the execution petition for the same. Matter pertaining to Section 34 was listed on 10th April, 2024 wherein the Advocate General had appeared and sought time for settlement. The





captioned matter as well as the execution petition is now adjourned to 20<sup>th</sup> September, 2024.

The amount of award due to the SPV is expected to be in excess of exposure of Rs. 6,783.94 lacs and therefore the management does not expect any impairment towards the exposure. The Management is hopeful of an early settlement in the matter and is confident of recovering the amount of exposure. In the meantime one of the lender has invoked the pledge of 1,44,49,994 shares of Rs.10 each constituting 100 % holding and the shares have been transferred to the lenders Demat account. However, attention is invited to Note no 6 basis which the status quo of control is maintained.

- g. The Company has incorporated a SPV for developing **Rangit-II Hydroelectric Power Project in Sikkim** on Build, Own, Operate and Transfer (BOOT) basis. The Project involves the development of a 66 MW run-of-the-river Hydroelectric Power Project on Rimbi river, a tributary of river (COD). The Project is presently in a state of limbo pending the signing of PPA and achieving financial closure. The Management is of the view that the present situation in the power business is temporary and does not foresee any need for impairment. The matter before NCLT of one of the operational creditors of the SPV has been settled favorably in favor of the SPV.

Post withdrawal of the CIRP proceedings, the company has been in discussion with prospective buyers for Sale or otherwise dilution of Company's investment in the SPV and have also obtained in principal approval vide special resolution at the EGM dated 12<sup>th</sup> August, 2022. Subsequently the Company has entered into a Share Purchase agreement. There are some conditions precedents which are yet to be fulfilled as on date. Though the company has been actively pursuing the matter, there have been delays in completing some of the condition's precedent to the agreement with the prospective buyer, due to which the captioned Share purchase agreement has been terminated. The Company has already provided its entire exposure in its books.

6. During the quarter, in view of the default of the company to repay the term loan as per the loan/pledge agreement, the secured lender of the Company has invoked pledge of shares given as security towards the said term loan. With the above invocation, the aforementioned shares of 2 of the companies SPV, namely Youngthang Power Venture Limited (YPVL) (1,44,49,994 equity shares equivalent to 100% shares of the SPV) and Indra Container Terminal Private Limited (ICTPL) (3,22,11,365 equity shares equivalent to 31.71% shares of the SPV) has been transferred to the DP account of the Lender. However, the lenders are in the process of assigning values to the invoked shares pending which the adjustment to the loan account cannot be done. Therefore, as at the quarter end the company continues to disclose the shares as its investments and the loan to the lender as overdue loans. The Company will give effects in its books once the lender assigns value to the invoked shares and adjust the loans and investments. Therefore, the company continues to show the investments in ICTPL and YPVL as its investment and consequently as its subsidiaries. Further on account of the above deconsolidation of the subsidiaries has been deferred.

**7. Material Uncertainty related to Going Concern**

There is a continuing mismatch of cash flows including the dues to the subsidiary which are due for repayment pursuant to negotiation. The current liabilities are in excess of current assets by Rs. 3,55,792.04 lacs as at June 30, 2024. The liquidity crunch is affecting the Company's operation with increasing severity. Further, various projects of the Company as stated in detail in Note 4 & 5 above are under stress and the outcome of the continuance of these projects would be dependent upon favorable decision being received by the Management on the outstanding litigations. The resolutions planned by the Management are pending since a long time and are not concluding in favor of the Company. The Management, however, is confident that the going concern assumption and the carrying values of the assets and liabilities in these Consolidated Financial Results are appropriate. Accordingly, the Financial Statements do not include any adjustments that may result from these uncertainties.





8. Exceptional items Expenses/(income)

(Rs in lacs)

Particulars	Quarter ended			Year Ended
	June 30, 2024	March 31, 2024	June 30, 2023	March 31, 2024
Reversal of excess provision against Capital work in Progress	(103.00)	-	-	-
Provision for impairment of investment (Including Quasi Equity / ICD )		21,848.12	-	21,848.12
Gain on Reduction in Stake of Associate	-	(1417.36)	-	(1417.36)
Gain on Deconsolidation of Subsidiary	-	(26,366.62)	-	(26,366.62)
<b>Total</b>	<b>103.00</b>	<b>(5,935.85)</b>	<b>-</b>	<b>(5,935.85)</b>

**Notes related to Exceptional Items:**

**For the Quarter ended June 30, 2024**

- i) Rs. 103 Lacs relating to Reversal of excess provision against Capital work in Progress of SHVPL.

**For the Quarter and Year ended March 31, 2024**

- i) Rs. 21,848.12 Lacs relating to impairment of investments & Quasi Equity made towards the project PHPL.  
ii) Gain on Deconsolidation represents deconsolidation of Pravara Renewable Energy Limited due to reasons as stated under note 5(b) above.  
iii) Gain on reduction in stake of associate represents gain on reduction in stake of Deepmala Infrastructure Private Limited (Through SMDPL).

9. The Group is engaged in "Construction and Engineering" and "Real Estate Development" segment. Disclosure of segments is given in Annexure 1.

10. Figures for the previous period have been regrouped / reclassified wherever necessary to conform to the current period's presentation.

**For AJR Infra and Tolling Limited**



**Mineel Madhukar Mali**  
Whole-Time Director  
DIN: 06641595  
Place: Mumbai  
Date: August 14, 2024



**Annexure – 1**  
**Segment Reporting as per Ind AS 108 "Operating Segments"**

Particulars	Quarter Ended June 30, 2024	Quarter Ended March 31, 2024	Quarter Ended June 30, 2023	Year Ended March 31, 2024
	Reviewed	Reviewed	Reviewed	Audited
<b>Segment Revenue</b>				
- Real Estate Business	69.81	(69.56)	148.96	418.17
- Infrastructure	1,781.44	2,182.34	1,491.72	7,250.32
<b>Segment Results - PBT after exceptional Item and after Share of profit / (loss) of an associate and joint venture</b>				
- Real Estate Business	9.86	(282.28)	75.05	0.36
- Infrastructure	(7,254.75)	2,627.30	(7,669.99)	(22,935.71)
<b>Total PBT After Exceptional</b>	<b>(7,244.88)</b>	<b>2,345.03</b>	<b>(7,594.91)</b>	<b>(22,935.35)</b>
Tax	(471.22)	(116.27)	84.13	122.42
<b>Total PAT</b>	<b>(6,773.66)</b>	<b>2,461.30</b>	<b>(7,679.04)</b>	<b>(23,057.76)</b>
<b>Segment Assets</b>				
- Real Estate Business	15,048.54	13,797.38	14,761.95	13,797.38
- Infrastructure	83,256.95	89,873.86	1,17,704.26	89,873.86
<b>Segment Liabilities</b>				
- Real Estate Business	22,825.62	21,602.81	22,476.90	21,602.81
- Infrastructure	3,57,341.90	3,57,156.71	3,69,696.30	3,57,156.71



# *Natvarlal Vepari & Co.*

## CHARTERED ACCOUNTANTS

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### **Independent Auditor's Limited Review Report on unaudited Consolidated financial results for the quarter ended June 30, 2024, of AJR Infra and Tolling Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To

The Board of Directors  
AJR Infra and Tolling Limited,  
Mumbai.

1. We have reviewed the accompanying statement of unaudited Consolidated Financial Results ("Statement") of AJR Infra and Tolling Limited and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), its joint ventures and associates for the quarter ended June 30, 2024, attached herewith, being submitted by the Company pursuant to Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended ("the Listing Regulations"). These results are prepared for the purpose of compliance with the Listing Obligations and Disclosure Requirements. This Statement is the responsibility of the Company's Management and has been approved by the Board of Directors.
2. This Statement is the responsibility of the Company's Management. This Statement has been prepared in accordance with the recognition and measurement principles laid down in the Indian Accounting Standard (Ind AS 34) "Interim Financial Reporting" prescribed under section 133 of the Companies Act, 2013 read with the relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. Our responsibility is to express a conclusion on the Statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This Standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatements. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
4. The consolidated financial results of the Group include the results for the quarter ended June 30, 2024, of the companies listed in Annexure A to this report which are consolidated in accordance with the requirements of the Companies (Indian Accounting Standards) Rules 2015 specified under Section 133 of the Companies Act 2013 and the relevant rules thereon.
5. **Basis of Qualified Conclusion**
  - a. Attention is invited to Note 5(a) of the Financial Results, relating to the Project in the SPV, Indira Container Terminal Pvt Ltd. There exists material uncertainty relating to the future of the Project where the exposure of the Group in the SPV/project is Rs. 45,992.83 lacs (funded and non-funded).
  - The draft settlement agreement between the SPV, Ministry of Shipping (MoS), Mumbai Port Trust (MbPT) has been rejected by MbPT. The Company and the SPV are in discussion with MbPT and MoS to reconsider the Project.
  - The credit facility is marked as NPA by the Lenders and the lead Banker has approached NCLT Mumbai Bench against its outstanding dues and submitted its application under Section 7 of the Insolvency and Bankruptcy code, 2016 and the NCLT has admitted the said petition and authorized





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the appointment of Interim Resolution Professional (“IRP”) vide its orders dated May 09,2024. Hon’ble NCLAT, Delhi taking cognizance of the OTS proposal submitted by the Company and the fact that the committed amount already deposited in the designated NO LIEN account of the Lenders has passed an order dated 16th May,2024 staying the above order dated 9th May 2024. Next date of hearing is scheduled on 18th September,2024. The SPV’s submission of a One-Time Settlement (OTS) proposal to the consortium of Lenders’ has been accepted by majority of the lenders and respective sanctions to the terms of OTS has also been conveyed.

- The exposure of the Company towards the said project which is threatened by the possible loss of control if the Company’s petition is not upheld on merits. Without prejudice to the above, The SPV and MbPT have initiated arbitration proceedings which were in progress which may abate if the lenders petition is upheld, and the IRP is reinstated. The MBPT has requested conciliation proceedings which are also under active discussions.
- One of the grounds on which the stay is granted is the proposal of OTS which has been submitted by the Company whose terms and conditions has to be fulfilled before the next date for the lenders to withdraw their petition.
- There are uncertainties to the adherence to terms and conditions which inter alia requires an infusion of a substantial sum of money by an Investor identified by the Company.
- During the quarter, one of the Companies lender has invoked the pledge of 3,22,11,365 equity shares equivalent to 31.71% shares of the SPV and the shares have been transferred to the lenders Demat account. However, attention is invited to note no 6 of the financial results basis which the status quo of control is maintained as at the end of the quarter.

In view of the above reasons, we reiterate that we are unable to opine whether the Company would retain control, honour the terms of the OTS and its petition will be upheld by the Courts and accordingly whether any provision towards possible impairment needs to be done.

- b. The Financial Results of the Company for the quarter ended June 30 , 2024 include share of profit from Vizag Seaport Private Limited a material Associate Company based on un-audited management prepared Financial results and have been accounted as such and on which no further audit procedures have been carried out by us. Since the said Associate mentioned above is material, the Assets, Revenue and Cash Flow represented in those financial statements are subject to review and consequent effect, if any.
- c. In case of one of the step down subsidiary i.e., Sony Mony Developers Private Limited The auditors of the Subsidiary have qualified their review results for the following matter;
- We draw attention is invited to Note 4(a) of the respective SPV Financial Results, relating to the credit facility availed by the erstwhile promoters of the company and the treatment thereof in the financial statements. In terms of the MOU the Company has treated the entire amount over and above the amount shown by the erstwhile promotor as contingent liability. The Company continues to show the loan as its obligation in the absence of assignment/novation by the lenders. We are unable to opine on the correctness or otherwise of this treatment in the absence of confirmation of the erstwhile promotor accepting the entire balance
  - We invite attention to note 4 (b) of the respective SPV Financial Results about the opening transition adjustments. We are unable to opine on the correctness or otherwise of the treatment given by the management as opening transition adjustments are only on the basis of third-party confirmations and subsequent movement in the account, which are different from previously audited financial statement under previous Gaap.



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### 6. Material Uncertainty relating to Going Concern.

We draw attention to the following material uncertainty related to going concern included in the notes on the consolidated financial results of Holding Company, a subsidiary company of the Holding Company, on matters which are relevant to our opinion on the consolidated financial results of the Group and reproduced by us as under:

#### (a) In respect of Holding Company

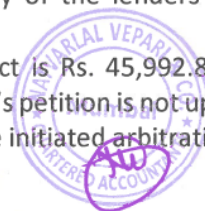
We invite attention to Note 7 of the Financial Results relating to material uncertainty relating to going concern. The Group's current liabilities exceeded current assets significantly and are at Rs. 3,55,792.04 lacs. There is a continuing mismatch including defaults in payment of its financial obligations to its lenders. The liquidity crunch is affecting the Group's operation with increasing severity. We also invite attention to note 4 and 5 of the Financial Results wherein status of various SPV projects which are stressed due to delay in completion, cost overrun, liquidity crunch and have legal issues, arbitration proceedings or negotiations and the pending NCLT matter invoked by the lenders of PHPL against the Company, admission of ICTPL before NCLT. The future of these projects as also the successful progress and completion depends on favourable decisions on outstanding litigations being received by the Management. The resolutions planned by the Management are pending since a long time and are not concluding in favour of the Company. These conditions indicate the existence of Material Uncertainty which may impact the Company's ability to continue as a going concern. Our conclusion is not qualified on this matter.

(b) In respect of Subsidiaries in the following cases the auditors' have carried a paragraph relating to going concern which is extracted from the Review Report of the respective component detailed below:

#### i. Indira Container terminal Private Limited

Attention is invited to Note no. 5 of the respective SPV's Financial Results relating to the going concern assumption and the status of the project. The said note details the status of the progress of the project and the various issues faced by the project and the Company.

- The Lenders have issued a notice of financial default to the Company in terms of the Substitution Agreement under intimation to MbPT. There is also no official extension to the RORO operations although the Company is not restricted in continuing the same. The draft settlement agreement being negotiated between the Company, MoS and MbPT has been rejected by MbPT and the Parent Company and Company are in discussions with MbPT & MoS to reconsider the matter relating to the extension of the project as per the mutually decided fresh terms and find a solution given the significant efforts put in by the Parent Company and Company in reviving the Project over the past 4 years.
- The credit facility is marked as NPA by the Lenders and the lead Banker has approached NCLT Mumbai Bench against its outstanding dues and submitted its application under Section 7 of the Insolvency and Bankruptcy code, 2016 and the NCLT has admitted the said petition and authorized the appointment of Interim Resolution Professional ("IRP") vide its orders dated May 09, 2024. Hon'ble NCLAT, Delhi taking cognizance of the OTS proposal submitted by the Company and the fact that the committed amount already deposited in the designated NO LIEN account of the Lenders has passed an order dated 16<sup>th</sup> May, 2024 staying the above order dated 9<sup>th</sup> May 2024. Next date of hearing is scheduled on 18<sup>th</sup> September, 2024. The SPV's submission of a One-Time Settlement (OTS) proposal to the consortium of Lenders' has been accepted by majority of the lenders and respective sanctions to the terms of OTS has also been conveyed.
- The exposure of the Company towards the said project is Rs. 45,992.83 lacs which is threatened by the possible loss of control if the Company's petition is not upheld on merits. Without prejudice to the above, The SPV and MbPT have initiated arbitration proceedings



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which were in progress which may abate if the lenders petition is upheld, and the IRP is reinstated. The MBPT has requested conciliation proceedings which are also under active discussions.

- One of the grounds on which the stay is granted is the proposal of OTS which has been submitted by the Company whose terms and conditions has to be fulfilled before the next date for the lenders to withdraw their petition.
- There are uncertainties to the adherence to terms and conditions which inter alia requires an infusion of a substantial sum of money by an Investor identified by the Company. In view of the above reasons we reiterate that we are unable to opine whether the Company would honour the terms of the OTS and its petition will be upheld by the Courts.
- During the quarter ,one of the Companies lender has invoked the pledge of 3,22,11,365 equity shares equivalent to 31.71% shares of the SPV and the shares have been transferred to the lenders Demat account. However, attention is invited to note no 6 of the financial results basis which the status quo of control is maintained as at the end of the quarter.

The above conditions and the status of the project including the inconclusive discussions indicate material uncertainties, which may affect the going concern assumption of the Company. The Management is hopeful of an amicable resolution in respect of the project. Our conclusion is not qualified on this matter.

### ii. Siddhi Singrauli Road Projects Limited

We invite attention to Note No.5 of the respective SPV's Financial Results detailing the issues associated with the progress of the project including the final notice to terminate the project and subsequent developments in various arbitration hearings, during the period ended March 31, 2022, the Company on a prudent basis has made full impairment provision in its books of accounts towards the Intangible Asset under development of Rs. 77,351.34 lakhs (net of Unamortized portion of Capital Grant of Rs. 26,323.56 lakhs) and there being material uncertainties regarding amicable resolution for the Project. The Company's borrowing has been marked as NPA thereby shutting down fresh drawings from the bankers. The Loans have been substantially recalled by the lenders. The excess of current liabilities over current asset works out at Rs. 1,01,032.28 lakhs. There are material uncertainties regarding amicable resolution for the Project and in its ability to continue as going concern. The going concern assumption of the management is after considering the aforesaid facts. We have relied on the management assertions. Our conclusion is not qualified on this matter.

### iii. Sony Mony Developers Private Limited

We invite attention to note 6 of the respective SPV's Financial Results relating to current liabilities exceeding current assets and the management stand of the liabilities belonging to the erstwhile promoters. The company and the new management is not in possession of any documentation of the erstwhile promoters' ability to discharge the liability, excepting the MOU Dated May 13, 2022 accepting their obligation to discharge. There exist significant uncertainties on the discharge of these borrowings by erstwhile promoters which may cast material uncertainties relating to going concern. Our report is not qualified on this matter.

### iv. Sikkim Hydro Power Ventures Limited

We invite attention that uncertainty faced by the company in signing of Power Purchase Agreement (PPA) and various factor affecting the progress of the project resulted in stoppage of work. However, based on the request of the company, Govt of Sikkim, Power Department has approved extension of Commercial Operation Date (COD) for a period of 4 years from 3<sup>rd</sup> June 2022. The Management of the holding company has been in active discussions with the prospective buyers for a possible buyout of the company. Meanwhile, the company has received a show cause





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notice of termination of project agreement dated 24<sup>th</sup> July, 2024 from the government of Sikkim and the company is in the process of sending an appropriate response to the same. Though the company management is hopeful of a timely resolution of this matter, However, in view of the issues and problems associated with uncertainty related to the progress of the project and associated financials issues, the company has made balance provision in the books of accounts for the quarter ended 30<sup>th</sup> June, 2024 amounting to Rs 3,159.63 lakhs (Rs. 5,193.09 lakhs for year ended 31<sup>st</sup> March, 2023) on a prudent basis which has been adjusted against the capital work in progress.

We also draw attention to the Note 4 of the respective SPV's Financial Results that post withdrawal of the CIRP proceedings vide order of Hon'ble National Company Law Tribunal (NCLT), Delhi 3<sup>rd</sup> June, 2022, the Holding/Promoter company had been in discussion with prospective buyers for sale or otherwise dilution of AJR's investment in the company. Due to some conditions precedents which could not be fulfilled, the share purchase agreement entered with a prospective buyer was terminated. Our report is not qualified on this matters.

### 7. Emphasis of Matter

Without qualifying our conclusion, we draw attention to the following matters.

- i. Attention is invited to Note 4(a) of the Financial Results in respect of PHPL where the CIRP proceedings had been initiated. NCLT has approved the resolution plan submitted by Resolution Professional and as per the NCLT Order no surplus is available to the Company. The Company lost the appeal in front of the NCLAT and has filed an appeal in Supreme court against the NCLAT order and expects favourable outcome on the matter. Pending the outcome, in view of the long pendency of the matter under litigation, the Company out of abundant caution and on the principle of prudence has impaired the entire exposure in its books for accounting purposes while retaining its right to litigate. The Lawyers have advised the management that it has a good case for a favourable outcome of the litigation. Based on their advise the Company is also contesting the invocation of the Guarantee and accordingly has not accounted the invocation
- ii. Attention is invited to Note 5 (b) of the Financial Results, relating to a Pravara Renewable Energy Limited ,where there are multiple legal challenges existing before various fora which are not concluding with respect to the following:
  - Karkhana has taken illegal / unauthorized possession of the Plant and has been running the plant without authorization / consent of the Company.
  - No information is forthcoming regarding purchase/sales from the project although the same are carried out in the name of the SPV.
  - The receiver appointed by the DRT does not report the transaction to the SPV and operates the unit without recourse to the management of the SPV.
  - The SPV is marked as a NPA by the lenders.
  - The Company has provided a letter of Comfort to the lenders towards their credit facilities
  - Operation of the project is under constraints as detailed in the note.
  - The SPV has also invoked arbitration against the Karkhana and the Karkhana has approached Debt Recovery Tribunal (DRT). Based on the submission of Karkhana that the Plant was possessed and run by Karkhana, the tribunal ordered to maintain status quo. The Company is yet to file its response at DRT.
  - The statutory auditor of the SPV have disclaimed their opinion in their audit report for the year ended March 31,2024 for illegal occupancy of the factory by Karkhana and that the access to facility and records and transactions for the period from January 1, 2022 to March



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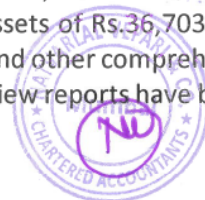
31, 2024 are not available with the Company

Therefore, pending the settlement of the litigation, the Company contends it has no control as it does not satisfy paragraph 7 of INDAS 110 and has decided to deconsolidate the said SPV from its Consolidated Financial Statements although it has de jure control over the SPV and its operation as at March 31, 2024. It has no de facto control over the same.

The Company on a prudent basis has provided for the entire funded exposure as on date.

Since the exposure to the equity has been provided for in the Standalone Financial results , in these Consolidated Financial Statements, they are carried at NIL values since the fair value cannot be determined pending the conclusion of the litigation in the matter.

- iii. We invite attention to Note 5(f) of the Financial Results, in relation to intention to exit one of the hydro power projects at Himachal Pradesh and seeking a claim of an amount against the amount spent on the Project. The Company's subsidiary has cited reasons for non-continuance on account of reasons beyond its control. The SPV has appointed its arbitrator in the matter and has also reminded GoHP to nominate its arbitrator, since there was no action from GoHP on the matter, the SPV has moved the Himachal Pradesh High Court under section 11 of the Arbitration and Conciliation Act. Vide order dated 24th July,2021 passed by the Hon'ble High court, the arbitration petition was disposed after appointment of Sole arbitrator in this matter. The Group's exposure towards the said project includes investment and loans & advances of Rs. 6,783.94 lacs. Pending conclusion between the parties, no adjustments have been made in the financial statements. During the quarter one of the Companies lenders has invoked the pledge of 1,44,49,994 equity shares equivalent to 100% shares of the SPV and the shares have been transferred to the lenders Demat account. However, attention is invited to note no 6 of the financial results basis which the status quo of control is maintained as at the end of the quarter.
- iv. Attention is invited to Note 6 to the Financial Results, relating to the default of the Company to repay the term loan as per the loan agreement, the secured lender of the Company has invoked pledge of shares given as security towards the said term loan. With the above invocation, the aforementioned shares of 2 of the companies SPV , namely Youngthang Power Venture Limited (1,44,49,994 equity shares equivalent to 100% shares of the SPV) and Indira Container Terminal Private Limited (3,22,11,365 equity shares equivalent to 31.71% shares of the SPV) has been transferred to the DP account of the Lender. However, the lenders are in the process of assigning values to the invoked shares pending which the adjustment to the loan account cannot be done. Therefore, as at the quarter end the company continues to disclose the shares as its investments and the loan to the lender as overdue loans. The Company will give effects in its books once the lender assigns value to the invoked shares and adjust the loans and investments. Therefore, the company continues to show the investments in ICTPL and YPVL as its investment and consequently as its subsidiaries. Further on account of the above deconsolidation of the subsidiaries has been deferred.
8. We also performed procedures in accordance with the circular issued by the SEBI under Regulation 33(8) of the Listing Regulations, to the extent applicable.
9. **Other Matter**
- a) The statement includes the standalone financial results of 4 subsidiaries, which have been reviewed by their Auditor's whose standalone financial results reflect total assets of Rs.36,703.54. lacs, total revenues of Rs. 69.81 lacs, total net loss after tax of Rs.6,133.32 lacs and other comprehensive income of Rs. Nil for the quarter ended June 30, 2024. The other Auditors' review reports have been furnished



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to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries is solely based on the reports of the other auditor and the procedures performed by us as stated in para 3 above.

- b) The statement also includes the standalone financial results of 16 subsidiaries, which have not been reviewed by their auditors or us, whose standalone financial results reflect total assets of Rs. 9,330.33 Lacs, total revenues of Rs. 0.12 Lacs, total net loss after tax of Rs. 40.71 lacs and other comprehensive loss of Rs. Nil for the quarter ended June 30 2024, as considered in the statement.

We also did not audit the financial results of 1 joint venture which have not been reviewed by their auditors or us. The Company's share of loss in such joint ventures accounted under equity method being Rs. 9.15 lacs. These financial statements are unaudited and have been furnished to us by the Management including the application of the INDAS accounting standards. The joint venture is not material individually and our conclusion is not qualified on this account.

We also did not audit financial results of 1 associate which is not reviewed by auditor, the company share of such associate accounted under equity method is Rs.562.85 lacs since the said associate is material to the group the said matter is qualified in para 5(b) above.

- c) The Statement includes the results for the quarter ended March 31, 2024 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year which were subject to limited review by us. Our conclusion is not modified in respect of this matter.

For Natvarlal Vepari and Co.  
Chartered Accountants  
Firm Registration No. 106971W



Nuzhat Khan  
Partner  
M. No. 124960

Mumbai, Dated: - August 14, 2024

UDIN: 24124960BKCZPE3290





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### Annexure A

Sr. No.	Company	Relationship
1.	AJR Infra and Tolling Limited	Holding
2.	Birmitrapur Barkote Highway Private Limited ('BBHPL')	Subsidiary
3.	Cochin Bridge Infrastructure Company Limited ('CBICL')	Subsidiary
4.	Gammon Logistics Limited ('GLL')	Subsidiary
5.	Gammon Projects Developers Limited (GPDL')	Subsidiary
6.	Gammon Renewable Energy Infrastructure Projects Limited ('GREIPL')	Subsidiary
7.	Gammon Road Infrastructure Limited ('GRIL')	Subsidiary
8.	Gammon Seaport Infrastructure Limited ('GSIL')	Subsidiary
9.	Haryana Biomass Power Limited ('HBPL')	Subsidiary
10.	Marine Project Services Limited ('MPSL')	Subsidiary (Upto April 12, 2024)
11.	Sidhi Singrauli Road Project Limited ('SSRPL')	Subsidiary
12.	Tada Infrastructure Development Company Limited ('TIDCL')	Subsidiary
13.	Tidong Hydro Power Limited ('THPL')	Subsidiary
14.	Yamunanagar Panchkula Highway Private Limited ('YPHPL')	Subsidiary
15.	Youngthang Power Ventures Limited ('YPVL')	Subsidiary
16.	Vijayawada Gundugolanu Road Project Private Limited ('VGRPPL')	Subsidiary
17.	Sikkim Hydro Power Ventures Limited ('SHPVL')	Subsidiary
18.	Indira Container Terminal Private Limited ('ICTPL')	Subsidiary
19.	Ras Cities and Townships Private Limited ('RCTPL')	Step-down subsidiary
20.	Sony Mony Developers Private Limited ('SMDPL')	Step-down subsidiary
21.	Chitoor Infrastructure Company Private Limited ('CICPL')	Step-down subsidiary
22.	Earthlink Infrastructure Projects Private Limited ('EIPPL')	Step-down subsidiary
23.	Segue Infrastructure Projects Private Limited ('SIPPL')	Step-down subsidiary
24.	Vizag Seaport Private Limited ('VSPL')	Associate
25.	GIPL - GECPL JV	Joint Venture

