Corporate Office:
New Udaan Bhawan, Opp. Terminal 3
Indira Gandhi International Airport
New Delhi - 110 037
CIN L45203MH1996PLC281138
T +91 11 42532600 F +91 11 47197181
E gil.cosecy@gmrgroup.in
W wwwgmrgroup.in

August 28, 2021

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400001.

National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400051.

Dear Sir/Madam,

Sub: Notice of the Meeting of the Secured Creditors of GMR Infrastructure Limited ('Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal – Mumbai Bench ('Hon'ble NCLT') in the matter of Composite Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited ("GPIL") , GMR Infrastructure Limited ("GIL" or the "Company") , GMR Power and Urban Infra Limited ("GPUIL") and their respective shareholders ("Scheme")

The Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') by order pronounced on August 25, 2021 (Uplaoded on August 27, 2021) has directed a meeting to be convened and held of the equity shareholders and secured creditors of GMR Infrastructure Limited, for the purpose of considering, and if thought fit, approving with or without modification, the Scheme pursuant to the provisions of Sections 230 to 232, Section 66 and other applicable provisions of the Companies Act, 2013.

In this regard, a meeting of the secured creditors of the Company is to be convened on Wednesday, September 29, 2021 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

In this connection, please find enclosed herewith the copy of the Notice dated August 28, 2021 convening the Meeting along with the Explanatory Statement and other Annexures for your information and records. The Notice is being sent through electronic means to the Secured Creditors of the Company whose email ids are registered with the Company.

As per the directions of the NCLT and in terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), 2015 and MCA Circulars, the Company is pleased to provide the facility of "e-voting" to its secured creditors, to enable them to cast their votes on the resolution proposed to be passed during the Meeting, by electronic means.

Registered Office:
Plot No. 301, G Block
7th floor, Naman Centre
Bandra Kurla Complex (Opp. Dena Bank)
Bandra (East), Mumbai - 400 051

GMR

The Company has engaged the services of Kfin Technologies Private Limited, Company's Registrar and Transfer ("**Kfintech**"), as the authorized agency to provide e-voting (i.e. remote e-voting and e-voting during the Meeting) facility as well as to enable the secured creditors (or its authorized representatives, as the case may be) of the Company to attend and participate in the Meeting through VC/ OAVM.

The voting period for remote e-voting shall commence on Sunday, September 26, 2021 at 09:00 A.M. (IST) and ends on Tuesday, September 28, 2021 at 05:00 P.M. (IST). The voting rights of the secured creditors shall be in proportion to the value of their debts as per the records of the Applicant Company as on Wednesday, March 31, 2021, being the Cut-off Date. The detailed instructions for joining the Meeting through VC/ OAVM, manner of casting vote through evoting are provided in the enclosed Notice.

The Notice is also available on the website of the Company at www.gmrgroup.in and on the website of Kfintech at https://evoting.kfintech.com/.

Request you to please take the same on record.

Thanking you,

for **GMR Infrastructure Limited**

T. Venkat Ramana
Company Secretary &
Compliance Officer

GMR INFRASTRUCTURE LIMITED

Encl: as above

GMR INFRASTRUCTURE LIMITED
(CIN: L45203MH1996PLC281138)
Regd. Office: Naman Center, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400051
Ph: +91 22 4202 8000, Web: www.gmrgroup.in, E-mail: Gil.Cosecy@gmrgroup.in

TRIBUNAL CONVENED MEETING OF THE SECURED CREDITORS OF GMR INFRATRUCTURE LIMITED

NOTICE TO THE SECURED CREDITORS

Day	:	Wednesday
Date	:	September 29, 2021
Time	:	11:00 AM
Venue	:	Through Video Conferencing/ Other Audio Visual Means
Mode	:	In view of the COVID-19 pandemic and related social distancing norms and as per the directions of the Hon'ble National Company Law Tribunal, Mumbai bench, the Meeting shall be conducted through Video Conferencing / Other Audio Visual Means.

REMOTE E-VOTING/E-VOTING DURING THE MEETING

REMOTE E-VOTING:

Commencing on	Sunday, September 26, 2021 at 9.00 a.m. IST
Ending on	Tuesday, September 28, 2021 at 5.00 p.m. IST

E-VOTING DURING THE MEETING

E-voting facility shall also be available to the secured creditors of the Company during the meeting.

INDEX

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

BENCH, AT MUMBAI

COMPANY SCHEME APPLICATION NO. CA(CAA) 109/MB/2021

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

And

In the matter of the Composite Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited and GMR Infrastructure Limited and GMR Power and Urban Infra Limited and their respective shareholders.

GMR Infrastructure Limited [CIN: L45203MH1996PLC281138], a public limited company, incorporated under the Companies Act, 1956, having its registered office at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra – 400051	)))))))	…"**Amalgamated Company**" or the "**Demerged Company**"

Form No. CAA 2

(Pursuant to Section 230 (3) of the Companies Act, 2013 and Rules 6 and 7 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016)

COMPANY APPLICATION NO. CA(CAA) 109/MB/2021, Interim Company Application 247/MB/2021 and Interim Company Application 248/MB/2021

GMR Infrastrutucre Limited……………………. Applicant Company

NOTICE CONVENING THE MEETING OF THE SECURED CREDITORS OF GMR INFRASTRUCTURE LIMITED

To,

The secured creditors of GMR Infrastructure Limited.

Notice is hereby given that by an order pronounced on August 25, 2021 (the "**Order**") in the abovementioend Company Applications, the Mumbai bench of the Hon'ble National Company Law Tribunal ("**NCLT**") has directed a meeting to be convened and held of the secured creditors of GMR Infrastructure Limited ("**Company**/ **GIL**"), for the purpose of considering, and if thought fit, approving with or without modification, the composite scheme of arrangement and amalgamation proposed to be made between the Company, GMR Power and Urban Infra Limited ("**GPUIL**") and GMR Power Infra Limited ("**GPIL**") and their respective shareholders, pursuant to the provisions of Sections 230 to 232, Section 66 and other applicable provisions of the Companies Act, 2013 ("**Act**") (the "**Scheme**" or "**Scheme of Arrangement**").

In pursuance of the said Order and as directed therein, further notice is hereby given that a meeting of secured creditors of the Company will be held on Wednesday, September 29, 2021 at 11:00 AM (1100 hours) or any adjouned dates thereof, for the purpose of considering, and if thought fit, approving the proposed Scheme ("**Tribunal Convened Meeting**" or "**Meeting**"), through video conferencing ("VC")/ other audio visual means ("OAVM") following the operating procedures referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "**MCA Circulars**"), at which day, date and time, the secured creditors of the Company are requested to attend through VC/OAVM.

Copies of the said Scheme and the explanatory statement under Sections 230(3), 232(1) 232(2) and 102 of the Act and Rule 6(3) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**Merger Rules**") can be obtained, free of charge, on any working days during office hours till the date of Meeting at the registered office of the Company or by emailing at Gil.Cosecy@gmrgroup.in..

The NCLT has appointed Mr. G.M. Rao, Chairman of the Company and failing him, Mr.Grandhi Kiran Kumar, Managing Director and CEO of the Company as the Chairperson of the Meeting. The above mentioned Scheme, if approved at the Meeting, will be subject to the subsequent approval of the NCLT.

TAKE FURTHER NOTICE that in accordance with the said Order and provisions of Section 108 and other applicable provisions of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended; and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("**Listing Regulations**"), the Company has engaged the services of KFin Technologies Private Limited (“**Kfintech**”) for the purpose of providing facility of remote e-voting prior to the Meeting and e-voting during the Meeting. Accordingly, voting by secured creditors of the Company shall be carried out through (a) remote e-voting prior to the Meeting; and (b) e-voting during the Meeting.

TAKE FURTHER NOTICE that in terms of the said Order of the Hon’ble Tribunal, the Act and other applicable provisions, in addition to facility of voting through e-voting system during the Meeting through VC/ OAVM, the persons entitled to attend and vote at Meeting shall have the facility and option of voting on the resolution for approval of the Scheme by casting their votes through remote e-voting prior to the Meeting during the period commencing from Sunday, September 26, 2021 at 9.00 a.m. and ending at 5.00 p.m. on Tuesday, September 28, 2021, arranged by Kfintech. The voting rights of secured creditors shall be in proportion to the amount due in the name of the secured creditor as on March 31, 2021, being the cut- off date (“Cut-off date”). The secured creditors opting to cast their votes by remote e-voting or e-voting during the Meeting through VC/ OAVM are requested to read the instructions in the Notes of this Notice for further details on remote e-voting and e-voting during the Meeting.

TAKE FURTHER NOTICE that each secured creditor can opt for only one mode of voting i.e. (a) remote-voting prior to Meeting or (b) vote through e-voting system during the Meeting through VC/ OAVM as arranged by Kfintech on behalf of the Company. If you opt for remote e-voting, you will nevertheless be entitled to attend and participate in the Meeting but you will not be entitled to vote again during the Meeting throughVC/ OAVM.

TAKE FURTHER NOTICE that since the physical attendance of secured creditors has been dispensed with, there is no requirement of appointment of proxies as per General Circular No. 14/2020 dated April 8, 2020. Accordingly, the facility of appointment of proxies by secured creditors under Section 105 of the Act will not be available for the said Meeting and hence, the Route Map, Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Sections 112 and 113 of the Act, authorized representatives of the corporate members may be appointed for the purpose of voting through remote e-voting, for participation in the Meeting through VC/ OAVM facility and e-voting during the Meeting provided an authority letter/ power of attorney by the board of directors or a certified copy of the resolution passed by its board of directors or other governing body authorizing such representative to attend and vote at the Meeting through VC/ OAVM on its behalf along with the attested specimen signature of the duly authorized signatory(ies) who are authorized to vote is emailed to the Scrutinizer at sree@sreedharancs.com with a copy marked to Kfintech at evoting@kfintech.com and to the Company at Gil.cosecy@gmrgroup.in not later than 48 (forty eight) hours before the time scheduled for holding the Meeting. Such corporate members are requested to refer 'General Guidelines for secured creditors provided herein below, for more information.

TAKE FURTHER NOTICE that the following resolutions are proposed under Sections 230 to 232 of the Act and the rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the provisions of the Memorandum of Association and Articles of Association of the Company, for the purpose of considering, and if thought fit, approving with or without modification, the Scheme:

“***RESOLVED THAT*** *pursuant to the provisions of Sections 230 to 232 of the Companies Act, 2013, and any other applicable provisions of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the rules, circulars and notifications made thereunder as may be applicable, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange*

*Board of India and as amended from time to time, read with the observation letters dated December 18, 2020 and December 21, 2020 issued by BSE Limited and the National Stock Exchange of India Limited respectively and relevant provisions of other applicable laws, the provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the approval of the Mumbai bench of the Hon'ble National Company Law Tribunal ("**NCLT**") and/ or the National Company Law Appellate Tribunal or such other forum or authority as may be vested with the appellate jurisdiction in relation to approval of the Scheme and such other approvals, permissions and sanctions of regulatory or governmental and other authorities or tribunal, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or any regulatory or other authorities or tribunal, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this resolution), in the proposed composite scheme of amalgamation and arrangement between the Company, GMR Power Infra Limited ("**GPIL**"), GMR Power and Urban Infra Limited ("**GPUIL**") and their respective shareholders ("**Scheme**"), Scheme as per the draft enclosed to the notice of the NCLT convened VC/OAVM meeting of the secured creditors of the Company, be and is hereby approved.*

***RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and for removal of any difficulties or doubts, the Board, be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem desirable, necessary, expedient, usual or proper, and to settle any questions or difficulties or doubts that may arise, including passing of such accounting entries and /or making such adjustments in the books of accounts, transfer/vesting of such assets and liabilities as considered necessary to give effect to the above resolution, settling of any questions or difficulties arising under the Scheme or in regard to and of the meaning or interpretation of the Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of the Scheme and if necessary, to waive any of those, and to make modifications, amendments, revisions, edits and all other actions as may be required to finalise the Scheme and do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect or to carry out such modifications/directions as may be required and/or imposed and/or permitted by the NCLT while sanctioning the Scheme, or by any governmental authorities, to do and perform and to authorize the performance of all such acts and deeds which are necessary or advisable for the implemenatation of the Scheme and upon the Sanction of the Scheme by, amongst others, the NCLT and/or SEBI and/or any other regulatory/Government authorities, to implement and to make the Scheme effective, without any further approval of the Board or to approve withdrawal (and where applicable, re-filing) of the Scheme at any stage for any reason including in case any changes and/or modifications are suggested/required to be made in the Scheme or any condition suggested, required or imposed, whether by any shareholder and/or creditor of the Company, the Securities and Exchange Board of India, the NCLT, and/or any other authority, are in its view not acceptable to the Company, and/or if the Scheme cannot be implemented otherwise, and to do all such acts, deeds and things as it may deem necessary and desirable in connection therewith and incidental thereto, to approve and authorize execution of any agreements, deeds, documents, declarations, affidavits, writings, etc (including any alterations or modifications in the documents executed or to be execute), whether or not under the Common Seal of the Company, as may be required from time to time in connection with the Scheme* "

A copy of the Scheme, the Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Act read with Rule 6 of the Merger Rules, along with the enclosures as indicated in the Index, are enclosed herewith. In compliance with the Order and the MCA Circulars, the notice of this Meeting, together with the documents accompanying the same, is being sent only through electronic mode to the secured creditors of the Company. A copy of this Notice and the accompanying documents will be hosted on the website of the Company at www.gmrgroup.in and will also be available on the website of BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com, respectively and also on the website of Kfintech at www.evoting.kfintech.com. The Company will furnish a copy of the Scheme along with a copy of the said Explanatory Statement within one day of any requisition of the Scheme being made by any secured creditor, to the Company by e-mail at Gil.cosecy@gmrgroup.in. The Scheme along with the Explanatory Statement can also be obtained on any day (except Saturday, Sunday and public holidays) from the Registered Office of the Company at Naman centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai- 400051.

The Scheme, if approved in the Meeting, will be subject to the subsequent approval of the Hon'ble Tribunal. The results of the Meeting shall be announced by the Chairperson or the person authorised by Chairperson not later than 48 (forty eight) hours from the conclusion of the Meeting and the same shall be displayed at the Notice Board of the Registered Office of the Company and hosted on the website of the Company at www.gmrgroup.in and on the website of Kfintech at www.evoting.kfintech .com, being the agency appointed by the Company to provide the voting facility to the secured creditors, as aforesaid besides being communicated to the stock exchanges namely, BSE and NSE where the equity shares of the Company are listed.

In accordance with the provisions of Sections 230 to 232 of the Act, the Scheme shall be considered approved by the secured creditors only if the Scheme is approved by majority of persons representing three-fourth in value of the secured creditors, of the Company, voting through remote e-voting and e-voting facility made available during the Meeting through VC/ OAVM.

Dated at this August 28, 2021
Place: New Delhi

Sd/-
Mr. G.M. Rao
DIN:00574243
Chairperson appointed for the Meeting

Registered Office:

GMR Infrastrutcure Limited

Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051
CIN: L45203MH1996PLC281138
W: www.gmrgroup.in
E: Gil.Cosecy@gmrgroup.in

Notes:

1. Only secured creditors of the Company may attend (either in person or by Authorised Representative) the said Meeting of the secured creditors of the Company, being conducted through VC/OAVM and vote at the Meeting.

2. In view of the ongoing COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the order pronounced on August 25, 2021, in Company Scheme Application No. CA (CAA) 109/MB/2021, interim Company Application 247/MB/2021 and interim Company Application 248/MB/2021 ("**Order**"), passed by the Hon'ble National Company Law Tribunal, Mumbai bench ("**NCLT**"), the meeting of the secured creditors of GMR Infrastructure Limited ("**Tribunal Convened Meeting**" or "**Meeting**") is being convened on Wednesday, September 29, 2021 at 11:00 AM (1100 hours) through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") without the physical presence of the secured creditors at a common venue, as per applicable procedure (with requisite modifications as may be required) referred to in General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020 General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India (collectively referred to as "**MCA Circulars**") for the purpose of considering, and if thought fit, approving the composite scheme of arrangement and amalgamation proposed to be made between the Company, GMR Power and Urban Infra Limited ("**GPUIL**") and GMR Power Infra Limited ("**GPIL**") and their respective shareholders, pursuant to the provisions of Sections 230 to 232, Section 66 and other applicable provisions of the Companies Act, 2013 ("**Act**") (the "**Scheme**" or "**Scheme of Arrangement**"). In accordance with the MCA Circulars, provisions of the Act and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), the Meeting is being held through VC/ OAVM. As per Order and MCA Circulars, since the meeting is held through VC/OAVM, the venue of the Meeting is not relevant.

3. Explanatory Statement under Sections 230(3), 232(1), 232(2) and 102 of the Act read with Rule 6 of the Merger Rules, in respect of the business set out in the Notice, is annexed hereto.

4. The secured creditors can join the Meeting through VC/ OAVM mode 15 Minute before the time scheduled for the Meeting and shall be kept open throughout the proceedings of the Meeting by following the procedure mentioned in this Notice.

5. The attendance of the secured creditors attending the Meeting through VC/ OAVM will be counted for the purpose of reckoning the quorum. Further, in terms of the Order in case the required quorum for the Meeting is not present at the commencement of the Meeting, then the Meeting shall be adjourned by 30 Minutes and thereafter, the persons present shall be deemed to constitute the quorum.

6. The Hon'ble Tribunal has appointed Mr. V. Sreedharan (Membership No. FCS 2347 and CP No. 833) and failing him, Mr. Pradeep B. Kulkarni (Membership No. FCS 7260 and CP No. 7835) and failing both , Ms. Devika Satyanarayana (Membership No. ACS 16617 and CP No. 17024) , as the Scrutinizer to scrutinize votes cast electronically through remote e-voting and e-voting during the Meeting in a fair and transparent manner. The Scrutinizer shall submit a consolidated report on votes cast to the Chairperson of the Meeting or to the person so authorised by Chairperson within 48 (forty eight) hours from the conclusion of the Meeting. The scrutinizer's decision on the validity of the votes cast electronically shall be final.

7. In terms of the directions contained in the Order, the Notice convening the Meeting will be published by Company through advertisement in the '*Business Standard'* in English language and in the '*Loksatta'* in Marathi language, having circulation in Mumbai indicating the day, date, place and time of the Meeting and stating that the copies of the Scheme of Amalgamation, the Explanatory Statement required to be furnished pursuant to Sections 230 to 232 of the Act.

8. As the Meeting is being held through VC/OAVM, the facility for appointment of proxies by the secured creditors is not available for the Meeting and hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

9. The Notice convening the Meeting along with the Explanatory Statement has been uploaded on the website of the Company at www.gmrgroup.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com, respectively. The Notice is also available on the website of Kfintech at www.evoting.kfintech.com.

PROCEDURE FOR E-VOTING INCLUDING REMOTE E-VOTING

10. As per the directions of the NCLT and in terms of the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the Listing Regulations and MCA Circulars, the Company is pleased to provide the facility of "e-voting" to its secured creditors, to enable them to cast their votes on the resolution proposed to be passed during the Meeting, by electronic means. The Company has engaged the services of Kfin Technologies Private Limited, Company's Registrar and Transfer Agent ("**Kfintech**"), as the authorized agency to provide e-voting (i.e. remote e-voting and e-voting during the Meeting) facility as well as to enable the secured creditors (or its authorized representatives, as the case may be) of the Company to attend and participate in the Meeting through VC/ OAVM. The facility of casting votes by the secured creditors using remote e-voting system (e-voting from a place other than venue of the Meeting) as well as e-voting during the Meeting will be provided by Kfintech. The secured creditors opting to cast their votes by remote e-voting or e-voting during the Meeting are requested to read the instructions in the Notes below carefully.

11. In accordance with Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company has fixed March 31, 2021 as the cut-off date ("**Cut-off date**") to determine the eligibility to vote by remote e-voting or e-voting during the Meeting. A person whose name is recorded in the records of the Company as Secured Creditors as on the Cut-off date, i.e., March 31,2021 , shall be entitled to avail the facility of remote e-voting or e-voting during the Meeting. Only those secured creditors, who will be present at the Meeting through VC/ OAVM facility and have not cast their vote by remote e-voting prior to the Meeting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting.

12. The voting period for remote e-voting shall commence on and from Sunday, September 26, 2021 at 9:00 AM and ends on Tuesday, Sptember 28, 2021 at 5:00 PM. The remote e-voting module shall be disabled by Kfintech for remote e-voting thereafter. Once the vote on a Resolution is cast by a secured creditor, the secured creditor shall not be allowed to change it subsequently.

13. The voting rights of the secured creditors shall be in proportion to the amount due in the name of the secured creditor as on the Cut-off date, i.e., March 31, 2021. Any person who is not a secured creditor of the Company as on the said date should treat this Notice for information purposes only.

14. Each secured creditor can opt for only one mode of voting i.e. (a) remote e-voting prior to Meeting or (b) vote through e-voting system during the Meeting through VC/ OAVM as arranged by Kfintech on behalf of the Company. The secured creditors who have cast their votes by remote e-voting prior to the Meeting will be eligible to participate at the Meeting but shall not be eligible to cast their vote during the Meeting.

15. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till the resolution proposed in the Notice is considered and voted upon at the Meeting and can be used for voting only by the secured creditors having amount due as on the Cut-off date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.

16. INSTRCUTIONS RELATING TO REMOTE E-VOTING

Secured Creditors will receive an e-mail from Kfintech / Company whose e-mail IDs are registered with the Company which includes details of E-Voting Event Number ("EVEN"), USER ID and password:

i. Launch internet browser by typing the URL: https://evoting.kfintech.com/

ii. Enter the login credentials (i.e., User ID and Password) given in email.

iii. After entering these details appropriately, click on 'LOGIN'.

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password should comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the 'EVENT', i.e., Secured Creditor Meeting- GMR Infrastructure Limited.

vii. On the voting page, select either option "FOR" or option "AGAINST" to caste your vote on the resolution.

viii. You may then cast your vote by selecting an appropriate option and click on 'Submit'.

ix. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, you can login any number of times till you have voted on the Resolution.

x. Corporate/Institutional Secured Creditors (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., duly authorising their authorized representative(s) to attend the Meetings through VC/OAVM on its behalf and to vote through remote e-voting to the Scrutinizer at his e-mail ID sree@sreedharancs.com with a copy marked to evoting@kfintech.com and to the Company at Gil.Cosecy@gmrgroup.in.In case if the authorized representative attends the Meeting, the above mentioned documents shall be submitted before the commencement of said Meeting.

xi. In case e-mail ID of a Secured Creditor is not registered with the Company or Secured Creditors does not receive the login credential, then such Secured Creditors is requested to send their e-mail addresses for registration and request for login credential to the Company at the email: Gil.Cosecy@gmrgroup.in:

i. Secured Creditors will receive an e-mail from Kfintech which includes details of E-Voting Event Number (EVEN), USER ID and password.

ii. Please follow all steps from Note. No. 16 (i) to (x) above to cast your vote by electronic means.

xii. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.kfintech.com. For any grievances related to e-voting, please contact Mr. SV Raju, Deputy Manager, KFin Technologies Private Limited, Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramgula, Serillingamapally Mandal, Hyderabad-500 032 at e-mail: evoting.kfintech.com, Toll Free No: 1800-309-4001.

17. INSTRUCTIONS FOR E-VOTING DURING THE MEETING

a. Secured Creditors who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the Meeting. E-voting during the Meeting is integrated with the VC platform and no separate login is required for the same.

b. Secured Creditor who have voted through remote e-voting will be eligible to attend the Meeting, however, they shall not be allowed to cast their vote again during the Meeting.

c. The e-voting window shall be activated upon instructions of the Chairman of the Meeting during the Meeting and shall also announce the start of the casting the vote at Meeting through the e-voting platform of our RTA - Kfintech and thereafter, the e-voting at Meeting shall commence.

d. Upon the declaration by the Chairman about the commencement of e-voting at Meeting, Secured Creditors shall click on the "Vote" sign on the left-hand bottom corner of their video screen for voting at the Meeting, which will take them to the 'Instapoll' page.

e. Secured Creditor to click on the "Instapoll" icon to reach the resolution page and follow the instructions to vote on the resolutions.

f. However, this facility shall be operational till all the resolutions are considered and voted upon in the meeting.

g. A Secured Creditor can opt can opt for only single mode of voting i.e. through remote e-voting or voting at the Meeting. If a Secured Creditors casts votes by both modes i.e. voting at Meeting and remote e-voting, voting done through remote e-voting shall prevail and vote at the Meeting shall be treated as invalid.

18. PROCEDURE FOR JOINING THE MEETING THROUGH VC/OAVM:

i. The Applicant Company will provide VC/OAVM facility to its secured creditors for participating in the Meeting. The secured creditors will be able to attend the Meeting through VC/OAVM or view the live webcast of the Meeting at https://emeetings.kfintech.com/ by using their remote e-voting login credentials and selecting the 'EVENT' for the Meeting.

ii. The secured creditors are requested to follow the procedure given below:

a) Launch internet browser (chrome/firefox/safari) by typing the URL https://emeetings.kfintech.com/;

b) Enter the login credentials (i.e., User ID and password for e-voting);

c) After logging in, click on 'Video Conference' option; and

d) Then click on camera icon appearing against Secured Creditor Meeting- GMR Infrastrcuture Limited, to attend the Meeting.

iii. The secured creditors may join the Meeting through laptops, smartphones, tablets or iPads for better experience. Further, the secured creditors will be required to use internet with a good speed to avoid any disturbance during the Meeting. Secured creditors will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Mozilla Firefox.

Please note that the participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use the stable Wi-Fi or LAN connection to mitigate any glitches. Secured creditors will be required to grant access to the web-cam to enable two-way video conferencing.

iv. Facility to join the Meeting will be opened fifteen minutes before the scheduled time of the Meeting and will be kept open throughout the proceedings of the Meeting.

v. The secured creditors who would like to express their views or ask questions during the Meeting may register themselves as speakers by logging on to https://emeetings.kfintech.com/ and clicking on the 'Speaker Registration' option available on the screen after log in. The speaker registration will be open from September 25, 2021 to September 27, 2021. Only those secured creditors who are registered as speakers and to whom amount is due on cut-off date i.e., March 31, 2021 will be allowed to express their views or ask questions.

Secured creditors seeking any information with regard to the matter to be considered at the Meeting, are requested to write to the Applicant Company on or before September 25, 2021 through email on Gil.Cosecy@gmrgroup.in. The same will be replied by the Applicant Company suitably.

The Chairman, at its discretion reserves the right to restrict the number of questions and number of Speakers, depending upon availability of time as appropriate for smooth conduct of the Meeting.

vi. Secured creditors who need assistance before or during the Meeting, may contact Kfintech at https://evoting.kfintech.com/ or call on toll free numbers 1800-309-4001.

19. DECLARATION OF RESULTS ON THE RESOLUTION

(i) The Scrutinizer shall, after and not later than 48 hours from conclusion of the Meeting, make a consolidated Scrutinizer's report of the total votes cast in favour and against the resolution and invalid votes, if any and submit the same to the Chairperson of the

Meeting or a person authorized by Chairperson in writing who shall countersign the same.

(ii) The result of the voting shall be announced by the Chairperson of the Meeting or a person authorized by the Chairperson in writing not later than 48 hours from the conclusion of the Meeting upon receipt of the Scrutinizer's Report. The results declared, along with the Scrutinizer's Report, shall be displayed at the notice board of registered office of the Company and hosted on the Company's website at www.gmrgroup.in and on the website of Kfintech at www.evoting.kfintech.com immediately after the result is declared. The Company shall also simultaneously forward the results along with the Scrutinizer's Report to BSE Limited and National Stock Exchange of India Limited, the stock exchanges where the Company's equity shares are listed.

(iii) Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the Meeting, i.e., on September 29, 2021.

Encl: As above

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,

BENCH, AT MUMBAI

COMPANY SCHEME APPLICATION NO. CA(CAA) 109/MB/2021

In the matter of the Companies Act, 2013;

And

In the matter of Application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013;

And

In the matter of the Composite Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited and GMR Infrastructure Limited and GMR Power and Urban Infra Limited and their respective shareholders.

GMR Infrastructure Limited [CIN: L45203MH1996PLC281138], a public limited company, incorporated under the Companies Act, 1956, having its registered office at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra – 400051	)))))))	… "**Amalgamated Company**" or the "**Demerged Company**"

EXPLANATORY STATEMENT UNDER SECTIONS 230(3) AND 102 OF THE COMPANIES ACT, 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENTS AND AMALGAMATIONS) RULES, 2016

1. Pursuant to an order pronounced on August 25, 2021 , by the Mumbai Bench of the Hon'ble National Company Law Tribunal ("**NCLT**") in the Company Application No. CA(CAA) 109/MB/2021 (alonwith Interim Company Application 247/MB/2021 and Interim Company Application 248/MB/2021) ("**Order**"), a meeting of the secured creditors of GMR Infrastructure Limited (the "**Company/ Amalgamated Company / Demerged Company/ GIL**") is being convened ("**Tribunal Convened Meeting**" or "**Meeting**") for the purpose of considering, and if thought fit, approving, with or without modification, the composite scheme of amalgamation and arrangement amongst the Company, GMR Power Infra Limited ("**GPIL**") and GMR Power and Urban Infra Limited ("**GPUIL**"), (the Company, GPIL and GPUIL together referred as "**Companies**") and their respective shareholders, pursuant to the provisions of Sections 230 to 232, Section 66 and other applicable provisions of the Companies Act, 2013 ("**Act**"), as applicable (including any statutory modification(s) or re-enactment thereof, for the time being in force) (the "**Scheme**" or "**Scheme of Arrangement**"). This is a statement accompanying the notice for the Meeting as required under the Act. The Meeting is being convened as per the details given below:

Day	Wednesday
Date	September 29, 2021
Time	11:00 AM (1100 hours)

2. A copy of the Scheme which has been, *inter alia*, approved by the audit committee and board of directors of the Company at their respective meetings both held on August 27, 2020 is enclosed as **Annexure 1**. The Scheme, *inter alia*, provides for the following:

   (i) the amalgamation of the GPIL with the GIL and the dissolution of GPIL without winding up and cancellation of the equity shares held by GIL, its nominees, GMR Generation Assets Limited ("**GGAL**") and GMR Energy Projects (Mauritius) Limited ("**GEPML**") in GPIL ("**Amalgamation**"). Both GEPML and GGAL are, directly or indirectly, subsidiaries of GIL;

   (ii) followed by the demerger of all the businesses, undertakings, activities, operations and properties forming part of the Demerged Undertaking (*comprising of the EPC Business and the Urban Infrastructure Business, as more particularly defined in the Scheme*) of GIL on a going concern basis, from GIL to GPUIL, a wholly owned subsidiary of GIL, the cancellation of the equity shares held by GIL in GPUIL and the issue of equity shares by GPUIL to the shareholders of GIL ("**Demerger**"); and

   (iii) various other matters consequential or integrally connected therewith, including the reorganisation of the share capital of GPUIL.

3. The Audit Committee of the Company, at its meeting held dated August 27, 2020, approved and recommended the Scheme to the board of directors of the Company. The board of directors of the Company, at their meeting dated August 27, 2020 approved the Scheme.

4. The secured creditors of the Company would be entitled to vote by remote e-voting prior to the Meeting or by e-voting during the Meeting. The quorum of the Meeting shall be 3 secured creditors of the Company present through VC/ OAVM.

5. In terms of the said Order, the NCLT, has appointed Mr. G.M. Rao, Chairman of the Company and failing him Mr.Grandhi Kiran Kumar, Managing Director and CEO, as Chairperson of the Meeting.

6. The Company has filed the Scheme with the Registrar of Companies, Maharashtra in Form No. GNL-1.

7. **Details as per Rule 6(3) of the Merger Rules**

(i) Details of the order of the NCLT directing the calling, convening and conducting of the Meeting:

Please refer to paragraph no. 1 of this Explanatory Statement for date of the Order and the date, time and venue of the Tribunal Convened Meeting.

(ii) Details of the Company, Amalgamating Company and Resulting Company:

S. No.	Particulars	Company	Amalgamating Company	Resulting Company
1.	Name	GMR Infrastructure Limited	GMR Power Infra Limited	GMR Power and Urban Infra Limited
2.	Date of Incorporation	May 10, 1996	February 25, 2011	May 17, 2019
3.	Corporate Identification Number	L45203MH1996PLC281138	U40102MH2011PLC291663	U45400MH2019PLC325541
4.	Permanent Account Number	AABCG8889P	AAECG1497Q	AAHCG8251F
5.	Type of company	Listed public limited company	Unlisted public limited company	Unlisted public limited company
6.	Registered office	Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra – 400051	701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra – 400051	Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra – 400051
7.	E-mail address	Gil.cosecy@gmrgroup.in	ENERGY-SECRETARIAL@gmrgroup.in	CSD-GROUP@gmrgroup.in
8.	Name of the stock exchange(s) where	Equity shares of Company are listed on BSE Limited ("**BSE**") and	The shares of GPIL are not listed on any stock exchange.	The shares of GPUIL are not listed on any stock exchange.

S. No.	Particulars	Company	Amalgamating Company	Resulting Company
	securities of company(ies) are listed	National Stock Exchange of India Limited ("**NSE**").		

(iii) Other Particulars of the Company as per Rule 6(3) of the Merger Rules:

(a) ***Summary of the main objects as per the memorandum of association and main business carried on by the Company***

(A) The main objects of the Company as set out in Clause III of the Memorandum of Association is as follows:

The Company is engaged in the infrastructure business and primarily undertakes the business of handling engineering, procurement and construction solutions in infrastructure sectors as a division and operates in airports, energy, transportation and urban infrastructure business sectors through various subsidiaries, associates and jointly controlled entities, for the purposes of various regulatory stipulations. GIL also caters to the requirements of implementing the projects undertaken through its subsidiaries and group entities. GIL is also engaged in providing support activities, as well as, supervisory and management functions to its group entities. Incidental to its infrastructure business, it raises funds by way of equity and/or debt for further infusion into various special purpose vehicles (including for refinancing) and provides corporate guarantees, bank guarantees and letters of comfort on behalf of subsidiaries and group entities.

(b) ***Details of change of name, registered office and objects of the Company during the last five years***

(A) Change of Name: The Company's name was changed from "Varalakshmi Vasavi Power Projects Limited" to "GMR Vasavi Infrastructure Finance Limited" consequent to the fresh certificate of incorporation dated May 31, 1999, and subsequently to "GMR Infrastructure Limited" consequent to the fresh certificate of incorporation dated July 24, 2000. There is no change of name during last five years.

(B) Change of Registered Office: The registered office of the Company was changed from the state of Andhra Pradesh to the State of Karnataka and certificate of confirming the registration of Order of Company law Board has been issued by Registrar of Karnataka on October 4, 2004. The Registered office was subsequently moved from State of Karnatka to State of Maharashtra and certificate confirming the registration of order of Regional Director approving the shiting has been issued by Registrar of Maharashtra on May 14, 2016. The registered office of our Company is currently located at Naman Centre, 7th Floor, Opposite Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400051, Maharashtra, India.

(C) Change of objects: There has been no change in object clause during last five years.

(c) ***Details of the capital structure of the Company including authorised, issued, subscribed and paid up share capital***

(A) The share capital structure of the Company as on March 31, 2021 is as under:

Share Capital	Amount (in INR)
Authorized share capital	
1350,00,00,000 equity shares of Rs. 1 each	1350,00,00,000
60,00,000 preference shares of Rs. 1,000 each	600,00,00,000
TOTAL	1950,00,00,000
Issued, subscribed and paid-up share capital	
603,59,45,275 equity shares of Rs. 1 each fully paid up	603,59,45,275
TOTAL	603,59,45,275

In the event, the Foreign Currency Convertible Bonds issued by the Company are converted, it may result in an increase in the issued and paid-up share capital of GIL.

(B) The expected post-Scheme capital structure of the Company will be as follows:

Share Capital	Amount (in INR)
Authorized share capital	
1355,00,00,000 equity shares of Rs. 1 each	1355,00,00,000
10,00,000 preference shares of Rs. 1,000 each	100,00,00,000
TOTAL	**1455,00,00,000**
Issued, subscribed and paid-up share capital	
603,59,45,275 equity shares of Rs. 1 each fully paid up	603,59,45,275
TOTAL	**603,59,45,275**

(d) ***Details of the promoters and directors of the Company along with their addresses:***

(A) The details of the promoters of the Company are as follows:

S. No.	Name of promoter	Address
1.	GMR Enterprises Limited	3rd Floor, Old No. 248/New No. 114, Royapettah High School, Royapettah, Chennai-600014
2	G.M. Rao	No. 486/76, Varalakshmi Nilaya, 38th Cross, 1st Main, 8th Block, Jayanagar, Bengaluru - 560 082, Karnataka, India

(B) The details of the directors of the Company are as follows:

S. No.	Name of director	Designation	Address
1.	Mr. G.M. Rao	Non-Executive Chairman	No.486/76,Varalakshmi Nilayam, 38th Cross, 1st Main, 8th Block, Jayanagar Bangalore 560082
2.	Mr. Grandhi Kiran Kumar	Managing Director & CEO	D-17, Varalakshmi Nilayam, Pushpanjali Farms Dwarka Link Road New Delhi 110061
3.	Mr. Srinivas Bommidala	Non-Executive Director	Sy No. 7/26/1, NITTE Meenakshi Engg. College Road Vodeyarapura, Yelahanka Hobli Bengaluru 560063
4.	Mr. G.B.S. Raju	Non-Executive Director	486/76, Varalakshmi Nilayam, 38th Cross, 1st Main Road, 8th Indian Block, Jayanagar Bangalore 560082
5.	Mr. B.V.N. Rao	Non-Executive Director	98, Next to Nal Layout, Behind FCI Building East End Main Road 4th Block, Jayanagar, Bangalore – 560041
6.	Mr. Madhva Bhimacharya Terdal	Whole Time Director	2103, Floor 20, Plot 956, 2 Pearl Residency, Rahimtullah Sayani Road , Prabhade Mumbai 400025
7.	Mr. N.C. Sarabeswaran	Independent Director	New No.12B, Old No.27A, Papanasam Sivan Salai Santhome, Mylapore, Chennai – 600004
8.	Mr. R.S.S.L.N. Bhaskarudu	Independent Director	H. No. 2210, Sector-D, Pocket-2, Vasant Kunj New Delhi 110070
9.	Mr. S. Sandilya	Independent Director	Flat No.627, Ramaniyam Magnum, K P Kandan Nagar, Main Road, Venkateswara Colony, Kottivak Kam Chennai – 600041

S. No.	Name of director	Designation	Address
10.	Mr. S. Rajagopal	Independent Director	1043, 10 Main Judicial Officers Layout GKVK Post Bangalore 560065
11.	Mrs. Vissa Siva Kameswari	Independent Director	Old No. 48, New No. 53, Flat F, Akshaya Homes 3rd Main Road, Gandhi Nagar Adyar Chennai -600020
12.	Mr. Suresh Lilaram Narang	Independent Director	20-01, Beverly Hill Apartments, 61, Grange Road, Singapore 249570

Note-The directors of the Company may change as per business and regulatory requirements.

(e) ***The date of the board meeting of the Company at which the Scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution****:*

The board of directors of the Company approved the Scheme at their meeting dated August 27, 2020. Details of the manner in which the directors of the Company voted at this meeting are as follows:

Sr. No.	Name of director	Voted in favor/ against/ abstained
1.	Mr. G.M. Rao	In Favour
2.	Mr. Grandhi Kiran Kumar	In Favour
3.	Mr. Srinivas Bommidala	In Favour
4.	Mr. G.B.S. Raju	In Favour
5.	Mr. B.V.N. Rao	In Favour
6.	Mr. Madhva Bhimacharya Terdal	In Favour
7.	Mr. N.C. Sarabeswaran	In Favour
8.	Mr. R.S.S.L.N. Bhaskarudu	In Favour
9.	Mr. S. Sandilya	In Favour
10.	Mr. S. Rajagopal	In Favour
11.	Mrs. Vissa Siva Kameswari	In Favour
12.	Mr. Suresh Lilaram Narang	In Favour

(f) As on March 31, 2021, the Company has 1404 unsecured creditors and amount due to such unsecured creditors is Rs. 41,251,161,535/- (Rupees Four Thousand one hundred twenty-five crores Eleven Lakh sixty-one thousand and five hundred and thirty-five only).

(g) None of the directors, the Key Managerial Personnel (*as defined under the Act*) of Company and their respective Relatives (*as defined under the Act*) have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Company, Amalgamating Company and Resulting Company (as applicable), if any, and/or to the extent the said directors / Key Managerial Personnel are common directors of the Company, Amalgamating Company and Resulting Company (as applicable), if any. The effect of the Scheme on the material interests of the directors and Key Managerial Personnel of the Company and their respective Relatives, is not any different from the effect on other shareholders of the Company. The details of the shareholding of the directors and Key Managerial Personnel of the Company as on date of notice is as follows:

S. No.	Name	Designation	No. of shares held in the Company#	No. of shares held in the Amalgmating Company	No. of shares held in the Resulting Company
1.	Mr. G.M. Rao	Non-executive Chairman	1731330	Nil	Nil
2.	Mr. Grandhi Kiran Kumar	Managing Director and CEO	872160	Nil	Nil
3.	Mr. G.B.S Raju	Non-Executive Director	544160	Nil	Nil
4.	Mr. Srinivas Bommidala	Non-Executive Director	451660	Nil	Nil
5.	Mr. B.V.N. Rao	Non-Executive Director	182142	Nil	Nil
6.	Mr. Madhva Terdal	Whole-time Director	Nil	Nil	Nil
7.	Mr. N.C. Sarabeswaran	Independent Director	24285	Nil	Nil
8.	Mr. R.S.S.L.N. Bhaskarudu	Independent Director	Nil	Nil	Nil
9.	Mr. S. Sandilya	Independent Director	7000	Nil	Nil
10.	Mr. S. Rajagopal*	Independent Director	26714	Nil	Nil
11.	Mrs. Vissa Siva Kameswari	Independent Director	Nil	Nil	Nil

S. No.	Name	Designation	No. of shares held in the Company#	No. of shares held in the Amalgmating Company	No. of shares held in the Resulting Company
12.	Mr. Suresh Lilaram Narang	Independent Director	Nil	Nil	Nil
13.	Mr. Saurabh Chawla	CFO-(KMP)	330000	Nil	1**
14.	Mr. T. Venkat Ramana	Company Secretary	1100	Nil	1**

#- Shares includes the shares held as karta of HUF (Wherever applicable)
***- Holding jointly with Mrs. Geetha Rajagopal, wife**
****Holding as nominee of GMR Infrastructure Limited**

Note-The directors of the Company may change as per business and regulatory requirements.

(h) **Disclosure about the effect of the Scheme on the various stakeholders of the Company:**

S. No.	Category of stakeholder	Effect of the Scheme on the stakeholders
1.	Shareholders	The Company has only equity shareholders and no preference shareholder. Upon the Scheme becoming effective and in consideration of the Demerger, GPUIL shall allot equity shares credited as fully-paid up shares in GPUIL to the shareholders of the Company whose names appear in the register of members of the Company on a specified record date or to such of their respective heirs, executors, administrators or other legal representatives or successors in title as on such record date in the following manner: "*For every 10 (Ten) Equity shares of face and paid up value of Rs 1/- (Rupee One) held in GIL, 1 (One) Equity shares of face and paid up value of Rs. 5/- (Rupees Five) in GPUIL to be issued to the equity shareholders of GIL.*" ("**Share Entitlement Ratio**"). Pursuant to the Demerger, the equity shares of GPUIL will be listed on the BSE and NSE. The entire shareholding of the Company in GPIL and GPUIL, held by the Company (directly and/ or

S. No.	Category of stakeholder	Effect of the Scheme on the stakeholders
		through nominees and subsidiaries), will stand cancelled. The Scheme is expected to have several benefits for the Company, as indicated in the rationale of the Scheme and set out in the Scheme, and is expected to be in the best interests of the shareholders of the Company.
2.	Promoters	Like all the shareholders of the Company, the promoters of the Company will be allotted equity shares in GPUIL in accordance with the Share Entitlement Ratio. Please refer to point (i) above for details regarding effect on the shareholders of the Company.
3.	Non-Promoter Shareholders	Please refer to point (i) above for details regarding effect on the shareholders of the Company.
4.	Key Managerial Personnel/ Director	The Key Managerial Personnel and directors of the Company shall continue as Key Managerial Personnel and directors respectively of the Company after effectiveness of the Scheme. The directors and Key Managerial Personnel of the Company may change as per business and regulatory requirements.
5.	Creditors	All debts, duties, obligations, and liabilities (including contingent liabilities) of the Demerged Company forming part of the Demerged Undertaking shall be and stand transferred to the Resulting Company to the extent that they are outstanding as on the Effective Date and shall become the debts, duties, obligations, and liabilities of the Resulting Company.
6.	Depositors	Not Applicable.
7.	Debenture holders	Not Applicable
8.	Debenture trustee	Not Applicable.
9.	Employees	There will be no adverse effect of the Scheme on the employees of the Company.

(i) No investigation or proceedings have been instituted or are pending in relation to the Company under the Act.

(iv) <u>Other Particulars of the Amalgamating Company/ GPIL and the Resulting Company/ GPUIL as per Rule 6(3) of the Merger Rules:</u>

Amalgamating Company/ GPIL:

(a) ***Summary of the main objects as per the memorandum of association and main business carried on by the Amalgamating Company***

(A) The main objects of the Amalgamating Company as set out in Clause III of the Memorandum of Association is as follows:

The Amalgamating Company is in the business of setting up, maintaining, operating all types of power plants, co-generation power plants, energy conservation projects, power houses, distribution systems for generation, distribution and supply of electrical energy, power generation by use of liquid, gaseous or solid fuels or through renewable energy sources, establishment and installation of all types of infrastructure required for generation, transmission and distribution of power and providing all types of consultancy services in the above areas, carrying on the business of traders, procurers, suppliers, distributors, converters, storers, processor, extractor, exporter and importer of all kind of fuels required for power generation, transmitting, distributing, supplying and selling such power, constructing, executing, developing, maintaining all plants, buildings, power houses, transmission lines to carry on the business of general electric power and supply company and gas work company, constructing, carrying out all necessary power stations, cables, wires, lines, lamps, and generating, accumulating, distributing, supplying electricity and gas to light cities, towns, streets, docks, markets, buildings, and places of both public and private.

(b) ***Details of change of name, registered office and objects of the Amalgamating Company during the last five years:***

(A) Change of Name: There has been no change in name of the Company.

(B) Change of Registered Office: The Registred Office of the Company was shifted from the State of Karnataka to State of Maharashtra and certificate of registration of Regional Director Order for change of Registsred Office was issued by Registrar of Companies, Mumbai on 24/02/2017. The Registered Ofifce of the Company is situated at 701, 7th Floor, Naman Centre, Plot C-31, Bandra Kurla Complex, Bandra (East), Mumbai- 400051.

(C) Change of objects: There has been no change in objects clause of the Company during last 5 years.

(c) ***Details of the capital structure of the Amalgamating Company including authorised, issued, subscribed and paid up share capital***

(A) The share capital structure of the Amalgamating Company as on March 31, 2021 is as under:

Share Capital	Amount (in INR)
Authorized share capital	
50,00,000 equity shares of Rs. 10 each	5,00,00,000
TOTAL	**5,00,00,000**
Issued, subscribed and paid-up share capital	

Share Capital	Amount (in INR)
16,99,660 equity shares of Rs. 10 each	1,69,96,600
TOTAL	**1,69,96,600**

(B) **Post Scheme Capital Structure:**

Upon the coming into effect of the Scheme, the existing issued and paid- up share capital of the Amalgamating Company shall stand cancelled without any further act or deed.

(d) ***Details of the promoters and directors of the Amalgamating Company along with their addresses:***

(A) The details of the promoters of the Amalgamating Company are as follows:

S. No.	Name of promoter	Address
1.	GMR Infrastructure Limited	Naman Centre, 7th Floor, Opp. Dena Bank, Plot C-31, Bandra Kurla Complex, Bandra (East), Mumbai-400051
2	GMR Generation Assets Limited	701, 7th Floor, Naman Centre, Plot No.C-31, Bandra Kurla Complex, Bandra (East), Mumbai, Bandra Suburban, Maharashtra, India - 400051
3	GMR Energy Projects (Mauritius) Limited	Abax Corporate Services Limited, 6th Floor, Tower A, 1 Cybercity, Eben, Mauritius

(B) The details of the directors of the Amalgamating Company are as follows:

S. No.	Name of director	Designation	Address
1.	Mr. Manikala Gopal Rao	Director	Flat No. 1103,11th Floor, ACME Elite Building, Andheri (East), Mumbai, Maharashtra, India- 400060
2.	Mr. Mohan Sivaraman	Director	OC-1/A-701, 7TH FloorOrloy Court, Essel Tower, M.G RoadGurgaon-122002
3.	Mr. Harvinder Manocha (*resigned w.e.f July 6, 2021*)	Director	D-159, Narmada Apartments, Alaknanda, Delhi, India- 110019

S. No.	Name of director	Designation	Address
4.	Mr. Nikhil Dujari (*appointed w.e.f July 6, 2021*)	Additional Director	House No. 623, Sector-37, Faridabad, Haryana, India 121003

Note-The directors of the Amalgamating Company may change as per business and regulatory requirements.

(e) ***The date of the board meeting of the Amalgamating Company at which the Scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not or participate on such resolution****:*

The board of directors of the Amalgmating Company approved the Scheme at their meeting dated August 27, 2020. Details of the manner in which the directors of the Amalgmating Company voted at this meeting are as follows:

S. No.	Name of director	Voted in favor/ against/ abstained
1.	Mr. Manikala Gopal Rao	Favour
2.	Mr. Mohan Sivaraman	Favour
3.	Mr. Harvinder Manocha	Favour

(f) As on February 15, 2021, the Amalgamating Company has 2 unsecured creditors to whom dues of INR 23,24,89,458 (Rupees Twenty Three Crore, Twenty Four Lakh, Eighty Nine Thousand Four Hundred and Fifty Eight only) are owed.

(g) None of the Directors, the Key Managerial Personnel of the Amalgamating Company and their respective Relatives have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Company, Amalgamating Company and Resulting Company (as applicable), if any, and/or to the extent the said directors are common directors of the Company, Amalgamating Company and Resulting Company. The effect of the Scheme on the material interests of the directors and Key Managerial Personnel of the Amalgamating Company and their respective Relatives, is not any different from the effect on other shareholders of the Company and/or the Amalgamating Company . The details of the shareholding of directors and Key Managerial Personnel of the Amalgamating Company is as follows:

S. No.	Name	Designation	No. of shares held in the Company	No. of shares held in the Amalgmating Company	No. of shares held in the Resulting Company
1.	Mr. Manikala Gopal Rao	Director	Nil	Nil	Nil

S. No.	Name	Designation	No. of shares held in the Company	No. of shares held in the Amalgmating Company	No. of shares held in the Resulting Company
2.	Mr. Mohan Sivaraman	Director	Nil	Nil	Nil
3.	Mr. Harvinder Manocha (*resigned w.e.f July 6, 2021*)	Director	Nil	Nil	Nil
4.	Mr. Nikhil Dujari (*appointed w.e.f July 6, 2021*)	Additional Director	Nil	Nil	Nil

Note- (i) There is no Key Managerial Personnel as on date.
(ii)The directors of the Amalgamating Company may change as per business and regulatory requirements.

(h) **Disclosure about effect of the Scheme on the various stakeholders of the Amalgamating Company:**

S. No.	Category of stakeholder	Effect of the Scheme on the stakeholders
1.	Shareholders	The Amalgamating Company only has equity shareholders and no preference shareholders. The Amalgamating Company is, directly and indirectly, subsidiary of Company and upon the Scheme coming into effect, the Amalgamating Company shall stand dissolved without winding up and the shares held by the Company, its nominees and its subsidiaries, i.e., GEMPL and GGAL in the Amalgamating Company shall stand cancelled without any further act, application or deed. The Scheme is expected to have several benefits for the Amalgamating Company and the Company, as indicated in the rationale of the Scheme and set out in the Scheme, and is expected to be in the best interests of the shareholders of the Amalgamating Company.
2.	Promoters	Please refer to point (i) above for details regarding effect on the shareholders of the Amalgamating Company.
3.	Non-Promoter Shareholders	Please refer to point (i) above for details regarding effect on the shareholders of the Amalgamating Company.
4.	Key Managerial	The Scheme will not have any adverse effect on the Key Managerial Personnel or the directors of the Amalgamating Company. The Key Managerial

S. No.	Category of stakeholder	Effect of the Scheme on the stakeholders
	Personnel/ Directors	Personnel or directors of the Amalgamating Company may change as per business and regulatory requirements.
5.	Creditors	Upon the coming into effect of this Scheme, Liabilities of the Amalgamating Company will be transferred to and vested in and be deemed to have been transferred to and vested in the Amalgamated Company on the same terms and conditions as were applicable to the Amalgamating Company and the Amalgamated Company will meet, discharge and satisfy the same. The Scheme will not have any major effect on Creditors of the Amalgamating Company.
6.	Depositors	Not Applicable.
7.	Debenture Holders	Not Applicable.
8.	Deposit Trustee and Debenture Trustee	Not Applicable.
9.	Employees	Upon the Scheme coming into effect, GPIL Employees (*as defined in the Scheme*) of the Amalgamating Company shall become the employees of the Company on terms and conditions not less favourable than those on which they are engaged by the Amalgamating Company and without any interruption of or break in service as a result of the amalgamation of the Amalgamating Company with the Company. The Scheme also provides that for the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of GPIL Employees with the Amalgamating Company shall also be taken into account, and paid (as and when payable) by the Company.

(i) No investigation or proceedings have been instituted or are pending in relation to the Amalgamating Company under the Act.

Resulting Company/ GPUIL:

(a) ***Summary of the main objects as per the memorandum of association and main business carried on by the Resulting Company:***

(A) The main objects of the Resulting Company as set out in Clause III of the Memorandum of Association is as follows:

The Resulting Company is involved in the business of acquiring of interest, right, title, permission, license for building, operating and for any other purposes in infrastructural facilities and services and to promote, develop, acquire rights, concessions, titles, interest in and operate in any manner whatsoever as free trade zone, free economic zones, processing zones or any other such zones, towns and cities in accordance with guidelines/authority for the time being in force and to sell, lease on hire grant rights, title interest, licenses, franchises, easement and otherwise dispose off in any manner whatsoever with infrastructural facilities and services or any rights, titles, concessions acquired therein to any person whether in India or abroad.

(b) ***Details of change of name, registered office and objects of the Resulting Company during the last five years:***

(A) Change of Name: There has been no change in the name of Resulting Company.

(B) Change of Registered Office: There has been no change in Registsred Office of the Resulting Company.

(C) Change of objects: There has been no change in Objects clause of the Resulting Company.

(c) ***Details of the capital structure of the Resulting Company including authorised, issued, subscribed and paid up share capital:***

(A) The share capital structure of the Resulting Company as on March 31, 2021 is as under:

Share Capital	Amount (in INR)
Authorized share capital	
5,00,00,000 equity shares of Rs. 10 each	50,00,00,000
TOTAL	**50,00,00,000**
Issued, subscribed and paid-up share capital	
1,00,000 equity shares of Rs.10 each	10,00,000
TOTAL	**10,00,000**

(B) **Post Scheme Capital Structure:**

Share Capital	Amount (in INR)
Authorized share capital	
110,00,00,000 equity shares of Rs. 5 each	550,00,00,000
TOTAL	550,00,00,000
Issued, subscribed and paid-up share capital*	
60,35,94,528 equity shares of Rs. 5/ each	301,79,72,640
TOTAL	301,79,72,640

Rounded off based on share entitlement ratio

(d) ***Details of the promoters and directors of the Resulting Company along with their addresses:***

(A) The details of the promoters of the Resulting Company are as follows:

S. No.	Name of promoter	Address
1.	GMR Infrastructure Limited	Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31 G Block, Bandra Kurla Complex, Bandra (East) Mumbai 400051

(B) The details of the directors of the Resulting Company are as follows:

S. No.	Name of director	Designation	Address
1.	Mr. Saurabh Chawla	Director	B - 5/148, Safdarjung Enclave, South West New Delhi 110029
2.	Mr. Suresh Bagrodia	Director	1B 601, Greenacres 325 Lokhandwala Complex, Andheri West Mumbai 400053
3.	Mr. M V Srinivas	Director	F-2302, New Jai Bharat CGHS Plot No. 5, Sector 4 ,Dwarka New Delhi 110077

Note-The directors of the Resulting Company may change as per business and regulatory requirements.

(e) ***The date of the board meeting of the Resulting Company at which the Scheme was approved by the board of directors including the name of the directors who voted in favour of the resolution, who voted against the resolution and who did not vote or participate on such resolution:***

The board of directors of the Resulting Company approved the Scheme at their meeting dated August 27, 2020. Details of the manner in which the directors of the Resulting Company voted at this meeting are as follows:

Sr. No.	Name of director	Voted in favor/ against/ abstained
1.	Mr. Saurabh Chawla	In Favor
2.	Mr. M V Srinivas	In Favor
3.	Mr. Suresh Bagrodia	Leave of Absence

(f) As on February 15, 2021, the Resulting Company has 1unsecured creditors and amount due to such unsecured creditors is Rs. 30,32,231 (Rupees Thirty Lakh, Thirty Two Thousand, Two Hundred and Thirty One only) .

(g) None of the Directors, the Key Managerial Personnel of the Resulting Company and their respective Relatives have any interests, financial or otherwise in the Scheme, except to the extent of their respective shareholding in the Company, Amalgamating Company and Resulting Company (as applicable), if any, and/or to the extent the said directors are common directors of the Company, Amalgamating Company and Resulting Company. The effect of the Scheme on the material interests of the directors and Key Managerial Personnel and their respective Relatives, is not any different from the effect on other shareholders of the Resulting Company. The details of the shareholding of directors and Key Managerial Personnel is as follows:

S. No.	Name	Designation	No. of shares held in the Company	No. of shares held in the Amalgmating Company	No. of shares held in the Resulting Company
1.	Mr. Saurabh Chawla	Director	3,30,000	Nil	1*
2.	Mr. Suresh Bagrodia	Director	Nil	Nil	1*
3.	Mr. M V Srinivas	Director	Nil	Nil	1*
4.	Mr. Shashank Nagar	Company Secretary	1	Nil	Nil

* Holding for the benefit of GMR Infrastructure Limited

Note-The directors of the Resulting Company may change as per business and regulatory requirements.

(h) **Disclosure about the effect of the Scheme on the following persons:**

S. No.	Category of stakeholder	Effect of the Scheme on the stakeholders
1.	Shareholders	The Resulting Company has only equity shareholders and no preference shareholders. The Resulting Company is a wholly owned subsidiary of the Company. Pursuant to the Scheme, the entire shareholding of the Company in the Resulting Company, will stand cancelled. Upon the Scheme becoming effective and in consideration of the Demerger, the Resulting Company shall allot equity shares credited as fully-paid up shares in the Resulting Company to the shareholders of the Company whose names appear in the register of members of the Company on a specified record date or to such of their respective heirs, executors, administrators or other legal representatives or successors in title as on such record date in the following manner: *"For every 10 (Ten) Equity shares of face and paid up value of Rs 1/- (Rupee One) held in GIL, 1 (One) Equity shares of face and paid up value of Rs. 5/- (Rupees Five) in GPUIL to be issued to the equity shareholders of GIL."* ("**Share Entitlement Ratio**"). Pursuant to the Demerger, the equity shares of the Resulting Company will be listed on the BSE and NSE. The Scheme is expected to have several benefits for the Resulting Company, as indicated in the rationale of the Scheme set out in the Scheme, and is expected to

S. No.	Category of stakeholder	Effect of the Scheme on the stakeholders
		be in the best interests of the shareholders of the Resulting Company.
2.	Promoter(s)	Please refer to point (i) above for details regarding effect on the shareholders.
3.	Non-Promoter Shareholders	The Resulting Company is a wholly owned subsidiary of the Company and there are no non-promoter shareholders.
4.	Key Managerial Personnel/ Directors	The Key Managerial Personnel and directors of the Resulting Company shall continue as the Key Managerial Personnel and directors of the Resulting Company respectively, after effectiveness of the Scheme. The Key Managerial Personnel and directors of the Company may change as per business and regulatory requirements.
5.	Creditors	There will be no impact on existing creditors of the Resulting Company. The Creditors of Resulting Company will remain Creditors.
6.	Depositors	Not Applicable.
7.	Debenture Holders	Not Applicable.
8.	Debenture Trustee	Not Applicable.
9.	Employees	There will be no adverse effect of the Scheme on the employees.

(i) No investigation or proceedings have been instituted or are pending in relation to the Resulting Company under the Act.

(v) Other details regarding the Scheme required as per Rule 6(3) of the Merger Rules

(a) ***Relationship between the Company, the Amalgamating Company and the Resulting Company*:**

The Company and its nominees hold 49.98% of the issued share capital of Amalgamating Company. 49.99% of the issued share capital of the Amalgamating Company is held by GMR Energy Projects (Mauritius) Limited (“GEPML”), and the remaining 0.03% of the issued share capital of GPIL is held by GMR Generation Assets Limited (“GGAL”). Both GEPML and GGAL are, directly or indirectly, subsidiaries of the Company.

The Company and its nominees hold 100% of the issued equity share capital of the Resulting Company.

There is no common director on the board of directors of any of the three Companies.

(b) ***Appointed Date, Effective Date, Record Date and Consideration for the Scheme:***

"Appointed Date" means April 1, 2021 or such other date as may be agreed between the board of directors of the respective Amalgamating Company/ Demerged Company, the Amalgamated Company and the Resulting Company and as the NCLT may direct/ allow.

"Effective Date" means the last of the dates on which all the conditions and matters referred to in Clause 40 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme.

"Record Date" means, in connection with the Demerger, the date to be fixed by the respective board of directors of the Company and the Resulting Company for the purpose of determining the shareholders of the Company to whom equity shares of the Resulting Company shall be allotted pursuant to the Demerger under this Scheme.

(c) ***Consideration for the Amalgamation:***

As the entire share capital of the Amalgamating Company is held by the Company (directly and/ or indirectly through subsidiaries and nominees), no consideration shall be payable pursuant to the Amalgamation. Shares held by the Company, its subsidiaries and nominees in the Amalgamating Company shall stand cancelled without any further act, application or deed.

(d) ***Consideration for the Demerger***:

Upon this Scheme becoming effective and in consideration of vesting of the Demerged Undertaking of the Company in the Resulting Company in terms of this Scheme, the Resulting Company shall, without any further application, act or deed, issue and allot equity shares, credited as fully paid-up, to the members of the Company, holding fully paid up equity shares in the Company and whose names appear in the register of members of the Company on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the Record Date in the following manner:

"For every 10 (Ten) Equity shares of face and paid up value of Rs 1/- (Rupee One) held in GIL, 1 (One) Equity shares of face and paid up value of Rs. 5/- (Rupees Five) in GPUIL to be issued to the equity shareholders of GIL."

(e) ***Summary of the Valuation Report and Fairness Opinion:***

The Valuation Report 1 has been enclosed as **Annexure 5**. In the Valuation Report 1, the valuer has understood that upon the Scheme being effective, the existing Share Capital of GPUIL (currently held by GIL) shall stand cancelled and new shares shall be allotted to the shareholders of GIL holding shares therein on the record date as defined in the Scheme. Therefore only the shareholders of GIL shall hold shares of GPUIL thereby effectively the shareholding in GPUIL would continue to mirror the shareholding of GIL. The Valuer has also given due consideration to the level of paid-up equity share capital that is considered reasonable for servicing in the medium term by the GPUIL and concluded that the aspect of adjusting the equities between two or more disparate groups of shareholders (which is ordinarily at the root of fixing such ratio of entitlement) is not relevant due to mirroring of the shareholding in case of GPUIL and GIL. The Institute of Chartered Accountants of India (ICA) on June 10, 2018 has issued the ICAI Valuation Standars ("**IVS**") effective for all Valuation Reports thereafter and mandatory for the valuation done under the Act and recommendatory for valuation carried out under other statutes. However, as the current exercise does not entail valuation, there is no need to follow the Valuation Standards.

The Valuation Report 2 has been enclosed as **Annexure 6**. In the Valuation Report 2, the valuer has understood that upon the Scheme being effective, the existing Share Capital of GPUIL (currently held by GIL) shall stand cancelled and new shares shall be allotted to the shareholders of GIL holding shares therein on the record date as defined in the Scheme. Therefore only the shareholders of GIL shall hold shares of GPUIL thereby effectively the shareholding in GPUIL would continue to mirror the shareholding of GIL. The Valuer has also given due consideration to the level of paid-up equity share capital that is considered reasonable for servicing in the medium term by the GPUIL and concluded that the aspect of adjusting the equities between two or more disparate groups of shareholders (which is ordinarily at the root of fixing such ratio of entitlement) is not relevant due to mirroring of the shareholding in case of GPUIL and GIL. The Institute of Chartered Accountants of India (ICA) on June 10, 2018 has issued the ICAI Valuation Standars ("**IVS**") effective for all Valuation Reports thereafter and mandatory for the valuation done under the Act and recommendatory for valuation carried out under other statutes. However, as the current exercise does not entail valuation, there is no need to follow the Valuation Standards.

The Fairness Opinion has been enclosed as **Annexure 7.** In the iFairness Opinion, the merchant banker has stated that the fair basis of the Share Entitlement Ratio is determined after taking into consideration the Mirror Image of the GIL Shareholding pattern and the consideration would be discharged by issue of shares by GPUIL, to the shareholders of GIL in the following manner:

"*For every 10 (Ten) Equity shares of face and paid up value of Rs 1/- (Rupee One) held in GIL, 1 (One) Equity shares of face and paid up value of Rs. 5/- (Rupees Five) in GPUIL to be issued to the equity shareholders of GIL."*

The entire share capital of GPIL is held by GIL (directly and/or indirectly through subsidiaries), no shares of GIL shall be issued to shareholders of GPIL on amalgamation. The merchang banker has concludes based on the Valuation Report 1 and 2 that the proposed Share Entitlement ratio appears to be fair and reasonable.

The recommendation of the share entitlement ratio has been approved by the Audit Committee and Board of the Company and the board of directors of the Amalgamating Company and the Resulting Company.

A fairness opinion dated August 25, 2020 was issued by Pantomath Capital Advisors (P) Ltd., Category I Merchant Banker on the share entitlement ratio as recommended in the Valuation Report 1 and Valuation Report 2 explaining the rationale for its opinion as to the fairness of the share entitlement ratio from a financial point of view.

The Valuaion Report 1, Valuatation Report 2 and Fairness Opinion are enclosed herewith as Annexure 5, 6 and 7 respectively and also available for inspection at the website of the Company at www.gmrgroup.in.

(f) ***Detail of capital restructuring***

As the entire share capital of Amalgamating Company is held by Amalgamated Company (directly and/ or indirectly through subsidiaries and nominees), no consideration shall be payable pursuant to the Amalgamation. Shares held by GIL, its subsidiaries and nominees in Amalgamating Company shall stand cancelled without any further act, application or deed.

Upon this Scheme becoming effective, the Resulting Company shall issue and allot equity shares to the members of Demerged Company whose names appear in the register of members of Demerged Company on the Record Date in accordance with the Share Entitlement Ratio (*as defined in paragraph h of GPUIL/ Resulting Company above*).

There shall be no change in the shareholding pattern or control in Resulting Company between the Record Date and the listing which may affect the status of approvals received from the stock exchanges, other than as provided in the Scheme.

Further, the authorized share capital of the Amalgamated Company and the Resulting Company shall be increased as provided in Clauses 34 and 35 of the Scheme.

(g) ***Detail of debt restructuring:***

There shall be no debt restructuring of the Company, the Amalgamating Company or the Resulting Company pursuant to the Scheme.

(h) ***Rationale and benefits of the Scheme as perceived by the board of directors of the Company:***

The Scheme is expected to have, *inter-alia*, the following benefits:

(A) Presently, the Company, directly and/or indirectly through subsidiaries and joint ventures, houses various infrastructure development and operations activities of the group across different verticals i.e., airports, EPC (*as defined in the Scheme*), energy, transportation and urban infrastructure. The Airport Business (*as defined in the Scheme*) has a distinct operating model from that of the Urban Infrastructure Business (*as defined in the Scheme*) and the EPC Business (*as defined in the Scheme*) of the Company, and each of these provide a strong growth opportunity in the foreseeable future. These businesses have, since their inception, attained a significant size and scale in their respective segments.

(B) As these businesses approach their next phase of growth, it would be strategically apt to segregate the Urban Infrastructure Business and EPC Business from the Airport Business, to enable them to move forward independently, with greater focus and specialization, building further on their respective capabilities and their strong brand presence.

(C) The Scheme would benefit these businesses on account of the potential synergies and incremental operational efficiencies from combining the similar and related businesses under the Company (in case of the Airport Business) and under the Resulting Company (in case of Urban Infrastructure Business and EPC Business) respectively, enabling these businesses to create further value and allowing investors to allocate their portfolio into separate entities, focused on the distinct business of airport (under the Company) and urban infrastructure and EPC (under the Resulting Company), which aims to unlock shareholder value.

(D) The reorganization would lead to a simplified organization structure assisting shareholders and investors to better understand and evaluate both businesses independently as investment options and potentially lead to a higher value illumination of each of these businesses including by way of attracting long term sectoral / thematic and marquee investors and sovereign wealth funds particularly in the airports, energy and transportation sectors.

(E) Given that the infrastructure business has attained significant maturity, the proposed Scheme will enable the Company and its shareholders to achieve its ultimate objective of segregation of the airport business from the remaining businesses and to achieve clear bifurcation of these businesses for unlocking the value of each vertical and pave way for focused growth with a view to create significant stakeholder value. It is expected that the combined airport business resulting out of such restructuring will have better prospects of growth and will enable management to vigorously pursue a focused growth strategy.

(F) The proposed Scheme will also help to streamline the entire management structure and channelize resources to focus on the growing businesses. A lean management structure will also lead to focused administration and prospectively a reduction in costs for accounting, compliance, auditing, board meetings, secretarial procedures and administration, etc.

(G) The proposed Scheme will allow an exhaustive review of the group holding structure and operations at all levels within the Company with a view to reduce duplicity of costs and resources which can be more efficiently utilized elsewhere. This measure will also help in rationalising and optimising manpower costs which will lead to sustainable growth in future. The Scheme will facilitate an integrated approach to internal policies, including those pertaining to manning norms, remuneration, employee benefits, workplace rules and policies.

(H) The proposed Scheme will also stabilize the operating cost of entities and result in synergies, efficient utilization of capabilities and resources.

(i) The pre-Scheme and post-Scheme shareholding patterns of the Company are attached at **Annexure 14**.

(j) ***Details of availability of the documents for obtaining extracts from or making or obtaining copies:***

Copies of the following documents will be available for obtaining extract from or for making or obtaining copies of or for inspection by the members of the Company at its registered office at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051 between 10:00 a.m. to 1:00 p.m. on any working day up to the date of the Meeting. However, on account of COVID-19 pandemic and related restrictions as announced by the relevant authorities from time to time, the registered office of the Company may partially be closed, therefore an advance notice should be given by an e-mail to the Company at Gil.Cosecy@gmrgroup.in for obtaining the desire docuemnts from the registsred office. Alternatively, a request for obtainibg an electronic/soft copy of the Notice may be made by writing an email to Gil.Cosecy@gmrgroup.in:

(A) Certified copy of the order passed by the NCLT in Company Application No. CA(CAA) 109/MB/2021, Interim Company Application 247/MB/2021 and Interim Company Application 248/MB/2021, pronounced on August 25, 2021 directing the Company, Amalgamating Company and the Resulting Company, to convene the respective Tribunal convened meetings;

(B) Copy of the Scheme;

(C) Notice and Explanatory Statement;

(D) Copies of the Memorandum of Association and Articles of Association of the Company, Amalgamating Company and the Resulting Company;

(E) Copies of the latest audited financial statements of the Company, Amalgamating Company and the Resulting Company including consolidated financial statements;

(F) Copies of the contracts of Company, Amalgamating Company and the Resulting Company which are material to the Scheme;

(G) Register of Directors' Shareholding of the Company, Amalgamating Company and the Resulting Company;

(H) Copy of the Fairness Opinion dated August 25, 2020 issued by Pantomath Capital Advisors (P) Ltd., Category I Merchant Banker ("Fairness Opinion") providing the fairness opinion on the share entitlement ratio recommended in the Valuation Report I and II of independent valuer viz. Drusbti R. Desai and independent Chartered Accountant viz. M/s Bansi Mehta & Co.;

(I) Valuation Report I and II by independent valuer viz. Drusbti R. Desai and independent Chartered Accountant viz. M/s Bansi Mehta & Co.;

(J) Complaints Report dated November 12, 2020 and November 24, 2020 submitted to NSE and BSE respectively by the Company;

(K) The certificates issued by Walker Chandiok & Co LLP and Girish Murthy & Kumar to the effect that the accounting treatment, if any, proposed in the Scheme is in conformity with the Accounting Standards prescribed under Section 133 of the Act;

(L) Copy of the Audit Committee Report dated August 27, 2020 of the Company;

(M) Copy of the resolution passed by the board of directors of the Company, Amalgamating Company and the Resulting Company dated August 27, 2020 approving the Scheme;

(N) Observation Letters issued by BSE and NSE;

(O) Copy of the report adopted by the board of directors of the the Company, Amalgamating Company and the Resulting Company explaining effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders and laying out the share entitlement ratio for the scheme and the valuation difficulties, if any; and

(P) Copy of Form No. GNL-1 filed by the respective companies with the concerned Registrar of Companies along with challans, evidencing filing of the Scheme.

(k) ***Details of approvals, sanctions or no-objection(s) from regulatory or any other governmental authorities required, received or pending for the prupose of the Scheme:***

(A) The equity shares of the Company are listed on BSE and NSE. BSE was appointed as the designated stock exchange by the Company for the purpose of coordinating with the SEBI, pursuant to the SEBI Scheme Circular. The Company has received observation letter regarding the Scheme from BSE on December 18, 2020 and from NSE on December 21, 2020. In terms of the observation letters, BSE and NSE conveyed their no adverse observations/no objection to the Scheme. Copy of the observation letters dated December 18, 2020 and December 21, 2020 as received from BSE and NSE is enclosed as **Annexures 8** and **9**, respectively.

(B) As required by the SEBI Scheme Circular, the Company has filed its Complaints Report on November 12, 2020 with NSE and on November 24, 2020 with BSE. A copy of the complaints report of NSE and BSE filed by the Company is enclosed as **Annexure 10.1** and **Annexure 10.2**, respectively.

(C) The Scheme was filed by the Company, the Amalgamating Company and the Resulting Company with the Mumbai Bench of the NCLT on March 5, 2021, and the Mumbai Bench of NCLT has given directions to convene Meetings(s) vide an Order pronounced on August 25, 2021.

(D) The Scheme is subject to approval by the requisite majority of the shareholders and secured creditors of the Company in terms of the applicable provisions of the Act and the Merger Rules. Further, in terms of the said provions and the Order, the consent of the shareholders and unsecured creditors of the Amalgamating Company and Resulting Company and consent of requisite majority of the unsecured creditors of the Company have been obtained and NCLT has granted dispension for holding their meetings. Since the Amalgamating Company and Resulting Company do not have secured creditors, the question of their consent does not arise..

(E) The Scheme is conditional and subject to necessary sanctions and approvals as set out in the Scheme.

(l) ***Brief background and salient features of the Scheme:***

The salient features of the Scheme are as follows:

The capitalised terms used herein below, shall have the meaning ascribed to such terms in the Scheme

(A) In furtherance of the rationale of the Scheme mentioned in paragraph (v)(h) of this Explanatory Statement under *"Other details regarding the Scheme required as per Rule 6(3) of the Merger Rules"*, the Scheme provides for the Amalgamation and the Demerger and various other matters consequential or otherwise integrally connected therewith pursuant to Sections 230 to 232 of the Act (including the Act as may be applicable) and in compliance with the provisions of the Income Tax Act, 1961. The Amalgamation will precede the Demerger.

(B) Appointed Date for the Amalgamation and the Demerger shall be April 1, 2021.

(C) "**Effective Date**" means the last of the dates on which all the conditions and matters referred to in Clause 40 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with the Scheme. References to date of 'coming into effect of the Scheme' or 'effectiveness of the Scheme' shall be construed accordingly.

(D) The Scheme shall be effective from the Appointed Date and operative from the Effective Date.

(E) Amalgamation:

- Upon the coming into effect of the Scheme and with effect from the Appointed Date, the Amalgamating Undertaking (*as defined in the Scheme*) will, pursuant to the provisions of Sections 230 to 232, and other applicable provisions, if any, of the Act, be and stand transferred to and vested in the Amalgamated Company, as a going concern without any further act, instrument, deed, matter or thing so as to become, the undertaking of the Amalgamated Company by virtue of and in the manner provided in the Scheme.

- Upon the coming into effect of the Scheme, all the estate, assets, investments, properties, rights, claims, title, interest and authorities, including all accretions to and appurtenances comprised in the Amalgamating Company, of whatsoever nature and wheresoever situate, whether or not included in the books of the Amalgamating Company, and all assets and properties, which are acquired by the Amalgamating Company, on or after the Appointed Date but prior to the Effective Date, shall, without any further act or deed, be and stand transferred to and vested in the Amalgamated Company, or be deemed to be transferred to and vested in the Amalgamated Company, as a going concern, so as to become, as and from the Appointed Date (or in case of any estate, assets, etc. acquired on a date after the Appointed Date, with effect from such date), the estate, assets, properties, rights, claims, title, interest and authorities of the Amalgamated Company, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

- Upon the coming into effect of this Scheme, Liabilities of the Amalgamating Company, if any, whether or not recorded in its books and records, shall, under Sections 230 to 232, read with other applicable provisions of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in and be deemed to have been transferred to and vested in the Amalgamated Company, and the same shall be assumed by the Amalgamated Company to the extent they are outstanding on the Effective Date so as to become as and from the Appointed Date (or in case of any Liability incurred on a date after the Appointed Date, with effect from such date) the Liabilities of the Amalgamated Company on the same terms and conditions as were applicable to the Amalgamating Company and the Amalgamated Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

- All Encumbrances, if any, existing prior to the Effective Date over the assets of the Amalgamating Company shall, after the Effective Date, without any further act, instrument or deed, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date. Provided that if any of the assets of the Amalgamating Company have not been Encumbered in respect of the Liabilities, such assets shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to and shall not operate over such assets. Further, such Encumbrances shall not relate or attach to any of the other assets of the Amalgamated Company. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of this Clause.

- The existing Encumbrances over the other assets and properties of the Amalgamated Company or any part thereof which relate to the Liabilities and obligations of the

Amalgamated Company prior to the Effective Date shall continue to relate to such assets and properties and shall not extend or attach to any of the assets and properties of the Amalgamating Company transferred to and vested in the Amalgamated Company by virtue of the Scheme.

- GPIL shall stand dissolved without winding up, and and the equity shares held by the Company, its nominees, GGAL and GEPML in GPIL shall stand cancelled.

(F) Demerger:

- Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Demerged Undertaking shall, subject to the provisions of this Clause in relation to the mode of transfer and vesting and pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act and without any further act or deed, be demerged from the Demerged Company and be transferred to and vested in and be deemed to have been demerged from the Demerged Company and transferred to and vested in the Resulting Company as a going concern so as to become, as and from the Appointed Date, the estate, assets, rights, claims, title, interest and authorities of the Resulting Company, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/ or financial institutions.

- Upon coming into effect of this Scheme and with effect from the Appointed Date, all debts, duties, obligations, and Liabilities (including contingent liabilities) of Demerged Company forming part of the Demerged Undertaking shall stand transferred to Resulting Company to the extent that they are outstanding as on the Effective Date. The Scheme further stipulates the manner in which Encumrbaces are to be transferred and also provides respective Boards of the Demerged Company and the Resulting Company may mutually agree to retain Encumbrances on the assets of the Demerged Undertaking which do not pertain to the Demerged Liabilities or retain Encumbrances on the assets of the Retained Business, which pertain to the Demerged Liabilities. An interim application clarifying these provisions have been filed before the NCLT and have been allowed by NCLT.

- Upon the Scheme coming into effect, all equity shares of the Resulting Company held by the Demerged Company (directly and/ or through nominees) shall stand cancelled without any further application, act or deed.

- The Company's shareholders, as on the Record Date (*as defined in the Scheme*), shall be issued and allotted fully paid up equity shares in GPUIL in the share entitlement ratio as specified in the Scheme.

(G) The coming into effect of the Scheme is conditional upon and subject to:

- the Scheme being approved by the respective requisite majorities of the various classes of shareholders and creditors (where applicable) of the Companies as required under the Act and the requisite orders of the NCLT, or dispensation having been received from the NCLT in relation to obtaining such consent from the shareholders and/or creditors;

- receipt of approvals of the BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") in terms of Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with paragraph 2 of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended from time to time) on Schemes of Arrangement by Listed Entities and Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 ("**SCR Rules**") issued by the Securities and Exchange Board of India ("**SEBI**") as amended from time to time ("**SEBI Scheme Circular**") read with Paragraphs I(B)(4) and I(C)(2) of Annexure I to the SEBI Scheme Circular;

- the fulfilment, satisfaction or waiver (as the case may be) of any approvals from third parties mutually agreed by the Companies as being required for completion of the transaction, as may be mutually agreed between the Companies;

- the Scheme being sanctioned by the NCLT in terms of Sections 230 to Section 232 and other relevant provisions of the Act;

- the certified copies of the order of the NCLT approving the Scheme being filed with the jurisdictional Registrar of Companies ("**RoC**");

- grant of exemption by SEBI under Rule 19(7) of the SCR Rules from complying with the requirements of Rule 19(2)(b) of the SCR Rules; and

- such other approvals and sanctions including sanction of regulatory or statutory or governmental authority, as may be required in terms of the applicable laws or contract in respect of the Scheme.

(H) Upon effectiveness of the Scheme:

- The authorized share capital of the Company will stand suitably altered, without any further act, instrument or deed on the part of the Company, such that upon the effectiveness of the Scheme the authorised share capital of the Company shall be Rs. 1455,00,00,000 (Rupees One Thousand Four Hundred and Fifty Five Crores only) divided into 1355,00,00,000 (one thousand three hundred and fifty five crores) equity share of Re. 1 (Rupee One only) each and 10,00,000 (ten lakhs) preference shares of Rs. 1,000 (Rupees One Thousand) each. Clause IV of the memorandum of association of the Company shall be altered, upon coming into effect of the Scheme and without any further act or deed;

- To accommodate the issue and allotment of equity shares of the GPUIL to the shareholders of the Company, which would result in increase in its paid up share capital, the authorized equity share capital of GPUIL shall be adequately increased by transferring from the authorized share capital of the Company, an amount of Rs. 500,00,00,000 (Rupees Five Hundred Crores only) to the authorized share capital of GPUIL. Consequently, the authorized share capital of GPUIL shall stand increased to Rs. 550,00,00,000 (Rupees Five Hundred and Fifty Crores only) divided into 110,00,00,000 equity shares of face value of Rs. 5 (Rupees Five only), without any further act, instrument or deed by GPUIL. Clause 5 of the memorandum of association of GPUIL shall be altered, upon coming into effect of the Scheme and without any further act or deed; and

- The equity shares of GPUIL are proposed to be listed on the BSE and/ or NSE.

(I) The Amalgamation shall precede the Demerger in the manner further provided in the Scheme.

(J) Failure of any one part, for lack of necessary approval from the shareholders/ creditors/ statutory regulatory authorities shall not result in the whole Scheme failing. It shall be open to the concerned board of directors to consent to severing such part(s) of the Scheme and implement the rest of the Scheme as approved by the NCLT with such modification(s).

(K) In the event of any of the sanctions and approvals referred to in Scheme not being obtained/ waived and/ or the Scheme not being sanctioned by NCLT or such other competent authority and/ or the sanction order(s) not being passed by the NCLT as aforesaid before December 31, 2021 or such other date as may be agreed upon by the Companies, any of the Companies may opt to terminate this Scheme and the Scheme shall stand revoked, cancelled and be of no effect. Upon the termination of the Scheme, no rights and liabilities shall accrue to or be incurred by respective Companies or their shareholders or creditors or employees or any other person. In such case, each Company shall bear its own costs and expenses or as may be otherwise mutually agreed.

A copy of the proposed Scheme is attached as **Annexure 1** to this Notice and Explanatory Statement.

The Scheme is not prejudicial to the interest of the shareholders and creditors of the Company.

The features set out above being only the salient features of the Scheme, which are subject to details set out in the Scheme, the secured creditors are requested to read the entire text of the Scheme (annexed herewith) to

get fully acquainted with the provisions thereof and the rationale and objectives of the Scheme.

(vi) Documents required to be circulated for the Tribunal Convened Meeting under Section 232(2) of the Act and SEBI Scheme Circular:

As required under Section 232(2) of the Act and paragraph 8 of the SEBI Scheme Circular, the following documents are being circulated with this notice and the explanatory statement:

(a) Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited (GPIL), the Company and GMR Power and Urban Infra Limited (GPUIL);
(b) Report of the Board of Directors of the Company, Amalgamating Company(GPIL) and Resulting Company (GPUIL) pursuant to the provisions of Section 232(2)(c) of the Act;
(c) Valuation report dated August 25, 2020 prepared by Drushti R. Desai, Registered Valuer and Bansi S. Mehta & Co., Independent Chartered Accountants setting out the recommendation of ratio of entitlement for the proposed demerger of the EPC Business and Urban Infrastructure Business of GIL into GPUIL;
(d) Fairness Opinion dated August 25, 2020 issued by Pantomath Capital Advisors (P) Ltd., Category I Merchant Banker on the share entitlement ratio as recommended in the Valuation Reports;
(e) Observation Letter dated December 18, 2020 issued by BSE Limited to the Company;
(f) No-Objection Letter Letter dated December 21, 2020 issued by NSE to the Company;
(g) Complaints Report dated November 12, 2020 and November 24, 2020 submitted by the Company to NSE and BSE;
(h) Audited financial statements of GIL, GPIL and GPUIL as on March 31,2021.
(i) Independent auditor's certificate by Walker Chandiok & Co LLP and Girish Murthy & Kumar on the proposed accounting treatment in the draft composite Scheme;
(j) Compliance Report of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 addressed to BSE and NSE;
(k) Pre-Scheme and post-Scheme shareholding pattern of the Company, the Amalgamating Company and the Resulting Company; and
(l) Abridged prospectus for GPIL and GPUIL.

This statement may be treated as an Explanatory Statement under Section 230(3), 232(1), 232(2) and 102 of the Act and the statement for the purposes of Rule 6(3) of the Merger Rules.

Dated at this August 28, 2021
Place: New Delhi

Sd/-
G.M. Rao
DIN:00574243
Chairperson appointed for the meeting

Registered Office:
GMR Infrastructure Limited
Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051

COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT

AMONGST

GMR POWER INFRA LIMITED

AND

GMR INFRASTRUCTURE LIMITED

AND

GMR POWER AND URBAN INFRA LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS

PART A – GENERAL

This composite scheme of amalgamation and arrangement is presented under Sections 230 to 232, Section 66 (to the extent applicable) and other applicable provisions of the Act (*as defined hereinafter*) among GMR Power Infra Limited ("**GPIL**" or the "**Amalgamating Company**"), GMR Infrastructure Limited ("**GIL**" or the "**Amalgamated Company**" or the "**Demerged Company**") and GMR Power and Urban Infra Limited ("**GPUIL**" or the "**Resulting Company**") and their respective shareholders.

1. PREAMBLE

This composite scheme of amalgamation and arrangement, *inter alia,* provides for:

(a) amalgamation of GPIL with GIL pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act (*as defined hereinafter*);

(b) followed by the demerger of the Demerged Undertaking (*as defined hereinafter*), comprising of the EPC Business (*as defined hereinafter*) and the Urban Infrastructure Business (*as defined hereinafter*) of GIL, into GPUIL, pursuant to Sections 230 to 232 and other applicable provisions of the Act; and

(c) various other matters consequential or otherwise integrally connected therewith;

each in the manner as more particularly described in this Scheme (*as defined hereinafter*).

2. DESCRIPTION OF GPIL, GIL and GPUIL

2.1. GPIL is a public limited company incorporated on February 25, 2011 under the provisions of the Companies Act, 1956 with its registered office at 701, 7th Floor, Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East, Mumbai Bandra Suburban, Maharashtra - 400051. GPIL is primarily engaged in the business of setting up, maintaining, operating all types of power plants, co-generation power plants, energy conservation projects, power houses, distribution systems for generation, distribution and supply of electrical energy, power generation by use of liquid, gaseous or solid fuels or through renewable energy sources, establishment and installation of all types of infrastructure required for generation, transmission and distribution of power and providing all types of consultancy services in the above areas, carrying on the business of traders, procurers, suppliers, distributors, converters, storers, processor, extractor, exporter and importer of all kind of fuels required for power generation, transmitting, distributing, supplying and selling such power, constructing, executing, developing, maintaining all plants, buildings, power houses, transmission lines to carry on the business of general electric power and supply company and gas work company, constructing, carrying out all necessary power stations, cables, wires, lines, lamps, and generating, accumulating, distributing, supplying electricity and gas to light cities, towns, streets, docks, markets, buildings, and places of both public and private. GIL and its nominees hold 49.98% of the issued share capital of GPIL, 49.99% of the issued share capital of GPIL is held by GMR Energy Projects (Mauritius) Limited ("**GEPML**"), and the remaining 0.03% of the issued share capital of GPIL is held by GMR Generation Assets Limited ("**GGAL**"). Both GEPML and GGAL are, directly or indirectly, subsidiaries of GIL.

2.2. GIL is a public limited company incorporated on May 10, 1996 under the provisions of the Companies Act, 1956, with its registered office at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051. GIL was incorporated as "Varalakshmi Vasavi Power Projects Limited" and changed its name to "GMR Vasavi Infrastructure Finance Limited" consequent to the fresh certificate of incorporation dated May 31, 1999, and subsequently to "GMR Infrastructure Limited" consequent to the fresh certificate of incorporation dated July 24, 2000. GIL is engaged in the infrastructure business and primarily undertakes the business of handling engineering, procurement and construction ("**EPC**") solutions in infrastructure sectors as a division and operates in airports, energy, transportation and urban infrastructure business sectors through various subsidiaries, associates and jointly controlled entities, for the purposes of various regulatory stipulations. GIL's EPC Business (*as defined hereinafter*) caters to the requirements of implementing the projects undertaken through its subsidiaries and group entities. GIL is also engaged in providing support activities, as well as, supervisory and management functions to its group entities. Incidental to its infrastructure business, it raises funds by way of equity and/or debt for further infusion into various special purpose vehicles (including for refinancing) and provides corporate guarantees, bank guarantees and letters of comfort on behalf of subsidiaries and group entities. The equity shares of GIL are listed on the Stock Exchanges (*as defined hereinafter*). GIL has also issued 10,000 (ten thousand) secured non-convertible debentures of Rs. 10,00,000 (Rupees Ten Lakh only) each aggregating to Rs. 1000,00,00,000 (Rupees One Thousand Crore only) listed on the National Stock Exchange of India Limited.

2.3. GPUIL is a public limited company incorporated on May 17, 2019 under the provisions of the Act with its registered office at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051. GPUIL is incorporated with the object of, *inter alia,* acquiring of interest, right, title, permission, license for building, operating and for any other purposes in infrastructural facilities and services and to promote, develop, acquire rights, concessions, titles, interest in and operate in any manner whatsoever as free trade zone, free economic zones, processing zones or any other such zones, towns and cities in accordance with guidelines/authority for the time being in force and to sell, lease on hire grant rights, title interest, licenses, franchises, easement and otherwise dispose off in any manner whatsoever with infrastructural facilities and services or any rights, titles, concessions acquired therein to any person whether in India or abroad. GIL and its nominees hold 100% of the issued equity share capital of GPUIL.

3. RATIONALE FOR RESTRUCTURING

3.1. Presently, GIL, directly and/or indirectly through subsidiaries and joint ventures, houses various infrastructure development and operations activities of the group across different verticals i.e., airports, EPC, energy, transportation and urban infrastructure. The Airport Business (*as defined hereinafter*) has a distinct operating model from that of the Urban Infrastructure Business (*as defined hereinafter*) and the EPC Business (*as defined hereinafter*) of GIL, and each of these provide a strong growth opportunity in the foreseeable future. These businesses have, since their inception, attained a significant size and scale in their respective segments.

3.2. As these businesses approach their next phase of growth, it would be strategically apt to segregate the Urban Infrastructure Business and EPC Business from the Airport Business, to enable them to move forward independently, with greater focus and specialization, building further on their respective capabilities and their strong brand presence.

3.3. The Scheme would benefit these businesses on account of the potential synergies and incremental operational efficiencies from combining the similar and related businesses under GIL (in case of the Airport Business) and under GPUIL (in case of Urban Infrastructure Business and EPC Business) respectively, enabling these businesses to create further value and allowing investors to allocate their portfolio into separate entities, focused on the distinct business of airport (under GIL) and urban infrastructure and EPC (under GPUIL), which aims to unlock shareholder value.

3.4. The reorganization would lead to a simplified organization structure assisting shareholders and investors to better understand and evaluate both businesses independently as investment options and potentially lead to a higher value illumination of each of these businesses including by way of attracting long term sectoral / thematic and marquee investors and sovereign wealth funds particularly in the airports, energy and transportation sectors.

3.5. Given that the infrastructure business has attained significant maturity, the proposed Scheme will enable GIL and its shareholders to achieve its ultimate objective of segregation of the airport business from the remaining businesses and to achieve clear bifurcation of these businesses for unlocking the value of each vertical and pave way for focused growth with a view to create significant stakeholder value. It is expected that the combined airport business resulting out of such restructuring will have better prospects of growth and will enable management to vigorously pursue a focused growth strategy.

3.6. The proposed Scheme will also help to streamline the entire management structure and channelize resources to focus on the growing businesses. A lean management structure will also lead to focused administration and prospectively a reduction in costs for accounting, compliance, auditing, board meetings, secretarial procedures and administration, etc.

3.7. The proposed Scheme will allow an exhaustive review of the group holding structure and operations at all levels within the Company with a view to reduce duplicity of costs and resources which can be more efficiently utilized elsewhere. This measure will also help in rationalising and optimising manpower costs which will lead to sustainable growth in future. The Scheme will facilitate an integrated approach to internal policies, including those pertaining to manning norms, remuneration, employee benefits, workplace rules and policies.

3.8. The proposed Scheme will also stabilize the operating cost of entities and result in synergies, efficient utilization of capabilities and resources.

3.9. Accordingly, the Scheme is expected to be in the best interests of the Companies (*as defined hereinafter*) and their respective shareholders, employees and creditors.

3.10. In furtherance of the aforesaid, this Scheme provides for the following:

(a) the amalgamation of the Amalgamating Company with the Amalgamated Company and the dissolution of the Amalgamating Company without winding up and the cancellation of the equity shares of the Amalgamating Company held by the Amalgamated Company, its nominees, GGAL and GEPML ("**Amalgamation**");

(b) the transfer, by way of a demerger of the Demerged Undertaking (*as defined hereinafter*) of the Demerged Company to the Resulting Company, the cancellation of equity shares of the Resulting Company held by the Demerged Company (directly and/ or through nominees) and the consequent issue of equity shares by the Resulting Company to the shareholders of Demerged Company in accordance with the Share Entitlement Ratio (*as defined hereinafter*) ("**Demerger**"); and

(c) various other matters consequential or integrally connected therewith, including the reorganisation of the share capital of the Resulting Company;

pursuant to Sections 230 to 232 and other applicable provisions of the Act, including Section 66 (to the extent applicable), in the manner provided for in this Scheme and in compliance with the provisions of the Income Tax Act, 1961, including Sections 2(1B) and 2(19AA) thereof.

3.11. The Amalgamation shall precede the Demerger.

4. PARTS OF THE SCHEME

4.1. The Scheme is divided into following parts:

(a) **Part A** deals with background of the Companies, the rationale and objective of the Scheme;

(b) **Part B** deals with the definitions, interpretation and share capital;

(c) **Part C** deals with the Amalgamation;

(d) **Part D** deals with the Demerger; and

(e) **Part E** deals with the general terms and conditions applicable to the Scheme.

5. TREATMENT OF THE SCHEME FOR THE PURPOSES OF INCOME TAX ACT, 1961

5.1. Part C of the Scheme dealing with Amalgamation has been drawn up to comply with the conditions relating to "Amalgamation" as specified under Section 2(1B) of the Income Tax Act, 1961

5.2. Part D of the Scheme dealing with Demerger has been drawn up to comply with the conditions relating to "Demerger" as specified under Section 2(19AA) of the Income Tax Act, 1961.

5.3. If any of the terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of Section 2(1B) or Section 2(19AA) of the Income Tax Act, 1961, at a later date, including resulting from an amendment of law or for any other reason whatsoever, the provisions of Section 2(1B) and Section 2(19AA) of the Income Tax Act, 1961, shall prevail and the Scheme shall stand modified to the extent determined necessary to comply with the provisions of Section 2(1B) and Section 2(19AA) of the Income Tax Act, 1961. Such modifications shall however not affect the other parts of the Scheme.

PART B - DEFINITIONS, INTERPRETATION AND SHARE CAPITAL

6. DEFINITIONS

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the meanings respectively assigned against them:

6.1. "**Act**" means the Companies Act, 2013, the rules and regulations made thereunder and any statutory modification or re-enactment thereof for the time being in force;

6.2. "**Airport Business**" includes the business of developing, operating and/or maintaining facilities, activities and services provided or proposed to be provided, as an airport operator or an airport, project management, infrastructure services, food & beverages services in India and/or outside India whether undertaken directly or through various subsidiaries, associates and jointly controlled entities, ground handling operations, cargo handling operations, aviation fuel farms of, duty free services, maintenance, repair or overhaul facilities, commercial property development, advertising, retail, hotel and car park facilities, each in relation to airports, and shall deem to include activity of investing in special purpose vehicles engaged in any of the above.

6.3. "**Amalgamated Company**" has the meaning assigned to in Part A (*General*) of the Scheme;

6.4. "**Amalgamating Company**" has the meaning assigned to in Part A (*General*) of the Scheme;

6.5. "**Amalgamating Undertaking**" means all the undertakings and entire business of the Amalgamating Company as a going concern, including:

(a) all immovable properties and rights thereto, i.e., land together with the buildings and structures standing thereon (whether freehold, leasehold), leave and licensed, right of way, tenancies or otherwise) including roads, drains and culverts, bunk house, civil works, foundations for civil works, buildings, warehouses, offices, etc., which immovable properties form part of the Amalgamating Company and all documents (including declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of rental agreements for lease or license or other rights to use of premises, in connection with the said immovable properties;

(b) all assets, as are movable in nature, investments including trade investment, investments in companies, associate companies, fellow subsidiaries, joint ventures, non-current investments forming part of the Amalgamating Company, whether present or future or contingent, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, capital work in progress, furniture, fixtures, fixed assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventories, stock in trade, stores and spares, packing material, raw material,), actionable claims, earnest monies and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment and shares in entities/ branches / undertaking of the business in India or overseas, outstanding loans and advances, recoverable in cash or in kind or for value to be received, receivables, funds, cash and bank balances and deposits including accrued interest thereto, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets;

(c) all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, tax deferrals and exemptions and other benefits (in each case including the benefit of any applications made for the same), income tax benefits and exemptions, if any, liberties and advantages, approval for commissioning of project and other licenses or clearances granted/ issued/ given by any governmental, statutory or regulatory or local or administrative bodies, organizations or companies for the purpose of carrying on business of the Amalgamating Company or in connection therewith including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that form part of the business of the Amalgamating Company;

(d) all contracts, agreements, purchase orders/ service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, bids, tenders, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, power purchase agreements (including but not limited to the Power Purchase Agreement dated December 8, 2011 between the Amalgamating Company and Tamil Nadu Generation and Distribution Corporation Limited), lease/ licence agreements, tenancy rights, agreements for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/ manufacturer of goods/ service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, claims and benefits thereunder forming part of the business of the Amalgamating Company;

(e) intellectual property rights,, registrations, goodwill, trade names, service marks, copyrights, patents, project designs, marketing authorization, approvals, marketing intangibles, permits, permissions, incentives, privileges, special status, domain names, designs, trade secrets, research and studies, technical knowhow, confidential information and other benefits (in each case including the benefit of any applications made for the same) and all such rights of whatsoever description and nature that form part of the business of the Amalgamating Company;

(f) all rights to use and avail telephones, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by Amalgamating Company and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Amalgamating Company;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/ supplier pricing information, and all other books and records, whether in physical or electronic form that form part of the business of the Amalgamating Company;

(h) the debts, duties, obligations, and Liabilities (including contingent liabilities), if any, of the Amalgamating Company.

(i) the employees of the Amalgamating Company engaged by the Amalgamating Company in service on the Effective Date; and

(j) all legal or other proceedings of whatsoever nature relating to the business of the Amalgamating Company

6.6. "**Applicable Law**" means any applicable statute, law, regulation, ordinance, rule, judgment, order, decree, clearance, approval, directive, guideline, requirement or any similar form of determination by or decision of any Appropriate Authority, that is binding or applicable to a person, whether in effect as of the date on which this Scheme has been approved by the Board of the Companies or at any time thereafter;

6.7. **"Appointed Date"** for the purposes of the Scheme means April 1, 2021 or such other date as may be agreed between the Boards of the respective Amalgamating Company/ Demerged Company, the Amalgamated Company and the Resulting Company and as the NCLT may direct/ allow;

6.8. "**Appropriate Authority**" means any national, state, provincial, local or similar governmental, statutory, regulatory, administrative authority, agency, commission, departmental or public body or authority, board, branch, tribunal or court or other entity authorized to make laws, rules, regulations, standards, requirements, procedures or to pass directions or orders, in each case having the force of law, or any non-governmental regulatory or administrative authority, body or other organization to the extent that the rules, regulations and standards, requirements, procedures or orders of such authority, body or other organization have the force of law, or any stock exchange of India or any other country including the ROC, Regional Director, Competition Commission of India, Reserve Bank of India, SEBI, Stock Exchanges, NCLT and such other sectoral regulators or authorities as may be applicable;

6.9. "**Board**" in respect of a company means the board of directors of such company in office at the relevant time, and, unless it is repugnant to the context, shall include a committee duly constituted and authorized thereby;

6.10. "**Companies**" mean GIL, GPIL and GPUIL, collectively, and "Company" means any one of them as the context may require;

6.11. "**Debt Securities**" has the meaning set out in Clause 23.3;

6.12. "**Demerged Liabilities**" has the meaning set out in Clause 23.1;

6.13. "**Demerged Undertaking**" means all the businesses, undertakings, activities and operations (together with its assets and properties) of GIL, of whatsoever nature and kind and wheresoever situated, forming part of the Urban Infrastructure Business and the EPC Business, as a going concern, including the following:

(a) all immovable properties and rights thereto, i.e., land together with the buildings and structures standing thereon (whether freehold, leasehold, leave and licensed, right of way, tenancies or otherwise) including roads, drains and culverts, bunk house, civil works, foundations for civil works, buildings, warehouses, offices, etc., which immovable properties form part of the Urban Infrastructure Business and the EPC Business and all documents (including *panchnamas*, declarations, receipts) of title, rights and easements in relation thereto and all rights, covenants, continuing rights, title and interest, benefits and interests of rental agreements for lease or license or other rights to use of premises, in connection with the said immovable properties;

(b) all assets that are movable in nature, investments including trade investment, investments in companies, associate companies, fellow subsidiaries, joint ventures, non-current investments forming part of the Urban Infrastructure Business and the EPC Business, including investments in entities operating in Urban Infrastructure Business and EPC Business such as energy, highways, urban infrastructure, special economic zones, and EPC and other augmented services, whether present or future or contingent, tangible or intangible, in possession or not, corporeal or incorporeal, in each case, wherever situated (including plant and machinery, capital work in progress, furniture, fixtures, fixed assets, computers, air conditioners, appliances, accessories, office equipment, communication facilities, installations, vehicles, inventories, stock in trade, stores and spares, packing material, raw material), actionable claims, earnest monies and sundry debtors, prepaid expenses, bills of exchange, promissory notes, financial assets, investment and shares in entities/ branches undertaking of the Urban Infrastructure Business and the EPC Business in India or overseas outstanding loans and advances, recoverable in cash or in kind or for value to be received, receivables, funds, cash and bank balances and deposits including accrued interest thereto with government, semi-government, local and other authorities and bodies, banks, customers and other persons, the benefits of any bank guarantees, performance guarantees and tax related assets, including but not limited to service tax input credits, minimum alternate tax credit ("**MAT**") (if any), CENVAT/ goods and service tax/ value added/ sales tax/ entry tax credits or set-offs, advance tax, tax deducted at source and tax refunds;

(c) all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, registrations, rights, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, subsidies, tax deferrals and exemptions and other benefits (in each case including the benefit of any applications made for the same), income tax benefits and exemptions including the right to deduction for the residual period, i.e., for the period remaining since Appointed Date out of the total period for which the deduction is available in law, if any, liberties and advantages, approval for commissioning of project and other licenses or clearances granted/ issued/ given by any governmental, statutory or regulatory or local or administrative bodies, organizations or companies for the purpose of carrying on the Urban Infrastructure Business and the EPC Business or in connection therewith including those relating to privileges, powers, facilities of every kind and description of whatsoever nature and the benefits thereto that form part of the Urban Infrastructure Business and the EPC Business;

(d) all contracts, agreements, purchase orders/ service orders, operation and maintenance contracts, memoranda of understanding, memoranda of undertakings, memoranda of agreements, memoranda of agreed points, bids, tenders, tariff policies, expressions of interest, letters of intent, hire and purchase arrangements, power purchase agreements, lease/ license agreements, tenancy rights, agreements/ *panchnamas* for right of way, equipment purchase agreements, agreement with customers, purchase and other agreements with the supplier/ manufacturer of goods/ service providers, other arrangements, undertakings, deeds, bonds, schemes, concession agreements, insurance covers and claims, clearances and other instruments of whatsoever nature and description, whether vested or potential and written, oral or otherwise and all rights, title, interests, claims and benefits thereunder forming part of the Urban Infrastructure Business and the EPC Business;

(e) intellectual property rights, registrations, goodwill, trade names, service marks, copyrights, patents, project designs, marketing authorization, approvals, marketing intangibles, permits, permissions, incentives, privileges, special status, domain names, designs, trade secrets, research and studies, technical knowhow, confidential information and other benefits (in each case including the benefit of any applications made for the same) and all such rights of whatsoever description and nature that form part of the Urban Infrastructure

Business and the EPC Business;

(f) all rights to use and avail telephones, facsimile, email, internet, leased line connections and installations, utilities, electricity and other services, reserves, provisions, funds, benefits of assets or properties or other interests held in trusts, registrations, engagements, arrangements of all kind, privileges and all other rights, easements, liberties and advantages of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and in control of or vested in or granted in favour of or enjoyed by Demerged Company forming part of the Urban Infrastructure Business and the EPC Business and all other interests of whatsoever nature belonging to or in the ownership, power, possession or control of or vested in or granted in favour of or held for the benefit of or enjoyed by Demerged Company and forming part of the Urban Infrastructure Business and the EPC Business;

(g) all books, records, files, papers, engineering and process information, software licenses (whether proprietary or otherwise), computer programmes, drawings, manuals, data, databases including databases for procurement, commercial and management, catalogues, quotations, sales and advertising materials, product registrations, dossiers, product master cards, lists of present and former customers and suppliers including service providers, other customer information, customer credit information, customer/ supplier pricing information, and all other books and records, whether in physical or electronic form that form part of the Urban Infrastructure Business and the EPC Business;

(h) the Demerged Liabilities;

(i) the GIL Transferred Employees; and

(j) all legal or other proceedings of whatsoever nature that form part of the Urban Infrastructure Business and the EPC Business;

It is clarified that GIL and GPUIL (through their respective Boards (or any committee constituted by the Board to deal with the matters in relation to the Scheme)) shall determine jointly whether any asset, liability, employee, legal or other proceedings form part of the Demerged Undertaking or not, on the basis of any evidence that they may deem relevant for this purpose.

6.14. "**Effective Date**" means the last of the dates on which all the conditions and matters referred to in Clause 40 of the Scheme occur or have been fulfilled, obtained or waived, as applicable, in accordance with this Scheme. References in this Scheme to date of 'coming into effect of the Scheme' or 'effectiveness of the Scheme' shall be construed accordingly;

6.15. "**EPC**" shall have the meaning set out in Clause 2.2;

6.16. "**EPC Business**" means the business undertaken by GIL pertaining to the EPC operations outside the group, including construction of Dedicated Freight Corridor Corporation projects and Rail Vikas Nigam Limited ("**RVNL**") projects. Dedicated Freight Corridor is a project undertaken by DFCCIL (a wholly owned public sector undertaking of MoR) and GMR has been awarded a contract to construct a part of the eastern corridor of the project. RVNL's Multi Modal Transport System ("**MMTS**") project involves construction of civil works, track linking, yard arrangements, railway electrification, signalling and telecommunication works in Secundarabad and Hyderabad divisions of South Central Railway, Andhra Pradesh. RVNL's Jhansi - Bhimsen Project, Uttar Pradesh involves various works on the Jhansi to Bhimsen stretch including construction of roadbed, major and minor bridges, track inking, S&T etc,

6.17. "**Encumbrance**" or to "**Encumber**" includes without limitation any options, claim, pre-emptive right, easement, limitation, attachment, restraint, mortgage, charge (whether fixed or floating), pledge, lien, hypothecation, assignment, deed of trust, title retention, security interest or other encumbrance or interest of any kind securing, or conferring any priority of payment in respect of any obligation of any person, including any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Law;

6.18. "**FCCBs**" means the outstanding Foreign Currency Convertible Bonds issued pursuant to the "Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depositary Receipt Mechanism) Scheme, 1993" and other applicable law;

6.19. "**GPIL Employees**" shall have the meaning set out in Clause 15.1;

6.20. "**GIL Funds**" shall have the meaning set out in Clause 24.2;

6.21. "**GIL Transferred Employees**" shall have the meaning set out in Clause 24.1;

6.22. "**Liabilities**" means all debts (whether in Indian Rupees or foreign currency), liabilities (including contingent liabilities, and obligations under any licenses or permits or schemes), loans raised and used, obligations incurred, duties of any kind, nature or description and undertakings of every kind or nature and the liabilities of any description whatsoever whether present or future, and howsoever raised or incurred or utilized along with any charge, encumbrance, lien or security thereon;

6.23. "**Long Stop Date**" shall have the meaning set out in Clause 42.1;

6.24. "**NCLT**" means the National Company Law Tribunal at Mumbai having jurisdiction in relation to the Companies and/ or the National Company Law Appellate Tribunal as constituted and authorized as per the provisions of the Act for approving any scheme of arrangement, compromise or reconstruction of companies under Sections 230 to 232, read with other applicable provisions of the Act and shall include, if applicable, such other forum or authority as may be vested with the powers of a tribunal for the purposes of Sections 230 to 232, read with other applicable provisions of the Act as may be applicable;

6.25. "**Record Date**" means, in connection with the Demerger, the date to be fixed by the respective Board of the Demerged Company and the Resulting Company for the purpose of determining the shareholders of the Demerged Company to whom equity shares of the Resulting Company shall be allotted pursuant to the Demerger under this Scheme;

6.26. "**ROC**" means the Registrar of Companies at Mumbai, Maharashtra;

6.27. "**Retained Business of Demerged Company**" means all the undertakings, investments, businesses, activities and operations of Demerged Company other than those comprised in the Demerged Undertaking;

6.28. "**Scheme**" or "**the Scheme**" or "**this Scheme**" means this composite scheme of amalgamation and arrangement in its present form as submitted to NCLT or this Scheme with such modification(s), if any made, as per Clause 38 of the Scheme;

6.29. "**SEBI**" means the Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992;

6.30. "**SEBI Scheme Circular**" shall have the meaning set out in Clause 40.1;

6.31. "**Section 3(a)(10) Exemption**" shall have the meaning set out in Clause 30.12;

6.32. "**Securities Act**" shall have the meaning set out in Clause 30.12;

6.33. "**Share Entitlement Ratio**" shall have the meaning set out in Clause 30.1;

6.34. "**Stock Exchanges**" means BSE Limited and National Stock Exchange of India Limited; and

6.35. "**Urban Infrastructure Business**" means the business relating to (i) energy, which includes power generation using various fuel types such as, coal, gas, renewable power, power transmission, interests in coal mining projects, power trading etc., and the projects which are at various stages of development and operations; (ii) transportation, which includes road projects which are operating either on annuity or toll collection based revenues; and (iii) Special Investment Regions (SIR) for establishments of industries in the SEZ or in domestic tariff area as is being undertaken by GIL, including through the Amalgamating Undertaking.

7. INTERPRETATION

7.1. All terms and words used but not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof for the time being in force.

7.2. References to clauses, recitals and schedules, unless otherwise provided, are to clauses, recitals and schedules of and to this Scheme.

7.3. The headings herein shall not affect the construction of this Scheme.

7.4. Unless the context otherwise requires, reference to any law or to any provision thereof shall include references to any such law or to any provision thereof as it may, after the date hereof, from time to time, be amended, supplemented or re-enacted, or to any law or any provision which replaces it, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

7.5. The singular shall include the plural and vice versa; and references to one gender include all genders.

7.6. Any phrase introduced by the terms “including”, “include”, “in particular” or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

7.7. References to the term “transfer” shall include any direct or indirect sale, assignment, transfer, gift or transfer by operation of law;

7.8. References to a person include any individual, firm, body corporate (whether incorporated), government, state or agency of a state or any joint venture, association, partnership, works council or employee representatives body (whether or not having separate legal personality).

8. DATE OF TAKING EFFECT AND OPERATIVE DATE

This Scheme shall be effective from the Appointed Date but shall be operative from the Effective Date.

9. SHARE CAPITAL

9.1. **GIL:**

(a) The authorized, issued, subscribed and paid up share capital of GIL as on June 30, 2020 is as under:

Share Capital	Amount (in INR)
Authorized share capital	
1350,00,00,000 equity shares of Rs. 1 each	1350,00,00,000
60,00,000 preference shares of Rs. 1,000 each	600,00,00,000
TOTAL	1950,00,00,000
Issued, subscribed and paid-up share capital	
603,59,45,275 equity shares of Rs. 1 each fully paid up	603,59,45,275
TOTAL	603,59,45,275

(b) The equity shares of GIL are listed on the Stock Exchanges.

(c) As of June 30, 2020, GIL has 2 (two) optionally convertible debentures of face value of Rs. 57,41,97,685 (Rupees Fifty Seven Crores Forty One Lakhs Ninety Seven Thousand Six Hundred and Eighty Five only) each aggregating Rs. 229,67,90,740 (Rupees Two Hundred and Twenty Nine Crores Sixty Seven Lakhs Ninety Thousand Seven Hundred and Forty only) and the conversion of these optionally convertible debentures may result in an increase in the issued and paid-up share capital of GIL.

(d) Similarly, if the FCCBs issued by the Company are converted, it may result in an increase in the issued and paid-up share capital of GIL.

9.2. **GPIL:**

(a) The entire issued and paid-up capital of GPIL is held by GIL, its nominees, GGAL, and GEPML. The authorized, issued, subscribed and paid up share capital of GPIL as on June 30, 2020 is as under:

Share Capital	**Amount (in INR)**
<u>Authorized share capital</u>	
50,00,000 equity shares of Rs. 10 each	5,00,00,000
TOTAL	5,00,00,000
<u>Issued, subscribed and paid-up share capital</u>	
16,99,660 equity shares of Rs. 10 each	1,69,96,600
TOTAL	1,69,96,600

(b) The equity shares of GPIL are currently not listed on any stock exchange.

9.3. **GPUIL**

(a) The entire issued and paid-up capital of GPUIL is held by GIL and its nominee shareholders. The authorized, issued, subscribed and paid up share capital of GPUIL as on June 30, 2020 is as under:

Share Capital	**Amount (in INR)**
<u>Authorized share capital</u>	
5,00,00,000 equity shares of Rs. 10 each	50,00,00,000
TOTAL	50,00,00,000
<u>Issued, subscribed and paid-up share capital</u>	
1,00,000 equity shares of Rs.10 each	10,00,000
TOTAL	10,00,000

(b) The equity shares of GPUIL are currently not listed on any stock exchange.

PART C – AMALGAMATION

10. TRANSFER

Upon the coming into effect of the Scheme and with effect from the Appointed Date, the Amalgamating Undertaking will, pursuant to the provisions of Sections 230 to 232, and other applicable provisions, if any, of the Act, be and stand transferred to and vested in the Amalgamated Company, as a going concern without any further act, instrument, deed, matter or thing so as to become, the undertaking of the Amalgamated Company by virtue of and in the manner provided in the Scheme.

11. TRANSFER OF ASSETS

11.1. Without prejudice to the generality of Clause 10 above, upon the coming into effect of the Scheme, all the estate, assets, investments, properties, rights, claims, title, interest and authorities, including all accretions to and appurtenances comprised in the Amalgamating Company, of whatsoever nature and wheresoever situate, whether or not included in the books of the Amalgamating Company, and all assets and properties, which are acquired by the Amalgamating Company, on or after the Appointed Date but prior to the Effective Date, shall, without any further act or deed, be and stand transferred to and vested in the Amalgamated Company, or be deemed to be transferred to and vested in the Amalgamated Company, as a going concern, so as to become, as and from the Appointed Date (or in case of any estate, assets, etc. acquired on a date after the Appointed Date, with effect from such date), the estate, assets, properties, rights, claims, title, interest and authorities of the Amalgamated Company, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

11.2. Without prejudice to the provisions of Clause 11.1 above, in respect of such of the assets and properties of the Amalgamating Company as are movable in nature or incorporeal property or are otherwise capable of transfer by delivery or possession, payment or by endorsement and/or delivery, the effectiveness of the Scheme shall be deemed to constitute delivery or deemed delivery or constructive delivery, as the case may be, of such property and shall, become the assets and property of the Amalgamated Company with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232, read with other applicable provisions of the Act, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

11.3. All the rights, remedies, claims and rights of action of the Amalgamating Company against third parties shall, pursuant to Sections 230 to 232, read with other applicable provisions of the Act, without any further act or deed, be and deemed to be rights, remedies, claims and rights of action of the Amalgamated Company upon the coming into effect of the Scheme and with effect from the Appointed Date.

11.4. All the consents, certificates, clearances, authorities, licenses, permits, entitlements, quotas, approvals, permissions, registrations, incentives, sales tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or availed of by the Amalgamating Company and all rights and benefits that have accrued or which may accrue to the Amalgamating Company, whether before or after the Appointed Date, income tax benefits and exemptions, all other rights, exemptions and benefits including those acquired by the Amalgamating Company on or after the Appointed Date, shall, under the provisions of Sections 230 to 232, read with other applicable provisions of the Act, if any, without any further act, instrument or deed, cost or charge be and stand transferred to and vest in or be deemed to be transferred to and vested in and be available to the Amalgamated Company, as if the same were originally given or issued to or executed in favour of the Amalgamated Company, so as to become as and from the Appointed Date, consents, certificates, clearances, authorities, licenses, permits, entitlements, quotas, approvals, permissions, registrations, incentives, sales tax deferrals and benefits, subsidies, concessions, grants, rights, claims, leases, tenancy rights, liberties, special status and other benefits or privileges of the Amalgamated Company and shall remain valid, effective and enforceable on the same terms and conditions.

12. TRANSFER OF LIABILITIES

12.1. Upon the coming into effect of this Scheme, Liabilities of the Amalgamating Company, if any, whether or not recorded in its books and records, shall, under Sections 230 to 232, read with other applicable provisions of the Act, without any further act, instrument, deed, matter or thing, be transferred to and vested in and be deemed to have been transferred to and vested in the Amalgamated Company, and the same shall be assumed by the Amalgamated Company to the extent they are outstanding on the Effective Date so as to become as and from the Appointed Date (or in case of any Liability incurred on a date after the Appointed Date, with effect from such date) the Liabilities of the Amalgamated Company on the same terms and conditions as were applicable to the Amalgamating Company and the Amalgamated Company shall meet, discharge and satisfy the same and further it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such Liabilities have arisen in order to give effect to the provisions of this Clause.

12.2. For the avoidance of doubt:

(a) all Liabilities incurred or undertaken by the Amalgamating Company on or after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred or undertaken for and on behalf of the Amalgamated Company and to the extent they are outstanding on the Effective Date, shall, upon the coming into effect of this Scheme and under Sections 230 to 232, read with other applicable provisions of the Act, without any further act, instrument or deed be and stand transferred to and vested in and be deemed to have been transferred to and vested in the Amalgamated Company and shall become the Liabilities of the Amalgamated Company; and

(b) where any such Liability of the Amalgamating Company has been discharged by the Amalgamating Company on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to be for and on account of the Amalgamated Company upon the coming into effect of this Scheme.

12.3. Loans, advances and other obligations (including any guarantees, letters of credit, letters of comfort or any other instrument or arrangement which may give rise to a liability including a contingent liability in whatever form), if any, due on the Effective Date between the Amalgamating Company and the Amalgamated Company shall automatically stand discharged and come to an end and there shall be no liability in that behalf on the Amalgamating Company and the Amalgamated Company and the appropriate effect shall be given in the books of account and records of the Amalgamated Company.

13. CONTRACTS, DEEDS ETC.

13.1. Upon the coming into effect of the Scheme, and subject to the provisions of this Scheme, all contracts including consultant contracts, deeds, bonds, agreements, power supply and/or distribution contracts, schemes, arrangements, powers of attorney and other instruments of whatsoever nature, to which the Amalgamating Company is a party or to the benefit of which the Amalgamating Company may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect on or against or in favour, as the case may be, of the Amalgamated Company and may be enforced as fully and effectually as if, instead of the Amalgamating Company, the Amalgamated Company had been a party or beneficiary or obligee thereto or thereunder.

13.2. Without prejudice to the other provisions of this Scheme and notwithstanding the fact that vesting of the Amalgamating Undertaking occurs by virtue of this Scheme itself, the Amalgamated Company may, at any time after the coming into effect of the Scheme, in accordance with the provisions hereof, if so required under any law or otherwise, take such actions and execute such deeds (including deeds of adherence), confirmations or other writings or arrangements with any party to any contract or arrangement to which either of the Amalgamating Company is a party or any writings as may be necessary in order to give formal effect to the provisions of this Scheme.

14. ENCUMBRANCES

14.1. The transfer and vesting of the assets comprised in the Amalgamating Undertaking to and in the Amalgamated Company upon the coming into effect of the Scheme shall be subject to the Encumbrances, if any, affecting the same as hereinafter provided.

14.2. All Encumbrances, if any, existing prior to the Effective Date over the assets of the Amalgamating Company shall, after the Effective Date, without any further act, instrument or deed, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date. Provided that if any of the assets of the Amalgamating Company have not been Encumbered in respect of the Liabilities, such assets shall remain unencumbered and the existing Encumbrance referred to above shall not be extended to and shall not operate over such assets. Further, such Encumbrances shall not relate or attach to any of the other assets of the Amalgamated Company. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of this Clause.

14.3. The existing Encumbrances over the other assets and properties of the Amalgamated Company or any part thereof which relate to the Liabilities and obligations of the Amalgamated Company prior to the Effective Date shall continue to relate to such assets and properties and shall not extend or attach to any of the assets and properties of the Amalgamating Company transferred to and vested in the Amalgamated Company by virtue of the Scheme.

14.4. Any reference to the Amalgamating Company and its assets and properties in any security documents or arrangements to the Amalgamating Company is a party shall be construed as a reference to the Amalgamated Company and the same assets and properties of the Amalgamating Company shall be transferred to the Amalgamated Company by virtue of the Scheme. Without prejudice to the foregoing provisions, the Amalgamated Company may execute any instruments or documents or do all the acts and deeds as may be considered appropriate, including the filing of necessary particulars and/or modification(s) of charge, with the ROC to give formal effect to the above provisions, if required.

14.5. Upon the coming into effect of the Scheme, the Amalgamated Company shall be liable to perform all obligations in respect of the Liabilities which have been transferred to it in terms of the Scheme.

14.6. Save as herein provided, no other term or condition of the Liabilities transferred to the Amalgamated Company is modified by virtue of the Scheme except to the extent that such amendment is required by necessary implication.

14.7. The provisions of this Clause will operate notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security document; all of which instruments, deeds or writings or the terms of sanction or issue or any security document shall stand modified and/or superseded by the foregoing provisions.

15. EMPLOYEES

15.1. Upon the coming into effect of this Scheme, all employees of GPIL as on the Effective Date (“**GPIL Employees**”) shall become the employees of the Amalgamated Company with effect from the Appointed Date, and, subject to the provisions hereof, on terms and conditions not less favourable than those on which they are engaged by the Amalgamating Company and without any interruption of or break in service as a result of the Amalgamation of the Amalgamating Company with the Amalgamated Company. For the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of such GPIL Employees with the Amalgamating Company shall also be taken into account, and paid (as and when payable) by the Amalgamated Company.

15.2. It is clarified that save as expressly provided for in the Scheme and subject to Clause 15.1, the GPIL Employees who become the employees of the Amalgamated Company by virtue of this Scheme, shall be entitled to such employment policies and shall be entitled to avail of such schemes and benefits, as may be determined by the Amalgamated Company. The

Amalgamated Company undertakes to continue to abide by any agreement/settlement, if any, entered into by the Amalgamating Company with any union/GPIL Employees of the Amalgamating Company.

15.3. If any funds are created or investments are made by the Amalgamating Company in relation to GPIL Employees, those shall be transferred to the Amalgamated Company or the trustees of similar trusts created by the Amalgamated Company and shall be held for the benefit of those GPIL Employees who are eligible for benefits under such funds prior to the Effective Date. In the event, the Amalgamated Company has its own funds in respect of any of the benefits to be provided to employees as referred to above, all amounts standing to the credit of the such funds and investments made shall be transferred to the relevant funds of the Amalgamated Company.

15.4. In relation to any other fund created or existing for the benefit of the GPIL Employees being transferred to the Amalgamated Company, the Amalgamated Company shall stand substituted for the Amalgamating Company, for all purposes whatsoever, including relating to the obligation to make contributions to the said funds in accordance with the provisions of such funds in respect of such GPIL Employees, such that all the rights, duties, powers and obligations of the Amalgamating Company in relation to such funds shall become those of the Amalgamated Company.

16. LEGAL, TAXATION AND OTHER PROCEEDINGS

16.1. Upon the coming into effect of this Scheme, all suits, actions, and other proceedings including legal and taxation proceedings, (including before any statutory or quasi-judicial authority or tribunal), by or against the Amalgamating Company, pending on the Effective Date, shall be continued and/or enforced by or against the Amalgamated Company as effectually and in the same manner and to the same extent as if the same had been instituted against the Amalgamated Company.

16.2. The Amalgamated Company shall have all legal, taxation or other proceedings initiated by or against the Amalgamating Company referred to in Clause 16.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against the Amalgamated Company.

16.3. Without prejudice to the provisions of Clauses 10 to 15, upon effectiveness of the Scheme and with effect from the Appointed Date, all transactions between the Amalgamating Company and the Amalgamated Company, that have not been completed, shall stand cancelled.

17. TAXATION MATTERS

17.1. Upon the Scheme coming into effect, all taxes (including sales tax, excise duty, custom duty, service tax, sales tax, value added tax, goods and services tax etc.), cess duties paid, payable, received or receivable by or on behalf of the Amalgamating Company, including all or any refunds, claims or entitlements (including MAT credit entitlement), credits, MAT credit (if any), taxes paid in advance, and/ or taxes deducted at source, including refunds or claims pending with the revenue authorities, if any, shall, for all purposes, be treated as the taxes/ cess/ duties, liabilities or refunds, tax paid by the Amalgamated Company, and the resulting entitlements for set-off and credits thereof as being of the Amalgamated Company.

17.2. All compliances with respect to taxes or any other applicable laws between the Appointed Date and Effective Date, undertaken by Amalgamating Company, shall, upon the effectiveness of this Scheme, be deemed to have been complied with, by the Amalgamated Company.

17.3. Amalgamating Company and Amalgamated Company are expressly permitted to revise their tax returns including tax deducted at source certificates/ returns, goods and services tax returns or any other statutory returns and to claim refunds, MAT credit (if any), advance tax credits, TDS credits, excise, service tax credits, set off, sales tax, value added tax, goods and services tax etc., as may be required upon the coming into effect of this Scheme.

18. CONDUCT OF BUSINESS ON ACCOUNT OF THE AMALGAMATED COMPANY

18.1. Upon the coming into effect of the Scheme, with effect from the Appointed Date and up to and including the Effective Date:

(a) the Amalgamating Company shall be deemed to have carried on all business and activities and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts and investments for and on account of, and in trust for, the Amalgamated Company;

(b) all profits and income accruing or arising to the Amalgamating Company, and losses and expenditure arising or incurred by it (including taxes, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure, as the case may be, of the Amalgamated Company; and

(c) any of the rights, powers, authorities or privileges exercised by the Amalgamating Company shall be deemed to have been exercised by the Amalgamating Company for and on behalf of, and in trust for and as an agent of the Amalgamated Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by the Amalgamating Company shall be deemed to have been undertaken for and on behalf of and as an agent for the Amalgamated Company.

18.2. Subject to the terms of the Scheme, the transfer and vesting of the Amalgamating Undertaking as per the provisions of the Scheme shall not affect any transactions or proceedings already concluded by the Amalgamating Company on or before the Appointed Date or after the Appointed Date till the Effective Date, to the end and intent that the Amalgamated Company accepts and adopts all acts, deeds and things made, done and executed by the Amalgamating Company as acts, deeds and things made, done and executed by or on behalf of the Amalgamated Company.

19. CONSIDERATION

19.1. As the entire share capital of Amalgamating Company is held by Amalgamated Company (directly and/ or indirectly through subsidiaries and nominees), no consideration shall be payable pursuant to the Amalgamation. Shares held by GIL, its subsidiaries and nominees in Amalgamating Company shall stand cancelled without any further act, application or deed.

20. ACCOUNTING TREATMENT IN THE BOOKS OF THE AMALGAMATED COMPANY

20.1. On the Scheme becoming effective, the Amalgamated Company shall account for Amalgamation in accordance with "Pooling of interest method" laid down by Appendix C of Ind AS 103 (Business combinations of entities under common control) notified under the provisions of the Act.

20.2. The Amalgamated Company shall record all the assets, liabilities and reserves of the Amalgamating Company, vested in the Amalgamated Company pursuant to the Scheme, at their existing carrying amounts.

20.3. The carrying amount of investments in the equity shares of Amalgamating Company as appearing in the books of the Amalgamated Company, shall stand cancelled.

20.4. If and to the extent there are inter corporate loans, deposits or balances as between the Amalgamated Company and the Amalgamating Company, the obligations in respect thereof, shall stand cancelled and there shall be no obligation/rights in that behalf.

20.5. In case of any difference in accounting policies between the Amalgamated Company and the Amalgamating Company, the accounting policies followed by the Amalgamated Company will prevail and the impact of the difference will be quantified and adjusted to the reserves of GIL to ensure that the financial statements of the Amalgamated Company reflect the financial position on the basis of consistent accounting policies.

20.6. All the cost and expenses incurred in connection with the Scheme and to put it into operation and any other expenses or charges attributable to the implementation of Scheme shall be debited to the statement of profit and loss of the Amalgamated Company

20.7. The financial information in the financial statements in respect of prior periods shall be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.

20.8. The identity of the reserves, including retained earnings, shall be preserved and shall appear in the financial statements of the Amalgamated Company in the same form in which they appeared in the financial statements of the Amalgamating Company.

20.9. The difference between the value of assets over the value of liabilities and reserves of the Amalgamating Company transferred to the Amalgamated Company pursuant to the Scheme, after adjusting any differences arising on the cancellation of investment in equity share capital of the Amalgamating Company as per Clause [19.1] and inter-company balances as per Clause [12.3] above, will be transferred to the capital reserve of the Amalgamated Company and presented separately from other Capital Reserve in the books of GIL with disclosure of its nature and purpose in the notes to the financial statements of GIL.

21. DISSOLUTION OF AMALGAMATING COMPANY

21.1. Upon the Scheme becoming effective, the Amalgamating Company shall stand dissolved without being wound up without any further act or deed.

PART D – DEMERGER

22. TRANSFER OF ASSETS

22.1. Upon the coming into effect of this Scheme and with effect from the Appointed Date, the Demerged Undertaking shall, subject to the provisions of this Clause in relation to the mode of transfer and vesting and pursuant to the provisions of Sections 230 to 232 and other applicable provisions, if any, of the Act and without any further act or deed, be demerged from the Demerged Company and be transferred to and vested in and be deemed to have been demerged from the Demerged Company and transferred to and vested in the Resulting Company as a going concern so as to become, as and from the Appointed Date, the estate, assets, rights, claims, title, interest and authorities of the Resulting Company, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/ or financial institutions.

22.2. Upon the Scheme becoming effective, with effect from the Appointed Date, in respect of such of the assets of the Demerged Undertaking as are movable in nature and/ or otherwise capable of transfer by manual or constructive delivery and/ or by endorsement and delivery, the same shall stand transferred by Demerged Company to Resulting Company pursuant to the provisions of Section 232 of the Act without requiring any deed or instrument of conveyance for transfer of the same, and shall become the property of Resulting Company as an integral part of the Demerged Undertaking subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/ or financial institutions.

22.3. Without prejudice to the generality of Clause 22.2 and in respect of movable assets other than those dealt with in Clause 22.2 above, including but not limited to sundry debts, actionable claims, earnest monies, receivables, bills, credits, loans, advances and deposits with any Appropriate Authorities or any other bodies and/ or customers or any other person, if any, forming part of the Demerged Undertaking, whether recoverable in cash or in kind or for value to be received, bank balances, etc., the same shall stand transferred to and vested in Resulting Company without any notice or other intimation to any person in pursuance of the provisions of Sections 230 to 232 read with other applicable provisions of the Act to the end and intent that the right of Demerged Company to recover or realize the same stands transferred to Resulting Company, and that appropriate entries should be passed in their respective books to record the aforesaid change, without any notice or other intimation to such debtors, depositors or persons as the case may be. Resulting Company may, at its sole discretion but without being obliged, give notice in such form as it may deem fit and proper, to such person, as the case may be, that the said debt, receivable, bill, credit, loan, advance or deposit stands transferred to and vested in Resulting Company and be paid or made good or held on account of the Resulting Company as the person entitled thereto.

22.4. Without prejudice to the generality of the foregoing, all assets, estate, rights, title, interest and authorities held by the Demerged Company on the Appointed Date in relation to the Demerged Undertaking, not otherwise specified in Clauses 22.1, 22.2 and 22.3 above, shall also, without any further act, instrument or deed, stand transferred to and vested in and/ or be deemed to be transferred to and vested in the Resulting Company upon the coming into effect of this Scheme pursuant to the provisions of Sections 230 to 232 of the Act.

22.5. Without prejudice to the generality of the foregoing, upon the coming into effect of this Scheme, all the rights, title, interest and claims of Demerged Company in any immovable properties including any leasehold/ leave and licence/ right of way properties of Demerged Company forming part of the Demerged Undertaking, shall, pursuant to Sections 230 to 232 of the Act, without any further act or deed, be transferred to and vested in or be deemed to have been transferred to or vested in Resulting Company on the same terms and conditions. The immovable property forming part of the Demerged Undertaking shall stand transferred to Resulting Company either under the Scheme or by way of a separate conveyance or agreement without payment of consideration.

22.6. All assets, estate, rights, title, interest and authorities acquired by the Demerged Company after the Appointed Date and prior to the Effective Date forming part of the Demerged Undertaking shall also stand transferred to and vested or be deemed to have been transferred to or vested in Resulting Company upon the coming into effect of this Scheme without any further act, instrument or deed.

22.7. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is expressly clarified that upon the coming into effect of this Scheme and with effect from the Appointed Date, all permits, licenses, permissions, right of way, approvals, clearances, consents, benefits, tax incentives/ concessions, registrations, entitlements, credits, certificates, awards, sanctions, allotments, quotas, no objection certificates, exemptions, concessions, issued to or granted to or executed in favour of Demerged Company, and the rights and benefits under the same, in so far as they relate to the Demerged Undertaking and all intellectual property and rights thereto of Demerged Company, whether registered or unregistered, along with all rights of commercial nature including attached goodwill, title, interest, quality certifications and approvals, trademarks, trade names, service marks, copy rights, domain names, designs, trade secrets, research and studies, technical knowhow and all such other industrial or intellectual rights of whatsoever nature and all other interests relating to the goods or services forming part of the Demerged Undertaking and the benefit of all statutory and regulatory permissions, environmental approvals and consents, registration or other licenses, and consents acquired by Demerged Company forming part of the Demerged Undertaking shall be transferred to and vested in or deemed to have transferred to or vested in Resulting Company and the concerned licensors and grantors of such approvals, clearances, permissions, etc., shall endorse, where necessary, and record, in accordance with law, Resulting Company on such approvals, clearances, permissions so as to empower and facilitate the approval and vesting of the Demerged Undertaking in Resulting Company and continuation of operations forming part of Demerged Undertaking in Resulting Company without hindrance and that such approvals, clearances and permissions shall remain in full force and effect in favour of or against Resulting Company, as the case may be, and may be enforced as fully and effectually as if, instead of Demerged Company, Resulting Company had been a party or beneficiary or obligee thereto.

22.8. In so far as various incentives, subsidies, exemptions, all indirect tax related benefits, including service tax benefits, income tax holiday/ benefit/ losses and other benefits or exemptions or privileges enjoyed, granted by any Appropriate Authority or by any other person, or availed of by Demerged Company are concerned, the same shall, without any further act or deed, in so far as they relate to the Demerged Undertaking, vest with and be available to Resulting Company on the same terms and conditions as if the same had been allotted and/ or granted and/ or sanctioned and/ or allowed to Resulting Company.

23. TRANSFER OF LIABILITIES

23.1. Upon coming into effect of this Scheme and with effect from the Appointed Date, all debts, duties, obligations, and Liabilities (including contingent liabilities) of Demerged Company forming part of the Demerged Undertaking ("**Demerged Liabilities**") shall without any further act, instrument or deed be and stand transferred to Resulting Company to the extent that they are outstanding as on the Effective Date and shall thereupon become the debts, duties, obligations, and liabilities of Resulting Company which it undertakes to meet, discharge and satisfy to the exclusion of Demerged Company such that Demerged Company shall in no event be responsible or liable in relation to any such Demerged Liabilities. Resulting Company shall keep Demerged Company indemnified at all times from and against all such debts, duties, obligations and liabilities and from and against all actions, demands and proceedings in respect thereto. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, obligations, duties and liabilities have arisen in order to give effect to the provisions of this Clause. The term 'Demerged Liabilities' shall mean:

(a) the liabilities which arise out of the activities or operations of the Demerged Undertaking;

(b) the specific loans or borrowings (including debentures, if any, raised, incurred and/ or utilized solely or any portion of such for the activities or operations of the Demerged Undertaking); and

(c) in cases other than those referred to in Clause 23.1(a) or Clause 23.1(b) above, so much of the amounts of general or multipurpose borrowings, if any, of Demerged Company, as stand in the same proportion which the value of the assets transferred pursuant to the Demerger bears to the total value of the assets of Demerged Company immediately prior to the Appointed Date.

23.2. In so far as loans and borrowings of Demerged Company are concerned, the loans and borrowings and such amounts pertaining to the general and multipurpose loans, and liabilities, if any, which are to be transferred to Resulting Company in terms of Clause 23.1 hereof, shall, without any further act or deed, become loans and borrowings of Resulting Company, and all rights, powers, duties and obligations in relation thereto shall stand transferred to and vested in and shall be exercised by or against Resulting Company as if it had entered into such loans and incurred such borrowings. Thus, the primary obligation to redeem or repay such liabilities shall be that of Resulting Company.

23.3. Upon the coming into effect of the Scheme and without prejudice to the aforesaid, all debt securities, bonds, debentures, notes and other instruments of like nature (whether convertible into equity shares or not) issued by the Demerged Company in relation to the Demerged Undertaking, or relatable to the Demerged Company in accordance with Section 2(19AA) of the Income Tax Act, 1961, including, without limitation, the outstanding FCCBs, non-convertible debentures and optionally convertible debentures ("**Debt Securities**") to the extent attributable to the Demerged Undertaking under Section 2(19AA) of the Income Tax Act, 1961 shall, pursuant to the provisions of Sections 230 to 232 and other relevant provisions of the Act, without any further act, instrument or deed, become the debt securities of the Resulting Company on the same terms and conditions, except to the extent modified under the provisions of this Scheme and all rights, powers, duties and obligations in relation thereto shall be and stand transferred to and vested in or be deemed to have been transferred to and vested in and shall be exercised by or against the Resulting Company as if it was the issuer of the Debt Securities so transferred.

23.4. Subject to the requirements, if any, imposed or concessions, if any, granted by the Stock Exchanges, and other terms and conditions agreed with the Stock Exchanges, the non-convertible debentures which stand transferred to the Resulting Company shall be listed and/ or admitted to trading on the Wholesale Debt Market segment of National Stock Exchange of India Limited, where the non-convertible debentures are currently listed and/ or admitted to trading, on the same terms and conditions, unless otherwise modified in accordance with applicable law.

23.5. Where any of the liabilities and obligations of Demerged Company as on the Appointed Date deemed to be transferred to Resulting Company, have been partially or fully discharged by Demerged Company after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of Resulting Company and all liabilities and obligations incurred by Demerged Company for the operations of the Demerged Undertaking after the Appointed Date and prior to the Effective Date shall be deemed to have been incurred for and on behalf of Resulting Company and to the extent they are outstanding on the Effective Date, shall also without any further act or deed be and stand transferred to Resulting Company and shall become the liabilities and obligations of Resulting Company.

23.6. In so far as the existing Encumbrances in respect of the Demerged Liabilities are concerned, such Encumbrances shall, without any further act, instrument or deed be modified and shall be extended to and shall operate only over the assets comprised in the Demerged Undertaking which have been Encumbered in respect of the Demerged Liabilities as transferred to Resulting Company pursuant to this Scheme. Provided that if any of the assets comprised in the Demerged Undertaking which are being transferred to the Resulting Company pursuant to this Scheme have not been Encumbered in respect of the Demerged Liabilities, such assets shall remain unencumbered and the existing Encumbrances referred to above shall not be extended to and shall not operate over such assets. The absence of any formal amendment which may be required by a lender or trustee or third party shall not affect the operation of the above.

23.7. Subject to the other provisions of this Scheme, in so far as the assets forming part of the Demerged Undertaking are concerned, the Encumbrances, over such assets, to the extent they relate to any loans or borrowings or debentures or other debt or debt securities of Demerged Company pertaining to the Retained Business of Demerged Company shall, as and from the Effective Date, without any further act, instrument or deed be released and discharged from the same and shall no longer be available as Encumbrances in relation to those liabilities of Demerged Company pertaining to the Retained Business of Demerged Company which are not transferred to Resulting Company pursuant to the Scheme (and which shall continue with Demerged Company).

23.8. In so far as the assets of the Retained Business of Demerged Company are concerned, the Encumbrances over such assets, to the extent they relate to any loans or borrowings forming part of the Demerged Undertaking shall, without any further act, instrument or deed be released and discharged from such Encumbrances. The absence of any formal amendment which may be required by a bank and/ or financial institution or trustee or third party in order to effect such release shall not affect the operation of this Clause.

23.9. In so far as the existing Encumbrances in respect of the loans and other liabilities relating to the Retained Business of Demerged Company are concerned, such Encumbrances shall, without any further act, instrument or deed be continued with Demerged Company only on the assets relating to the Retained Business of Demerged Company and the assets of the Demerged Undertaking shall stand released therefrom.

23.10. Notwithstanding anything contained in Clauses 23.7, 23.8 and 23.9 hereinabove, the respective Boards of the Demerged Company and the Resulting Company may mutually agree to retain Encumbrances on the assets of the Demerged Undertaking which do not pertain to the Demerged Liabilities or retain Encumbrances on the assets of the Retained Business, which pertain to the Demerged Liabilities and the Boards of the Resulting Company and the Demerged Company shall take such actions and execute such further documents as may be necessary or desirable for the purpose of giving effect to the provisions of this Clause. Upon the coming into effect of the Scheme, the resolutions, if any, of the Demerged Company, relating to any powers to borrow, make investments, give loans, give guarantees, etc. approved under the provisions of the Act or any other applicable statutory provisions, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Resulting Company and the amounts under such resolutions shall be added to the amounts under like resolutions passed by the Resulting Company or shall become the amounts available to the Resulting Company as if the resolutions were passed by the Resulting Company. The same shall be effected as an integral part of the Scheme and the consent of the shareholders of the Demerged Company and the Resulting Company to the Scheme shall be deemed to be their consent in relation to all matters set out in this Clause and no further approval of the shareholders of the Demerged Company or the Resulting Company would be required in this connection under any Applicable Law.

23.11. Without any prejudice to the provisions of the foregoing Clauses, Demerged Company and Resulting Company shall enter into and execute such other deeds, instruments, documents and/ or writings and/ or do all acts and deeds as may be required, including the filing of necessary particulars and/ or modification(s) of charge, with the ROC to give formal effect to the provisions of this Clause and foregoing Clauses, if required.

23.12. Upon the coming into effect of this Scheme and with effect from the Appointed Date, Demerged Company alone shall be liable to perform all obligations in respect of all debts, liabilities, duties and obligations pertaining to the Retained Business of Demerged Company and Resulting Company shall not have any obligations in respect of the debts, liabilities, duties and obligations of the Retained Business of Demerged Company. Further, upon the coming into effect of this Scheme and with effect from the Appointed Date, Resulting Company alone shall be liable to perform all obligations in respect of Demerged Liabilities, which have been transferred to it in terms of this Scheme, and Demerged Company shall not have any obligations in respect of such Demerged Liabilities.

23.13. The foregoing provisions shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing or the terms of sanction or issue or any security documents, all of which instruments, deeds or writings shall be deemed to have been modified and/ or superseded by the foregoing provisions.

23.14. It is expressly provided that, save as mentioned in this Scheme, no other term or condition of the Demerged Liabilities transferred to the Resulting Company as part of the Scheme is modified by virtue of this Scheme except to the extent that such amendment is required by necessary implication.

23.15. All cheque and other negotiable instruments, pay orders, electronic fund transfers (like NEFT, RTGS, etc.) received or presented for encashment which are in the name of Demerged Company after the Effective Date, in so far as the same forms part of the Demerged Undertaking, shall be deemed to have been in the name of Resulting Company and credited to the account of Resulting Company, if presented by Resulting Company or received through electronic transfers and shall be accepted by the relevant bankers and credited to the accounts of the Resulting Company. Similarly, the banker of Resulting Company shall honour all cheque/ electronic fund transfer instructions issued by Demerged Company (in relation to the Demerged Undertaking) for payment after the Effective Date. If required, the bankers of Demerged Company and/ or Resulting Company shall allow maintaining and operating of the bank accounts (including banking transactions carried out electronically) in the name of Demerged Company by Resulting Company in relation to the Demerged Undertaking for such time as may be determined to be necessary by Resulting Company for presentation and deposit of cheque, pay order and electronic transfers that have been issued/ made in the name of Demerged Company.

24. EMPLOYEES

24.1. On the Scheme becoming effective, all employees of Demerged Company engaged in the Demerged Undertaking in service on the Effective Date ("**GIL Transferred Employees**") shall be deemed to have become employees of Resulting Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with Resulting Company shall not be less favourable than those applicable to them with reference to their employment in Demerged Company on the Effective Date.

24.2. It is expressly provided that, on the Scheme becoming effective, insofar as the provident fund, gratuity fund, superannuation fund or any other special fund or trusts, if any, created or existing for the benefit of the staff and employees of Demerged Company (including GIL Transferred Employees) are concerned (collectively referred to as the "**GIL Funds**"), such proportion of the investments made in the funds and liabilities which are referable to the GIL Transferred Employees shall be transferred to the similar funds created by Resulting Company and shall be held for their benefit pursuant to this Scheme, or at the sole discretion of Resulting Company, maintained as separate funds by Resulting Company. In the event that Resulting Company does not have its own funds in respect of any of the above, Resulting Company may, subject to necessary approvals and permissions, continue to contribute to the relevant GIL Funds or discharge such liabilities of Demerged Company, until such time that Resulting Company creates its own funds, at which time the funds and the investments and contributions pertaining to the GIL Transferred Employees shall be transferred to the funds created by Resulting Company.

24.3. Further to the transfer of GIL Funds as set out in Clause 24.2 above, for all purposes whatsoever in relation to the administration or operation of such fund or funds or in relation to the obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, all rights, duties, powers and obligations of Demerged Company in relation to Demerged Undertaking as on the Effective Date in relation to such fund or funds shall become those of Resulting Company. It is clarified that the services of the GIL Transferred Employees of Demerged Company forming part of the Demerged Undertaking will be treated as having been continuous for the purpose of the said GIL Funds.

24.4. In relation to any other fund (including any funds set up by the government for employee benefits) created or existing for the benefit of the GIL Transferred Employees, Resulting Company shall stand substituted for Demerged Company, for all purposes whatsoever, including relating to the obligation to make contributions to the said funds in accordance with the provisions of such scheme, funds, bye laws, etc. in respect of such GIL Transferred Employees.

24.5. In so far as the existing benefits or funds created by Demerged Company for the employees of the Retained Business of Demerged Company are concerned, the same shall continue and Demerged Company shall continue to contribute to such benefits or funds in accordance with the provisions thereof, and such benefits or funds, if any, shall be held *inter alia* for the benefit of the employees of the Retained Business of Demerged Company and Resulting Company shall have no liability in respect thereof.

25. LEGAL PROCEEDINGS

25.1. Upon the coming into effect of this Scheme, if any suit, appeal, legal, taxation or other proceeding of whatever nature, whether criminal or civil (including before any statutory or quasi-judicial authority or tribunal), under any statute, by or against Demerged Company in relation to Demerged Undertaking whether pending on the Appointed Date or which may be instituted any time thereafter, the same shall not abate or be discontinued or in any way be prejudicially affected by reason of or by anything contained in this Scheme, but the said suit, appeal or other legal proceedings may be continued, prosecuted and enforced by or against Resulting Company, as the case may be, after the Effective Date, in the same manner and to the same extent as it would or might have been continued, prosecuted and enforced by or against Demerged Company in relation to Demerged Undertaking as if this Scheme had not been made.

25.2. In case of any litigation, suits, recovery proceedings which are to be initiated or may be initiated against Demerged Company in relation to Demerged Undertaking, Resulting Company shall be made party thereto and shall prosecute or defend such proceedings in co-operation with Demerged Company and any payment and expenses made thereto shall be the liability of Resulting Company.

25.3. Resulting Company undertakes to have all legal or other proceedings initiated by or against Demerged Company referred to in Clause 25.1 above transferred to its name as soon as is reasonably possible after the Effective Date and to have the same continued, prosecuted and enforced by or against Resulting Company to the exclusion of Demerged Company. Both companies shall make relevant applications in that behalf.

26. CONTRACTS, DEEDS, ETC.

26.1. Upon coming into effect of this Scheme and subject to the other provisions of this Scheme, all contracts, deeds, bonds, schemes, insurance, letters of intent, undertakings, arrangements, policies, agreements and other instruments, if any, of whatsoever nature forming part of the Demerged Undertaking to which Demerged Company is a party or to the benefit of which Demerged Company is eligible and which is subsisting or having effect on the Effective Date, shall without any further act or deed, continue in full force and effect against or in favour of Resulting Company and may be enforced by or against Resulting Company as fully and effectually as if, instead of Demerged Company, Resulting Company had been a party thereto. It shall not be necessary to obtain the consent of any third party or other person who is a party to any such contracts, deeds, bonds, agreements, schemes, arrangements and other instruments to give effect to the provisions of this Clause.

26.2. Resulting Company may at its sole discretion enter into and/ or issue and/ or execute deeds, writings or confirmations or enter into any tripartite arrangements, confirmations or novations, to which Demerged Company will, if necessary, also be party in order to give formal effect to the provisions of this Scheme. Resulting Company shall be deemed to be authorised to execute any such deeds, writings or confirmations on behalf of Demerged Company for the Demerged Undertaking and to implement or carry out all formalities required to give effect to the provisions of this Scheme.

26.3. For the avoidance of doubt and without prejudice to the generality of the foregoing, it is clarified that upon the coming into effect of this Scheme, all consents, permissions, licenses, certificates, clearances, authorities, powers of attorney given by, issued to or executed in favour of Demerged Company in relation to the Demerged Undertaking, including by any Appropriate Authority, including the benefits of any applications made for any of the foregoing, shall stand transferred to Resulting Company as if the same were originally given by, issued to or executed in favour of Resulting Company, and the Resulting Company shall be bound by the terms thereof, the obligations and duties thereunder, and the rights and benefits under the same shall be available to Resulting Company. Resulting Company shall make necessary applications/ file relevant forms to any Appropriate Authority as may be necessary in this behalf.

26.4. Without prejudice to the aforesaid, it is clarified that if any assets (estate, claims, rights, title, interest in or authorities relating to such assets) or any contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in relation to the Demerged Undertaking which Demerged Company owns or to which the Demerged Company is a party to, cannot be transferred to Resulting Company for any reason whatsoever, Demerged Company shall hold such asset or contract, deeds, bonds, agreements, schemes, arrangements or other instruments of whatsoever nature in trust for the benefit of Resulting Company, insofar as it is permissible so to do, till such time as the transfer is effected.

27. SAVING OF CONCLUDED TRANSACTIONS

27.1. Subject to the terms of the Scheme, the transfer of the Demerged Undertaking into Resulting Company in terms of this Part D and the continuance of legal proceedings by or against Resulting Company under Clause 25 above shall not affect any transaction or proceedings already concluded by Demerged Company for the Demerged Undertaking until the Effective Date, to the end and intent that Resulting Company accept and adopts all acts, deeds and things done and executed by Demerged Company for the Demerged Undertaking in respect thereto as acts, deeds and things made, done and executed by or on behalf of Resulting Company.

28. TAXES/ DUTIES/ CESS ETC.

28.1. With effect from the Appointed Date, all taxes (including sales tax, excise duty, custom duty, service tax, sales tax, value added tax, goods and services tax etc.), duties, cess received/ receivable/ paid/ payable by Demerged Company relating to the Demerged Undertaking, including all or any refunds/MAT credit entitlement/ input credit/ claims/ tax losses/ unabsorbed depreciation relating thereto shall be treated as the asset/ liability or refunds/ MAT credit entitlement/input credit/ claims/ tax losses/ unabsorbed depreciation, as the case may be, of Resulting Company.

28.2. Any benefits under incentive schemes and policies relating to the Demerged Undertaking shall be transferred to and vested in GPUIL.

28.3. Demerged Company and Resulting Company are expressly permitted to revise their tax returns including tax deducted at source certificates/ returns, goods and services tax returns or any other statutory returns and to claim refunds, advance tax credits, TDS credits, excise, service tax credits, set off, sales tax, value added tax, goods and services tax, etc., on the basis of the accounts of the Demerged Undertaking as vested with Resulting Company upon the coming into effect of this Scheme.

Impact under Clause 31 to the statement of profit and loss of GIL shall be ignored for the purposes of calculation of book profit under Section 115JB of the Income Tax Act, 1961.

29. CANCELLATION

Upon the Scheme coming into effect, all equity shares of the Resulting Company held by the Demerged Company (directly and/ or through nominees) shall stand cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment made in cash or in kind whatsoever by the Resulting Company to the Demerged Company in lieu of such shares of the Resulting Company. For avoidance of doubt, it is clarified that the reduction in the share capital of the Resulting Company, pursuant to such cancellation shall be effected as an integral part of this Scheme and Section 66 of the Act shall not apply to the Resulting Company to effectuate such reduction of capital.

30. CONSIDERATION FOR DEMERGER

30.1. Upon this Scheme becoming effective and in consideration of vesting of the Demerged Undertaking of Demerged Company in Resulting Company in terms of this Scheme, Resulting Company shall, without any further application, act or deed, issue and allot equity shares, credited as fully paid-up, to the members of Demerged Company, holding fully paid up equity shares in Demerged Company and whose names appear in the register of members of Demerged Company on the Record Date or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as on the Record Date in the following manner:

*"1 (one) fully paid up equity share of Rs. 5 (Rupees Five only) each of GPUIL shall be issued and allotted for every 10 (ten) fully paid up equity shares of Re. 1 (Rupee One only) each held in GIL ("**Share Entitlement Ratio**")".*

30.2. The equity shares to be issued by the Resulting Company shall be issued in dematerialized form to those shareholders who hold shares of the Demerged Company in dematerialized form, into the account in which shares of the Demerged Company are held or such other account as is intimated in writing by the shareholders to the Demerged Company and/ or its registrar provided such intimation has been received by the Demerged Company and/or its registrar at least 7 (seven) days before the Record Date. All those shareholders who hold shares of the Demerged Companies in physical form shall also receive the equity shares to be issued by Resulting Company, in dematerialized form provided the details of their account with the depository participant are intimated in writing to the Demerged Company and/ or its registrar provided such intimation has been received by the Demerged Company and/or its registrar at least 7 (seven) days before the Record Date. If no such intimation is received from any shareholder who holds shares of the Demerged Company in physical form 7 (seven) days before the Record Date, or if the details furnished by any shareholder do not permit electronic credit of the shares of the Resulting Company, then the Resulting Company may allot physical shares or shares in such other form, to such shareholder as may be permitted under the Applicable Law.

30.3. In the event of any increase in the issued, subscribed or paid up share capital of the Demerged Company or the Resulting Company, issuance of any instruments convertible into equity shares or restructuring of their respective equity share capital including by way of consolidation, share split, issue of bonus shares, qualified institutional placement or other similar action, as per applicable laws, that occurs after the date of approval of the Scheme by the respective Boards and before issuance of shares to the shareholders of the Demerged Company pursuant to Clause 31.1 below, the Share Entitlement Ratio will be appropriately adjusted to take into account the effect of such issuance or corporate actions and assuming conversion of any such issued instruments convertible into equity shares. Notwithstanding anything contained in Clause 38.1, any modifications/ amendments or additions/deletions to the Scheme as may be required to give effect to this Clause, shall be made with the approval of the respective Boards of each of GIL and GPUIL. The aforesaid powers of GIL and GPUIL to give effect to the modification/ amendments to the Scheme may be exercised subject to the approval of NCLT or any other Appropriate Authorities as may be required under Applicable Law.

30.4. The equity shares to be issued and allotted by Resulting Company to the equity shareholders of Demerged Company shall be subject to the Scheme, the memorandum and articles of association of Resulting Company and applicable laws and shall rank *pari passu* in all respects with the then existing equity shares of Resulting Company.

30.5. Fractional entitlements, if any, by Resulting Company to the equity shareholders of Demerged Company at the time of issue and allotment of equity shares under Clause 30.1 above shall be consolidated and shall be dealt with as mentioned in Clause 30.6 below.

30.6. After giving effect to Clause 30.2 above, at the time of issue and allotment of equity shares, the Board of Resulting Company shall consolidate all fractional entitlements, and allot equity shares in lieu thereof to a corporate trustee or such other authorized representative(s) as the Board of Resulting Company shall appoint in this behalf, who shall hold the equity shares issued in Resulting Company, in trust on behalf of the equity shareholders entitled to fractional entitlements with the express understanding that such corporate trustee or other authorized representative(s) shall sell the same in the market at such time or times and at such price or prices and to such person or persons, as it/he/they may deem fit, and pay to Resulting Company, the net sale proceeds thereof, whereupon Resulting Company shall distribute such net sale proceeds (after deduction of applicable taxes, if any), to the equity shareholders in proportion to their respective fractional entitlements. The Board of Resulting Company, if it deems necessary, in the interests of allottees, approve such other method in this behalf as it may, in its absolute discretion, deem fit.

30.7. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of Demerged Company, the Board of Demerged Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date, in order to remove any difficulties arising to the transferor or transferee of equity shares in Demerged Company, after the effectiveness of this Scheme. The Board of the Demerged Company shall be empowered to remove such difficulties as may arise in the course of implementation of this Scheme and registration of new shareholders in Demerged Company on account of difficulties faced in the transaction period.

30.8. Without prejudice to the generality of Clause 30.1 above, the Board of the Resulting Company shall, if and to the extent required, apply for and obtain any approvals from concerned Appropriate Authority and undertake necessary compliance for the issue and allotment of equity shares to the members of Demerged Company pursuant to Clause 30.1 of the Scheme.

30.9. The equity shares to be issued by Resulting Company, pursuant to Clause 30.1 above, in respect of any equity shares of Demerged Company which are held in abeyance under the provisions of Section 126 of the Act or otherwise shall, pending allotment or settlement of dispute by order of NCLT or otherwise, be held in abeyance by Resulting Company.

30.10. Approval of this Scheme by the equity shareholders of Resulting Company shall be deemed to be the due compliance of the provisions of Section 13, Section 14, Section 42, Section 62 and other relevant and applicable provisions of the Act and rules made thereunder for the issue and allotment of the equity shares by Resulting Company to the equity shareholders of Demerged Company as on the Record Date, as provided in this Scheme.

30.11. The equity shares to be issued by Resulting Company to the members of Demerged Company pursuant to Clause 30.1 of this Scheme will be listed and/ or admitted to trading on the Stock Exchanges on which shares of Demerged Company are listed on the Effective Date. The Resulting Company shall enter into such arrangements and give such confirmations and/ or undertakings as may be necessary in accordance with the applicable laws or regulations for Resulting Company to comply with the formalities and requirements of the said Stock Exchanges. The equity shares of Resulting Company allotted pursuant to the Scheme shall remain frozen in the depositories system till listing and trading permission is given by the designated Stock Exchange. There shall be no change in the shareholding pattern or control in Resulting Company between the Record Date in terms of the Scheme and the listing which may affect the status of approvals received from the Stock Exchange.

30.12. The equity shares of the Resulting Company to be issued pursuant to or as a result of this Scheme have not been, and will not be registered under the United States Securities Act of 1933, as amended (the "**Securities Act**") in reliance upon the exemption from the registration requirements of the Securities Act provided by Section 3(a)(10) of the Securities Act (the "**Section 3(a)(10) Exemption**"). The sanction of the NCLT to this Scheme will be relied upon by the Resulting Company for the purpose of qualifying the issuance and distribution of its equity shares pursuant to or as a result of this Scheme and the Section 3(a)(10) Exemption. For purposes of ensuring that the Scheme complies with the requirements of Section 3(a)(10) Exemption, the Demerged Company and the Resulting Company undertake that:

(a) the shareholders of the Demerged Company, as against their equity shares in the Demerged Company and the Demerger, shall receive the equity shares of the Resulting Company and shall not receive cash or other consideration; and

(b) the Scheme shall become effective only after it has received sanction of the NCLT following the hearings by the NCLT.

31. ACCOUNTING TREATMENT

In the books of the Demerged Company

31.1. In accordance with the applicable accounting standards, the Act and generally accepted accounting principles in India, the Demerged Company shall provide the following accounting treatment in its books of account:

31.2. On the Scheme becoming effective, all the assets and liabilities pertaining to Demerged Undertaking (difference between the assets and liabilities hereinafter referred to as "Net assets"), shall cease to be the assets and liabilities of the Demerged Company and be transferred to the Resulting Company at the carrying value in accordance with the Scheme. Accordingly, such Net assets would be de-recognized in the books of the Demerged Company with effect from the Effective Date.

(a) The Demerged Company shall adjust the difference between the carrying value of assets and liabilities to its reserves in the following order:

(i) adjustments shall be first made to de-recognize specific reserve balances pertaining to the Demerged Undertaking, to the extent identifiable;

(ii) after taking effect of (a) above, in case of:

(A) unadjusted debits, adjustments shall be made as follows:

1) to securities premium account, to the extent of balance therein; and then

2) to retained earnings.

(B) unadjusted credits, adjustments shall be recognized as capital reserve account.

(b) The adjustment/utilization of the securities premium, if any, as stated in the Clause 31.1(b)(i)(1) above and reduction thereof will be effected as a part of the Scheme, in accordance with Section 52 of the Act and the sanction order to this Scheme by the NCLT shall be deemed to be also the order under the applicable provisions of the Act, for confirming the utilization /reduction of securities premium account. The reduction in the securities premium account of the Demerged Company, shall be effected as an integral part of the Scheme, without any further act, instrument or deed on the part of the Demerged Company or its shareholders and without any approval or acknowledgement of any third party, and provisions of Section 66 of the Act shall not be required to be followed for such reduction. It is expressly clarified that the consent of the shareholders and the creditors of the Demerged Company to the Scheme shall be deemed to be sufficient for the purpose of effecting the above reduction of the securities premium account of the Demerged Company.

(c) All costs and expenses incurred in connection with the Scheme and to put it into operation and any other expenses or charges attributable to the implementation of the Scheme shall be debited to the statement of profit and loss of the Demerged Company;

(d) Notwithstanding the above, the Board of the Demerged Company is authorised to account any of the balances for any amendments/ clarifications to the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015, and in accordance with the other generally accepted accounting principles in India.

In the books of the Resulting Company

31.3. In accordance with the applicable accounting standards, the Act and generally accepted accounting principles in India, the Resulting Company shall provide the following accounting treatment in its books of accounts

A. On the Scheme becoming effective , the Resulting Company shall account for the Demerger as common control business combination in accordance with the "Pooling of Interest method", as per Appendix C of Ind-AS 103 'Business combinations" notified under the provisions of the Act read with relevant rules framed thereunder and other applicable accounting standards prescribed under the Act.

B. The assets and liabilities pertaining to Demerged Undertaking, transferred to the Resulting Company under the Scheme shall be recorded in the books of the Resulting Company at the values and in the same form as recorded in the books of Demerged Company subject to consistent accounting policies.

C. The reserves adjusted by the Demerged Company shall appear in the financial statements of the Resulting Company in the same form in which they appeared in the financial statements of the Demerged Company. The difference, if any, between the amount recorded as share capital issued, reserves transferred in the aforementioned manner and the assets and liabilities transferred by the Demerged Company to the Resulting Company shall be transferred to capital reserve and shall be presented separately from other capital reserves with disclosure of its nature and purpose in the notes.

D. The consideration issued to the shareholders of the Demerged Company in the form of equity shares of the Resulting Company shall be credited to the share capital account at the nominal value of the equity shares issued by it.

E. If and to the extent there are inter-corporate loans, deposits or balances as between the Resulting Company and Demerged Company, the obligations in respect thereof shall, stand cancelled and there shall be no obligation/rights in that behalf.

F. The financial information in the financial statements in respect of prior periods shall be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if common control had occurred after that date, the prior period information shall be restated only from that date.

G. Upon the Scheme coming into effect, all equity shares of the Resulting Company held by the Demerged Company (directly and/ or through nominees) shall stand cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment made in cash or in kind whatsoever by the Resulting Company to the Demerged Company in lieu of such shares of the Resulting Company. For avoidance of doubt, it is clarified that the reduction of share capital of Resulting Company pursuant to such cancellation shall be effected as an integral part of this Scheme and Section 66 of the Act shall not apply to the Resulting Company to effectuate such reduction of capital.

32. CONDUCT OF DEMERGED UNDERTAKING OF DEMERGED COMPANY TILL THE EFFECTIVE DATE

With effect from the date of approval of this Scheme by the respective Boards and up to and including the Effective Date:

32.1. The Demerged Company shall be deemed to have been carrying on and shall carry on its business and activities relating to the Demerged Undertaking and shall be deemed to have held and stood possessed of and shall hold and stand possessed of all its estates, properties, rights, title, interest, authorities, contracts and investments and assets forming part of the Demerged Undertaking for and on account of and in trust for Resulting Company.

32.2. Demerged Company undertakes that it will preserve and carry on the business of the Demerged Undertaking and hold its said assets with reasonable diligence and business prudence and shall not undertake financial commitments in respect of, or sell, transfer, alienate, charge, mortgage, or encumber, the Demerged Undertaking or any part thereof or recruit new employees or conclude settlements with union or employees without the concurrence of Resulting Company or undertake substantial expansion or change the general character or nature of the business of the Demerged Undertaking or any part thereof save and except in each case:

(a) if the same is in its ordinary course of business;

(b) if the same is expressly permitted by this Scheme; or

(c) if the prior written consent of the Resulting Company has been obtained.

32.3. All the profits or income accruing or arising to Demerged Company and expenditure or losses arising or incurred or suffered by Demerged Company which form part of Demerged Undertaking, for the period commencing from the Appointed Date shall, for all purposes be treated and be deemed to be accrued as the income or profits or losses or expenditure as the case may be of Resulting Company, except for profits or income accruing to the Retained Business of Demerged Company.

32.4. Any of the rights, powers, authorities or privileges attached, related or forming part of the Demerged Undertaking, exercised by Demerged Company shall be deemed to have been exercised by Demerged Company for and on behalf of, and in trust for Resulting Company. Similarly, any of the obligations, duties and commitments attached, related or forming part of the Demerged Undertaking that have been undertaken or discharged by Demerged Company shall be deemed to have been undertaken/ discharged for and on behalf of Resulting Company.

32.5. Demerged Company and Resulting Company shall be entitled, pending sanction of the Scheme, to apply to the Central/ State Government and all other Appropriate Authorities concerned as are necessary under any Applicable Law or rules for such consents, approvals and sanctions, which may be required pursuant to this Scheme.

32.6. Demerged Company shall not vary the terms and conditions of employment of any of the employees in relation to the Demerged Undertaking except in the ordinary course of business or with the prior written consent of Resulting Company.

32.7. With effect from the Effective Date, Resulting Company shall commence and carry on and shall be authorized to carry on the Urban Infrastructure Business and EPC Business which was earlier carried on by Demerged Company.

32.8. In the event of any increase in the issued, subscribed or paid up share capital of the Demerged Company or the Resulting Company, issuance of any instruments convertible into equity shares or restructuring of their respective equity share capital including by way of consolidation, share split, issue of bonus shares, or other similar action, that occurs before the issuance of equity shares of the Resulting Company pursuant to Clause 30 above, the Share Entitlement Ratio, may be appropriately adjusted to take into account the effect of such issuance or corporate actions and assuming conversion of any such issued instruments convertible into equity shares.

33. RETAINED BUSINESS OF DEMERGED COMPANY

33.1. The Retained Business of Demerged Company and all the assets, properties, rights, liabilities and obligations pertaining thereto shall continue to belong to and be vested in and be managed by Demerged Company, and Resulting Company shall have no right, claim or obligation in relation to the Retained Business of Demerged Company.

33.2. All legal, taxation and other proceedings whether civil or criminal (including before any statutory or quasi-judicial authority or tribunal) by or against Demerged Company under any statute, whether relating to the period prior to or after the Appointed Date and whether pending on the Appointed Date or which may be instituted in future, whether or not in respect of any matter arising before the Effective Date and relating to the Retained Business of Demerged Company (including those relating to any property, right, power, liability, obligation or duty of Demerged Company in respect of the Retained Business of Demerged Company and any income tax related liabilities) shall be continued and enforced by or against Demerged Company even after the Effective Date.

33.3. Up to and including the Effective Date:

(a) Demerged Company shall carry on and shall be deemed to have been carrying on all business and activities relating to the Retained Business of Demerged Company for and on its own behalf;

(b) all profits accruing to Demerged Company or losses arising or incurred by it (including the effect of taxes, if any, thereon) relating to the Retained Business of Demerged Company shall, for all purposes, be treated as the profits or losses, as the case may be, of Demerged Company; and

(c) all assets and properties acquired by Demerged Company in relation to the respective Retained Business of Demerged Company on and after the Appointed Date shall belong to and continue to remain vested in Demerged Company.

PART E – GENERAL TERMS AND CONDITIONS

34. AMENDMENT TO MEMORANDUM OF ASSOCIATION OF GIL

34.1. As an integral part of the Scheme, upon the coming into effect of the Scheme, pursuant to the Amalgamation and the Demerger, the authorised share capital of GIL shall automatically stand altered, without any further act, instrument or deed on the part of GIL including payment of stamp duty and fees payable to the ROC, such that upon the effectiveness of the Scheme, the authorised share capital of GIL shall be Rs. 1455,00,00,000 (Rupees One Thousand Four Hundred and Fifty Five Crores) comprising of 1355,00,00,000 (One Thousand Three Hundred Fifty Five Crores) equity shares of Re. 1 (Rupee One only) each and 10,00,000 (ten lakhs) preference shares of Rs. 1,000 (Rupees One Thousand only) each, without any further act, deed, resolution, instrument or writing. The share capital clause of the Memorandum of Association of GIL shall, upon the coming into effect of this Scheme and without any further act, deed, instrument, resolution or writing be replaced by the following clause:

MEMORANDUM OF ASSOCIATION

"The Authorised Share Capital of the Company is Rs. 1455,00,00,000 *divided into* 1355,00,00,000 *equity shares of Re. 1/- (Rupee one only) each and 10,00,000 (Ten lakhs) preference shares of Rs. 1,000 (Rupees One Thousand only) each, with power to the Board of Directors (Board) to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions and restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, or abrogate any such rights, privileges, conditions, or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf."*

34.2. It is hereby clarified that for the purposes of this clause, the consent of the shareholders of GIL to the Scheme shall be deemed to be sufficient for the purposes of effecting the above amendment in the authorised share capital of GIL, and no further resolution under Sections 13, 14, 42, 61, 62 and 64 of the Act or any other applicable provisions of the Act, would be required to be separately passed. The stamp duties and fees (including registration fee) paid on the authorised share capital of the Amalgamating Company, if any, shall be utilized and applied to the altered authorised share capital of the Amalgamated Company and there would be no requirement for any further payment of stamp duty and/or fee by the Amalgamated Company for the alteration in the authorised share capital to that extent.

35. AMENDMENT TO MEMORANDUM OF ASSOCIATION OF GPUIL

35.1. Upon coming into effect of the Scheme, to accommodate the issue and allotment of equity shares of the Resulting Company to the shareholders of the Demerged Company, as more specifically provided in Clause 30.1, which would result in increase in its paid up share capital, the authorized equity share capital of the Resulting Company shall be adequately increased by transferring from the authorized share capital of the Demerged Company, an amount of Rs. 500,00,00,000 (Rupees Five Hundred Crores only) to the authorized share capital of the Resulting Company as an integral part of the Scheme. Consequently, upon the Scheme becoming effective, the authorized share capital of the Resulting Company set out in Clause 9.3 of the Scheme hereinabove shall stand increased to Rs. 550,00,00,000 (Rupees Five Hundred and Fifty Crores only) divided into 110,00,00,000 (One Hundred Ten Crores) equity shares of face value of Rs. 5 (Rupees Five only) each, without any further act, instrument or deed by the Resulting Company, pursuant to Scheme becoming effective.

35.2. The capital clause of the Memorandum of Association of the Resulting Company shall, upon the coming into effect of this Scheme and without any further act, deed, instrument, resolution or writing be replaced by the following clause:

"The Authorised Share Capital of the Company is Rs. 550,00,00,000 *divided into 110,00,00,000 equity shares of Rs. 5 each with power to the Board of Directors (Board) to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions and restrictions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, or abrogate any such rights, privileges, conditions, or restrictions in such manner as may for the time being be permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf."*

35.3. It is hereby clarified that for the purposes of this clause, the consent of the shareholders of the Resulting Company to the Scheme shall be deemed to be sufficient for the purposes of effecting the above amendment or increase in authorised share capital of the Resulting Company, and no further resolution under Sections 13, 14, 42, 61, 62 and 64 of the Act or any other applicable provisions of the Act, would be required to be separately passed.

36. CHANGE IN CAPITAL STRUCTURE OF GIL OR GPUIL

36.1. Subject to Clauses 30.3 and 32.8, and without prejudice to the generality of this Scheme, during the period between the date of approval of the Scheme by the respective Boards and upto and including the date of allotment of shares pursuant to this Scheme, none of GIL or GPUIL shall make any change in its capital structure, whether by way of increase (including by issue of equity shares on a rights basis, issue of bonus shares, further issue through qualified institutional placement) decrease, reduction, reclassification, sub-division or consolidation, re-organisation of share capital, or in any other manner which may, in any way, affect the Share Entitlement Ratio and issuance of shares as per Clauses 30, except under any of the following circumstances:

(a) by mutual written consent of the respective Boards or respective committees of the Boards or by persons authorized by the respective Boards, of GIL and GPUIL; or

(b) as may be expressly permitted under this Scheme (including as permitted in Clauses 30.3 and 32.8).

It being clarified that GIL shall not be restricted under this clause to make any change in its capital structure, whether by way of increase (including by issue of equity shares on a rights basis, issue of bonus shares, further issue through qualified institutional placement) decrease, reduction, reclassification, sub-division or consolidation, re-organisation of share capital, or in any other manner which does not affect the Share Entitlement Ratio and issuance of shares as per Clauses 30.

37. APPLICATION TO NCLT AT MUMBAI

37.1. GIL, GPIL and GPUIL shall dispatch, make and file all necessary applications and petitions to NCLT for sanctioning this Scheme under Sections 230 to 232 and other applicable provisions of the Act, for sanction of the Scheme under the provisions of Applicable Law and obtain such other approvals, as required by law.

37.2. The Companies shall be entitled, pending the effectiveness of the Scheme, to apply to any Appropriate Authority, if required, under any Applicable Law for such consents and approvals, as agreed between the Companies, which the Companies may require to effect the transactions contemplated under the Scheme to carry on the Demerger of Demerged Undertaking and the Amalgamation of Amalgamating Company into the Amalgamated Company in any case subject to the terms as may be mutually agreed between the Companies.

38. MODIFICATION OR AMENDMENTS TO THE SCHEME

38.1. Any modifications/ amendments or additions/deletions to the Scheme may only be made with the approval of the respective Boards of each of GIL, GPIL and GPUIL. The aforesaid powers of GIL, GPIL and GPUIL to give effect to the modification/ amendments to the Scheme may be exercised subject to the approval of NCLT or any other Appropriate Authorities as may be required under Applicable Law.

38.2. The Companies agree that if, at any time, either of the NCLT or any Appropriate Authority directs or requires any modification or amendment of the Scheme, such modification or amendment shall not, to the extent it adversely affects the interests of GIL, GPIL and GPUIL, be binding on GIL, GPIL and GPUIL, as the case may be, except where the prior written consent of the affected party, i.e., GIL, GPIL and GPUIL, as the case may be, has been obtained for such modification or amendment, which consent shall not be unreasonably withheld by GIL, GPIL and GPUIL, as the case may be.

38.3. Each Company (acting through its Board) may, in their full and absolute discretion, jointly and as mutually agreed in writing, jointly modify, vary or withdraw this Scheme or any part thereof prior to the Effective Date in any manner at any time, provided that any modification to the Scheme by the Companies, after receipt of sanction by the NCLT, shall be made only with the prior approval of the NCLT.

38.4. GIL and GPUIL (through their respective Boards) shall determine jointly whether any asset, liability, employee, legal or other proceedings form part of the Demerged Undertaking or not, on the basis of any evidence that they may deem relevant for this purpose.

39. DIVIDENDS

39.1. The Companies shall be entitled to declare and pay dividends, whether interim or final, to their respective shareholders in respect of the accounting period prior to the Effective Date.

39.2. Prior to the effectiveness of the Scheme, the holders of the shares of the Companies shall, save as expressly provided otherwise in this Scheme, continue to enjoy their existing rights under their respective articles of association including the right to receive dividends.

39.3. It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Companies to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Boards of Directors of such Company, and subject to the approval, if required, of the shareholders of such Company.

40. CONDITIONALITY OF THE SCHEME

40.1. This Scheme is and shall be conditional upon and subject to

(a) the Scheme being approved by the respective requisite majorities of the various classes of shareholders and/ or creditors (wherever applicable) of GIL and GPUIL as required under the Act and Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 on Schemes of Arrangement by Listed Entities and Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 issued by the Securities and Exchange Board of India and as amended from time to time ("**SEBI Scheme Circular**") or as may be directed by the NCLT;

(b) receipt of approvals of the Stock Exchanges where the equity shares of GIL are listed and traded and SEBI in terms of SEBI Scheme Circular;

(c) the fulfilment, satisfaction or waiver (as the case may be) of any approvals from third parties mutually agreed by the Companies as being required for completion of the transaction, as may be mutually agreed between the Companies;

(d) the Scheme being sanctioned by the NCLT in terms of Sections 230 to Section 232 and other relevant provisions of the Act;

(e) the certified copies of the sanction order(s) of NCLT approving this Scheme being filed with the jurisdictional ROC; and

(f) such other approvals and sanctions including sanction of any Appropriate Authority as may be required by law or contract in respect of the Scheme;

40.2. Each part in Section of the Scheme shall be given effect to as per the chronology in which it has been provided for in the Scheme. However, failure of any one part of one Section for lack of necessary approval from the shareholders / creditors / statutory regulatory authorities shall not result in the whole Scheme failing. It shall be open to the concerned Board to consent to severing such part(s) of the Scheme and implement the rest of the Scheme as approved by the NCLT with such modification.

41. RESOLUTIONS

41.1. Upon the coming into effect of the Scheme, the resolutions, if any, of the Amalgamating Company relating to any powers to borrow, make investments, give loans, give guarantees, etc. approved under the provisions of the Act or any other applicable statutory provisions, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Amalgamated Company and the amounts under such resolutions shall be added to the amounts under like resolutions passed by the Amalgamated Company or shall become the amounts available to the Amalgamated Company as if the resolutions were passed by the Amalgamated Company.

41.2. It is clarified that the consent of the members of the Companies to the Scheme shall be deemed to be sufficient for the purposes of effecting the transactions contemplated under the Scheme, and no further resolution under any other applicable provisions of the Act, including Section 188 of the Act, would be required to be separately passed.

42. EFFECT OF NON-RECEIPT OF APPROVALS

42.1. In the event of any of the said sanctions and approvals referred to in Clause 40 not being obtained (or to the extent permissible under Applicable Law, waived) and/ or the Scheme not being sanctioned by NCLT or such other competent authority and/ or the sanction order(s) not being passed by the NCLT as aforesaid before December 31, 2021 ("**Long Stop Date**") or such other date as may be agreed upon in writing among GPIL, GIL and GPUIL by their respective Boards, any of the Companies may opt to terminate this Scheme and the Scheme shall stand revoked, cancelled and be of no effect and any of the Companies, if required, may file appropriate proceedings before the NCLT in this respect. Provided that the right to terminate this Scheme shall not be available to GPIL if its failure to fulfil any obligation under this Scheme or the ancillary documents shall have been the cause of, or shall have resulted in, the failure of the Effective Date to occur on or prior to the Long Stop Date.

42.2. Upon the termination of this Scheme as set out in Clause 42.1 above, no rights and liabilities shall accrue to or be incurred by respective Companies or their shareholders or creditors or employees or any other person. In such case, each Company shall bear its own costs and expenses or as may be otherwise mutually agreed.

43. REMOVAL OF DIFFICULTIES

43.1. GIL, GPIL and GPUIL through mutual consent and acting through their respective Boards, jointly and as mutually agreed in writing may:

(a) give such directions (acting jointly) and agree to take steps, as may be necessary, desirable or proper, to resolve all doubts, difficulties or questions arising under this Scheme, whether by reason of any orders of NCLT or of any directive or orders of any Appropriate Authority, under or by virtue of this Scheme in relation to the arrangement contemplated in this Scheme and/ or matters concerning or connected therewith or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any manner whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those to the extent permissible under Applicable Law; and

(b) do all such acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect.

43.2. In case of any question that may arise as to whether a specific asset or liability or employee pertains or does not pertain to the Demerged Undertaking or whether it arises out of the activities or operations of the Demerged Undertaking, the same shall be decided by a mutual agreement between the Board (or any committee constituted by the Board to deal with the matters in relation to the Scheme) of GIL and GPUIL.

44. RESIDUAL PROVISIONS

44.1. GIL, and GPUIL shall be entitled to file/ revise its respective income tax returns, TDS certificates, TDS returns, wealth tax returns, goods and services tax returns and other statutory returns, if required, and shall have the right to claim refunds, advance tax credits, credit of tax deducted at source, credit of foreign taxes paid/ withheld, MAT credit entitlement, etc., if any, as may be required consequent to implementation of this Scheme.

44.2. Upon this Scheme becoming effective, the accounts of the Companies, as on the Appointed Date shall be reconstructed in accordance with the terms of this Scheme.

45. WRONG POCKET ASSETS

45.1. If any part of Demerged Undertaking is not transferred to the GPUIL on the Effective Date pursuant to Demerger, GIL shall take such actions as may be reasonably required to ensure that such part of the Demerged Undertaking is transferred to GPUIL promptly and for no further consideration. GPUIL shall bear all costs and expenses as may be incurred by GIL, subject to the prior written consent of GPUIL, for giving effect to this Clause.

45.2. If GIL realizes any amounts after the Effective Date that form part of the Demerged Undertaking it shall immediately make payment of such amounts to GPUIL. It is clarified that all receivables relating to the Demerged Undertaking, for the period prior to the Effective Date, but received after the Effective Date, relate to the Demerged Undertaking shall be paid to GPUIL for no additional consideration. If GPUIL realizes any amounts after the Effective Date that pertains to the Airport Business of GIL, GPUIL shall immediately pay such amounts to GIL.

46. SEVERABILITY

46.1. If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the mutual agreement of the Companies in writing, affect the validity or implementation of the other parts and/or provisions of this Scheme.

46.2. Subject to Clause 46.1 above, if any part of this Scheme is found to be unworkable or unenforceable for any reason whatsoever, the same shall not, subject to the decision of the respective Boards of GIL, GPIL and GPUIL, affect the validity or implementation of the other parts and/ or provisions of this Scheme.

47. COSTS, CHARGES & EXPENSES

47.1. Subject to the provisions of Clause 45 of this Scheme, GIL shall bear all costs, charges, expenses, stamp duty, registration charges and other transfer charges in relation to or in connection with or incidental to the Amalgamation and the Demerger.

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GMR Infrastructure Limited

GMR

Corporate Office:
New Udaan Bhawan, Opp. Terminal 3
Indira Gandhi International Airport
New Delhi - 110 037
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REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GMR INFRASTRUCTURE LIMITED (THE "COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON AUGUST 27, 2020

1. A draft of the proposed scheme of arrangement and amalgamation amongst the Company, GMR Power Infra Limited ("**GPIL**"), GMR Power and Urban Infra Limited ("**GPUIL**") and their respective shareholders under Sections 230 to 232, Section 66 (to the extent applicable) and other applicable provisions of the Companies Act, 2013, the rules and regulations made thereunder and any statutory modification or re-enactment thereof for the time being in force ("**Act**") was placed before the Board of Directors of the Company ("**Board**" and such scheme, the "**Scheme**"). The Scheme, *inter alia*, provides for the amalgamation of the GPIL with the Company and the dissolution of GPIL without winding up and cancellation of the equity shares held by the Company, its nominees and subsidiaries in GPIL; and thereafter the transfer, by way of a demerger of all the businesses, undertakings, activities, operations and properties forming part of the Demerged Undertaking (*which includes the EPC Business and the Urban Infrastructure Business, as more particularly defined in the Scheme*), from the Company to GPUIL, the cancellation of the equity shares held by the Company in GPUIL and the issue of equity shares by GPUIL to the shareholders of the Company. Words and expressions, used in capitalized form but not defined in this report, shall have the meaning ascribed to them in the Scheme.

2. The Scheme will be presented before the National Company Law Tribunal, Mumbai bench under Sections 230 to 232 and other applicable provisions of the Act, and will also be in compliance with Section 2(19AA) and Section 2(1B) and other applicable provisions of the Income Tax Act, 1961 and the circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended from time to time) on Schemes of Arrangement by Listed Entities and Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 issued by the Securities and Exchange Board of India. The Scheme was approved by the Audit Committee of the Company at its meeting held on August 27, 2020.

3. As per Section 232(2)(c) of the Act, a report is required to be adopted by the directors of the Company explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company, laying out in particular, the share entitlement ratio, specifying any special valuation difficulties, if any ("**Report**").

4. Having regard to the applicability of the aforesaid provisions, a draft of the Scheme and the following documents are placed before the Board:

   (i) **Valuation report dated August 25, 2020** issued by Drushti R. Desai Registration No. [IBBI/RV/06/2019/10666]), independent valuer, describing, *inter alia*, the methodology adopted by them in arriving at the share entitlement ratio and setting out the detailed computation of share entitlement ratio for the proposed Demerger ("**Valuation Report**");

   (ii) **Fairness opinion dated August 25, 2020** issued by Pantomath Capital Advisors Private Limited, Category I Merchant Banker, Mumbai (SEBI Registration No. [MB/INM000012110]), a SEBI registered merchant banker, to the Company, providing its opinion on the fairness of the share entitlement ratio, as recommended in the Valuation Report ("**Fairness Opinion**");

Registered Office:
Plot No. C-31, G Block
7th floor, Naman Centre
Bandra Kurla Complex (Opp. Dena Bank)
Bandra (East), Mumbai - 400 051

(iii) **Auditors' Certificate** issued by Walker Chandiok & Co LLP, Firm Registration No. [001076N/N500013], the statutory auditors of the Company, as required under Section 232(3) of the Act certifying that the accounting treatment in the draft Scheme is in accordance with the accounting standards prescribed under Section 133 of the Act;

(iv) **Report** dated August 27, 2020 prepared by the Audit Committee of the Company in terms of the requirements of the SEBI Scheme Circular.

5. **Rationale of the Scheme**

The Scheme is proposed to be undertaken to:

(i) Presently, the Company, directly and/ or indirectly through subsidiaries and joint ventures, houses various infrastructure development and operations activities of the group across different verticals i.e., airports, EPC, energy, transportation and urban infrastructure. The Airport Business has a distinct operating model from that of the Urban Infrastructure Business and the EPC Business of the Company, and each of these provide a strong growth opportunity in the foreseeable future. These businesses have, since their inception, attained a significant size and scale in their respective segments.

(ii) As these businesses approach their next phase of growth, it would be strategically apt to segregate the Urban Infrastructure Business and EPC Business from the Airport Business, to enable them to move forward independently, with greater focus and specialization building further on their respective capabilities and their strong brand presence.

(iii) The Scheme would benefit these businesses on account of the potential synergies and incremental operational efficiencies from combining the similar and related businesses under the Company (in case of the Airport Business) and under GPUIL (in case of Urban Infrastructure Business and EPC Business) respectively, enabling these businesses to create further value and allowing investors to allocate their portfolio into separate entities, focused on the distinct business of airport (under the Company) and urban infrastructure and EPC (under GPUIL), which aims to unlock shareholder value.

(iv) The reorganization would lead to a simplified organization structure assisting shareholders and investors to better understand and evaluate both businesses independently as investment options and potentially lead to a higher value illumination of each of these businesses including by way of attracting long term sectoral / thematic and marquee investors and sovereign wealth funds particularly in the airports, energy and transportation sectors.

(v) Given that the infrastructure business has attained significant maturity, the proposed Scheme will enable the Company and its shareholders to achieve its ultimate objective of segregation of the airport business from the remaining businesses and to achieve clear bifurcation of these businesses for unlocking the value of each vertical and pave way for focused growth with a view to create significant stakeholder value. It is expected that the combined airport business resulting out of such restructuring will have better prospects of growth and will enable management to vigorously pursue a focused growth strategy.

(vi) The proposed Scheme will also help to streamline the entire management structure and channelize resources to focus on the growing businesses. A lean management structure will also lead to focused administration and prospectively a reduction in costs for accounting, compliance, auditing, board meetings, secretarial procedures and administration, etc.

(vii) The proposed Scheme will allow an exhaustive review of the group holding structure and operations at all levels within the Company with a view to reduce duplicity of costs and resources which can be more efficiently utilized elsewhere. This measure will also help in rationalising and optimising manpower costs which will lead to sustainable growth in future. The Scheme will facilitate an integrated approach to internal policies, including those pertaining to manning norms, remuneration, employee benefits, workplace rules and policies.

(viii) The proposed Scheme will also stabilize the operating cost of entities and result in synergies, efficient utilization of capabilities and resources.

(ix) Accordingly, the Scheme is expected to be in the best interests of the Companies and their respective shareholders, employees and creditors.

Effect of Scheme on stakeholders

S. No.	CATEGORY OF STAKEHOLDER	EFFECT OF THE SCHEME ON STAKEHOLDERS
(i)	Shareholders	The Company has only equity shareholders and no preference shareholders. Upon the Scheme becoming effective and in consideration of the Demerger, GPUIL shall allot equity shares credited as fully-paid up shares in GPUIL to the shareholders of the Company whose names appear in the register of members of the Company on a specified record date or to such of their respective heirs, executors, administrators or other legal representatives or successors in title as on such record date in the following manner: "*1 (one) fully paid up equity shares of GPUIL of face value Rs. 5 (Rupees Five only) be issued and allotted for every 10 (ten) fully paid up equity shares having a face value of Re. 1 (Rupees One only) each held in GIL*" ("**Share Entitlement Ratio**").

S. No.	Category of Stakeholder	Effect of the Scheme on Stakeholders
		Pursuant to the Demerger, the equity shares of GPUIL will be listed on the BSE Limited and the National Stock Exchange of India Limited. The entire shareholding of the Company in GPIL and GPUIL, held by the Company (directly and/ or through nominees and subsidiaries), will stand cancelled. The Scheme is expected to have several benefits for the Company, as indicated in the rationale of the Scheme set out in the Scheme, and is expected to be in the best interests of the shareholders of the Company.
(ii)	Promoter(s)	Like all the shareholders of the Company, the promoters of the Company will be allotted equity shares in GPUIL in accordance with the Share Entitlement Ratio. Please refer to point (i) above for details regarding effect on the shareholders.
(iii)	Non-Promoter Shareholders	Please refer to point (i) above for details regarding effect on the shareholders.
(iv)	Key Managerial Personnel ("**KMP**")	The KMPs of the Company shall continue as key managerial personnel of the Company after effectiveness of the Scheme.

6. **Share Entitlement Ratio**

1) For the purpose of arriving at the Share Entitlement Ratio, the Valuation Report was obtained.

2) Drushti R. Desai (Firm Registration No. [IBBI/RV/06/2019/10666]), independent valuer appointed to determine the Share Entitlement Ratio for the said Demerger has not expressed any difficulty while determining the Share Entitlement Ratio.

3) The Fairness Opinion issued by Pantomath Capital Advisors Private Limited also does not indicate any special valuation difficulties.

4) The recommendation of the Share Entitlement Ratio has been certified as being fair and has been approved by the Board of the Company, the Audit Committee of the Company and the board of directors of GPUIL.

5) The Scheme provides that upon the Scheme becoming effective and in consideration of the vesting of the Demerged Undertaking in GPUIL in terms of the Scheme, GPUIL shall allot equity shares, credited as fully paid-up, to the members of the Company whose names appear in the register of members of the Company on the relevant record date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as on the record date in the following manner:

"1 (one) fully paid up equity share of Rs. 5 (Rupees Five only) each of GPUIL shall be issued and allotted for every 10 (ten) fully paid up equity shares of Re. 1 (Rupee One only) each held in GIL."

7. **Adoption of the Report by the Directors**

The directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board or any fully authorized committee by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

For and on Behalf of the Board

G.M. Rao
Chairman
DIN: 00574243
Date: August 27, 2020
Place: New Delhi

GMR Power Infra Limited

GMR

Corporate Office:
New Shakti Bhawan, Building No. 302
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W www.gmrgroup.in

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GMR POWER INFRA LIMITED (THE "COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON AUGUST 27, 2020

1. A draft of the proposed scheme of arrangement and amalgamation amongst the Company, GMR Infrastructure Limited ("**GIL**"), GMR Power and Urban Infra Limited (**"GPUIL"**) and their respective shareholders under Sections 230 to 232, Section 66 (to the extent applicable) and other applicable provisions of the Companies Act, 2013, the rules and regulations made thereunder and any statutory modification or re-enactment thereof for the time being in force ("**Act**") was placed before the Board of Directors of the Company ("**Board**" and such scheme, the "**Scheme**"). The Scheme, *inter alia*, provides for the amalgamation of the Company with GIL and the dissolution of the Company without winding up and cancellation of the equity shares held by GIL, its nominees and subsidiaries in the Company ; and thereafter the transfer, by way of a demerger of all the businesses, undertakings, activities, operations and properties forming part of the Demerged Undertaking (*which includes the EPC Business and the Urban Infrastructure Business, as more particularly defined in the Scheme*), from GIL to the GPUIL the cancellation of the equity shares held by GIL in the GPUIL and the issue of equity shares by the GPUIL to the shareholders of GIL. Words and expressions, used in capitalized form but not defined in this report, shall have the meaning ascribed to them in the Scheme.

2. The Scheme will be presented before the National Company Law Tribunal, Mumbai bench under Sections 230 to 232 and other applicable provisions of the Act, and will also be in compliance with Section 2(19AA) and Section 2(1B) and other applicable provisions of the Income Tax Act, 1961 and the circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended from time to time) on Schemes of Arrangement by Listed Entities and Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 issued by the Securities and Exchange Board of India.

3. As per Section 232(2)(c) of the Act, a report is required to be adopted by the directors of the Company explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company, laying out in particular, the share entitlement ratio, specifying any special valuation difficulties, if any ("**Report**").

4. Having regard to the applicability of the aforesaid provisions, a draft of the Scheme and the following documents are placed before the Board:

   (i) **Valuation report dated August 25, 2020** issued by Drushti R. Desai (Firm Registration No. IBBI/RV/06/2019/10666), independent valuer, describing, *inter alia*, the methodology adopted by them in arriving at the share entitlement ratio and setting out the detailed computation of share entitlement ratio for the proposed Demerger ("**Valuation Report**"); and

   (ii) **Fairness opinion dated August 25, 2020** issued by Pantomath Capital Advisors Private Limited, Category I Merchant Banker, Mumbai (SEBI Registration No. MB/INM000012110), a SEBI registered merchant banker, providing its opinion on the fairness of the share entitlement ratio, as recommended in the Valuation Report ("**Fairness Opinion**");

GMR POWER INFRA LIMITED

ISO 14001 REGISTERED
DNV MGMT. SYS. RvA C425
DNV Certification B.V., The Netherlands

Registered Office:
701, 7th Floor,
Naman Centre, Plot No. C-31,
Bandra Kurla Complex, Bandra East,
Mumbai 400051

5. **Rationale of the Scheme**

The Scheme is proposed to be undertaken to:

(i) Presently, GIL, directly and/ or indirectly through subsidiaries and joint ventures, houses various infrastructure development and operations activities of the group across different verticals i.e., airports, EPC, energy, transportation and urban infrastructure. The Airport Business has a distinct operating model from that of the Urban Infrastructure Business and the EPC Business of GIL, and each of these provide a strong growth opportunity in the foreseeable future. These businesses have, since their inception, attained a significant size and scale in their respective segments.

(ii) As these businesses approach their next phase of growth, it would be strategically apt to segregate the Urban Infrastructure Business and EPC Business from the Airport Business, to enable them to move forward independently, with greater focus and specialization building further on their respective capabilities and their strong brand presence.

(iii) The Scheme would benefit these businesses on account of the potential synergies and incremental operational efficiencies from combining the similar and related businesses under GIL (in case of the Airport Business) and under the Company (in case of Urban Infrastructure Business and EPC Business) respectively, enabling these businesses to create further value and allowing investors to allocate their portfolio into separate entities, focused on the distinct business of airport (under GIL) and urban infrastructure and EPC (under the Company), which aims to unlock shareholder value.

(iv) The reorganization would lead to a simplified organization structure assisting shareholders and investors to better understand and evaluate both businesses independently as investment options and potentially lead to a higher value illumination of each of these businesses including by way of attracting long term sectoral / thematic and marquee investors and sovereign wealth funds particularly in the airports, energy and transportation sectors.

(v) Given that the infrastructure business has attained significant maturity, the proposed Scheme will enable GIL and its shareholders to achieve its ultimate objective of segregation of the airport business from the remaining businesses and to achieve clear bifurcation of these businesses for unlocking the value of each vertical and pave way for focused growth with a view to create significant stakeholder value. It is expected that the combined airport business resulting out of such restructuring will have better prospects of growth and will enable management to vigorously pursue a focused growth strategy.

(vi) The proposed Scheme will also help to streamline the entire management structure and channelize resources to focus on the growing businesses. A lean management structure will also lead to focused administration and prospectively a reduction in costs for accounting, compliance, auditing, board meetings, secretarial procedures and administration, etc.

(vii) The proposed Scheme will allow an exhaustive review of the group holding structure and operations at all levels within GIL with a view to reduce duplicity of costs and resources

GMR POWER INFRA LIMITED

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which can be more efficiently utilized elsewhere. This measure will also help in rationalising and optimising manpower costs which will lead to sustainable growth in future. The Scheme will facilitate an integrated approach to internal policies, including those pertaining to manning norms, remuneration, employee benefits, workplace rules and policies.

(viii) The proposed Scheme will also stabilize the operating cost of entities and result in synergies, efficient utilization of capabilities and resources.

(ix) Accordingly, the Scheme is expected to be in the best interests of the Companies and their respective shareholders, employees and creditors.

Effect of Scheme on stakeholders

S. No.	Category of stakeholder	Effect of the Scheme on the stakeholders
1.	Shareholders	The Company only has equity shareholders and no preference shareholders. The Company is, directly and indirectly, subsidiary of the GIL i.e. Amalgamated Company and upon the Scheme coming into effect, the Company shall stand dissolved without winding up and the shares held by the GIL , its nominees and its subsidiaries, i.e., GMR Energy Projects Mauritius Limited and GMR Generation Assets Limited in the Company shall stand cancelled without any further act, application or deed. The Scheme is expected to have several benefits for the Company and the GIL, as indicated in the rationale of the Scheme and set out in the Scheme, and is expected to be in the best interests of the shareholders of the Company.
2.	Promoters	Please refer to point (i) above for details regarding effect on the shareholders of the Company.
3.	Non-Promoter Shareholders	Please refer to point (i) above for details regarding effect on the shareholders of the Company.
4.	Key Managerial Personnel/ Employees	Upon the Scheme coming into effect, all employees of the Company as on effective date ("GPIL Employees") shall become the employees of GIL on terms and conditions not less favourable than those on which they are engaged by the Company and without any interruption of or break in service as a result of the amalgamation of the Company with GIL. The Scheme also provides that for the purpose of payment of any compensation, gratuity and other terminal benefits, the past services of GPIL Employees with the Amalgamating Company shall also be taken into account, and paid (as and when payable) by the Amalgamating Company. The Scheme will not have any adverse effect on the Key Managerial Personnel, if any or the directors of the Company

GMR POWER INFRA LIMITED

6. **Adoption of the Report by the Directors**

The directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board or any fully authorized committee by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

By Order of the Board
For GMR Power Infra Limited

GMR POWER INFRA LIMITED

MOHAN SIVARAMAN
CHAIRMAN OF THE MEETING

DIN: **07895711**

Date: August 27, 2020
Place: New Delhi

GMR Power and Urban Infra Limited

Registered Office:
Naman Centre, 7th Floor
Opp. Dena Bank, Plot No. C-31
G Block, Bandra Kurla Complex
Bandra(East), Mumbai
Maharashtra, India-400051
CIN: U45400MH2019PLC325541
T +91 22 4202 8000
F +91 22 4202 8004
E CSD-GROUP@gmrgroup.in

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GMR POWER AND URBAN INFRA LIMITED (THE "COMPANY") IN ACCORDANCE WITH SECTION 232(2)(C) OF THE COMPANIES ACT, 2013, AT ITS MEETING HELD ON AUGUST 27, 2020

1. A draft of the proposed scheme of arrangement and amalgamation amongst the Company, GMR Power Infra Limited ("**GPIL**"), GMR Infrastructure Limited ("**GIL**") and their respective shareholders under Sections 230 to 232, Section 66 (to the extent applicable) and other applicable provisions of the Companies Act, 2013, the rules and regulations made thereunder and any statutory modification or re-enactment thereof for the time being in force ("**Act**") was placed before the Board of Directors of the Company ("**Board**" and such scheme, the "**Scheme**"). The Scheme, *inter alia*, provides for the amalgamation of GPIL with GIL and the dissolution of GPIL without winding up and cancellation of the equity shares held by GIL, its nominees and subsidiaries in GPIL; and thereafter the transfer, by way of a demerger of all the businesses, undertakings, activities, operations and properties forming part of the Demerged Undertaking (*which includes the EPC Business and the Urban Infrastructure Business, as more particularly defined in the Scheme*), from GIL to the Company, the cancellation of the equity shares held by GIL in the Company and the issue of equity shares by the Company to the shareholders of GIL. Words and expressions, used in capitalized form but not defined in this report, shall have the meaning ascribed to them in the Scheme.

2. The Scheme will be presented before the National Company Law Tribunal, Mumbai bench under Sections 230 to 232 and other applicable provisions of the Act, and will also be in compliance with Section 2(19AA) and Section 2(1B) and other applicable provisions of the Income Tax Act, 1961 and the circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (as amended from time to time) on Schemes of Arrangement by Listed Entities and Relaxation under Sub-rule (7) of rule 19 of the Securities Contracts (Regulation) Rules, 1957 issued by the Securities and Exchange Board of India.

3. As per Section 232(2)(c) of the Act, a report is required to be adopted by the directors of the Company explaining the effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders of the Company, laying out in particular, the share entitlement ratio, specifying any special valuation difficulties, if any ("**Report**").

4. Having regard to the applicability of the aforesaid provisions, a draft of the Scheme and the following documents are placed before the Board:

   (i) **Valuation report dated August 25, 2020** issued by Drushti R. Desai (Firm Registration No. IBBI/RV/06/2019/10666), independent valuer, describing, *inter alia*, the methodology adopted by them in arriving at the share entitlement ratio and setting out the detailed computation of share entitlement ratio for the proposed Demerger ("**Valuation Report**");

   (ii) **Fairness opinion dated August 25, 2020** issued by Pantomath Capital Advisors Private Limited, Category I Merchant Banker, Mumbai (SEBI Registration No. MB/INM000012110), a SEBI registered merchant banker, providing its opinion on the fairness of the share entitlement ratio, as recommended in the Valuation Report ("**Fairness Opinion**"); and

GMR Power And Urban Infra Ltd.

(iii) **Auditors' Certificate** issued by Walker Chandiok & Co LLP, Firm Registration No. 001076N/N500013, the statutory auditors of the Company, as required under Section 232(3) of the Act certifying that the accounting treatment in the draft Scheme is in accordance with the accounting standards prescribed under Section 133 of the Act.

5. **Rationale of the Scheme**

The Scheme is proposed to be undertaken to:

(i) Presently, GIL, directly and/ or indirectly through subsidiaries and joint ventures, houses various infrastructure development and operations activities of the group across different verticals i.e., airports, EPC, energy, transportation and urban infrastructure. The Airport Business has a distinct operating model from that of the Urban Infrastructure Business and the EPC Business of GIL, and each of these provide a strong growth opportunity in the foreseeable future. These businesses have, since their inception, attained a significant size and scale in their respective segments.

(ii) As these businesses approach their next phase of growth, it would be strategically apt to segregate the Urban Infrastructure Business and EPC Business from the Airport Business, to enable them to move forward independently, with greater focus and specialization building further on their respective capabilities and their strong brand presence.

(iii) The Scheme would benefit these businesses on account of the potential synergies and incremental operational efficiencies from combining the similar and related businesses under GIL (in case of the Airport Business) and under the Company (in case of Urban Infrastructure Business and EPC Business) respectively, enabling these businesses to create further value and allowing investors to allocate their portfolio into separate entities, focused on the distinct business of airport (under GIL) and urban infrastructure and EPC (under the Company), which aims to unlock shareholder value.

(iv) The reorganization would lead to a simplified organization structure assisting shareholders and investors to better understand and evaluate both businesses independently as investment options and potentially lead to a higher value illumination of each of these businesses including by way of attracting long term sectoral / thematic and marquee investors and sovereign wealth funds particularly in the airports, energy and transportation sectors.

(v) Given that the infrastructure business has attained significant maturity, the proposed Scheme will enable GIL and its shareholders to achieve its ultimate objective of segregation of the airport business from the remaining businesses and to achieve clear bifurcation of these businesses for unlocking the value of each vertical and pave way for focused growth with a view to create significant stakeholder value. It is expected that the combined airport business resulting out

GMR Power And Urban Infra Ltd.

of such restructuring will have better prospects of growth and will enable management to vigorously pursue a focused growth strategy.

(vi) The proposed Scheme will also help to streamline the entire management structure and channelize resources to focus on the growing businesses. A lean management structure will also lead to focused administration and prospectively a reduction in costs for accounting, compliance, auditing, board meetings, secretarial procedures and administration, etc.

(vii) The proposed Scheme will allow an exhaustive review of the group holding structure and operations at all levels within GIL with a view to reduce duplicity of costs and resources which can be more efficiently utilized elsewhere. This measure will also help in rationalising and optimising manpower costs which will lead to sustainable growth in future. The Scheme will facilitate an integrated approach to internal policies, including those pertaining to manning norms, remuneration, employee benefits, workplace rules and policies.

(viii) The proposed Scheme will also stabilize the operating cost of entities and result in synergies, efficient utilization of capabilities and resources.

(ix) Accordingly, the Scheme is expected to be in the best interests of the Companies and their respective shareholders, employees and creditors.

Effect of Scheme on stakeholders

S. No.	Category of stakeholder	Effect of the Scheme on the stakeholders
1.	Shareholders	The Company has only equity shareholders and no preference shareholders. The Company is a wholly owned subsidiary of GIL . Pursuant to the Scheme, the entire shareholding of GIL in the Company will stand cancelled. Upon the Scheme becoming effective and in consideration of the Demerger, the Company shall allot equity shares credited as fully-paid up shares to the shareholders of GIL whose names appear in the register of members of GIL on a specified record date or to such of their respective heirs, executors, administrators or other legal representatives or successors in title as on such record date in the following manner: *"For every 10 (Ten) Equity shares of face and paid up value of Rs 1/- (Rupee One) held in GIL, 1 (One) Equity shares of face and paid up value of Rs. 5/- (Rupees Five) in GPUIL to be issued to the equity shareholders of GIL."* ("**Share Entitlement Ratio**").

GMR Power And Urban Infra Ltd.

S. No.	Category of stakeholder	Effect of the Scheme on the stakeholders
		Pursuant to the Demerger, the equity shares of the Resulting Company will be listed on the BSE and NSE. The Scheme is expected to have several benefits for the Company, as indicated in the rationale of the Scheme set out in the Scheme.
2.	Promoter(s)	Please refer to point (i) above for details regarding effect on the shareholders.
3.	Non-Promoter Shareholders	The Company is a wholly owned subsidiary of GIL and there are no non-promoter shareholders.
4.	Key Managerial Personnel	The Key Managerial Personnel and directors of the Resulting Company shall continue as Key Managerial Personnel and directors of the Resulting Company after effectiveness of the Scheme.

6. **Share Entitlement Ratio**

1) For the purpose of arriving at the Share Entitlement Ratio, the Valuation Report was obtained.

2) Drushti R. Desai (Firm Registration No. IBBI/RV/06/2019/10666), independent valuer appointed to determine the Share Entitlement Ratio for the said Demerger has not expressed any difficulty while determining the Share Entitlement Ratio.

3) The Fairness Opinion issued by Pantomath Capital Advisors Private Limited also does not indicate any special valuation difficulties.

4) The recommendation of the Share Entitlement Ratio has been certified as being fair and has been approved by the Board of the Company and the audit committee and board of directors of GIL.

5) The Scheme provides that upon the Scheme becoming effective and in consideration of the vesting of the Demerged Undertaking in the Company in terms of the Scheme, the Company shall allot equity shares, credited as fully paid-up, to the members of GIL whose names appear in the register of members of GIL on the relevant record date or to such of their respective heirs, executors, administrators or other legal representatives or other successors in title as on the record date in the following manner:

"1 (one) fully paid up equity share of Rs. 5 (Rupees Five only) each of GPUIL shall be issued and allotted for every 10 (ten) fully paid up equity shares of Re. 1 (Rupee One only) each held in GIL."

GMR Power And Urban Infra Ltd.

7. **Adoption of the Report by the Directors**

The directors of the Company have adopted this Report after noting and considering the information set forth in this Report. The Board or any fully authorized committee by the Board is entitled to make relevant modifications to this Report, if required, and such modifications or amendments shall be deemed to form part of this Report.

By Order of the Board
For GMR Power and Urban Infra Limited

Saurabh Chawla
Chairman of the Meeting
DIN: 01043739

GMR Power And Urban Infra Ltd.

Date: August 27, 2020
Place: New Delhi

REPORT ON

RECOMMENDATION OF RATIO OF ENTITLEMENT

FOR THE PROPOSED DEMERGER OF

EPC BUSINESS AND URBAN INFRASTRUCTURE BUSINESS

OF

GMR INFRASTRUCTURE LIMITED ("GIL")

INTO

GMR POWER URBAN AND INFRA LIMITED ("GPUIL")

Drushti R. Desai
Bansi S. Mehta & Co.
Chartered Accountants
Metro House, 3rd Floor
M. G. Road, Dhobi Talao,
Mumbai – 400 020.

CONTENTS

1. Introduction

1.1. There is a proposal before the Boards of Directors of GMR Infrasructure Limited ("GIL" or "the Company"), GMR Power and Infra Limited ("GPIL") and GMR Power and Urban Infra Limited ("GPUIL") to consider the following:

- Step 1: Amalgamation of GPIL into GIL. It is understood that the entire share capital of GPIL is held by GIL (directly and/ or indirectly through subsidiaries), no shares of GIL shall be issued to shareholders of GPIL on amalgamation at this step. This step is hereinafter referred to as the Proposed Amalgamation.

- Step 2: Demerger of the EPC Business (*as defined in the Scheme*) and the Urban Infrastructure Business (*as defined in the Scheme*) of Amalgamated GIL into GPUIL, as a going concern. Upon the said demerger, the equity shares held by GIL in GPUIL will stand cancelled and the equity shares of GPUIL would be issued to the shareholders of GIL. This step is hereinafter referred to as the Proposed Demerger.

The aforesaid steps are proposed to be carried out through a scheme of arrangement under section 230 to section 232 and and other applicable provisions of the Companies Act, 2013 ("**Scheme**"). The Appointed Date for the proposed scheme is April 1, 2021.

1.2. In light of the foregoing, I have been asked by management of GIL ("the Management") vide engagement letter dated July 30, 2020 to recommend, the ratio of entitlement to the shareholders of GIL on the Proposed Demerger at Step 2 above. This report ("**Report**") sets out the findings of my exercise.

1.3. Brief Profile of the Companies:

1.3.1. Profile of GIL

GIL is a public limited company incorporated on May 10, 1996 and has its registered office at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051. GIL is primarily engaged in the business of handling engineering, procurement and construction ("**EPC**") solutions in infrastructure sectors as a division and operates in airports, energy, transportation and urban infrastructure business sectors through various subsidiaries, associates and jointly controlled entities, for the purposes of various regulatory stipulations. GIL's EPC Business caters to the requirements of implementing the projects undertaken by the subsidiaries and others. The equity shares of the Company are listed on BSE Limited and National Stock Exchange of India Limited.

1.3.2. Profile of the EPC Business and the Urban Infrastructure Business of GIL

The EPC Business is the business undertaken by GIL pertaining to the EPC operations outside the group, including construction of Dedicated Freight Corridor Corporation projects, smaller Rail Vikas Nigam Limited projects.

DRUSHTI RAHUL DESAI REGISTERED VALUER

The Urban Infrastructure Business of GIL is the business relating to (i) energy, which includes power generation using various fuel types such as, coal, gas, renewable power, power transmission, interests in coal mining projects, power trading etc., and the projects which are at various stages of development and operations; (ii) transportation, which includes road projects which are operating either on annuity or toll collection based revenues; and (iii) Special Investment Regions (SIR) for establishments of industries in the SEZ or in domestic tariff area.

It may herein be noted that it is specified in the Scheme that Step 1 (Proposed Amalgamation) shall precede Step 2 i.e. Proposed Demerger. The Demerged Undertaking (*which includes all the businesses, undertakings, activities and operations of GIL, forming part of the Urban Infrastructure Business and the EPC Business, and as more particularly defined in the Scheme*) proposed to be demerged, includes, *inter alia*, the solar power business of GPIL (transferred to GIL by virtue of amalgamation at Step 1).

1.3.3. **Profile of GPUIL**

GPUIL is a public limited company incorporated on May 17, 2019 under the provisions of the Act and its registered office is at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051. GPUIL is incorporated with the object of, *inter alia,* acquiring of interest, right, title, permission, license for building, operating and for any other purposes in any of the above infrastructural facilities and services and to promote, develop, acquire rights, concessions, titles, interest in and operate in any manner whatsoever as free trade zone, free economic zones, processing zones or any other such zones, towns and cities in accordance with guidelines/authority for the time being in force and to sell, lease on hire grant rights, title interest, licenses, franchises, easement and otherwise dispose off in any manner whatsoever with infrastructural facilities and services or any rights, titles, concessions acquired therein to any person whether in India or abroad.

1.4. **Shareholding pattern of the companies**

1.4.1. **GIL**

The Authorised, issued, subscribed and paid-up share capital of GIL as at June 30, 2020 based on the information provided by the Company was as follows:

SHARE CAPITAL	AMOUNT (Rs. in crores)
Authorised:	
13,50,00,00,000 Equity Shares of Rs.1 each	1,350.00
60,00,000 Preference Shares of Rs. 1,000 each	600.00
Issued, Subscribed and fully paid up:	
6,03,59,45,275 Equity Shares of Rs. 1 each	603.59

It is understood from the Management that no Employee Stock Options have been granted by GIL.

DRUSHTI RAHUL DESAI REGISTERED VALUER

The foregoing share capital was held as follows:

Particulars	Number of Shares Held	Percentage of Shareholding
Promoter & Group	3,95,44,69,176	65.52 %
Public	2,08,14,76,099	34.48 %
Total	6,03,59,45,275	100.00%

The equity shares of GIL are listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**").

1.4.2. **GPUIL**

The Authorised, issued, subscribed and paid-up share capital of GPUIL as at June 30, 2020 based on the information provided by the Company was as follows.

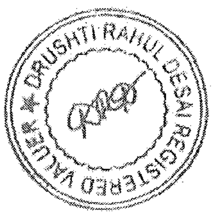
SHARE CAPITAL	AMOUNT (Rs. in lakhs)
Authorised: 5,00,00,000 Equity Shares of Rs.10 each	5,000
Issued, Subscribed and fully paid up: 1,00,000 Equity Shares of Rs. 10 each,	10

It is understood from the Management that no Employee Stock Options have been granted for GPUIL.

The foregoing share capital was held as follows:

Particulars	Number of Shares Held	Percentage of Shareholding
GIL	1,00,000	100%

The equity shares of GPUIL are currently not listed on any stock exchanges.



2. Data obtained

2.1. I have called for and obtained such data, information, etc. as were necessary for the purpose of this assignment, which have been, as far as possible, made available to me by the Management. **Appendix A** hereto broadly summarizes the data obtained.

2.2. For the purpose of this assignment, I have relied on such data summarized in the said Appendix and other related information and explanations provided to me in this regard.

3. **Consideration of Factors for Determination of Share Entitlement Ratio for the Proposed demerger**

For the purpose of arriving at a fair ratio of entitlement, I have examined, considered and placed reliance on various details, data, documents, accounts, statements furnished and explanations and information given to me and have proceeded to find out the ratio on a consideration of the following factors :

3.1. The assets and liabilities identified as pertaining to or in relation to the EPC Business and Urban Infrastructure Business would be transferred to GPUIL at the same values as appearing in the books of Amalgamated GIL pursuant to the Scheme of Arrangement between GIL and GPUIL.

3.2. As can be observed from the shareholding pattern of the GIL and GPUIL mentioned earlier, GPUIL is a wholly owned subsidiary of GIL. It is further understood that upon the Scheme being effective, the existing share capital of GPUIL (currently held by GIL) shall stand cancelled and new shares shall be allotted to the shareholders of GIL holding shares therein on the record date as defined in the Scheme. Therefore, only the shareholders of GIL shall hold shares of GPUIL. Thus, effectively the shareholding in GPUIL would continue to mirror the shareholding of GIL.

3.3. Further, I have also given due consideration to the level of paid-up Equity Share Capital that is considered reasonable for servicing in the medium term by the GPUIL.

3.4. From the foregoing, it is evident that the question or aspect of adjusting the equities between two or more disparate groups of shareholders (which is ordinarily at the root of fixing such ratio of entitlement) is not relevant in this case due to mirroring of the shareholding in case of GPUIL and GIL.

3.5. It may be noted that the Institute of Chartered Accountants of India (ICAI) on June 10, 2018 has issued the ICAI Valuation Standards ("IVS") effective for all the valuation reports issued on or after July 1, 2018. The IVS is mandatory for the valuation done under the Companies Act, 2013, and recommendatory for valuation carried out under other statutes/ requirements. However, as the current exercise does not entail valuation, the question of following the Valuation Standards does not arise.

DRUSHTI RAHUL DESAI REGISTERED VALUER

4. Conclusion

Step 1: Amalgamation of GPIL into GIL

As mentioned at para 1.1 above, GPIL is directly and/or indirectly a wholly owned subsidiary of GIL. Therefore, at Step 1 of the proposed Amalgamation of GPIL into GIL, no equity shares of GIL shall be issued to the shareholders of GPIL (being GIL itself and/or its subsidiaries).

Step 2: Demerger of EPC Business and Urban Infrastructure Business into GPUIL

Based on the foregoing data, considerations and steps followed, in my opinion the fair ratio of entitlement for equity shares would be as follows:

> For every **10 (Ten)** Equity shares of face and paid up value of Rs 1/- (Rupee One) held in GIL, 1 **(One)** Equity shares of face and paid up value of Rs. 5/- (Rupees Five) in GPUIL to be issued to the equity shareholders of GIL.

Specific Consideration:

BSE Circular No. LIST/COMP/02/2017-18 dated May 29, 2017 and NSE Circular No. NSE/CML/2017/12 dated June 1, 2017 (collectively referred to as "Stock Exchange Circulars") require the valuation report for a scheme of arrangement to provide certain requisite information in a specified format. The current transaction does not trigger the requirement for valuation under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, since there is no change in shareholding. However, I have given in Appendix B the disclosure required under the circulars issued by BSE and NSE.

DRUSHTI RAHUL DESAI REGISTERED VALUER

5. Limitations and Disclaimers

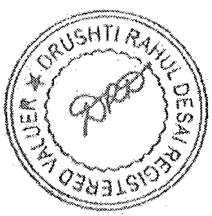
5.1. This Report is subject to the scope of limitations detailed hereinafter. As such the Report is to be read in totality and not in parts.

5.2. My valuation is based on the information furnished to me being complete and accurate in all material respects.

5.3. This Report is meant for the specific purpose mentioned herein and should not be used for any purpose other than the purpose mentioned herein. The Report should not be copied or reproduced without obtaining prior written approval for any purpose other than the purpose for which it is prepared.

5.4. Any person/ party intending to provide finance / deal in the shares / business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

5.5. I have no obligation to update this Report because of events or transactions occurring subsequent to the date of this Report.



6. Gratitude

I am grateful to the Management for making information and particulars available to me, often at a short notice, without which this assignment would not have been concluded in a time-bound manner.

DRUSHTI RAHUL DESAI REGISTERED VALUER

DRUSHTI R. DESAI
Registered Valuer
Registration Number: IBBI/RV/06/2019/10666

Place: Mumbai
Date: August 25, 2020
UDIN:20102062AAAACC9571

Appendix A: Broad Summary Of Data Obtained

From the Management:

1. Carved Out Balance Sheet of EPC Business and Urban Infrastructure Business of GIL as at March 31, 2020
2. Audited financial results of GIL for year ended March 31, 2020.
3. Serviceable level of equity share capital of GPUIL pursuant to the Proposed Demerger.
4. Financial Statements of GPUIL and GPIL for the year ended March 31, 2020
5. Draft Scheme of Arrangement between GIL, GPIL and GPUIL.
6. Other relevant information
7. Answers to specific questions and issues raised by me after examining the foregoing data.

DRUSHTI RAHUL DESAI REGISTERED VALUER

Appendix B: Information required pursuant to Stock Exchange Circulars

As mentioned earlier, upon implementation of Step 1 of the Scheme, all the shareholders of GIL would become shareholders of GPUIL resulting in a mirror image shareholding of GIL and GPUIL. Therefore, there is no change in shareholding as illustrated in Para 4(d) SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. Therefore, I have not carried out a valuation of these entities under the generally accepted principles of valuation.

Valuation Approach	EPC Business and Urban Infrastructure Business (A)		GPUIL (B)	
	Value per Share of GIL for EPC Business and the Urban Infrastructure Business (INR)	Weight	Value per Share of GPUIL (INR)	Weight
Market Price method	NA	NA	NA	NA
Earnings based Method	NA	NA	NA	NA
Cost based approach	NA	NA	NA	NA
Relative Value per Share	NA		NA	
Share Entitlement Ratio (A/B) (Rounded)			NA	

NA stands for Not Applicable / Not Adopted

DRUSHTI RAHUL DESAI REGISTERED VALUER

REPORT ON

RECOMMENDATION OF RATIO OF ENTITLEMENT

FOR THE PROPOSED DEMERGER OF

EPC BUSINESS AND URBAN INFRASTRUCTURE BUSINESS

OF

GMR INFRASTRUCTURE LIMITED
("GIL")

INTO

GMR POWER URBAN AND INFRA LIMITED
("GPUIL")

Bansi S. Mehta & Co.
Chartered Accountants
Metro House, 3rd Floor
M. G. Road, Dhobi Talao,
Mumbai – 400 020.

CONTENTS

1. Introduction

1.1. There is a proposal before the Boards of Directors of GMR Infrasructure Limited ("GIL" or "the Company"), GMR Power and Infra Limited ("GPIL") and GMR Power and Urban Infra Limited ("GPUIL") to consider the following:

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- Step 2: Demerger of the EPC Business (*as defined in the Scheme*) and the Urban Infrastructure Business (*as defined in the Scheme*) of Amalgamated GIL into GPUIL, as a going concern. Upon the said demerger, the equity shares held by GIL in GPUIL will stand cancelled and the equity shares of GPUIL would be issued to the shareholders of GIL. This step is hereinafter referred to as the Proposed Demerger.

The aforesaid steps are proposed to be carried out through a scheme of arrangement under section 230 to section 232 and and other applicable provisions of the Companies Act, 2013 ("**Scheme**"). The Appointed Date for the proposed scheme is April 1, 2021.

1.2. In light of the foregoing, we have been asked by management of GIL ("the Management") vide engagement letter dated July 30, 2020 to recommend, the ratio of entitlement to the shareholders of GIL on the Proposed Demerger at Step 2 above. This report ("**Report**") sets out the findings of our exercise.

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1.3.1. Profile of GIL

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BANSI S. MEHTA & CO. MUMBAI CHARTERED ACCOUNTANTS

The Urban Infrastructure Business of GIL is the business relating to (i) energy, which includes power generation using various fuel types such as, coal, gas, renewable power, power transmission, interests in coal mining projects, power trading etc., and the projects which are at various stages of development and operations; (ii) transportation, which includes road projects which are operating either on annuity or toll collection based revenues; and (iii) Special Investment Regions (SIR) for establishments of industries in the SEZ or in domestic tariff area.

It may herein be noted that it is specified in the Scheme that Step 1 (Proposed Amalgamation) shall precede Step 2 i.e. Proposed Demerger. The Demerged Undertaking (*which includes all the businesses, undertakings, activities and operations of GIL, forming part of the Urban Infrastructure Business and the EPC Business, and as more particularly defined in the Scheme*) proposed to be demerged, includes, *inter alia,* the solar power business of GPIL (transferred to GIL by virtue of amalgamation at Step 1).

1.3.3. **Profile of GPUIL**

GPUIL is a public limited company incorporated on May 17, 2019 under the provisions of the Act and its registered office is at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051. GPUIL is incorporated with the object of, *inter alia,* acquiring of interest, right, title, permission, license for building, operating and for any other purposes in any of the above infrastructural facilities and services and to promote, develop, acquire rights, concessions, titles, interest in and operate in any manner whatsoever as free trade zone, free economic zones, processing zones or any other such zones, towns and cities in accordance with guidelines/authority for the time being in force and to sell, lease on hire grant rights, title interest, licenses, franchises, easement and otherwise dispose off in any manner whatsoever with infrastructural facilities and services or any rights, titles, concessions acquired therein to any person whether in India or abroad.

1.4. **Shareholding pattern of the companies**

1.4.1. **GIL**

The Authorised, issued, subscribed and paid-up share capital of GIL as at June 30, 2020 based on the information provided by the Company was as follows:

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Authorised:	
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60,00,000 preference shares of Rs. 1,000 each	600.00
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Total	6,03,59,45,275	100.00%

The equity shares of GIL are listed on National Stock Exchange of India Limited ("**NSE**") and BSE Limited ("**BSE**").

1.4.2. **GPUIL**

The Authorised, issued, subscribed and paid-up share capital of GPUIL as at June 30, 2020 based on the information provided by the Company was as follows.

SHARE CAPITAL	AMOUNT (Rs. in lakhs)
Authorised: 5,00,00,000 Equity Shares of Rs.10 each	5,000
Issued, Subscribed and fully paid up: 1,00,000 Equity Shares of Rs. 10 each,	10

It is understood from the Management that no Employee Stock Options have been granted for GPUIL.

The foregoing share capital was held as follows:

Particulars	Number of Shares Held	Percentage of Shareholding
GIL	1,00,000	100%

The equity shares of GPUIL are currently not listed on any stock exchanges.

BANSI S. MEHTA & CO. MUMBAI CHARTERED ACCOUNTANTS

2. Data obtained

2.1. We have called for and obtained such data, information, etc. as were necessary for the purpose of this assignment, which have been, as far as possible, made available to us by the Management. **Appendix A** hereto broadly summarizes the data obtained.

2.2. For the purpose of this assignment, we have relied on such data summarized in the said Appendix and other related information and explanations provided to us in this regard.

BANSI S. MEHTA & CO. MUMBAI CHARTERED ACCOUNTANTS

3. Consideration of Factors for Determination of Share Entitlement Ratio for the Proposed demerger

For the purpose of arriving at a fair ratio of entitlement, we have examined, considered and placed reliance on various details, data, documents, accounts, statements furnished and explanations and information given to us and have proceeded to find out the ratio on a consideration of the following factors :

3.1. The assets and liabilities identified as pertaining to or in relation to the EPC Business and Urban Infrastructure Business would be transferred to GPUIL at the same values as appearing in the books of Amalgamated GIL pursuant to the Scheme of Arrangement between GIL and GPUIL.

3.2. As can be observed from the shareholding pattern of the GIL and GPUIL mentioned earlier, GPUIL is a wholly owned subsidiary of GIL. It is further understood that upon the Scheme being effective, the existing share capital of GPUIL (currently held by GIL) shall stand cancelled and new shares shall be allotted to the shareholders of GIL holding shares therein on the record date as defined in the Scheme. Therefore, only the shareholders of GIL shall hold shares of GPUIL. Thus, effectively the shareholding in GPUIL would continue to mirror the shareholding of GIL.

3.3. Further, we have also given due consideration to the level of paid-up Equity Share Capital that is considered reasonable for servicing in the medium term by the GPUIL.

3.4. From the foregoing, it is evident that the question or aspect of adjusting the equities between two or more disparate groups of shareholders (which is ordinarily at the root of fixing such ratio of entitlement) is not relevant in this case due to mirroring of the shareholding in case of GPUIL and GIL.

3.5. It may be noted that the Institute of Chartered Accountants of India (ICAI) on June 10, 2018 has issued the ICAI Valuation Standards ("IVS") effective for all the valuation reports issued on or after July 1, 2018. The IVS is mandatory for the valuation done under the Companies Act, 2013, and recommendatory for valuation carried out under other statutes/ requirements. However, as the current exercise does not entail valuation, the question of following the Valuation Standards does not arise.

BANSI S. MEHTA & CO. MUMBAI CHARTERED ACCOUNTANTS

4. Conclusion

Step 1: Amalgamation of GPIL into GIL

As mentioned at para 1.1 above, GPIL is directly and/or indirectly a wholly owned subsidiary of GIL. Therefore, at Step 1 of the proposed Amalgamation of GPIL into GIL, no equity shares of GIL shall be issued to the shareholders of GPIL (being GIL itself and/or its subsidiaries).

Step 2: Demerger of EPC Business and Urban Infrastructure Business into GPUIL

Based on the foregoing data, considerations and steps followed, in our opinion the fair ratio of entitlement for equity shares would be as follows:

> For every **10 (Ten)** Equity shares of face and paid up value of Rs 1/- (Rupee One) held in GIL, **1 (One)** Equity shares of face and paid up value of Rs. 5/- (Rupees Five) in GPUIL to be issued to the equity shareholders of GIL.

Specific Consideration:

BSE Circular No. LIST/COMP/02/2017-18 dated May 29, 2017 and NSE Circular No. NSE/CML/2017/12 dated June 1, 2017 (collectively referred to as "Stock Exchange Circulars") require the valuation report for a scheme of arrangement to provide certain requisite information in a specified format. The current transaction does not trigger the requirement for valuation under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, since there is no change in shareholding. However, we have given in Appendix B the disclosure required under the circulars issued by BSE and NSE.

5. Limitations and Disclaimers

5.1. This Report is subject to the scope of limitations detailed hereinafter. As such the Report is to be read in totality and not in parts.

5.2. Our valuation is based on the information furnished to us being complete and accurate in all material respects.

5.3. This Report is meant for the specific purpose mentioned herein and should not be used for any purpose other than the purpose mentioned herein. The Report should not be copied or reproduced without obtaining prior written approval for any purpose other than the purpose for which it is prepared.

5.4. Any person/ party intending to provide finance / deal in the shares / business of the Company shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

5.5. We have no obligation to update this Report because of events or transactions occurring subsequent to the date of this Report.

6. **Gratitude**

We are grateful to the Management for making information and particulars available to us, often at a short notice, without which this assignment would not have been concluded in a time-bound manner.

For **BANSI S. MEHTA & CO.**
Chartered Accountants
Firm Registration No. 100991W

BANSI S. MEHTA & CO. MUMBAI CHARTERED ACCOUNTANTS

DRUSHTI R. DESAI
Partner
Membership No. 102062

Place: Mumbai
Date: August 25, 2020
UDIN: 20102062AAAACD8786

Appendix A: Broad Summary Of Data Obtained

<u>From the Management:</u>

1. Carved Out Balance Sheet of EPC Business and Urban Infrastructure Business of GIL as at March 31, 2020
2. Audited financial results of GIL for year ended March 31, 2020.
3. Serviceable level of equity share capital of GPUIL pursuant to the Proposed Demerger.
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Appendix B: Information required pursuant to Stock Exchange Circulars

As mentioned earlier, upon implementation of Step 1 of the Scheme, all the shareholders of GIL would become shareholders of GPUIL resulting in a mirror image shareholding of GIL and GPUIL. Therefore, there is no change in shareholding as illustrated in Para 4(d) SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. Therefore, we have not carried out a valuation of these entities under the generally accepted principles of valuation.

Valuation Approach	EPC Business and Urban Infrastructure Business (A)		GPUIL (B)	
	Value per Share of GIL for EPC Business and the Urban Infrastructure Business (INR)	Weight	Value per Share of GPUIL (INR)	Weight
Market Price method	NA	NA	NA	NA
Earnings based Method	NA	NA	NA	NA
Cost based approach	NA	NA	NA	NA
Relative Value per Share	NA		NA	
Share Entitlement Ratio (A/B) (Rounded)			**NA**	

NA stands for Not Applicable / Not Adopted

BANSI S. MEHTA & CO. MUMBAI CHARTERED ACCOUNTANTS

PANTOMATH
Capital Advisors (P) Ltd.

August 25, 2020

The Board of Directors
GMR Infrastructure Limited
7th Floor, Naman Centre,
Plot No. C-31, Bandra Kurla Complex,
Bandra East, Mumbai, Maharashtra - 400051

Dear Sir(s),

Re: **Fairness Opinion on the Share Entitlement Ratio Report issued by Drushti R. Desai, Registered Valuer and Bansi S. Mehta & Co, Chartered Accountants, in connection with the Composite Scheme of Amalgamation and Arrangement ('Scheme') for amalgamation of GMR Power Infra Limited ('GPIL' or 'Amalgamating Company') with GMR Infrastructure Limited ('GIL' or the 'Amalgamated Company' or the 'Demerged Company') and subsequent demerger of Demerged Undertaking (as defined in the Scheme) of GIL into GMR Power and Urban Infra Limited ('GPUIL' or 'Resulting Company').**

1. BACKGROUND

1.1. Pantomath Capital Advisors Private Limited ("Pantomath" or "we" or "us") is a Category I Merchant Banker registered with the Securities Exchange Board of India ("SEBI"). Pursuant to Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (earlier SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015) we have been requested to issue a fairness opinion on Share Entitlement Ratio Report issued by Drushti R. Desai, Registered Valuer and Bansi S. Mehta & Co, Chartered Accountants, for the recommendation of Share Entitlement Ratio.

GMR Infrastructure Limited ('GIL' or the 'Amalgamated Company' or the 'Demerged Company'):

1.2. GIL is engaged in infrastructure business and primarily undertakes the business of handling engineering, procurement and construction ('EPC') solutions in infrastructure sectors as a division and operates in airports, energy, transportation and urban infrastructure business sectors through various subsidiaries, associates and jointly controlled entities, for the purposes of various regulatory stipulations. GIL's EPC Business caters to the requirements of implementing the projects undertaken through its subsidiaries and group entities. GIL is also engaged in providing support activities, as well as, supervisory and management functions to its group entities. Incidental to its infrastructure

Abhinav Agarwal Digitally signed by Abhinav Agarwal Date: 2020.08.25 20:00:55 +05'30'

business, it raises funds by way of equity and/or debt for further infusion into various special purpose vehicles (including for refinancing) and provides corporate guarantees, bank guarantees and letters of comfort on behalf of subsidiaries and group entities.

1.3. The equity shares of GIL are listed and traded on the BSE Limited and the National Stock Exchange of India Limited. GIL has also issued 10,000 (ten thousand) secured non-convertible debentures of Rs.10,00,000 (Rupees Ten Lakh only) each aggregating to Rs. 1000,00,00,000 (Rupees One Thousand Crore only) listed on the National Stock Exchange of India Limited.

1.4. The registered office of GIL is at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051.

GMR Power Infra Limited ('GPIL' or 'Amalgamating Company')

1.5. GPIL is authorized by its memorandum of association to engage in the business of setting up, maintaining, operating all types of power plants, co-generation power plants, energy conservation projects, power houses, distribution systems for generation, distribution and supply of electrical energy, power generation by use of liquid, gaseous or solid fuels or through renewable energy sources, establishment and installation of all types of infrastructure required for generation, transmission and distribution of power and providing all types of consultancy services in the above areas, carrying on the business of traders, procurers, suppliers, distributors, converters, storers, processor, extractor, exporter and importer of all kind of fuels required for power generation, transmitting, distributing, supplying and selling such power, constructing, executing, developing, maintaining all plants, buildings, power houses, transmission lines to carry on the business of general electric power and supply company and gas work company, constructing, carrying out all necessary power stations, cables, wires, lines, lamps, and generating, accumulating, distributing, supplying electricity and gas to light cities, towns, streets, docks, markets, buildings, and places of both public and private.

1.6. GPIL is currently an unlisted public company and its shareholding pattern is as follows :

Sr No	Name of Shareholder	% Holding
1	GMR Infrastructure Limited ('GIL')	49.98%
2	GMR Energy Projects (Mauritius) Limited ('GEPML')	49.99%
3	GMR Generation Assets Limited ('GGAL')	0.03%
	Total	100%

Both GEPML and GGAL are, directly or indirectly, subsidiaries of GIL.

1.7. The registered office of GPIL is at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051

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GMR Power and Urban Infra Limited ('GPUIL' or 'Resulting Company').

1.8. GPUIL is authorized by its memorandum of association to carry on business activities of, *inter alia,* acquiring of interest, right, title, permission, license for building, operating and for any other purposes in any of the above infrastructural facilities and services and to promote, develop, acquire rights, concessions, titles, interest in and operate in any manner whatsoever as free trade zone, free economic zones, processing zones or any other such zones, towns and cities in accordance with guidelines/authority for the time being in force and to sell, lease on hire grant rights, title interest, licenses, franchises, easement and otherwise dispose off in any manner whatsoever with infrastructural facilities and services or any rights, titles, concessions acquired therein to any person whether in India or abroad.

1.9. GPUIL is currently an unlisted public company and the entire share capital of GPUIL is held by GIL and its nominees. The registered office is at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No.C-31, G Block, Bandra Kurla Complex, Bandra (East), Mumbai, Mumbai City, Maharashtra – 400051.

1.10. It is proposed to segregate the EPC Business (as defined in the Scheme) and the Urban Infrastructure Business (as defined in the Scheme) carried on by GIL and through its subsidiary into GPUIL, and GIL to move forward independently with the Airport Business. This is proposed in order to streamline business, both from operating and management perspective, enable management to pursue a focused growth strategy, build further on their respective capabilities, attract long term sectoral / thematic and marquee investors, simplify the organisation structure, reduce duplicity of costs and resources, and realise business efficiencies.

1.11. The Composite Scheme of Amalgamation and Arrangement is proposed under section 230-232 and Section 66 (to the extent applicable) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

2. SOURCE OF INFORMATION

For arriving at the fairness opinion set forth below, we have relied upon the following sources of information:

2.1. Share Entitlement Ratio Report issued by Drushti R. Desai, Registered Valuer and Bansi S. Mehta & Co, Chartered Accountants dated August 25, 2020;

2.2. Draft Composite Scheme of Amalgamation and Arrangement under section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013;

2.3. Audited financial statements of GIL, GPIL and GPUIL for the year ended March 31, 2020;

2.4. Serviceable level of equity share capital of GPUIL

2.5. Latest shareholding patterns of GIL, GPIL and GPUIL;

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2.6. Other relevant information and documents for the purpose of this engagement.

In addition to the above, we have also obtained such other information and explanations, which were considered relevant for the purpose of our analysis.

3. VALUER'S RECOMMENDATION

3.1. Based on the assumptions and limitations stated in the Share Entitlement Ratio Report, the fair basis of the Share Entitlement Ratio is determined after taking into consideration the Mirror Image of the GIL Shareholding pattern and the consideration would be discharged by:

'For every 10 (Ten) Equity shares of face and paid up value of Rs 1/- (Rupee One) held in GIL, 1 (One) Equity shares of face and paid up value of Rs. 5/- (Rupees Five) in GPUIL to be issued to the equity shareholders of GIL.

The entire share capital of GPIL is held by GIL (directly and/or indirectly through subsidiaries), no shares of GIL shall be issued to shareholders of GPIL on amalgamation.'

4. RATIONALE AND CONCLUSION

In the circumstances, having regard to the relevant factors and on the basis of information and explanations given to us, in our view, the proposed Share Entitlement Ratio as recommended by Drushti R. Desai, Registered Valuer and Bansi S. Mehta & Co, Chartered Accountants, which forms the basis for the proposed amalgamation and arrangement, appears to be fair and reasonable.

Pantomath has issued the Fairness Opinion with the understanding that Draft Scheme shall not be materially altered and the parties hereto agree that the Fairness Opinion would not stand good in case the final Scheme alters the transaction.

5. EXCLUSIONS AND LIMITATIONS

5.1. We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by GIL, GPIL and GPUIL for the purpose of this opinion without carrying out any audit or certification or due diligence of the working results, financial statements, or estimates of value to be realized for the assets of GIL, GPIL and GPUIL.

5.2. We have solely relied upon the information provided to us by GIL, GPIL and GPUIL. We have not reviewed any books or records of GIL, GPIL and GPUIL.

5.3. We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title

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verification of the properties or facilities of GIL, GPIL and GPUIL and neither express any opinion with respect thereto nor accept any responsibility therefor.

5.4. We have not made any independent valuation or appraisal of the assets or liabilities of GIL, GPIL and GPUIL. In particular we do not express any opinion as to the value of assets of GIL, GPIL and GPUIL, whether at current market prices or in future.

5.5. We have not reviewed any internal management information statements or any non-public reports, and, instead, with your consent we have relied upon information which was publicly available or provided or otherwise made available to us by GIL, GPIL and GPUIL for the purpose of this opinion.

5.6. We are not experts in the evaluation of litigation or other actual or threatened claims and hence have not commented on the effect of such litigation or claims. We are not legal, tax, regulatory or actuarial advisors. We have relied upon, without independent verification, the assessment of GIL, GPIL and GPUIL with respect to these matters. In addition, we have assumed that the Draft Composite Scheme of Amalgamation and Arrangement will be approved by the regulatory authorities and that the proposed transaction will be consummated substantially in accordance with the terms set forth in the Draft Composite Scheme of Amalgamation and Arrangement.

5.7. We understand that the managements of GIL, GPIL and GPUIL, during our discussion with them would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion.

5.8. Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and on the information made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have any obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we are not authorized to solicit, and did not solicit, interests for any party with respect to the acquisition, business combination or other extra-ordinary transaction involving GIL, GPIL and GPUIL or any of its assets, nor did we negotiate with any other party in this regard.

5.9. It is understood that this opinion is solely for the benefit of confidential use by the Board of Directors of GIL, GPIL and GPUIL for the purpose of facilitating companies to comply with Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (earlier Circular CIR/CID/CMD/16/2015 dated November 30, 2015) issued by SEBI; disclosures to be made to relevant regulatory authorities including stock exchanges, SEBI, National Company Law Tribunal or as required under applicable law and it shall not be valid for any other purpose. This opinion is only intended for the aforementioned specific purpose and if it is used for any other purpose; we will not be liable for any consequences thereof.

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5.10. The fee for our service is not contingent upon the results of the proposed arrangement and/ or amalgamation. This opinion is subject to the laws of India.

5.11. We express no opinion whatever and make no recommendation at all as to GIL's, GPUIL's and GPIL' underlying decision to effect to the proposed Amalgamation and Demerger or as to how the holders of equity shares or secured or unsecured creditors of GIL, GPIL and GPUIL should vote at their respective meetings held in connection with the proposed Composite Scheme of Amalgamation and Arrangement. We do not express and should not be deemed to have expressed any views on any other terms of the proposed Composite Scheme of Amalgamation and Arrangement. We also express no opinion and accordingly accept no responsibility for or as to the prices at which the equity shares of GIL will trade following the announcement of the proposed Composite Scheme of Amalgamation and Arrangement or as to the financial performance of GIL, GPIL and GPUIL following the completion of the proposed Composite Scheme of Amalgamation and Arrangement.

5.12. In no circumstances however, will Pantomath or its associates, directors or employees accept any responsibility or liability to any third party.

Truly Yours,

Abhinav Agarwal Digitally signed by Abhinav Agarwal Date: 2020.08.25 19:59:15 +05'30'

Abhinav Agarwal
Senior Manager & Company Secretary
Pantomath Capital Advisors Private Limited
SEBI Registered Category – I Merchant Bankers
Registration No. MB/INM000012110

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T : +91 22 2272 8045 / 8055 F : +91 22 2272 3457 www.bseindia.com
Corporate Identity Number: L67120MH2005PLC155188

EXPERIENCE THE NEW

DCS/AMAL/JR/R37/1866/2020-21 **"E-Letter"** **December 18, 2020**

The Company Secretary,
GMR INFRASTRUCTURE LTD.
Plot No.C-31, G Block, Naman Centre, 7th Floor, Opp. Dena Bank,
Bandra Kurla Complex, Bandra (East),
Mumbai, Maharashtra, 400051

Dear Sir,

Sub: Observation letter regarding the Composite Scheme of Amalgamation and Arrangement of GMR Power Infra Ltd with and demerger of the demerged undertaking of GMR Infrastructure Ltd and vested into GMR Power and Urban Infra Ltd.

We are in receipt of Draft Composite Scheme of Amalgamation and Arrangement of GMR Infrastructure Ltd filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its Letter dated December 18, 2020 has inter alia given the following comment(s) on the draft scheme of arrangement:

- **"Company shall ensure that the outstanding Optionally Convertible Debentures, which are due for redemption on December 31, 2020 are redeemed before the scheme is filed with the Hon'ble National Company Law Tribunal."**
- **"Company shall ensure that suitable disclosure about the latest financials of the companies involved in the Scheme being not more than 6 months old is done before filing the same with the Hon'ble National Company Law Tribunal."**
- **"Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**
- **"Company shall duly comply with various provisions of the Circular."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose Information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

However, the listing of equity shares of GMR Power and Urban Infra Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957 and compliance with the requirements of SEBI circular. No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. Further, GMR Power and Urban Infra Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authority and Rules, Byelaws, and Regulations of the Exchange.

The Company shall fulfill the Exchange's criteria for listing the securities of such company and also comply with other applicable statutory requirements. However, the listing of shares of GMR Power and Urban Infra Limited is at the discretion of the Exchange. In addition to the above, the listing of GMR Power and Urban Infra Limited pursuant to the Composite Scheme of Amalgamation and Arrangement shall be subject to SEBI approval and the Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about GMR Power and Urban Infra Limited in line with the disclosure requirements applicable for public issues with BSE, for making the same available to the public through the website of the Exchange. Further, the company is also advised to make the same available to the public through its website.

2. To publish an advertisement in the newspapers containing all GMR Power and Urban Infra Limited in line with the details required as per the aforesaid SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as BSE.

3. To disclose all the material information about GMR Power and Urban Infra Limited on a continuous basis so as to make the same public, in addition to the requirements if any, specified in Listing Agreement for disclosures about the subsidiaries.

4. The following provisions shall be incorporated in the scheme:

   i. The shares allotted pursuant to the Scheme shall remain frozen in the depository system till listing/trading permission is given by the designated stock exchange."

   ii. "There shall be no change in the shareholding pattern of GMR Power and Urban Infra Limited between the record date and the listing which may affect the status of this approva

Further you are also advised to bring the contents of this letter to the notice of your shareholders, all relevant authorities as deemed fit, and also in your application for approval of the scheme of Arrangement.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the **validity of this Observation Letter shall be Six Months from the date of this Letter**, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted**. You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

Sd/-

Nitinkumar Pujari
Senior Manager

National Stock Exchange Of India Limited

Ref: NSE/LIST/24785_II December 21, 2020

The Company Secretary
GMR Infrastructure Limited
Naman Centre, 7th Floor,
Opp. Dena Bank, Plot No.C-31,
G Block , Bandra Kurla Complex,
Bandra (East), Mumbai - 400051

Kind Attn.: Mr. T. Venkat Ramana

Dear Sir,

Sub: 'No-Objection' Letter for Draft Composite Scheme of Amalgamation and Arrangement between GMR Power Infra Limited, GMR Infrastructure Limited, GMR Power and Urban Infra Limited and their respective shareholders

We are in receipt of Draft Composite Scheme of Amalgamation and Arrangement between GMR Power Infra Limited ("Amalgamating Company"), GMR Infrastructure Limited ("Amalgamated Company" or "Demerged Company") and GMR Power and Urban Infra Limited ("Resulting Company") and their respective shareholders vide application dated September 23, 2020.

Based on our letter reference No. NSE/LIST/24785 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), kindly find following comments on the draft scheme:

a. *The Company shall duly comply with various provisions of the Circular.*

b. *The Company shall ensure that the outstanding Optionally Convertible Debentures, which are due for redemption on December 31, 2020 are redeemed before the scheme is filed with the Hon'ble National Company Law Tribunal.*

c. *Company shall ensure that suitable disclosure about the latest financials of the companies involved in the Scheme being not more than 6 months old is done before filing the same with the Hon'ble National Company Law Tribunal.*

d. *Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.*

e. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

Ref: NSE/LIST/24785_II December 21, 2020

f. *It is to be noted that the petitions are filed by the Company before NCLT after processing and communication of comments/ observations on draft scheme by SEBI/Stock Exchange. Hence, the Company is not required to send notice for representation as mandated under Section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/ representations.*

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/ representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No-objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the listing of equity shares of GMR Power and Urban Infra Limited ("Resulting Company") on the National Stock Exchange India Limited shall be subject to SEBI granting relaxation under Rule 19(2)(b) of the Securities Contract (Regulation) Rules, 1957. Further, GMR Power and Urban Infra Limited shall comply with SEBI Act, Rules, Regulations, directions of the SEBI and any other statutory authorities and Rules, Byelaws and Regulations of the Exchange.

The Company should also fulfill the Exchange's criteria for listing of such company and also comply with other applicable statutory requirements. However, the listing of shares of GMR Power and Urban Infra Limited is at the discretion of the Exchange.

The listing of GMR Power and Urban Infra Limited pursuant to the Composite Scheme of Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about GMR Power and Urban Infra Limited and its group companies in line with the disclosure requirements applicable for public issues with NSE for making the same available to the public through website of the companies.

2. To publish an advertisement in the newspapers containing all the information about GMR Power and Urban Infra Limited in line with the details required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.

3. To disclose all the material information about GMR Power and Urban Infra Limited to NSE on the continuous basis so as to make the same public, in addition to the requirements, if any, specified in SEBI (LODR) Regulations, 2015 for disclosures about the subsidiaries.

4. The following provision shall be incorporated in the scheme:

   (a) "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange."

   (b) "There shall be no change in the shareholding pattern or control in GMR Power and Urban Infra Limited between the record date and the listing which may affect the status of this approval."

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from December 21, 2020, within which the scheme shall be submitted to NCLT.

Yours faithfully,
For National Stock Exchange of India Limited

Amit Phatak
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

GMR Infrastructure Limited

Corporate Office:
New Udaan Bhawan, Opp. Terminal-3
Indira Gandhi International Airport
New Delhi-110037
CIN: L45203MH1996PLC281138
T +91 11 42532600
F +91 11 47197181
W www.gmrgroup.in
E Gil.Cosecy@gmrgroup.in

November 12, 2020

To,
Manager - Listing Compliance
National Stock Exchange of India Limited
'Exchange Plaza'. C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400051
Scrip Code: GMRINFRA

ANNEXURE J

Format for Complaints Report:

Complaints Report for the period from October 20, 2020 to November 9, 2020

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	NA
4.	Number of complaints resolved	NA
5.	Number of complaints pending	NA

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	Not Applicable		

For GMR Infrastructure Limited

T. Venkat Ramana
Company Secretary

Registered Office:
Plot No. C-31, G Block
7th Floor, Naman Centre
Bandra Kurla Complex (Opp. Dena Bank)
Bandra(East), Mumbai-400 051

GMR Infrastructure Limited

Corporate Office:
New Udaan Bhawan, Opp. Terminal-3
Indira Gandhi International Airport
New Delhi-110037
CIN: L45203MH1996PLC281138
T +91 11 42532600
F +91 11 47197181
W www.gmrgroup.in
E Gil.Cosecy@gmrgroup.in

November 24, 2020

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai – 400 001.
Scrip Code: 532754

Sub: Complaints Report with respect to the application made under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company"), GMR Power and Urban Infra Limited ("GPUIL") and their respective shareholders ("Scheme")

Complaints Report for the period from October 31, 2020 to November 20, 2020

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	Nil
2.	Number of complaints forwarded by Stock Exchange	Nil
3.	Total Number of complaints/comments received (1+2)	NA
4.	Number of complaints resolved	NA
5.	Number of complaints pending	NA

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
Not Applicable			

for **GMR Infrastructure Limited**

T. Venkat Ramana
Company Secretary &
Compliance Officer

Registered Office:
Plot No. C-31, G Block
7th Floor, Naman Centre
Bandra Kurla Complex (Opp. Dena Bank)
Bandra(East), Mumbai-400 051

INDEPENDENT AUDITOR'S REPORT

To the Members of GMR Infrastructure Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

1. We have audited the accompanying standalone financial statements of GMR Infrastructure Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, except for the effects/possible effects of the matters described in the Basis for Qualified Opinion section of our report, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at 31 March 2021, and its loss (including other comprehensive loss), its cash flows and the changes in equity for the year ended on that date.

Basis for Qualified Opinion

3. As stated in note 5(4) to the accompanying standalone financial statements, the Company has invested in GMR Generation Assets Limited ('GGAL') and GMR Energy Projects Mauritius Limited ('GEPML'), subsidiaries of the Company, which have further invested in step down subsidiaries and joint ventures. Further, the Company has outstanding loan (including accrued interest) amounting to ₹ Nil crore recoverable (net of impairment) from GGAL as at 31 March 2021. Also, the Company together with GGAL and GEPML has investments in GMR Energy Limited ('GEL'), a joint venture of the Company, amounting to ₹ 1,272.32 crore and has outstanding loan (including accrued interest) amounting to ₹ 709.01 crore recoverable from GEL as at 31 March 2021. GEL has further invested in GMR Vemagiri Power Generation Limited ('GVPGL') and GMR (Badrinath) Hydro Power Generation Private Limited ('GBHPL'), both subsidiaries of GEL and in GMR Kamalanga Energy Limited ('GKEL'), joint venture of GEL and GGAL has further invested in GMR Rajahmundry Energy Limited ('GREL'), an associate company of GGAL. The aforementioned investments are carried at their respective fair value in the accompanying standalone financial statements as per Ind AS 109 - 'Financial Instruments'.

   As mentioned in note 5(8), GVPGL and GREL have ceased operations due to continued unavailability of adequate supply of natural gas and other factors mentioned in the said note and have been incurring significant losses, including cash losses with consequential erosion of their respective net worth. Further, GREL has entered into a resolution plan with its lenders to restructure its debt obligations during the year ended 31 March 2019. The Company has given certain corporate guarantees for the loans including Cumulative Redeemable Preference Shares ('CRPS') outstanding in GREL amounting to ₹ 2,056.59 crore.

   The carrying value of the investment of the Company in GEL, to the extent of amount invested in GVPGL, and the Company's obligations towards the corporate guarantees given for GREL are significantly dependent on the achievement of key assumptions considered in the valuation performed by the external expert particularly with respect to availability of natural gas, future tariff of power generated and realization of claims for losses incurred in earlier periods from the customer as detailed in the aforementioned note. The Company has provided for its investment in full in GREL and the management is confident that no further obligation would arise for the guarantees provided to the lenders against the servicing of sustainable and unsustainable debts.

   As mentioned in note 5(7), the management has accounted the investment in GKEL based on the valuation performed by an external expert using the discounted future cash flows method which is significantly dependent on the achievement of certain assumptions considered in aforementioned valuation such as settlement of disputes with customers and timely realization of receivables, expansion and optimal utilization of existing capacity, rescheduling/refinancing of existing loans at lower rates amongst other key assumptions and the uncertainty and the final outcome of the litigations with the capital creditors as regards claims against GKEL.

   Further, as mentioned in note 5(9), GBHPL has stopped the construction of the 300 MW hydro based power plant on Alaknanda river, Uttarakhand, since 7 May 2014 on directions of Hon'ble Supreme Court of India ('the Supreme Court'). The carrying value of the investments in GBHPL is significantly dependent on obtaining requisite approvals from Supreme court, environmental clearances, availability of funding support for development and construction of the aforesaid power plant and achievement of the other key assumptions made in the valuation assessment done by an external expert.

   Accordingly, owing to the aforementioned uncertainties, we are unable to comment upon adjustments, if any, that may be required to the carrying value of the aforesaid loans and investments, and further provisions, if any, required to be made for the said obligations, and the consequential impact on the accompanying standalone financial statements.

   The opinion expressed by us on the consolidated financial statements for the year ended 31 March 2020 vide our report dated 30 July 2020 was also qualified with respect to the above matters.

4. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of

the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified opinion.

Emphasis of Matter

5. We draw attention to note 5(14) to the accompanying standalone financial statements in relation to the recoverability of sale consideration receivable as at 31 March 2021 amounting to ₹ 513.21 crore pursuant to the sale of equity stake and inter-corporate deposits given to Kakinada SEZ Limited ('KSEZ') which is dependent on the achievement of the milestones as detailed in the aforementioned note. Such achievement of milestones is significantly dependent on future development in the Kakinada SEZ and basis independent assessment by property consultancy agency, management is confident of achieving such milestones and is of the view that no adjustment to the aforesaid balance is required to be made in the accompanying standalone financial statements. Our opinion is not modified in respect of this matter.

Key Audit Matters

6. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

7. In addition to the matters described in the Basis for Qualified Opinion section, we have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
1. Assessment of going concern basis - *(refer note 2.1 to the accompanying standalone financial statements)*	
The Company has incurred loss before tax amounting to ₹ 1,280.16 crore for the year ended 31 March 2021 and its current liabilities exceeds its current assets by ₹ 1,923.21 crore as at 31 March 2021. While the above factors indicated a need to assess the Company's ability to continue as a going concern, as mentioned in aforesaid note, the Company has taken into consideration the following mitigating factors in its assessment for going concern basis of accounting. • Raising of funds from financial institutions and strategic investors • Receipts from sale of stake in certain non-core assets • Monetization of assets and refinancing of existing debts • Recovery of outstanding claims in highway and power sector investee companies Management has prepared future cash flow forecasts taking into cognizance the above developments and performed sensitivity analysis of the key assumptions used therein to assess whether the Company would be able operate as a going concern for a period of at least 12 months from the date of financial statements and concluded that the going concern basis of accounting used for preparation of the accompanying financial statements is appropriate with no material uncertainty. We have considered the assessment of management's evaluation of going concern basis of accounting as a key audit matter due to the pervasive impact thereof on the standalone financial statements and the significant judgements and assumptions that are inherently subjective and dependent on future events, involved in preparation of cash flow projections and determination of the overall conclusion by the management.	Our audit procedures included but were not limited to, the following in relation to assessment of appropriateness of going concern basis of accounting: • Obtained an understanding of the management's process for identifying all the events or conditions that could impact the Company's ability to continue as a going concern and the process followed to assess the mitigating factors for such events or conditions. Also, obtained an understanding around the methodology adopted and the associated controls implemented by the Company to assess their future business performance to prepare a robust cash flow forecast; • Reconciled the cash flow forecast to the future business plans of the Company as approved by the Board of Directors and considered the same for our assessment of the Company's capability to meet its financial obligation falling due within next twelve months; • In order to corroborate management's future business plans and to identify potential contradictory information, we read the minutes of the Board of Directors and discussed the same with the management; • Tested the appropriateness of key assumptions used by the management, including the impact of COVID-19 pandemic on such assumption, that had most material impact in preparation of the cash flow forecast such as expected realization from proceeds on account of divestment of stake in certain entities, realization from various claims in investee entities and evaluation of the expected outflow on account of debt repayments; • Performed independent sensitivity analysis to test the impact of variation on the cash flows due to change in key assumptions; • Reviewed the historical accuracy of the cash flow projections prepared by the management in prior periods; • Inspected the relevant documents for management's plan of raising funds from strategic investors and raising of additional funds from financial institutions; and • Assessed the appropriateness and adequacy of the disclosures made in the standalone financial statements in respect of going concern.

Key audit matter	How our audit addressed the key audit matter
2. Revenue recognition and measurement of upfront losses on Long-term construction contracts (refer note 2.2 for the accounting policy and note 36 for disclosures of the accompanying standalone financial statements)	
For the year ended 31 March 2021, the Company has recognized revenue from Engineering, procurement and construction (EPC) contracts of ₹1,055.20 crore and has accumulated provisions for upfront losses amounting to ₹ 28.60 crore as at 31 March 2021. The Company's revenue primarily arises from construction contracts, which is recognised over a period of time in accordance with the requirements of Ind AS 115, Revenue from Contract with Customers, as further explained in note 2.2 to the accompanying standalone financial statements, and which, by its nature, is complex given the significant judgements involved in the assessment of current and future contractual performance obligations. The Company recognises revenue and margins based on the stage of completion which is determined on the basis of the proportion of value of goods or services transferred as at the Balance Sheet date, relative to the value of goods or services promised under the contract. The recognition of contract revenue, contract costs and the resultant profit/ loss therefore rely on the estimates in relation to forecast contract revenue and the total cost. These contract estimates are reviewed by the management on a periodic basis. In doing so, the management is required to exercise judgement in its assessment of the valuation of contract variations and claims and liquidated damages as well as the completeness and accuracy of forecast costs to complete and the ability to deliver contracts within contractually determined timelines. The final contract values can potentially be impacted on account of various factors and are expected to result in varied outcomes. Changes in these judgements, and the related estimates as contracts progress can result in material adjustments to revenue and margins/ onerous obligations. Owing to these factors, we have determined revenue recognition and provision for upfront losses from EPC contracts as a key audit matter for the current year audit.	Our audit procedures for recognition of contract revenue, margin and contract costs, and related receivables and liabilities included, but were not limited to, the following: • Evaluated the appropriateness of the Company's accounting policy for revenue recognition from construction contracts in accordance with Ind AS 115, 'Revenue from Contracts with Customers; • Assessed the design and implementation of key controls, over the recognition of contract revenue and margins, and tested the operating effectiveness of these controls; • For a sample of contracts, we have tested the appropriateness of amount recognized as revenue by evaluating key management judgements inherent in the determining forecasted contract revenue and costs to complete that drive the accounting under the percentage of completion method by performing following procedures: - reviewed the contract terms and conditions; - evaluated the identification of performance obligation of the contract; - evaluated the appropriateness of management's assessment that performance obligation was satisfied over time and consequent recognition of revenue using percentage of completion method; - obtained an understanding of the assumptions applied in determining the forecasted revenue and cost to complete; - assessed management's estimates of the impact to revenue and budgeted costs arising from scope changes made to the original contracts, claims, disputes and liquidation damages with reference to supporting documents including variation orders and correspondence between the Company and the customers; and • Assessed the appropriateness and adequacy of disclosures made by the management with respect to revenue recognised during the year in accordance with applicable accounting standards.
3. Fair value measurement of investments in subsidiaries, associates and joint ventures (refer note 2.2 for the accounting policy and note 5 for disclosures of the accompanying standalone financial statements)	
The Company has determined the fair value of its investments in unquoted equity and preference shares of its subsidiaries, joint ventures and associates as at the year end. Determining the fair value of such unquoted investments requires use of valuation techniques which has been performed by independent valuation experts, applying applicable valuation methodologies. The Company has total investment of ₹ 13,687.42 crore as at 31 March 2021 which constitutes 75.00 % of total assets of the Company. The determination of carrying value of the Company's investments in subsidiaries, joint ventures and associates is dependent on management's estimates of future cash flows and their judgment with respect to final determination of tariff rates, operational performance of the plants and coal mines, life extension plans, availability and market prices of gas, coal	Our audit procedures to assess the reasonableness of fair valuation of investments included the following: • Obtained a detailed understanding of the management's process and controls for determining the fair valuation of unquoted equity and preference instruments; • Evaluated the design and tested the operating effectiveness of key controls implemented for fair valuation of the investments; • Obtained the valuation reports of the management's valuation expert and assessed the expert's professional competence, objectivity and capabilities in performing the valuation of the investments; • Assessed the appropriateness of the valuation methodology used for the fair valuation computation;

Key audit matter	How our audit addressed the key audit matter
and other fuels, restructuring of loans, outcome of litigations, etc. in case of investments in entities in the energy business and estimation of passenger and vehicle traffic and rates and favourable outcomes of litigations etc. in case of investments in airport and expressway business. Owing to the uncertainties involved in forecasting and discounting future cash flows, significant management's judgement and subjectivity involved in estimates and underlying key assumptions used in the valuation models and the significance of the Company's investments as at 31 March 2021 in context of standalone financial statements, we have determined this as a key audit matter for current year audit. In addition to the above, considering the following matters to be fundamental to the understanding of the financial statements, we draw attention to: a. Note 5(3)(d)(i) of the accompanying standalone financial statements, which describes the uncertainties due to the outbreak of COVID-19 pandemic and management's evaluation of its impact on the assumptions underlying the valuation of investments which are carried at fair value in the standalone financial statements of the Company as at 31 March 2021. Further, we also draw attention to note 5(3)(d)(ii) in relation to the carrying value of investments in the subsidiaries as specified in the note which are further dependent on the uncertainties relating to the future outcome of the ongoing matters. b. Note 5(5) and 5(6) in relation to the investment made by the Company in GEL amounting to ₹ 1,272.32 crore as at 31 March 2021 which is in addition to the matters described in paragraph 3 above. The recoverability of such investment is further dependent upon various claims, counter claims and other receivables from customers of GMR Warora Energy Limited ('GWEL'), a subsidiary of GEL, which are pending settlement / realization as on 31 March 2021, and certain other key assumptions considered in the valuation performed by an external expert, including capacity utilization of plant in future years, management's plan for entering into a new long-term power purchase agreement ('PPA') to replace the PPA expired in June 2020 with one of its customers and the pending outcome of the debt resolution plan being discussed with the lenders of GWEL, as explained in the said note. The above claims also include recovery of transmission charges from Maharashtra State Electricity Distribution Company Limited (`MSEDCL') by GWEL amounting to ₹ 611.58 crore for the period from 17 March 2014 to 31 March 2021, based on the Order of the Appellate Tribunal for Electricity (`APTEL') (`the Order') dated 8 May 2015 which is currently contested by MSEDCL in the Supreme Court as described in aforesaid note. The management of the Company, based on its internal assessment, legal opinion, certain interim favourable regulatory orders and valuation assessment made by an external expert, is of the view that the carrying value of the aforesaid investment of the Company in GEL, taking into account the matters described above in relation to the investments made by GEL in its aforementioned subsidiaries, is appropriate and accordingly, no adjustments to the aforesaid balance have been made in the accompanying standalone financial statements for the year ended 31 March 2021.	• Carried out an assessment of forecasts of future cash flows prepared by the management across various sectors and business of the investee companies which involved, evaluating the key assumptions including the discount rate and comparing the estimates to externally available industry, economic and financial data and assessed the impact of COVID-19 outbreak on these assumptions with the support of our auditor's expert and assessed the appropriateness of the aforesaid key assumptions; • Engaged in discussions with the management on the performance of the Company's investments as compared to previous year in order to evaluate whether the inputs and assumptions used in the cash flow forecasts were suitable; • Discussed the significant ongoing litigations in the investee companies which had a material impact to ascertain the appropriateness of the outcome considered in the respective valuation models; • Tested the arithmetical accuracy of the computations done in accordance with the valuation models; and • Ensured the appropriateness and adequacy of the related disclosures in the standalone financial statements in accordance with the accounting standards.

Information other than the Financial Statements and Auditor's Report thereon

8. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Report on Corporate Governance, Directors' Report etc., but does not include the standalone financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of this auditor's report.

   Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   When we read these reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

   Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

9. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

10. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

11. Those Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

12. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

13. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

    - Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

    - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls;

    - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

    - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern; and

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

14. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

15. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

17. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.

18. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order.

19. Further to our comments in Annexure I, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

    a) we have sought and except for the matters described in the Basis for Qualified Opinion section, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying standalone financial statements;

    b) except for the effects/possible effects of the matters described in the Basis for Qualified Opinion section, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) the standalone financial statements dealt with by this report are in agreement with the books of account;

    d) except for the effects/possible effects of the matters described in the Basis for Qualified Opinion section, in our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;

    e) the matters described in Emphasis of Matter reported in S. No. 3(a) and 3(b) of the Key audit matters section in paragraph 7 above, and paragraph 3 of Basis for Qualified Opinion section, in our opinion, may have an adverse effect on the functioning of the Company;

    f) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of section 164(2) of the Act;

    g) the qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion section;

    h) we have also audited the internal financial controls with reference to standalone financial statements of the Company as on 31 March 2021 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date and our report dated 18 June 2021 as per Annexure II expressed modified opinion; and

        i. with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

        ii. except for the effects/possible effects of the matters described in paragraph 3 of the Basis for Qualified Opinion section, the standalone financial statements disclose the impact of pending litigations on the standalone financial position of the Company as at 31 March 2021, as detailed in note 37(II) to the accompanying standalone financial statements;

        iii. except for the effects/possible effects of the matters described in the Basis for Qualified Opinion section, the Company, as detailed in note 36(e) to the accompanying standalone financial statements, has made provision as at 31 March 2021, as required under the applicable law or Ind AS, for material foreseeable losses, if any, on long-term contracts including derivative contracts;

iv. there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year ended 31 March 2021; and

v. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these standalone financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok& Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Anamitra Das
Partner
Membership No.: 062191
UDIN: 21062191AAAAIP8074

Place: New Delhi
Date: 18 June 2021

Annexure I to the Independent Auditor's Report of even date to the members of GMR Infrastructure Limited, on the standalone financial statements for the year ended 31 March 2021

Based on the audit procedures performed for the purpose of reporting a true and fair view on the standalone financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment.

(b) The Company has a regular program of physical verification ofits property, plant and equipment under which property, plant and equipment are verified in a phased manner over a period of 3 years, which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. In accordance with this program, certain property, plant and equipment were verified during the year and no material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties (which are included under the head 'Property, plant and equipment') are held in the name of the Company.

(ii) In our opinion, the management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies between physical inventory and book records were noticed on physical verification.

(iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.

(iv) In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of loans, investments, guarantees and security.

(v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) We have broadly reviewed the books of account maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products/services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) (a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and services tax and other material statutory dues, as applicable, have generally been regularly deposited to the appropriate authorities, though there has been a slight delay in a few cases. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.

(b) The dues outstanding in respect of income-tax, sales-tax, service-tax, duty of customs, duty of excise and value added tax on account of any dispute, are as follows:

Statement of Disputed Dues

Name of Statute	Nature of Dues	Amount (₹ in Crore)	Amount paid under Protest (₹ in Crore)	Period to which the amount relates	Forum where dispute is Pending
Finance Act,1994	Service tax	9.00	-	July 2013 to March 2014	Central Excise and service Tax Appellate Tribunal
Tamil Nadu Value Added Tax Act, 2006	Value Added tax	0.31	-	April 2018 to March 2018	Assistant Commissioner (Circle), Poonmallee-Chennai, Tamil Nadu
Telangana Value Added Tax Act, 2005	Value Added tax	0.17	-	April 2013 to March 2014	Deputy Commissioner, Saroornagar -Hyderabad, Telengana
Income Tax Act, 1961	Income taxes	209.20	-	Assessment year 2008-09 to 2015-16	Income Tax Appellate Tribunal, Bengaluru
Income Tax Act, 1961	Income taxes	10.34	-	Assessment year 2017-18	Commissioner of Income tax (A), Bengaluru

(viii) The Company had dues to bonds holders as on 31 March 2021 amounting to ₹ 185.25 crore which were overdue for 90 days, for which the formal extension had been obtained subsequent to the year end. During the year, there were certain delays in dues payable to debenture holders/ bond holders amounting to ₹ 246.31 crore, ranging 7-11 days which were made good by the Company before 31 March 2021. Further with respect to dues to one debenture holder amounting to ₹ 58.73 crore due on 25 June 2020, the Company in reference with COVID-19 – Regulatory Package notified by RBI submitted an application for moratorium of dues. In absence of any further communication from the debenture holder on the matter, the dues were made good on 25 August 2020.

The Company has no defaults in repayment of loans or borrowings to any financial institution or a bank, as at balance sheet date, though during the year, there were certain delays noted in the case of ICICI Bank Limited, Yes Bank Limited, Industrial Finance Corporation of India Limited and Life Insurance Corporation of India amounting to ₹ 26.62 crore, ₹ 78.59 crore, ₹ 41.72 crore and ₹ 143.33 crore respectively, ranging from 1 to 29 days which were paid within the same or next month in which they were due. The Company does not have any loans or borrowings payable to the government.

(ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.

(x) No fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) Managerial remuneration has been paid and provided by the Company in accordance with the requisite approvals mandated by the provisions of Section 197 of the Act read with Schedule V to the Act.

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

(xiii) In our opinion all transactions with the related parties are in compliance with Sections 177 and 188 of Act, where applicable, and the requisite details have been disclosed in the standalone financial statements etc., as required by the applicable Ind AS.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.

(xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Anamitra Das
Partner
Membership No.: 062191
UDIN:21062191AAAAIP8074

Place: New Delhi
Date: June 18, 2021

Independent Auditor's Report on the internal financial controls with reference to standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the standalone financial statements of GMR Infrastructure Limited ('the Company') as at and for the year ended 31 March 2021, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management and Those Charged with Governance for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India (the 'ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A Company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified opinion

8. According to the information and explanations given to us and based on our audit, the following material weakness have been identified in the operating effectiveness of the Company's internal financial controls with reference to financial statements as at 31 March 2021:

   The Company's internal control system towards estimating the fair value of its investment in certain subsidiaries, joint ventures and associates as more fully explained in note 5(4) to the accompanying standalone financial statements were not operating effectively due to uncertainties in the judgments and assumptions made by the Company in such estimations, which could result in the Company not providing for adjustment, if any that may be required to the carrying values of investments and further provisions, if any, required to be made for the obligations on behalf of those entities and its consequential impact on the accompanying standalone financial statements

9. A ‘material weakness’ is a deficiency, or a combination of deficiencies, in internal financial controls with reference to financial statements, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

10. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements as at 31 March 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI, and except for the effects/possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, the Company’s internal financial controls with reference to financial statements were operating effectively as at 31 March 2021.

11. We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company as at and for the year ended 31 March 2021, and the material weakness have affected our opinion on the standalone financial statements of the Company and we have issued a modified opinion on the standalone financial statements.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm’s Registration No.: 001076N/N500013

Anamitra Das
Partner
Membership No.: 062191
UDIN: 21062191AAAAIP8074

Place: New Delhi
Date: June 18, 2021

Standalone Balance Sheet as at March 31, 2021

(₹ in crore)

		Notes	March 31, 2021	March 31, 2020
I	**ASSETS**			
(1)	**Non-current assets**			
	Property, plant and equipment	3	123.63	132.71
	Intangible assets	4	1.53	1.94
	Financial assets			
	Investments	5	13,794.82	15,018.66
	Trade receivables	6	146.91	109.57
	Loans	7	1,328.83	1,256.28
	Other financial assets	8	574.03	81.24
	Non-current tax assets (net)	10	62.82	64.42
	Other non-current assets	9	7.28	8.73
			16,039.85	**16,673.55**
(2)	**Current assets**			
	Inventories	11	78.68	98.48
	Financial assets			
	Investments	5	0.20	98.00
	Trade receivables	6	333.21	538.87
	Cash and cash equivalents	12(a)	57.24	23.26
	Bank balances other than cash and cash equivalents	12(b)	27.78	2.01
	Loans	7	631.40	1,137.96
	Other financial assets	8	934.43	863.83
	Other current assets	9	148.04	96.68
			2,210.98	**2,859.09**
(3)	**Assets classified as held for sale**	13	**-**	**4,748.88**
	Total assets (1 + 2 + 3)		**18,250.83**	**24,281.52**
II	**EQUITY AND LIABILITIES**			
(1)	**Equity**			
	Equity share capital	14	603.59	603.59
	Other equity	15	9,142.63	11,464.15
	Total equity		**9,746.22**	**12,067.74**
	Liabilities			
(2)	**Non-current liabilities**			
	Financial liabilities			
	Borrowings	16	3,720.53	6,341.45
	Other financial liabilities	17	106.12	128.72
	Provisions	18	3.89	0.89
	Deferred tax liabilities (net)	19	539.88	882.84
			4,370.42	**7,353.90**
(3)	**Current liabilities**			
	Financial liabilities			
	Borrowings	16	766.91	818.64
	Trade payables	21		
	(a) Total outstanding dues of micro enterprises and small enterprises		44.23	32.64
	(b) Total outstanding dues of creditors other than (a) above		518.57	519.42
	Other financial liabilities	17	2,689.78	3,322.14
	Other current liabilities	20	113.68	162.21
	Provisions	18	1.02	4.83
			4,134.19	**4,859.88**
Total equity and liabilities (1+2+3)			**18,250.83**	**24,281.52**

Summary of significant accounting policies 2.2

The accompanying notes are an integral part of the standalone financial statements.

This is the standalone balance sheet referred to in our report of even date

For **Walker Chandiok & Co LLP**
ICAI firm registration number: 001076N/ N500013
Chartered Accountants

Anamitra Das
Partner
Membership number: 062191

Place: New Delhi
Date: June 18, 2021

For and on behalf of the Board of Directors of GMR Infrastructure Limited

G. M. Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership Number: A13979

Date: June 18, 2021
Place: Counter Signed at Dubai and New Delhi

Standalone statement of Profit and Loss for the year ended March 31, 2021

(₹ in crore)

		Notes	March 31, 2021	March 31, 2020
I	**Income**			
	Revenue from operations	22	1,055.20	803.46
	Other operating income	23	393.40	351.64
	Other income	24	19.48	7.90
	Total income		**1,468.08**	**1,163.00**
II	**Expenses**			
	Cost of material consumed	25	662.56	360.39
	Sub-contracting expense		194.66	176.03
	Employee benefit expense	26	28.76	40.71
	Finance costs	27	890.71	892.93
	Depreciation and amortisation expense	28	21.50	23.52
	Other expenses	29	157.06	133.09
	Total expenses		**1,955.25**	**1,626.67**
III	**Loss before exceptional items and tax (I +/- II)**		**(487.17)**	**(463.67)**
IV	Exceptional items	30	796.85	990.47
V	**Loss before tax (III +/- IV)**		**(1,284.02)**	**(1,454.14)**
VI	**Tax expense:**	32		
	(1) Current tax		-	-
	(2) Taxes in relation to earlier periods		-	(1.32)
	(3) Deferred tax		(3.86)	26.30
	Total tax expenses		**(3.86)**	**24.98**
VII	**Loss for the year (V +/- VI)**		**(1,280.16)**	**(1,479.12)**
VIII	**Other comprehensive (loss)/ income**			
(A)	(i) Items that will not be reclassified to profit or loss			
	- Re-measurement gains on defined benefit plans		0.55	0.04
	- Net gain/(loss) on fair valuation through other comprehensive income ('FVTOCI') of equity securities		(1,455.57)	2,460.76
	(ii) Income tax effect		339.09	(464.55)
(B)	(i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax effect		-	-
	Total other comprehensive (loss)/ income for the year		**(1,115.93)**	**1,996.25**
IX	**Total comprehensive income for the year (VII +/- VIII)**		**(2,396.09)**	**517.13**
X	Earnings per equity share (nominal value of share ₹ 1 each):			
	Basic and diluted	31	(2.12)	(2.45)

Summary of significant accounting policies 2.2

The accompanying notes are an integral part of the standalone financial statements.

This is the standalone statement of profit and loss referred to in our report of even date

For **Walker Chandiok & Co LLP**
ICAI firm registration number: 001076N/ N500013
Chartered Accountants

Anamitra Das
Partner
Membership number: 062191

Place: New Delhi
Date: June 18, 2021

For and on behalf of the Board of Directors of GMR Infrastructure Limited

G. M. Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership Number: A13979

Date: June 18, 2021
Place: Counter Signed at Dubai and New Delhi

Standalone statement of changes in equity for the year ended March 31, 2021

a. **Equity share capital:**

Equity shares of Re. 1 each issued, subscribed and fully paid

	Number of shares	₹ in crore
At April 1, 2019	**6,035,945,275**	**603.59**
Add: Issued during the year	-	-
At March 31, 2020	**6,035,945,275**	**603.59**
	Number of shares	**₹ in crore**
At April 1, 2020	**6,035,945,275**	**603.59**
Add: Issued during the year	-	-
At March 31, 2021	**6,035,945,275**	**603.59**

b. **Other equity**

(₹ in crore)

Particulars	Equity component of Optionally Convertible Debentures ('OCD') (refer note 15)	Treasury shares (refer note 15)	Fair valuation through other comprehensive income ('FVTOCI') (refer note 15)	Reserves and surplus						Total other equity
				General reserve (refer note 15)	Securities premium (refer note 15)	Debenture redemption reserve (refer note 15)	Capital reserve (refer note 15)	Retained earnings (refer note 15)	Foreign currency monetary translation difference account ('FCMTR') (refer note 15)	
For the year ended March 31, 2021										
As at April 1, 2020	**45.92**	**-**	**2,228.38**	**174.56**	**10,010.98**	**59.49**	**141.75**	**(948.54)**	**(248.39)**	**11,464.15**
Loss for the year	-	-	-	-	-	-	-	(1,280.16)	-	(1,280.16)
Other comprehensive income (refer note 15)	-	-	(1,116.48)	-	-	-	-	0.55	-	(1,115.93)
Total comprehensive income	**-**	**-**	**(1,116.48)**	**-**	**-**	**-**	**-**	**(1,279.61)**	**-**	**(2,396.09)**
Exchange difference on foreign currency convertible bond ('FCCB') recognised during the year	-	-	-	-	-	-	-	-	76.65	76.65
FCMTR amortisation during the year	-	-	-	-	-	-	-	-	(2.08)	(2.08)
Transfer on account of redemption of OCDs	(45.92)	-	-	-	-	-	-	45.92	-	-
Transfer from Debenture Redemption Reserve	-	-	-	-	-	(59.49)	-	59.49	-	-
Transfer from Fair valuation through other comprehensive income ('FVTOCI') reserve	-	-	(4,254.97)	-	-	-	-	4,254.97	-	-
As at March 31, 2021	**-**	**-**	**(3,143.07)**	**174.56**	**10,010.98**	**-**	**141.75**	**2,132.23**	**(173.82)**	**9,142.63**
For the year ended March 31, 2020										
As at April 1, 2019	**45.92**	**(101.54)**	**677.84**	**174.56**	**10,010.98**	**94.86**	**141.75**	**121.50**	**(68.31)**	**11,097.56**
Loss for the year	-	-	-	-	-	-	-	(1,479.12)	-	(1,479.12)
Other comprehensive income (refer note 15)	-	-	1,996.21	-	-	-	-	0.04	-	1,996.25
Total comprehensive income	**-**	**-**	**1,996.21**	**-**	**-**	**-**	**-**	**(1,479.08)**	**-**	**517.13**
Exchange difference on foreign currency convertible bond ('FCCB') recognised during the year	-	-	-	-	-	-	-	-	(195.39)	(195.39)
FCMTR amortisation during the year	-	-	-	-	-	-	-	-	15.31	15.31
Purchase of treasury shares/ loss on sale of treasury shares	-	101.54	-	-	-	-	-	(72.00)	-	29.54
Transfer from Debenture Redemption Reserve	-	-	-	-	-	(35.37)	-	35.37	-	-
Transfer from Fair valuation through other comprehensive income ('FVTOCI')	-	-	(445.67)	-	-	-	-	445.67	-	-
As at March 31, 2020	**45.92**	**-**	**2,228.38**	**174.56**	**10,010.98**	**59.49**	**141.75**	**(948.54)**	**(248.39)**	**11,464.15**

Summary of significant accounting policies 2.2

The accompanying notes are an integral part of the standalone financial statements.

This is the standalone statement of changes in equity referred to in our report of even date

For **Walker Chandiok & Co LLP**
ICAI firm registration number: 001076N/ N500013
Chartered Accountants

Anamitra Das
Partner
Membership number: 062191

Place: New Delhi
Date: June 18, 2021

For and on behalf of the Board of Directors of GMR Infrastructure Limited

G. M. Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership Number: A13979

Date: June 18, 2021
Place: Counter Signed at Dubai and New Delhi

Standalone statement of cash flows for the year ended March 31, 2021

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
CASH FLOW FROM OPERATING ACTIVITIES		
Loss before tax	**(1,284.02)**	**(1,454.14)**
Adjustments for:		
Depreciation and amortisation expenses	21.50	23.52
Exceptional items	796.85	990.47
Bad debts written off/ provision for doubtful debts	1.43	4.02
Net foreign exchange differences (unrealised)	14.66	33.94
Gain on disposal of assets (net)	(0.36)	(1.67)
Provision/ liabilities no longer required, written back	(13.38)	(0.71)
Reversal for upfront loss on long term construction cost	(24.28)	(95.05)
Profit on sale of current investments	(3.13)	(0.92)
Dividend income on current investments (gross) ₹ Nil (March 31, 2020: ₹ 4,360)	-	(0.00)
Finance income (including finance income on finance asset measured at amortised cost)	(390.25)	(349.53)
Finance costs	890.71	892.93
Operating profit before working capital changes	**9.73**	**42.86**
Working capital adjustments:		
Change in inventories	19.80	(53.40)
Change in trade receivables	166.88	(169.08)
Change in other financial assets	(81.68)	45.15
Change in other assets	(51.77)	(44.35)
Change in trade payables	48.32	151.83
Change in other financial liabilities	(18.71)	(11.84)
Change in provisions	(0.81)	(0.23)
Change in other liabilities	(48.53)	(95.71)
Cash generated from / (used in) operations	**43.23**	**(134.77)**
Income taxes refund/ (paid) (net)	1.60	(19.67)
Net cash from / (used) in operating activities	**44.83**	**(154.44)**
CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(10.35)	(0.96)
Proceeds from sale of property, plant and equipment	0.55	3.95
Purchase of non-current investments (including advances paid)	(376.15)	(0.10)
Proceeds from sale and redemption of non-current investments	4,345.69	1,206.85
Proceeds from / (Purchase) of current investments (net)	100.93	(97.07)
(Investment in)/ Proceeds from bank deposit (having original maturity of more than three months) (net)	(7.23)	17.63
Loans given to group companies	(3,926.79)	(2,951.11)
Loans repaid by group companies	2,129.63	1,679.24
Interest received	365.82	184.83
Dividend received [(₹ Nil (March 31, 2020: ₹ 4,360)]	-	0.00
Net cash from investing activities	**2,622.10**	**43.26**

Standalone statement of cash flows for the year ended March 31, 2021

(₹ in crore)

	March 31, 2021	March 31, 2020
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from long term borrowings	425.12	2,493.60
Repayment of long term borrowings	(2,445.00)	(1,622.51)
Proceeds from / (Repayment) of short term borrowings (net)	19.27	(118.68)
Finance costs paid	(632.34)	(629.75)
Net cash (used in) /from financing activities	**(2,632.95)**	**122.66**
Net increase in cash and cash equivalents	33.98	11.48
Cash and cash equivalents at the beginning of the year	23.26	11.78
Cash and cash equivalents at the end of the year	**57.24**	**23.26**

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Component of Cash and Cash equivalents		
Balances with banks:		
- On current accounts	36.28	22.33
Deposits with original maturity of less than three months	20.94	0.90
Cash on hand	0.02	0.03
	57.24	**23.26**

Reconciliation of liabilities arising from financing activities pursuant to Ind AS - 7 'Statement of Cash Flows' (₹ in crore)

Particulars	Liabilities arising from financing activities	
	Long term borrowings* (refer note 16)	Short term borrowings# (refer note 16)
As at April 01, 2020	**7,362.62**	**-**
Cash flow changes:		
Proceeds from borrowings	425.12	19.27
Repayment of borrowings	(2,445.00)	-
Non-cash changes:		
Moratorium interest coverted into loan	110.99	-
Others non-cash adjustment**	(1,061.40)	(71.00)
Foreign exchange fluctuations	(76.65)	-
Amortisation of transaction costs	35.44	-
As at March 31, 2021	**4,351.12**	**(51.73)**
As at April 01, 2019	**6,242.69**	**943.55**
Cash flow changes:		
Proceeds from borrowings	2,493.60	-
Repayment of borrowings	(1,622.51)	(124.91)
Non-cash changes:		
Foreign exchange fluctuations	191.49	-
Amortisation of transaction costs	57.35	-
As at March 31, 2020	**7,362.62**	**818.64**

* includes current maturities of long term borrowings

Standalone statement of cash flows for the year ended March 31, 2021

\# movement of short term borrowings presented on net basis.

** includes movement on account of adjustment against consideration for sale of equity shares of GMR Airport Limited amounting to ₹ 619.00 crore [as described in note 5(11)(i)(d)], adjustment of borrowings from GMR Power Corporation Limited against loan receivables from GMR Generation Assets Limited (GGAL) amounting to ₹ 348.29 crore which have merged with [refer note 5(11)(i)(b)] and ₹ 165.11 crore adjusted against loan receivables from Kakinada SEZ Limited pursuant to the transaction as described in note 5(14).

Summary of significant accounting policies 2.2

The accompanying notes are an integral part of the standalone financial statements.

This is the standalone statement of cash flow referred to in our report of even date

For **Walker Chandiok & Co LLP**
ICAI firm registration number: 001076N/ N500013
Chartered Accountants

Anamitra Das
Partner
Membership number: 062191

Place: New Delhi
Date: June 18, 2021

For and on behalf of the Board of Directors of GMR Infrastructure Limited

G. M. Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership Number: A13979

Date: June 18, 2021
Place: Counter Signed at Dubai and New Delhi

Notes to the standalone financial statements for the year ended March 31, 2021

1. CORPORATE INFORMATION

GMR Infrastructure Limited ('GIL' or 'the Company') is a public limited Company domiciled in India. The registered office of the Company is located at Naman Centre, Bandra Kurla Complex, Mumbai, India. Its equity shares are listed on National Stock Exchange and Bombay Stock Exchange in India. The Company carries its business in the following business segments:

a. Engineering Procurement Construction (EPC)

The Company is engaged in handling EPC solutions in the infrastructure sector.

b. Others

The Company's business also comprises of investment activity and corporate support to various infrastructure Special Purpose Vehicles (SPV).

Information on other related party relationships of the Company is provided in Note 34.

Other explanatory information to the standalone financial statement comprises of notes to the financial statements for the year ended March 31, 2021.

The standalone financial statements were approved by the Board of Directors and authorised for issue in accordance with a resolution of the directors on June 18, 2021.

2. SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies applied by the Company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the periods presented in these financial statements, unless otherwise indicated below:

Impact of implementation of new standards/amendments:

Effective April 01, 2019, the Company has adopted Ind AS 116 "Leases" and applied the standard to lease arrangements existing on the date of initial application using the modified retrospective approach with right-of-use asset recognized at an amount equal to the lease liability adjusted for any prepayments/accruals recognized in the balance sheet immediately before the date of initial application. Accordingly, comparatives for the year ended March 31, 2019 have not been retrospectively adjusted.

2.1. BASIS OF PREPARATION

The standalone financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time).

The standalone financial statements have been prepared on a historical cost basis except for certain financial assets and liabilities (refer accounting policy regarding financial instruments) which have been measured at fair value.

The functional and presentation currency of the Company is Indian Rupee ("₹") which is the currency of the primary economic environment in which the Company operates and all values are rounded to nearest crore except when otherwise indicated.

The Standalone financial statements for the year ended 31 March 2021 reflected an excess of current liabilities over current assets of ₹ 1,923.21 crores and losses from continuing operations after tax amounting to ₹ 1,280.16 crore. Management is taking various initiatives including monetization of assets, sale of stake in certain non-core assets including receipt of balance consideration as detailed in note 5(14), recovery of outstanding claims in highway and power sector investee entities, raising finances from financial institutions and strategic investors, refinancing of existing debt and other strategic initiatives. Such initiatives will enable the Company meet its financial obligations, improve net current assets and its cash flow in an orderly manner. Accordingly, the financial statements continue to be prepared on a going concern basis.

2.2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. Current versus non-current classification

The Company presents assets and liabilities in the standalone balance sheet based on current/ non-current classification. An asset is treated as current when it is:

i. Expected to be realised or intended to be sold or consumed in normal operating cycle,
ii. Held primarily for the purpose of trading,
iii. Expected to be realised within twelve months after the reporting period, or
iv. Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

Notes to the standalone financial statements for the year ended March 31, 2021

A liability is current when:

i. It is expected to be settled in normal operating cycle,
ii. It is held primarily for the purpose of trading,
iii. It is due to be settled within twelve months after the reporting period, or
iv. There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

Advance tax paid is classified as non-current assets.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Fair value measurement of financial instruments

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date using valuation techniques.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

c. Revenue from contracts with customer

The Company recognises revenue from contracts with customers when it satisfies a performance obligation by transferring promised good or service to a customer. The revenue is recognised to the extent of transaction price allocated to the performance obligation satisfied. Performance obligation is satisfied over time when the transfer of control of asset (good or service) to a customer is done over time and in other cases, performance obligation is satisfied at a point in time. For performance obligation satisfied over time, the revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

Transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring good or service to

Notes to the standalone financial statements for the year ended March 31, 2021

a customer excluding amounts collected on behalf of a third party. Variable consideration is estimated using the expected value method or most likely amount as appropriate in a given circumstance. Payment terms agreed with a customer are as per business practice and there is no financing component involved in the transaction price.

Costs to obtain a contract which are incurred regardless of whether the contract was obtained are charged-off in Profit & loss immediately in the period in which such costs are incurred. Incremental costs of obtaining a contract, if any, and costs incurred to fulfil a contract are amortised over the period of execution of the contract in proportion to the progress measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

Significant judgments are used in:

1. Determining the revenue to be recognised in case of performance obligation satisfied over a period of time; revenue recognition is done by measuring the progress towards complete satisfaction of performance obligation. The progress is measured in terms of a proportion of actual cost incurred to-date, to the total estimated cost attributable to the performance obligation.

2. Determining the expected losses, which are recognised in the period in which such losses become probable based on the expected total contract cost as at the reporting date.

Revenue from operations

Revenue from operation is exclusive of goods and service tax (GST). Revenue includes adjustments made towards liquidated damages and variation wherever applicable. Escalation and other claims, which are not ascertainable/acknowledged by customers are not taken into account.

Revenue from construction/project related activity is recognised as follows:

1. **Cost plus contracts:** Revenue from cost plus contracts is recognized over time and is determined with reference to the extent performance obligations have been satisfied. The amount of transaction price allocated to the performance obligations satisfied represents the recoverable costs incurred during the period plus the margin as agreed with the customer.

2. **Fixed price contracts:** Contract revenue is recognised over time to the extent of performance obligation satisfied and control is transferred to the customer. Contract revenue is recognised at allocable transaction price which represents the cost of work performed on the contract plus proportionate margin, using the percentage of completion method. Percentage of completion is the proportion of cost of work performed to-date, to the total estimated contract costs.

Impairment loss (termed as provision for foreseeable losses in the financial statements) is recognized in profit or loss to the extent the carrying amount of the contract asset exceeds the remaining amount of consideration that the Company expects to receive towards remaining performance obligations (after deducting the costs that relate directly to fulfil such remaining performance obligations). In addition, the Company recognises impairment loss (termed as provision for expected credit loss on contract assets in the financial statements) on account of credit risk in respect of a contract asset using expected credit loss model on similar basis as applicable to trade receivables.

CONTRACT BALANCES

Contract assets

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration that is conditional. Contract assets are transferred to receivables when the rights become unconditional and contract liabilities are recognized as and when the performance obligation is satisfied.

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in section (n) Financial instruments – initial recognition and subsequent measurement.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Notes to the standalone financial statements for the year ended March 31, 2021

Income from management/ technical services

Income from management/ technical services is recognised as per the terms of the agreement on the basis of services rendered.

Interest income

Interest income is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable except the interest income received from customers for delayed payments which are accounted on the basis of reasonable certainty / realisation.

For all debt instruments measured either at amortised cost or at fair value through other comprehensive income, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider the expected credit losses. Interest income is included in finance income in the statement of profit and loss. Interest income is included in other operating income in the statement of profit and loss.

Dividends

Dividend income is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

d. Taxes on income

Current income tax

Tax expense for the year comprises current and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of profit and loss because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The Company's liability for current tax is calculated using the tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying values of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of the taxable profit and is accounted for using the balance sheet liability model. Deferred tax liabilities are generally recognised for all the taxable temporary differences. In contrast, deferred tax assets are only recognised to the extent that is probable that future taxable profits will be available against which the temporary differences can be utilised.

Deferred tax assets are recognized for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

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

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the balance sheet date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Deferred tax assets include Minimum Alternative Tax ('MAT') paid in accordance with the tax laws in India, which is likely to give future economic benefits in the form of availability of set off against future income tax liability. Accordingly, MAT is recognized as deferred tax asset in the balance sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with the asset will be realized.

In the year in which the Company recognises MAT credit as an asset, it is created by way of credit to the statement of profit and loss shown as part of deferred tax asset. The Company reviews the "MAT credit entitlement" asset at each reporting date and writes down the asset to the extent that it is no longer probable that it will pay normal tax during the specified period.

Notes to the standalone financial statements for the year ended March 31, 2021

e. Non-current assets held for sale/ disposal

The Company classifies non-current assets as held for sale/ disposal if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets , its sale is highly probable; and it will genuinely be sold, not abandoned. The Company treats sale of the asset to be highly probable when:

a) The appropriate level of management is committed to a plan to sell the asset,
b) An active programme to locate a buyer and complete the plan has been initiated,
c) The asset (or disposal group) is being actively marketed for sale at a price that is reasonable in relation to its current fair value,
d) The sale is expected to qualify for recognition as a completed sale within one year from the date of classification, and
e) Actions required to complete the plan indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn.

Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the standalone balance sheet.

f. Property, plant and equipment

Freehold land is carried at historical cost and is not depreciated. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate assets are derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset.

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

Category of asset*	Estimated useful life
Plant and equipment	4 - 15 years*
Office equipment's	5 years
Furniture and fixtures	10 years
Vehicles	8 - 10 years
Computers	3 years

Leasehold improvements are depreciated over the period of lease or estimated useful life, whichever is lower, on straight line basis.

*The Company, based on technical assessment made by the technical expert and management estimate, depreciates certain items of plant and equipment over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013.

Further, the management has estimated the useful lives of asset individually costing Rs 5,000 or less to be less than one year, whichever is lower than those indicated in Schedule II. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

Notes to the standalone financial statements for the year ended March 31, 2021

g. Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period with the effect of any change in the estimate being accounted for on a prospective basis. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

A summary of the policies applied to the Company's intangible assets is, as follows:

Intangible assets	Useful lives	Amortisation method used	Internally generated or acquired
Computer software	Definite (6 years)	Straight-line basis	Acquired

h. Borrowing cost

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds including interest expense calculated using the effective interest method. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset until such time as the assets are substantially ready for the intended use or sale. All other borrowing costs are expensed in the period in which they occur.

i. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

A lease is classified at the inception date as a finance lease or an operating lease.

The Company as a lessee

Till previous year, assets acquired on leases where a significant portion of risk and rewards of ownership are retained by the lessor are classified as operating leases. Lease rental are charged to statement of profit and loss on straight-line basis except where scheduled increase in rent compensate the lessor for expected inflationary costs.

For any new contracts entered into on or after April 1, 2019, the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'.

The Company enters into leasing arrangements for various assets. The assessment of the lease is based on several factors, including, but not limited to, transfer of ownership of leased asset at end of lease term, lessee's option to extend/purchase etc.

At lease commencement date, the Company recognises a right-of-use asset and a lease liability on the balance sheet. The right-of-use asset is measured at cost, which is made up of the initial measurement of the lease liability, any initial direct costs incurred by the Company, an estimate of any costs to dismantle and remove the asset at the end of the lease (if any), and any lease payments made in advance of the lease commencement date (net of any incentives received).

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist. At lease commencement date, the Company measures the lease liability at the present value of the lease payments unpaid at

Notes to the standalone financial statements for the year ended March 31, 2021

that date, discounted using the interest rate implicit in the lease if that rate is readily available or the Company's incremental borrowing rate. Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed payments) and variable payments based on an index or rate. Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is re-measured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is re-measured, the corresponding adjustment is reflected in the right-of-use asset. The Company has elected to account for short-term leases using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in statement of profit and loss on a straight-line basis over the lease term.

The Company as a lessor

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Leases in which the Company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income.

j. Inventories

Raw materials, components, stores and spares are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, components and stores and spares is determined on a weighted average basis.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

Costs incurred that relate to future activities on the contract are recognised as "Contract work in progress".

Contract work in progress comprising construction costs and other directly attributable overheads is valued at lower of cost and net realisable value.

k. Impairment of non-financial assets

As at the end of each accounting year, the Company reviews the carrying amounts of its PPE, investment property, intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If such indication exists, the said assets are tested for impairment so as to determine the impairment loss, if any. Goodwill and the intangible assets with indefinite life are tested for impairment each year.

Impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

(i) in the case of an individual asset, at the higher of the fair value less costs of disposal and the value in use; and
(ii) in the case of a cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of the cash generating unit's net fair value less costs of disposal and the value in use.

(The amount of value in use is determined as the present value of estimated future cash flows from the continuing use of an asset and from its disposal at the end of its useful life. For this purpose, the discount rate (pre-tax) is determined based on the weighted average cost of capital of the company suitably adjusted for risks specified to the estimated cash flows of the asset).

For this purpose, a cash generating unit is ascertained as the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

If recoverable amount of an asset (or cash generating unit) is estimated to be less than its carrying amount, such deficit is recognised immediately in the statement of profit and loss as impairment loss and the carrying amount of the asset (or cash generating unit) is reduced to its recoverable amount.

When an impairment loss subsequently reverses, the carrying amount of the asset (or cash generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss is recognised for the asset (or cash generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the statement of profit and loss.

Notes to the standalone financial statements for the year ended March 31, 2021

l. Provisions and contingent liabilities

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

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognises any impairment loss on the assets associated with that contract.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

Provisions and contingent liability are reviewed at each balance sheet.

m. Retirement and other employee benefits

Retirement benefit in the form of provident fund, pension fund and superannuation fund are defined contribution schemes. The Company has no obligation, other than the contribution payable. The Company recognizes contribution payable to provident fund, pension fund and superannuation fund as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet reporting date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Accumulated leave, which is expected to be utilized within the next twelve months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year-end.

The Company presents the leave as a current liability in the standalone balance sheet, to the extent it does not have an unconditional right to defer its settlement for twelve months after the reporting date.

The cost of providing benefits under the defined benefit plan is determined using the projected unit credit method using actuarial valuation to be carried out at each balance sheet date.

In case of funded plans, the fair value of the plan assets is reduced from the gross obligation under the defined benefit plans to recognise the obligation on a net basis.

Re-measurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the standalone balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Re-measurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:

a. The date of the plan amendment or curtailment, and
b. The date that the Company recognises related restructuring costs

Notes to the standalone financial statements for the year ended March 31, 2021

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

a. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
b. Net interest expense or income.

n. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction cost and where such values are different from the fair value, at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss. In case of interest free or concession loans/debentures/preference shares given to subsidiaries, associates and joint ventures, the excess of the actual amount of the loan over initial measure at fair value is accounted as an equity investment. On de-recognition of such financial instruments in its entirety, the difference between the carrying amount measured at the date of de-recognition and the consideration received is adjusted with equity component of the investments.

Pursuant to change in accounting policy as detailed above, the Company has made an irrevocable election to measure investments in equity instruments issued by subsidiaries, associates and joint ventures at Fair Value Through Other Comprehensive Income (FVTOCI). Amounts recognised in OCI are not subsequently reclassified to the statement of profit and loss. Refer note 5 and 37

Investment in preference shares/ debentures of the subsidiaries are treated as equity instruments if the same are convertible into equity shares or are redeemable out of the proceeds of equity instruments issued for the purpose of redemption of such investments. Investment in preference shares/ debentures not meeting the aforesaid conditions are classified as debt instruments at amortised cost.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period.

(a) Financial assets

- **Measurement and Valuation**

1. Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

2. Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss.

For financial assets maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

- **Impairment of financial assets**

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through the statement of profit and loss.

The Company recognises impairment loss on trade receivables using expected credit loss model, which involves use of provision matrix constructed on the basis of historical credit loss experience as permitted under Ind AS 109 – Impairment loss on investments.

For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

- **De-recognition of financial assets**

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the financial asset expire, or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109.

If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the difference between the carrying amounts measured at the date of de-recognition and the consideration received is recognised in standalone statement of profit or loss.

For trade and other receivables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

(b) Financial liabilities and equity instruments

- **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

- **Measurement and Valuation**

1. Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

2. Financial Liabilities

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

- **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation.

- **Put Option Liability**

The potential cash payments related to put options issued by the Company over the equity of subsidiary companies to non-controlling interests are accounted for as financial liabilities when such options may only be settled other than by exchange of a fixed amount of cash or another financial asset for a fixed number of shares in the subsidiary. The financial liability for such put option is accounted for under Ind AS 109.

Notes to the standalone financial statements for the year ended March 31, 2021

The amount that may become payable under the option on exercise is initially recognised at fair value under other financial liabilities with a corresponding debit to investments.

If the put option is exercised, the entity derecognises the financial liability by discharging the put obligation. In the event that the option expires unexercised, the liability is derecognised with a corresponding adjustment to investment.

- **De-recognition**

  A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

(c) Off-setting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

o. Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

p. Convertible preference shares/debentures

Convertible preference shares/debentures are separated into liability and equity components based on the terms of the contract.

On issuance of the convertible preference shares/debentures, the fair value of the liability component is determined using a market rate for an equivalent non-convertible instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on conversion or redemption.

The remainder of the proceeds is allocated to the conversion option that is recognised and included in equity since conversion option meets Ind AS 32 criteria for conversion right. Transaction costs are deducted from equity, net of associated income tax. The carrying amount of the conversion option is not re-measured in subsequent years.

Transaction costs are apportioned between the liability and equity components of the convertible preference shares/debentures based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

q. Cash and cash equivalents

Cash and cash equivalent in the standalone balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

r. Foreign currencies

In preparing the financial statements, transactions in the currencies other than the Company's functional currency are recorded at the rates of exchange prevailing on the date of transaction. At the end of each reporting period, monetary items denominated in the foreign currencies are re-translated at the rates prevailing at the end of the reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on translation of long term foreign currency monetary items recognised in the financial statements before the beginning of the first Ind AS financial reporting period in respect of which the Company has elected to recognise such exchange differences in equity or as part of cost of assets as allowed under Ind AS 101-"First time adoption of Indian Accounting Standard" are recognised directly in equity or added/ deducted to/ from the cost of assets as the case may be. Such exchange differences recognised in equity or as part of cost of assets is recognised in the statement of profit and loss on a systematic basis.

Exchange differences arising on the retranslation or settlement of other monetary items are included in the statement of profit and loss for the period.

Notes to the standalone financial statements for the year ended March 31, 2021

s. Treasury shares

The Company has created a Staff welfare Trust ('SWT') for providing staff welfare to its employees. The Company treats SWT as its extension and shares held by SWT are treated as treasury shares. Own equity instruments that are reacquired (treasury shares) are recognised at cost and deducted from equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognised in capital reserve.

t. Corporate social responsibility ('CSR') expenditure

The Company charges its CSR expenditure during the year to the statement of profit and loss.

u. Interest in joint operations

In respect of its interests in joint operations, the Company recognises its share in assets, liabilities, income and expenses line-by-line in the standalone Ind AS financial statements of the entity which is party to such joint arrangement. Interests in joint operations are included in the segments to which they relate.

v. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue. For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares. Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

w. Exceptional items

An item of income or expense which due to its size, type or incidence requires disclosure in order to improve an understanding of the performance of the Company is treated as an exceptional item and the same is disclosed in the financial statements.

Notes to the standalone financial statements for the year ended March 31, 2021

3. Property, plant and equipment

(₹ in crore)

Particulars	Freehold land	Leasehold improvements	Plant and equipment	Furniture and fixtures	Office equipment	Vehicles	Computers	Total
Gross carrying amount								
As at April 01, 2019	**0.08**	**0.34**	**209.96**	**3.47**	**5.60**	**4.66**	**1.81**	**225.92**
Additions	-	-	0.19	-	0.06	0.68	0.25	1.18
Disposals	-	-	8.23	-	-	-	0.01	8.24
As at March 31, 2020	**0.08**	**0.34**	**201.92**	**3.47**	**5.66**	**5.34**	**2.05**	**218.86**
Additions	-	-	11.79	-	0.06	-	0.34	12.18
Disposals	-	-	3.37	0.47	5.45	0.39	1.08	10.76
As at March 31, 2021	**0.08**	**0.34**	**210.34**	**3.00**	**0.27**	**4.95**	**1.31**	**220.28**
Accumulated depreciation								
As at April 01, 2019	**-**	**0.34**	**57.37**	**1.82**	**4.84**	**3.37**	**1.34**	**69.08**
Charge for the year	-	-	20.84	0.40	0.54	0.56	0.69	23.03
Disposals	-	-	5.96	-	-	-	-	5.96
As at March 31, 2020	**-**	**0.34**	**72.25**	**2.22**	**5.38**	**3.93**	**2.03**	**86.15**
Charge for the year	-	-	19.54	0.36	0.46	0.38	0.35	21.09
Disposals	-	-	3.05	0.47	5.59	0.39	1.08	10.58
As at March 31, 2021	**-**	**0.34**	**88.74**	**2.11**	**0.25**	**3.92**	**1.30**	**96.66**
Net carrying amount								
As at March 31, 2021	**0.08**	**-**	**121.60**	**0.89**	**0.02**	**1.03**	**0.01**	**123.63**
As at March 31, 2020	**0.08**	**-**	**129.67**	**1.25**	**0.28**	**1.41**	**0.02**	**132.71**

1. Refer note 16 for information on property, plant and equipment pledged as security by the Company.
2. Refer note 37(iii) for disclosures of contractual commitments for the acquisition of property, plant and equipment.

4. Intangible assets

(₹ in crore)

Particulars	Computer Software	Total
Gross carrying amount		
As at April 01, 2019	**6.08**	**6.08**
Additions	0.51	0.51
Disposals	-	-
As at March 31, 2020	**6.59**	**6.59**
Additions	-	-
Disposals	0.87	0.87
As at March 31, 2021	**5.72**	**5.72**
Accumulated amortisation		
As at April 01, 2019	**4.16**	**4.16**
Charge for the year	0.49	0.49
Disposals	**-**	**-**
As at March 31, 2020	**4.65**	**4.65**
Charge for the year	0.41	0.41
Disposals	0.87	0.87
As at March 31, 2021	**4.19**	**4.19**
Net carrying amount		
As at March 31, 2021	**1.53**	**1.53**
As at March 31, 2020	**1.94**	**1.94**

Notes to the standalone financial statements for the year ended March 31, 2021

5. Financial assets - Investments

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
A. Investments measured at Fair Value through Other Comprehensive Income (FVTOCI) (Fully paid up) **Unquoted equity shares** **i. Subsidiary companies** **- Domestic Companies**				
GMR Hyderabad International Airport Limited ('GHIAL') [1,000 (March 31, 2020: 1,000) equity shares of ₹ 10 each]	19.55	19.55	-	-
GMR Pochanpalli Expressways Limited ('GPEL')[15] [2,070,000 (March 31, 2020: 2,070,000) equity shares of ₹ 10 each]	5.14	-	-	-
GMR Ambala Chandigarh Expressways Private Limited ('GACEPL')[1,15] [47,495,280 (March 31, 2020: 47,495,280) equity shares of ₹ 10 each]	-	-	-	-
Delhi International Airport Limited ('DIAL') [15] [200 (March 31, 2020: 200) equity shares of ₹ 10 each]	5.72	5.72	-	-
GMR Airports Limited ('GAL')[1,2,3] [also refer note 15(2)] 548,601,089 (March 31, 2020: 989,435,414) equity shares ₹ 10 each]	7,354.74	10,848.34	-	4,435.63
GMR Aviation Private Limited ('GAPL') [244,080,868 (March 31, 2020: 244,080,868) equity shares of ₹ 10 each]	129.84	129.50	-	-
Gateways for India Airports Private Limited ('GFIAL') [8,649 (March 31, 2020: 8,649) equity shares of ₹ 10 each]	2.25	2.21	-	-
GMR Krishnagiri SIR Limited ('GKSIR') (formely known as GMR Krishnagiri SEZ Limited ('GKSEZ')) [117,500,000 (March 31, 2020: 117,500,000) equity shares of ₹ 10 each]	-	127.42	-	-
GMR Highways Limited ('GMRHL')[1,11] [699,895,741 (March 31, 2020: 699,895,741) equity shares of ₹ 10 each]	47.48	1.70	-	-
GMR Hyderabad Vijayawada Expressways Private Limited ('GHVEPL') [2,050,000 (March 31, 2020: 2,050,000) equity shares of ₹ 10 each]	-	-	-	-
GMR Corporate Affairs Private Limited ('GCAPL')1 [4,999,900 (March 31, 2020: 4,999,900) equity shares of ₹ 10 each]	42.98	-	-	-
GMR Chennai Outer Ring Road Private Limited ('GCORRPL')[1] [12,300,000 (March 31, 2020: 12,300,000) equity shares of ₹ 10 each]	17.95	-	-	-
GMR Energy Trading Limited ('GETL') [50,219,897 (March 31, 2020: 50,219,897) equity shares of ₹ 10 each]	124.79	77.90	-	-
Dhruvi Securities Private Limited ('DSPL') [168,059,694 (March 31, 2020: 168,059,694) equity shares of ₹ 10 each]	7.03	165.57	-	-
GMR Generation Assets Limited ('GGAL')[1,4,5,6,7,8,9,11] [1,617,295,559 (March 31, 2020: 6,322,750,426) equity shares of ₹ 10 each]	-	-	-	-
GMR Power Infra Limited ('GPIL') [849,490 (March 31, 2020: 849,490) equity shares of ₹ 10 each]	-	-	-	-
GMR Infra Developers Limited ('GIDL')[11] [49,994 (March 31, 2020: 49,994) equity shares of ₹10 each fully paid-up]	-	-	-	-
GMR Aerostructure Service Limited ('GASL') (formerly known as GMR Hyderabad Airport Resource Management Limited ('GHARML') [50,000 (March 31, 2020: 50,000) equity shares of ₹ 10 each]	-	-	-	-
GMR SEZ & Port Holdings Limited ('GSPHL')[11,14] [47,989,999 (March 31, 2020: 47,989,999) equity shares of ₹ 10 each]	141.41	750.86	-	-
GMR Power and Urban Infra Limited (GPUIL)[11] [100,000 (March 31, 2020: 100,000) equity shares of ₹ 10 each]	-	-	-	-
GMR Airport Developers Limited (GADL)[13]	0.08	0.08	-	-
Kakinada Gateways Port Limited (KGPL)[13]	-	3.45	-	-
	7,898.98	**12,132.30**	**-**	**4,435.63**

Notes to the standalone financial statements for the year ended March 31, 2021

5. Financial assets - Investments (contd..)

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
- Overseas companies				
GMR Infrastructure (Mauritius) Limited ('GIML')[11] [181,236,001 (March 31, 2020: 181,236,001) equity shares of USD 1 each]	1,745.80	1,265.38	-	-
GMR Coal Resources Pte Limited ('GCRPL')[10] [30,000 (March 31, 2020: 30,000) equity shares of SGD 1 each]	-	-	-	-
GMR Male International Airport Private Limited ('GMIAL')[11,12] [Nil (March 31, 2020: 154) equity shares of Mrf 10 each]	-	13.02	-	-
GMR Infrastructure (Overseas) Limited ('GI(O)L') [100 (March 31, 2020: 100] equity shares of USD 1 each]	-	-	-	-
	1,745.80	**1,278.40**	**-**	**-**
ii. Joint ventures/ associates				
GMR Energy Limited ('GEL')[1,4,5,6,7,8,9.11,15] [1,057,369,038 (March 31, 2020: 1,057,369,038) equity shares of ₹ 10 each]	536.13	485.90	-	313.25
GMR Energy (Mauritius) Limited ('GEML') [5 (March 31, 2020: 5) equity share of USD 1 each]	5.29	3.63	-	-
GMR (Badrinath) Hydro Power Generation Private Limited ('GBHPL')[9] [4,900 (March 31, 2020: 4,900) equity shares of ₹ 10 each]	-	-	-	-
	541.42	**489.53**	**-**	**313.25**
Less: Investments classified as held for sale	-	-	-	(4,748.88)
Total investment in equity	**10,186.20**	**13,900.23**	**-**	**-**
B. Investment in preference shares (Fully paid up)				
i. Investment in preference shares (in the nature of equity) of subsidiary companies measured at Fair Value through OCI (FVTOCI)				
GGAL[1,4,5,6,7,8,9,11] [Nil (March 31, 2020: 492,105,500) 0.01% compulsorily convertible cumulative preference shares of ₹ 10 each]	-	-	-	-
GPEL [4,450,000 (March 31, 2020: 4,450,000) 0.01% compulsorily convertible non-cumulative preference shares of ₹ 100 each]	20.76	-	-	-
GCORRPL [2,192,500 (March 31, 2020: 2,192,500) 0.01% compulsorily convertible non-cumulative preference shares of ₹ 100 each]	-	-	-	-
GAL[3] 272,077,162 (March 31, 2020: 197,743,603) 0% non-cumulative compulsorily convertible preference shares ('Bonus CCPS A') of ₹ 10 each, 50,532,525 (March 31, 2020: Nil) 0% non-cumulative compulsorily convertible preference shares ('Bonus CCPS B') of ₹ 10 each, 42,110,437 (March 31, 2020: Nil) 0% non-cumulative compulsorily convertible preference shares ('Bonus CCPS C') of ₹ 10 each and 75,798,787 (March 31, 2020: Nil) 0% non-cumulative compulsorily convertible preference shares ('Bonus CCPS D') of ₹ 10 each.	1,714.20	135.25	-	-
DSPL[11]	132.46	132.46	-	-
GCAPL[11]	7.12	-	-	-
	1,874.54	**267.71**	**-**	**-**

Notes to the standalone financial statements for the year ended March 31, 2021

5. Financial assets - Investments (contd..)

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
ii. Investment in preference shares of subsidiary companies at amortised cost				
GACEPL [66,000 (March 31, 2020: 66,000) 8% non-cumulative redeemable preference shares of ₹ 100 each]	0.60	0.54	-	-
GCORRPL[15] [1,200,000 (March 31, 2020: 1,200,000) 6% non-cumulative redeemable convertible preference shares of ₹ 100 each]	14.43	6.41	-	-
GCAPL [15,000,000 (March 31, 2020: 15,000,000) 8% non-cumulative redeemable preference shares of ₹ 10 each]	7.88	14.39	-	-
DSPL [42,000,000 (March 31, 2020: 42,000,000) 8% compulsorily convertible preference shares of ₹ 10 each]	86.56	77.32	-	-
GHVEPL [8,152,740 (March 31, 2020: 8,152,740) 6% non-cumulative redeemable/ convertible preference shares of ₹ 100 each]	57.10	51.59	-	-
	166.57	**150.26**	**-**	**-**
Less: provision for diminution in value of investments in preference shares at amortised cost	(59.17)	(58.62)	-	-
Total investment in preference shares	**1,981.94**	**359.35**	**-**	**-**
C. Investment in debentures (Fully paid up)				
i. Investment in debentures (in the nature of equity) of measured at FVTOCI				
a. Subsidiary companies				
GSPHL[11] [Nil (March 31, 2020: 100) 0% unsecured compulsorily convertible cumulative debentures of ₹ 10,000,000 each]	-	100.00	-	-
GSPHL[11] [Nil (March 31, 2020: 21,200,000) 0% unsecured compulsorily convertible debentures of ₹10 each]	-	21.20	-	-
GSPHL[11] [Nil (March 31, 2020: 13,826) 0% unsecured compulsorily convertible cumulative debentures of ₹ 100,000 each]	-	138.26	-	-
GSPHL[11] 51 (March 31, 2020: Nil) 0.01% optionally convertible debentures (OCDs) of 1,00,00,000 each]	51.00	-	-	-
GSPHL[11] 876 (March 31, 2020: Nil) 0.01% optionally convertible debentures (OCDs) of 1,00,000 each]	8.76	-	-	-
GIDL[11] [23,385 (March 31, 2020: 13,485) 0.001% unsecured compulsorily convertible debentures of ₹ 1,000,000 each]	1,461.32	484.28	-	-
b. Joint ventures/ associates GMR Bajoli Holi Hydropower Private Limited (GBHHPL)[11]	105.60	-	-	-
	1,626.68	**743.74**	**-**	**-**
ii. Investment in debentures of subsidiary companies at amortised cost				
GKSIR [142 (March 31, 2020: 142) 12% unsecured optionally convertible cumulative debentures of ₹ 1,000,000 each]	-	14.20	-	-
DPPL[11] [Nil (March 31, 2020: 15) 0.1% unsecured optionally convertible cumulative debentures of ₹ 1,000,000 each]	-	1.14	-	-
	-	**15.34**	-	-
Total investment in debentures	**1,626.68**	**759.08**	**-**	**-**

Notes to the standalone financial statements for the year ended March 31, 2021

5. Financial assets - Investments (contd..)

(₹ in crore)

Particulars	Non-current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
D. Investments at fair value through profit and loss account				
Investment in mutual funds				
Aditya Birla Sun Life Overnight Fund Nil (March 31, 2020: 907,214.71) units of Nil (March 31, 2020: ₹ 1,080.25 each)	-	-	-	98.00
Union Medium Duration Fund- Regular Plan -Growth 199,990 (March 31, 2020: Nil) units of ₹ 10.2045 each (March 31, 2020: NIL)	-	-	0.20	-
Total investment in mutual funds	**-**	**-**	**0.20**	**98.00**
Total investments (A+B+C+D)	**13,794.82**	**15,018.66**	**0.20**	**98.00**
Aggregate book value of quoted investments	-	-	0.20	98.00
Aggregate market value of quoted investments	-	-	0.20	98.00
Aggregate amount of unquoted investments	13,853.99	15,077.28	-	-
Aggregate amount of impairment in the value of investments	(59.17)	(58.62)	-	-

1. Details of investments pledged at face value as security in respect of the loans availed by the Company and the investee Companies. Also refer note 16 The following unquoted investments included above have been pledged as security in respect of the borrowings of the Company or the investee Companies:

(₹ in crore)

Description	March 31, 2021	March 31, 2020
GMRHL [209,968,722 (March 31, 2020: 699,895,739 equity share of ₹10 each)]	209.97	699.90
GACEPL [23,272,687 (March 31, 2020: 23,272,687) equity shares of ₹10 each]	23.27	23.27
GCORRPL [3,487,500 (March 31, 2020: 3,487,500) equity shares of ₹10 each]	3.49	3.49
GAL [373,514,792 (March 31, 2020: 664,195,004) equity shares of ₹10 each]	373.51	664.20
GEL [305,059,169 (March 31, 2020: 305,059,169) equity share of ₹ 10 each]	305.06	305.06
GGAL [1,555,061,813 (March 31, 2020: 62,542,77,709) equity shares of ₹10 each]	1,555.06	6,254.28
GSPHPL [Nil (March 31, 2020: 3,35,93,000) equity shares of ₹10 each]	-	33.59
GCAPL [4,999,990 (March 31, 2020: Nil) equity shares of ₹10 each]	5.00	-

2 The management of the Company along with other shareholders of GAL and GMR Airports Limited (GAL), a subsidiary Company (together referred as "GMR Group") had signed a share subscription and share purchase agreement with Aeroports DE Paris S.A. (ADP) for stake sale in GAL on February 20, 2020. Pursuant to consummation of the same, ADP would hold 49% stake (directly and indirectly) in GAL for an equity consideration of Rs 10,780.00 crore, valuing GAL at the Base post money valuation of ₹ 22,000.00 crore. The equity consideration comprises of:

- ₹ 9,780.00 crore towards secondary sale of shares by GMR Group; and
- ₹ 1,000.00 crore equity infusion in GAL

In addition, ADP had also pegged Earn-outs upto ₹ 4,475.00 crore linked to achievement of certain agreed operating performance metrics as well as on receipt of certain regulatory clarifications. The successful consummation of earnouts, could increase, GAL's valuation on post money basis to ₹ 26,475.00 crore and the GMR Group stake in GAL to ~59%. The GMR Group will retain management control over the Airports Business with ADP having

Notes to the standalone financial statements for the year ended March 31, 2021

5. Financial assets - Investments (contd..)

customary rights and board representation at Company and its key subsidiaries.

The first tranche of ₹ 5,248.00 crore for 24.99% shares of GAL (primarily through buyout of GMR Infra Services Limited (GISL) via primary infusion of equity) had been completed on February 24, 2020. The second & final tranche of ₹ 5,532.00 crore (including primary of ₹ 1,000.00 crore in GAL) was subject to regulatory approvals, consents and other approvals.

Since March 31, 2020, the outbreak of COVID-19 and related global responses have caused material disruptions to businesses around the world, leading to an economic slowdown. Despite unprecedented adverse conditions, on July 7, 2020 the GMR Group has successfully completed the transaction with ADP with slight modifications. As per the revised Share Purchase Agreement ("Revised SPA"), the second tranche of the investment for 24.01% of GAL has been structured in two parts:

- A firm amount, immediately paid at Second closing, for a total of ₹ 4,565.00 crore, including ₹ 1,000.00 crore equity infusion in GAL.
- Earn-outs amounting to Rs 1,060.00 crore, subject to the achievement of certain performance related targets by GAL upto the financial year ended March 31, 2024.

Accordingly, ADP has increased earn-outs for GMR Group which are now pegged at up to ₹ 5,535.00 crore compared to the earlier ₹ 4,475.00 crore. These additional Earn-outs of ₹ 1,060.00 crore are linked to the achievement of certain agreed EBITDA metrics/ levels.

Pursuant to the Revised SPA, the Second Closing was concluded on July 7, 2020 and the entire amount of ₹ 4,565.00 crore towards second and final tranche payment from ADP has been received. The aforesaid amount is received as;
- ₹ 1,000.00 crore by GAL against fresh issue of equity shares
- ₹ 3,519.00 crore by the Company as sales consideration for 440,834,325 equity shares of GAL
- ₹ 46.00 crore by DSPL as sales consideration for 6,989,926 equity shares of GAL

3 Non-cumulative compulsorily convertible preference shares

a) During the year ended March 31, 2020 GAL had issued 273,516,392 (197,743,603 to the Company) non-cumulative compulsorily convertible preference shares ('Bonus CCPS Series A') each having a face value of ₹ 10 each, for an aggregate face value of ₹ 273.52 crore as per the terms of Shareholders' Agreement ("SHA") dated February 20, 2020 between the Company, Aéroports de Paris S.A. ('ADP'), GAL, and GMR Infra Services Limited ('GISL'), and the Share Subscription and Share Purchase Agreement dated February 20, 2020 ("SSPA") entered into among ADP, GAL, GIDL, GISL and Company. ADP has pegged Earn-outs upto ₹ 4,475.00 crore linked to achievement of certain agreed operating performance metrics as well as on receipt of certain regulatory clarifications as specified in SHA by way of conversion of these Bonus CCPS.

These Bonus CCPS Series A are convertible into equity shares of GAL no later than November 15, 2024, based on the conversion formula as defined the SHA. These Bonus CCPS A are non-cumulative in nature and each Bonus CCPS A holder shall is entitled to dividend of 0.001% per annum declared on each Bonus CCPS A. Further, these Bonus CCPS A are not redeemable and there is no obligation on GAL to redeem such Bonus CCPS A.

b) During the year ended March 31, 2021, GAL has issued 5,08,01,774 (37,837,162 to the Company) non-cumulative compulsorily convertible preference shares ('Bonus CCPS Series B'), 42,334,812 (31,530,968 to the Company) non-cumulative compulsorily convertible preference shares ('Bonus CCPS Series C') and 76,202,661 (56,755,742 to the Company) non-cumulative compulsorily convertible preference shares ('Bonus CCPS Series D') each having a face value of ₹ 10 each, for an aggregate face value of ₹ 169.34 crore as per the terms of the amended agreement to Shareholders' Agreement ("Amended SHA") dated February 20, 2020 executed on July 7, 2021 between the Company, ADP, GAL and GISL, and the Share Subscription and Share Purchase Agreement dated February 20, 2020 ("SSPA") entered into between ADP, GAL, GISL and the Company. These Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D are convertible into such number of equity shares in accordance with the terms of the Amended SHA which are dependent on the consolidated target EBIDTA of GMR Airports Limited for the financial years ended March 31, 2022, March 31, 2023 and March 31, 2024 respectively and upon conversion of Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D, 49% of such converted shares shall be acquired by ADP from the Company.

These Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D are non-cumulative in nature and holders of each Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D shall be entitled to dividend of 0.001% per annum declared on each of these. Further, these Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D are not redeemable and there is no obligation on GAL to redeem such Bonus CCPS Series B, Bonus CCPS Series C and Bonus CCPS Series D.

Notes to the standalone financial statements for the year ended March 31, 2021

5. Financial assets - Investments (contd..)

c) Further all CCPS A, CCPS B, CCPS C and CCPS D are directly or indirectly held by the Company.

d) (i) Post outbreak of COVID-19 last year in the month of March, 2020, many countries have implemented travel restrictions and quarantine measures. As a quarantine measure, Government of India has also imposed the countrywide lockdown with effect from March 25, 2020 which got extended till June 30, 2020, however, restrictions on operation of domestic flights were lifted from May 25, 2020. The Company has majority of its subsidiaries, JVs and associates operating in Airport sector, Energy Sector, Highway sectors and Urban Infra sector and with respect to of COVID - 19 impact on the business of these entities, management believes while the second wave of COVID - 19 may impact the businesses in the short term, it does not anticipate medium to long term risk to the business prospects. Considering the business plans of the investee companies the management does not foresee any material impact on the carrying value at which the aforementioned investments, property plant and equipment, intangible assets, capital work in progress and trade receivables. Accordingly, no adjustments to the carrying value of these assets are considered necessary. Further, the management has made detailed assessment of its liquidity position for the next one year and of the recoverability and carrying values of its assets as at the balance sheet date and has concluded that there are no material adjustments required in the standalone financial.

(ii) Further, fair value of investments in Equity shares and CCPS of GAL are also subject to likely outcome of ongoing litigations and claims pertaining to DIAL and GHIAL as follows:

- Ongoing arbitration between DIAL and AAI in relation to the payment of Monthly Annual fees for the period till the operations of DIAL reaches pre COVID 19 levels. Basis an independent legal opinion obtained by the management of DIAL, the Company is entitled to be excused from making payment of Monthly Annual fee under article 11.1.2 of OMDA to AAI on account of occurrence of Force Majeure Event under Article 16.1 of OMDA, till such time the Company achieves level of activity prevailing before occurrence of force majeure. In view of the above, the management has not considered the Annual Fee payable to AAI for the years ended March 31, 2021 and March 31, 2022 in the cash flows used for the purposes of estimation of the fair value of investment made by the Company in DIAL through GAL.

- Consideration of Cargo, Ground Handling and Fuel farm ('CGHF') income as part of non-aeronautical revenue in determination of tariff for the third control period by Airport Economic Regulatory Authority in case of GHIAL. GHIAL has filed appeal with Telecom Disputes Settlement Appellate Tribunal ('TDSAT') and during the previous year, the adjudicating authority, TDSAT, in its disposal order dated March 06, 2020 has directed AERA to reconsider the issue afresh while determining the aeronautical tariff for the Third Control Period commencing from April 01, 2021. In July 2020, the GHIAL has filed an application with the AERA for determination of Aeronautical tariff for the third control period commencing from April 1, 2021 to March 31, 2026 wherein it has contended that CGHF income shall be treated as non-aero revenue. The management has also obtained legal opinion and according to which GHIAL position is appropriate as per terms of Concession agreement and AERA Act, 2008.

e) During the year, the Company has acquired 2,722,519 non-cumulative compulsorily convertible preference shares ('Bonus CCPS A'), 12,695,362 non-cumulative compulsorily convertible preference shares ('Series Bonus CCPS B'), 10,579,469 non-cumulative compulsorily convertible preference shares ('Series Bonus CCPS C') and 19,043,045 non-cumulative compulsorily convertible preference shares ('Series Bonus CCPS D') each having a face value of ₹ 10 each for consideration of ₹ 110.05 crore from GISL.

4 The Company has invested in GGAL which has further invested in step down subsidiaries and joint ventures. Further, the Company has outstanding loan (including accrued interest) amounting to ₹ Nil (March 31, 2020 : Nil) recoverable from GGAL as at March 31, 2021. Also, the Company together with GGAL and GMR Energy Projects Mauritius Limited has investments in GMR Energy Limited ("GEL") amounting ₹ 1,272.32 crore and has outstanding loan (including accrued interest) amounting to ₹ 709.01 crore in GEL as at March 31, 2021. GEL and GGAL have certain underlying subsidiaries/ associates/ joint ventures which are engaged in energy sector including mining operations. GEL, GGAL and some of the underlying subsidiaries/ associates/ joint ventures as further detailed in note 5,6,7,8 and 9 below have been incurring losses resulting in substantial erosion in their net worth. Based on its internal assessment with regard to future operations and valuation assessment by an external expert during the year ended March 31, 2021, the management of the Company has fair valued its investments and for reasons as detailed in note 5,6,7,8 and 9 below, the management is of the view that the fair values of the Company's investments in GGAL and GEL are appropriate.

Notes to the standalone financial statements for the year ended March 31, 2021

5. Financial assets - Investments (Contd.)

5 GMR Warora Energy Limited (‘GWEL’), a subsidiary of GEL, is engaged in the business of generation and sale of electrical energy from its coal based power plant of 600 MW situated at Warora. GWEL, has accumulated losses of ₹ 703.86 crore as at March 31, 2021 which has resulted in substantial erosion of GWEL’s net worth. GWEL had claimed compensation for coal cost pass through and various "change in law" events from its customers under the Power Purchase Agreements (‘PPA’) and has filed petitions with the regulatory authorities for settlement of such claims in favour of GWEL. GWEL has trade receivables, other receivables and unbilled revenue (including claims) of ₹ 714.72 crore which are substantially pending receipt. Based on certain favorable interim regulatory orders, the management is confident of a favorable outcome towards the outstanding receivables.

Further, GWEL received notices from one of its customer disputing payment of capacity charges of ₹ 132.01 crore for the period March 23, 2020 to June 30, 2020 as the customer had not availed power during the said period sighting force majeure on account of COVID 19 pandemic. GWEL responded and clarified that the said sitauation is not covered under force majeure clause in view of the clarification by the Ministry of Power stating that Discoms will have to comply with the obligation to pay fixed capacity charges as per PPA. The customer is of the view that the aforesaid clarification by the Ministry of Power cannot override the terms of the PPA and continue to dispute the payment thereof. Accordingly, during the period ended March 31, 2021, GWEL filed petition with Central Electricity Regulatory Commission (‘CERC’) for settlement of the dispute. The management based on its internal assessment and petition filed with CERC, is of the view that the aforesaid capacity charges are fully recoverable. Further, in view of the ongoing COVID-19 pandemic and expiry of the PPA with one of the customer availing 200 MW of power in June 2020 and a consequent cancellation of the fuel supply agreement, there could be impact on the future business operations, financial position and future cash flows of GWEL. However, GWEL has certain favourable interim orders towards the aforementioned claims. Further during the quarter ended December 31, 2020, GWEL basis the requisite approval of the lenders, has invoked resolution process as per Resolution Framework for COVD-19 related stress prescribed by RBI on December 30, 2020 in respect of all the facilities (including fund based, non-fund based and investment in non-convertible debentures) availed by GWEL as on the invocation date. In this regard, all the lenders of GWEL have entered into an Inter Creditors Agreement (‘ICA’) on January 21, 2021 and a Resolution Plan is to be implemented within 180 days from the invocation date in accordance with the framework issued by RBI, which is still under progress.

The management of GWEL expects that the plant will generate sufficient profits in the future years and will be able to recover the receivables and based on business plans and valuation assessment by an external expert during the year ended March 31, 2021, considering key assumptions such as capacity utilization of plant in future years based on current levels of utilization including merchant sales and sales through other long term PPA's and management’s plan for entering into a new long-term PPA to replace the PPA earlier entered with one of its customers which has expired in June 2020 and the pending outcome of the debt resolution plan with the lenders of GWEL, the management of the GEL is of the view that the carrying value of the net assets in GWEL by GEL as at March 31, 2021 is appropriate.

6 GWEL entered into a PPA with Maharashtra State Electricity Distribution Company Limited (‘MSEDCL’) on March 17, 2010 for sale of power for an aggregate contracted capacity of 200 MW, wherein power was required to be scheduled from power plant’s bus bar. MSEDCL disputed the place of evacuation of power with Maharashtra Electricity Regulatory Commission (‘MERC’), wherein MERC has directed GWEL to construct separate lines for evacuation of power through State Transmission Utility (‘STU’) though GWEL was connected to Central Transmission Utility (‘CTU’). Aggrieved by the MERC Order, GWEL preferred an appeal with APTEL. APTEL vide its interim Order dated February 11, 2014 directed GWEL to start scheduling the power from GWEL’s bus bar and bear transmission charges of inter-state transmission system towards supply of power. GWEL in terms of the interim order scheduled the power from its bus bar from March 17, 2014 and paid inter-state transmission charges. APTEL vide its final Order dated May 8, 2015 upheld GWEL’s contention of scheduling the power from bus bar and directed MSEDCL to reimburse the inter-state transmission charges hitherto borne by GWEL as per its interim order. Accordingly, GWEL has raised claim of ₹ 611.58 crore towards reimbursement of transmission charges from March 17, 2014 till March 31, 2021. MSEDCL preferred an appeal with Hon’ble Supreme Court of India and the matter is pending conclusion.

In view of the favorable Order from APTEL, rejection of stay petition of MSEDCL by the Hon’ble Supreme Court of India, receipt of substantial amount towards reimbursement of transmission charges and also considering the legal opinion received from legal counsel that GWEL has tenable case with respect to the appeal filed by MSEDCL against the said Order which is pending before Hon’ble Supreme Court of India, GWEL has recognized the reimbursement of transmission charges of ₹ 611.58 crore relating to the period from March 17, 2014 to March 31, 2021 (including ₹ 75.81 crore for the year ended March 31, 2021) in the financial statement of GWEL.

7 GMR Kamalanga Energy Limited (‘GKEL’), a joint venture of GEL is engaged in development and operation of 3*350 MW under Phase I and 1*350 MW under Phase II, coal based power project in Kamalanga village, Orissa and has commenced commercial operation of Phase I of the project. GKEL has accumulated losses of ₹ 1,813.41 crore as at March 31, 2021, which has resulted in substantial erosion of GKEL’s net worth due to operational difficulties faced during the early stage of its operations. Further, GKEL has trade receivables, other receivables and unbilled revenue (including claims) of ₹ 1,418.05 crore as at March 31, 2021, for coal cost pass through and various "change in law" events from its customers under the PPAs and have filed petitions with

Notes to the standalone financial statements for the year ended March 31, 2021

5. Financial assets - Investments (Contd.)

the regulatory authorities for settlement of such claims in favour of GKEL. The payment from the customers against the claims is substantially pending receipt. Based on certain favorable interim regulatory orders with regard to its petition for 'Tariff Determination' and 'Tariff Revision' with its customers, the management is confident of a favorable outcome towards the outstanding receivables of GKEL.

GKEL in view of the Supreme Court Order in Energy Watchdog vs CERC and others and CERC order in its own case for Haryana Discoms had sought legal opinion from the legal counsel on certainty of the claims with Bihar Discoms. Considering opinion received from legal counsels that GKEL has good tenable case with virtual certainty with respect to coal cost pass through and favourable Order from APTEL dated March 21, 2018 and CERC judgment in GKEL's own case for Haryana Discoms where the computation methodology of coal cost pass through was decided, the management was virtually certain on receipt of the GKEL's claim of revenue on coal cost pass through and was of the opinion that no contingency was involved in this regard. GKEL has now received a favorable order on September 16, 2019 whereby the CERC has allowed the coal cost pass through to be charged to the Bihar Discom, based on a certain methodology. However, GKEL has filed a review petition with Hon'ble Appellate Tribunal for Electricity dated November 14, 2019 against this methodology on the grounds that the methodology stated in this order, even though favorable, is contradictory to the methodology stated in the earlier order of CERC in GKEL's case with Haryana Discom. Accordingly, GKEL continued to recognize the income on Coal Cost Pass Through claims of ₹17.78 crore for the year ended March 31, 2021.

GKEL has accounted for transportation cost of fly ash as change in law event as the same was agreed in principle by CERC vide Order 131/MP/2016 dated February 21, 2018 and on March 22, 2021 in case no 405/MP/2019, CERC allowed to recover ash transportation costs including GST from Bihar and Haryana Discoms. Similarly CERC in its order dated April 8, 2019 has allowed Maithan Power Limited in case no – 331/MP/2018 to recover the actual ash disposal expenses from its beneficiaries (DVC).

Based on the above orders of CERC, the Company has recognised revenue amounting to ₹ 13.40 Cr for GRIDCO during the year ended March 31, 2021 post complying with the conditions mandated in this regard. GKEL has filed petition with CERC for determination of compensation of transportation charges of fly ash as per Order.

Further, as detailed below there are continuing litigation with SEPCO Electric Power Construction Corporation (SEPCO) ('Capital Creditors') which are pending settlement. Further, during the year, GKEL has won the bid for supply of balance 150 MW to Haryana Discom. GKEL has signed fuel supply agreement with Coal India Limited for supply of coal from its Mahanadi Coal Field Mines for 0.36 crore ton which is within a distance of 15 KM from the plant site. In addition to above, GKEL has won the bid (Shakti-III) for supply of 0.04 crore ton of coal for balance 150 MW.

Further, during the year ended March 31, 2020, as part of the strategic initiatives being undertaken by the management to ensure liquidity and timely payment of its obligations, the management of the Company, entered into share purchase agreement with JSW Energy Limited for sale of its equity stake in GKEL. However, during the year, the said transaction has been called off due to uncertainties on account of COVID-19 pandemic.

Further, GKEL had entered into an agreement with SEPCO in 2008 for the construction and operation of coal fired thermal power plant. There were certain disputes between the parties in relation to the delays in construction and various technical issues relating to the construction and operation of the plant. SEPCO served a notice of dispute to GKEL in March 2015 and initiated arbitration proceedings. The Arbitral Tribunal has issued an opinion (the Award) on September 07, 2020 against GKEL. Since there were computation/ clerical / typographical errors in the Award, both parties (GKEL and SEPCO) immediately applied for correction of the award under Section 33 of the Arbitration & Conciliation Act 1996 (as amended). The Arbitral Tribunal considered the applications of both the parties and has pronounced the corrected award on November 17, 2020. GKEL already accounted for the aforementioned liability in excess of the amount as per the award pertaining to the books, representing the retention money, unpaid invoices and the Bank Guarantee revoked. GKEL has challenged the award under section 34 of the Arbitration and Conciliation Act, 1996 before the Hon'ble High Court of Orissa on February 15, 2021. Based on the legal opinion obtained, GKEL has good arguable case under section 34 of the Act to challenge the Award and seek setting aside of the same as thus they are not expecting cash outflow in this matter.

In view of these matters, business plans (including expansion and optimal utilization of existing capacity, rescheduling/ refinancing of existing loans at lower rates), valuation assessment by an external expert during the year ended March 31, 2021, the management is of the view that the carrying value of the investments in GKEL held by GEL as at March 31, 2021 is appropriate.

8 In view of lower supplies / availability of natural gas to the power generating companies in India, GREL, GMR Vemagiri Power Generation Limited ('GVPGL'), a subsidiary of GEL and GEL are facing shortage of natural gas supply and delays in securing gas linkages. As a result, GEL has not generated and sold electrical energy since April 2013. GREL and GVPGL emerged as successful bidders in the auction process organised by the Ministry of Power

5. Financial assets - Investments (Contd.)

and operated on an intermittent basis from August 2015 and October 2015 respectively till September 2016 by using Re-gasified Liquefied Natural Gas ('RLNG') as natural gas. These entities have ceased operations and have been incurring losses including cash losses on account of the aforesaid shortage of natural gas supply.

(i) GREL had not commenced commercial operations pending linkages of natural gas supply from the Ministry of Petroleum and Natural Gas till the period ended September 30, 2015. As a result, the consortium of lenders of GREL decided to implement Strategic Debt Restructuring Scheme ('SDR Scheme'). Pursuant to the scheme, borrowings aggregating to ₹ 1,308.57 crore and interest accrued thereon amounting to ₹ 105.42 crore was converted into equity shares of GREL for 55% stake in equity share capital of GREL and the Company and GGAL have given a guarantee of ₹ 2,571.71 crore to the lenders against the remaining debt. Under the SDR Scheme, the bankers had to find new promoters for GREL within the period as prescribed under the scheme, which expired during the year ended March 31, 2018. Consequent to the SDR and the conversion of loans into equity share capital by the consortium of lenders, GREL ceased to be a subsidiary of the Company and has been considered as associate as per the requirements of Ind AS -28.

During the year ended March 31, 2019, considering that GREL continued to incur losses in absence of commercial operations, the consortium of lenders has decided to implement a revised resolution plan which has been approved by all the lenders and accordingly the lenders have restructured the debt. The Company along with its subsidiaries has provided guarantees to the lenders against the servicing of sustainable debts having principal amounting to ₹ 1,119.54 crore and all interests there on, including any other obligation arising out of it and discharge of the put option in regard to Cumulative Redeemable Preference Shares ('CRPS') (unsustainable debt) amounting to ₹ 940.59 crore, if any exercised by the CRPS lenders, as per the terms of the revised resolution plan.

(ii) During the year ended March 31, 2018, pursuant to the appeal filed by Andhra Pradesh Discoms ('APDISCOMs'), the Hon'ble Supreme Court held that RLNG is not natural gas and accordingly GVPGL cannot be entitled for capacity charges based on availability declaration for generation of power on the basis of RLNG. GVPGL had also filed petition claiming losses of ₹ 447.00 crore pertaining to capacity charges pertaining to period 2006 to 2008 before Andhra Pradesh Electricity Regulatory Commission ('APERC'). Over the years, the case was heard for deciding the jurisdiction to adjudicate the proceedings. During the year ended March 31, 2019, the Hon'ble High Court of Andhra Pradesh passed its Judgment and held that the Central Electricity Regulatory Commission ('CERC') has the jurisdiction to adjudicate the aforesaid claims of GVPGL. Further, during the year ended March 31, 2020, the Andhra Pradesh DISCOMs (APDISCOMs') appealed against, the aforesaid judgement before the Hon'ble Supreme Court. The Supreme Court vide its order dated February 4, 2020 dismissed the aforesaid petition of the DISCOMs and held that CERC will have jurisdiction to adjudicate the disputes in the present case and directed CERC to dispose off the petition filed before it within six months. The matter is pending to be heard before the CERC as at March 31, 2021.

Additionally, during the year ended March 31, 2020, in case of GVPGL's litigation with APDISCOMs, wherein APDISCOMS refused to accept declaration of capacity availability on the basis of deep water gas citing that natural gas for the purpose of PPA does not include Deep Water Gas and consequent refusal to schedule power from GVPGL and pay applicable tariff including capacity charges, CERC has passed order dated January 28, 2020, declaring that natural gas for the purpose of PPA includes Deep Water Gas. Accordingly, GVPGL is entitled to claim capacity charges from APDISCOMs from October 2016 based on availability declaration for generation of power on the basis of deep water gas, along with late payment surcharge.

GVPGL has calculated a claim amount of ₹ 741.31 crore for the period from November 2016 till February 2020. GVPGL has not received any of the aforesaid claims and is confident of recovery of such claims in the future based on CERC order.

(iii) During the year ended March 31, 2020, GEL entered into a Sale and Purchase Agreement with a prospective buyer for a consideration of USD 1.55 crore for sale of the Barge Mounted Power Plant ('Barge Plant') on as is where is basis, out of which USD 0.30 crore has been received till March 31, 2020. The transaction was expected to be completed by May 31, 2020. However, the dismantling work is on hold due to COVID-19. However, the management is confident of completing the transfer of Barge Plant during the financial year ended March 31, 2022. Since the estimate of realizable value amounting ₹ 112.01 crore done by the management as at March 31, 2021 is consistent with the consideration for the Barge Plant as per the agreement, no further impairment charge is required.

(iv) Further, the management of the Company is evaluating various approaches / alternatives to deal with the situation and is confident that Government of India ('GoI') would take further necessary steps / initiatives in this regard to improve the situation regarding availability of natural gas from alternate sources in the foreseeable future. The management of the Company carried out a valuation assessment of GREL and GVPGL during the year ended March 31, 2021 which includes certain assumptions relating to availability and pricing of domestic and imported gas, future

Notes to the standalone financial statements for the year ended March 31, 2021

5. Financial assets - Investments (Contd.)

tariff, tying up of PPA, realization of claims for losses incurred in earlier periods and current period from the customer and other operating parameters, which it believes reasonably reflect the future expectations from these projects. The business plan of GREL considered for valuation assessment has been approved by the consortium of lenders at the time of execution of the resolution plan. The management of the Company will monitor these aspects closely and take actions as are considered appropriate and is confident that these gas based entities will be able to generate sufficient profits in future years and meet their financial obligations as they arise and GEL will be able to dispose off the Barge Power Plant as per the aforementioned Sale and Purchase agreement. Based on the aforementioned reasons, claims for capacity charges and business plans, the management is of the view that the carrying value of the investment in GVPGL by GEL as at March 31, 2021 is appropriate. The Company has provided for its investment in full in GREL and the management is confident that no further obligation would arise for the guarantees provided to the lenders against the servicing of sustainable and unsustainable debts.

9 GMR Badrinath Hydro Power Generation Private Limited ('GBHPL') a subsidiary of GEL, is in the process of setting up 300 MW hydro based power plant in Alaknanda River, Chamoli District of Uttarakhand. The Hon'ble Supreme Court of India ('the Court'), while hearing a civil appeal in the matters of Alaknanda Hydro Power Company Limited, directed vide its order dated May 7, 2014 that no further construction work shall be undertaken by the 24 projects coming up on the Alaknanda and Bhagirathi basins until further order. Further, during the year ended March 31, 2016, Ministry of Environment Forest and Climate Change ('MoEF') has represented to the Supreme Court of India that of the six hydro projects in Uttarakhand, two projects including GBHPL requires certain design modifications as per the policy stipulations. During the year ended March 31, 2018, the validity of Environmental Clearance ('EC') granted to GBHPL by the MoEF ceased to exist. Pursuant to an application made by GBHPL, the MoEF vide its letter dated April 17, 2018, proposed to extend the EC granted to GBHPL for a period of 3 years, subject to the final outcome of the matter pending before the Court. Based on its internal assessment and a legal opinion, the management of GBHPL is confident of obtaining the requisite clearances and based on business plan and a valuation assessment carried out by an external expert during the year ended March 31, 2021, the management of the Company is of the view that the carrying value of the investments in GBHPL by GEL as at March 31, 2021 is appropriate.

10 The Company through its subsidiary GMR Coal Resources Pte. Limited ('GCRPL') has investments of ₹ 3,703.92 crore (March 31, 2020: ₹ 3,618.65 crore) in PTGEMS, a joint venture as at March 31, 2021. PTGEMS along with its subsidiaries is engaged in the business of coal mining and trading activities. The cost of investments is significantly higher than the book value of assets of PTGEMS and includes certain future benefits including Coal Supply Agreement ('CSA') of GCRPL with PTGEMS whereby the Company along with its subsidiaries is entitled to offtake stated quantity of coal as per the terms of the CSA at an agreed discount other than profit from mining operations. Though the shares of PTGEMS are listed on the overseas exchanges, the management is of the view that the quoted prices are not reflective of the underlying value of the mines as in the past few years the shares have been very thinly traded. Based on profitable mining operations, ramp up of production volumes and other assumptions around off take at a discounted price and trading thereof considered in valuation assessment carried out by an external expert during the year ended March 31, 2020, the management believes that the carrying value of aforesaid investments in PTGEMS as at March 31, 2021 is appropriate

11 i) During the year ended March 31, 2021:

(a) The Company has sold 154 equity shares of Mrf 10 each of GMIAL for consideration of ₹ 0.00 crore (₹ 23,725)

(b) GGAL ('the Transferee Company'), a subsidiary of the Company had applied for confirmation / approval of scheme of merger / amalgamation and capital reduction ('the Scheme') with its wholly owned subsidiaries GMR GENCO Assets Limited, GMR Kakinada Energy Private Limited and GMR Coastal Energy Private Limited and partly owned subsidiaries SJK Powergen Limited and GMR Power Corporation Limited (collectively referred to as the 'Transferor Companies'). The appointed date of merger / amalgamation is March 31, 2019. The scheme was filed with the Hon'ble Regional Director, Mumbai (RD). Necessary approvals from shareholders and creditors (vide NOCs) were obtained and submitted with the office of RD. The RD filed its report dated February 20, 2020 with National Company Law Tribunal, Special Bench, Mumbai ('NCLT') and NCLT passed the order approving the Scheme on March 13, 2020. Pursuant to the Scheme, financial statements of GGAL have been prepared on merged basis with effect from March 31, 2019 in accordance with the accounting treatment prescribed in the Scheme. Further, as per the Scheme, GGAL's issued, subscribed and paid-up equity share capital has been reduced from ₹ 6,323.25 crore (comprising of 6,323,250,226 equity shares of ₹ 10 each) to ₹ 723.25 crore (comprising of 723,250,226 equity shares of ₹ 10 each) by way of cancelling and extinguishing 5,600,000,000 fully paid up equity shares of ₹ 10 each out of which 5,599,557,367 pertains to shares held the Company. The shareholders whose share capital has been reduced have been paid a total sum of ₹ 60 crore in the proportion of their shareholding in GGAL as the consideration.

(c) DPPL has redeemed 15, 0.1% unsecured optionally convertible cumulative debentures of ₹ 1,000,000 each

(d) The Company has sold 1,165,330,644 equity shares of ₹10 each of GAL to GIDL for a consideration of ₹ 2,112.05 crore. The sales consideration is

5. Financial assets - Investments (Contd.)

received/adjusted as under;

- ₹ 990.00 crore in form of 9,900, 0.001% unsecured compulsorily convertible debentures of GIDL having face value of ₹ 1,000,000 each,
- ₹ 619.00 crore adjusted against the loan taken by the Company from GIDL & balance amount is received as cash.

(e) GGAL has converted 492,102,500, 0.01% compulsorily convertible cumulative preference shares of ₹ 10 each held by the Company into 492,102,500 equity shares of ₹ 10 each. Further, GGAL has issued 402,000,000 equity shares of ₹ 10 each to the Company against other receivables of ₹ 402.00 cores.

(f) In April 2019, Tenaga Nasional Berhad through its wholly-owned subsidiary TNB Topaz Energy SDN (hereinafter together with Tenaga referred to as "TNB") had invested ₹ 105.60 crore in the form of 105,600,000 Compulsorily Convertible debentures ("TNB CCDs") of ₹ 10 each with a commitment to fund a second tranche of ₹ 120.00 crore, subject to the fulfilment of agreed conditions precedent specified in the subscription agreement entered between TNB and the Company (TNB Subscription Agreement) to the satisfaction of TNB in GMR Bajoli Holi Hydropower Private Limited for the under-development Bajoli Holi hydro-power project. Pursuant to the TNB Subscription Agreement, the Company had granted a put option to the TNB on the TNB CCDs which is exercisable against the Company under agreed circumstances at fair value. During the year ended March 31, 2020, TNB had issued a notice for excise of put options granted by the Company on the ground of trigger of certain conditions as prescribed in TNB Subscription Agreement. Consequently, subsequent to the year end, the Company has entered into a settlement agreement with TNB pursuant to which the Company has acquired aforesaid CCDs.

(g) GSPHL has converted (a) 0% 13,826 Compulsorily Convertible Debentures (CCD) of ₹ 100,000 each, (b) 0% 21,200,000 Compulsorily Convertible Debentures of ₹ 10 each and (c) 0 % 100 Compulsorily Convertible Debentures of ₹ 10,000,000 each, aggregating to ₹ 259.46 crore into 0.01% Optionally Convertible debentures (OCDs). After Conversion, GSPHL has redeemed all OCD's for a consideration of ₹199.70 crore. Against aforementioned consideration, the company has received ₹ 34.44 crore during the current year and ₹ 166.70 cr have been adjusted against the liability of the Company. Also refer note 5 (14).

(h) The redemption date of 15,000,000 8% non-cumulative redeemable preference shares of ₹ 10 each issued by GCAPL have been extended for further period of 9 years at mutually agreed terms and conditions. Considering the extention, equity component of preference shares amounting to ₹ 7.12 crore has been recognized.

ii) During the year ended March 31, 2020:

(a) GMRHL, a subsidiary of the Company, received approval of shareholders and creditors and subsequent confirmation from National Company Law Tribunal (NCLT) vide the order dated March 20, 2020 has reduced its issued, subscribed and paid-up equity share capital from ₹ 2,052.93 crore (comprising 2,052,929,749 fully paid up equity shares of ₹ 10/- each) to ₹ 775.44 crore (comprising of 775,440,510 fully paid up equity shares of ₹ 10/- each). Such reduction has been given effect by cancelling and extinguishing 62.23% of the total issued, subscribed and paid up equity share capital of the GMRHL (the "Capital Reduction"). The shareholders whose share capital has been reduced have been paid a sum of 10 paise per equity share as a consideration.

(b) GPUIL has issued 100,000 equity shares of ₹10 each to the Company at its face value.

(c) GMR Infra Developers Limited ("GIDL") has converted 7,115 0.001% Compulsorily Convertible Debentures ("CCDs") having face value of ₹ 1,000,000 each, aggregating to ₹ 711.50 Crore, out of the 20,600 CCD issued by GIDL to the Company, into 12.25% non- convertible debentures (NCDs) of ₹1,000,000 each which has been redeemed during the year.

(d) 8% compulsorily convertible preference shares issued by Dhruvi Securities Private Limited ("DSPL") have been extended for further period of 9 years at mutually agreed terms and conditions. Considering the extention of CCPS, equity component of preference shares amounting to ₹ 132.46 crore has been recognised.

(e) During the year ended March 31, 2019, the Company had sold 123,628,295 equity shares of GEL of ₹ 10 each to GGAL for a sale consideration of ₹ 157.40 crore and pursuant to the sale agreement, 413,266,250 equity shares will be sold to GGAL within next 12 months. Accordingly, ₹ 508.60 crore had been classified under "Assets classified as held for sale" as on March 31, 2020. [However, during the year ended March 31, 2021, the Company has not sold GEL shares pursuant to the sale agreement and accordingly GEL shares reclassified from "Assets classified as held for sale" to "Non- current Investments"]

Notes to the standalone financial statements for the year ended March 31, 2021

5. Financial assets - Investments (Contd.)

(f) The Company entered into a Share Purchase Agreement GISL(SPA) with GMR Infra Services Limited ('GISL') for the sale of 29,277,930 equity shares of face value of ₹ 10 each of GMR Airports Limited ('GAL'), a subsidiary company, for a consideration of ₹ 462.84 crore, subject to fulfillment of various conditions as specified in the GISL SPA. The transaction was completed on February 15, 2020.

12 In GMR Male International Airport Private Limited ('GMIAL'), during the year ended March 31, 2018, Maldives Inland Revenue Authority ('MIRA') has issued tax audit reports and notice of tax assessments demanding business profit tax amounting to USD 1.44 crore, USD 0.29 crore as the additional withholding tax excluding fines and penalties. During the year ended March 31, 2019, MIRA has issued additional demands of USD 0.21 crore and USD 0.13 crore on account of fines on business profit tax and withholding taxes respectively. However, management of the GMIAL is of the view that the notice issued by MIRA is not tenable.

On May 23, 2019, the Attorney General's office has issued statement on this matter to MIRA stating that in the event of the Maldives parties deducting any sum from this award in respect of taxes, the amount payable under the award shall be increased to enable GMIAL to receive the sum it would have received if the payment had not been liable to tax.

Further, as per the letter dated January 22, 2020 received from Ministry of Finance Male, Republic of Maldives (the "Ministry"), the amount of tax assessed by MIRA relating to the final arbitration award is USD 0.59 crore and in the event of any tax payable by GMIAL on the same shall be borne by whom the payment was settled to GMIAL, without giving any workings / break-up for the same. As such the Ministry has confirmed that GMIAL is not liable to pay for the tax assessed by MIRA on the final arbitration award.

GMIAL has obtained the statement of dues from MIRA on December 31, 2020, according to which GMIAL is required to settle business profit tax amounting to USD 0.72 crore and fines on business profit tax amounting to USD 0.62 crore and GMIAL is required to settle withholding tax amounting USD 0.29 crore and fines on withholding tax amounted to USD 0.36 crore (withdrawing the interim tax liability claim of USD 0.72 crore).

Considering the entire tax liability pertaining to the business profit taxes is relating to the Arbitration Award Sum, the management of GMIAL is of view that GMIAL will be able to successfully defend and object to the notice of tax assessments and accordingly, no additional provision is required to be recognized in these financial statements. Further, in respect of the matters pertaining to the withholding taxes and the fines thereon, GMIAL, believes that since these pertain to the aforementioned matter itself, the tax demand on these items is not valid and based on an independent legal opinion, no adjustments to the books of account are considered necessary.

13 The Company does not hold any shares in these entities. The value of investment represents investments in additional equity on account of financial guarantees.

14 The Company has signed definitive share sale and purchase agreement ('SSPA') on September 24, 2020 for the sale of equity owned by its wholly owned subsidiary GMR SEZ & Port Holdings Limited ("GSPHL") of its entire 51% stake in Kakinada SEZ Limited ("KSEZ") to Aurobindo Realty and Infrastructure Private Limited ("ARIPL"). As part of the proposed transfer of stake of KSEZ ("Proposed Sale"), the entire equity stake of Kakinada Gateway Port Limited ("KGPL") held by KSEZ would also be transferred to ARIPL. The equity stake held by Company through GSPHL and the inter corporate deposits (including accrued interest) given to KSL by the Company are carried at ₹ 502.00 crore and ₹ 1,556.79 crore respectively as on December 31, 2020. The equity stake in KSL held by the Company through GSPHL as on December 31, 2020 has been carried at a fair value of ₹ 502.00 crore (which includes fair valuation gain of ₹ 454.00 crore). Apart from the aforementioned, certain subsidiaries of the Company have also extended inter corporate deposits (including accrued interest) to KSL amounting ₹ 1,036.75 crore as at December 31, 2020.

The aforesaid SSPA has been amended and Amendment Agreement to Securities Sale and Purchase Agreement (Amendment to SSPA) has been executed during the current quarter. Pursuant to the same, only 74% equity stake of KGPL held by KSEZ would be transferred to ARIPL and balance 26% equity stake of KGPL would be held by GSPHL. In accordance with the Amendment to SSPA, the revised total consideration for the sale of equity stake as well as the inter corporate deposits given to KSEZ by the Company and its subsidiaries is ₹ 2,719.21 crore. Out of the revised total consideration, ₹ 1,692.03 crore would be received upfront on or before the closing date and balance ₹ 1,027.18 crore would be received in next 2 to 3 years which is contingent upon achievement of certain agreed milestones primarily related to the sale of 2,500 acres of the land parcels by KSEZ at specified prices during the financial years ended March 31, 2022 and March 31, 2023.

Notes to the standalone financial statements for the year ended March 31, 2021

5. Financial assets - Investments (Contd.)

Pursuant to the satisfaction of Conditions Precedent as specified in SSPA, except for ₹ 478.00 crore, ARIPL has released the upfront consideration before March 31, 2021 which has been utilized for the payment to the lenders of the Company and its subsidiaries. Accordingly, Company has recognized exceptional loss of ₹ 95.00 crore and loss of ₹ 490.00 crore in other comprehensive income in the current financial year in relation to the said transaction.

The Company expects in next 2-3 years there will be significant development in the Kakinada SEZ which includes the development of Bulk Drug Park, Commercial Sea port, establishment of various port-based industries, manufacturing industries, development of new International Airport in Bhogapuram. Based on assessment of the achievement of the aforementioned milestones by an independent property consultancy agency, management of the Company is confident of achieving the aforementioned milestones and is of the view that the carrying value of the amount recoverable (disclosed under 'other financial assets') as at March 31, 2021 is appropriate.

15 This includes shares held by others on behalf of the Company.

6. Trade receivables

(₹ in crore)

		Non-current		Current	
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Unsecured, considered good[1]					
Receivable from related parties (refer note 34)		146.74	108.71	329.83	533.58
Other trade receivables		0.17	0.86	3.38	5.29
	(A)	**146.91**	**109.57**	**333.21**	**538.87**
Trade receivables- credit impaired					
Receivable from related parties (refer note 34)		-	-	1.40	1.40
Other trade receivables		28.79	28.79	1.78	1.78
	(B)	**28.79**	**28.79**	**3.18**	**3.18**
Loss allowance					
Less: Trade receivables - loss allowance	**(C)**	**(28.79)**	**(28.79)**	**(3.18)**	**(3.18)**
Total trade receivables	**(A+B-C)**	**146.91**	**109.57**	**333.21**	**538.87**

- No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
- Trade receivables are non-interest bearing.
- Refer note 38(c) for details pertaining to Expected Credit Loss ('ECL').

1. Includes retention money (net of impairment allowances) of ₹146.91 crore (March 31, 2020 ₹ 109.57 crore). These payments are deducted by customer to ensure performance of the Company's obligations and hence are receivable on the completion of contract or after the completion of defect liability period as defined in the respective contract and accordingly no discounting has been done for the same.
2. Refer note 16 for information on trade receivables pledged as security against borrowings.

Notes to the standalone financial statements for the year ended March 31, 2021

7. Loans

(₹ in crore)

	Non-current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Security deposit				
Unsecured, considered good				
Security deposit with others	-	0.33	1.09	2.61
(A)	**-**	**0.33**	**1.09**	**2.61**
Other loans				
Unsecured, considered good				
Loan to related parties (refer note 34)	1,328.83	1,255.95	630.31	1,135.35
	1,328.83	**1,255.95**	**630.31**	**1,135.35**
Loans receivables - credit impaired- related parties (refer note 30,34 and 38 (c))	560.07	324.81	626.22	409.53
	560.07	**324.81**	**626.22**	**409.53**
Loss allowance				
Less: Loans receivables - credit impaired - related parties (refer note 30,34 and 38(c))	(560.07)	(324.81)	(626.22)	(409.53)
(B)	**1,328.83**	**1,255.95**	**630.31**	**1,135.35**
Total loans (A+B)	**1,328.83**	**1,256.28**	**631.40**	**1,137.96**

1. Loans are non-derivative financial instruments which generate a fixed or variable interest income for the Company. The carrying value may be affected by the changes in the credit risk of the counter parties.
2. The Company made a provision for diminution in the value of loan of ₹ 1,186.29 crore as at March 31, 2021 (March 31, 2020: ₹ 734.34 crore) which has been disclosed as an 'exceptional item' in the standalone financial statements of the Company for the year ended March 31, 2021.
3. No loans are due from directors or other officers of the Company either severally or jointly with any other person. Nor any loans are due from firms or private companies respectively in which any director is a partner, a director or a member.

8. Other financial assets

(₹ in crore)

		Non-current		Current	
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Unsecured, considered good unless stated otherwise					
Non-current bank balances (refer note 12 (b))		62.70	81.24	-	-
Unbilled revenue- others		-	-	7.30	14.81
Unbilled revenue - related parties (refer note 34)		-	-	367.39	291.18
Interest accrued on fixed deposits		-	-	2.19	1.84
Interest accrued on loans and debentures to related parties (also refer note 34)		-	-	87.52	295.74
Other receivable (also refer note 34)*		511.33	-	379.95	402.00
Non trade receivable considered good (also refer note 34)		-	-	90.08	83.49
Application money paid towards securities [₹ 31, 275 (March 31, 2020: ₹ 31, 275)]		-	-	0.00	0.00
	(A)	**574.03**	**81.24**	**934.43**	**1089.06**
Loss allowance					
Less: Other receivable - loss allowances (refer note 30,34 and 38(c))	**(B)**	**-**	**-**	**-**	**(225.23)**
Total other financial assets	**(A-B)**	**574.03**	**81.24**	**934.43**	**863.83**

* Includes receivable against sale of 8,422,314,44 Compulsory Convertible Debentures (CCDs) of ₹ 10 each amounting to ₹ 513.21 crore (net of amount received) issued by KSL. Also refer note 5(14). It also includes advance amounting to ₹ 216.00 cr given to GASL for the acquistion of 100% stake in RSSL .

Notes to the standalone financial statements for the year ended March 31, 2021

9. Other assets

(₹ in crore)

		Non-current		Current	
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Capital advances					
Unsecured, considered good					
Capital advances to others		0.01	1.87	-	-
	(A)	**0.01**	**1.87**	**-**	**-**
Advances other than capital advances					
Unsecured, considered good					
Advance to suppliers		-	-	104.01	62.25
Advance to employees		-	-	1.61	0.70
Advance to related party (refer note 34)		-	-	0.18	0.30
	(B)	**-**	**-**	**105.80**	**63.25**
Other advances					
Prepaid expenses		-	-	5.23	11.49
Balances with statutory/ government authorities		7.27	6.86	37.01	21.94
	(C)	**7.27**	**6.86**	**42.24**	**33.43**
Total other assets	**(A+B+C)**	**7.28**	**8.73**	**148.04**	**96.68**

10. Non- current tax assets (net)

(₹ in crore)

	March 31, 2021	March 31, 2020
Advance income tax (net of provision for current tax and including tax paid under protest)	62.82	64.42
Total non-current tax assets (net)	**62.82**	**64.42**

11. Inventories

(₹ in crore)

	March 31, 2021	March 31, 2020
Raw materials (valued at lower of cost and net realizable value)*	78.68	98.48
Total inventories	**78.68**	**98.48**

* Refer note 16 for information on inventories pledged as security against borrowings.

12 (a). Cash and cash equivalents

(₹ in crore)

		Non-current		Current	
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Cash and cash equivalents					
Balances with banks:					
- In current accounts		-	-	36.28	22.33
- deposits with original maturity of less than or equal to three months[1]		-	-	20.94	0.90
Cash on hand		-	-	0.02	0.03
	(A)	-	-	**57.24**	**23.26**

Notes to the standalone financial statements for the year ended March 31, 2021

12 (b). Other bank balances

(₹ in crore)

	Non-current		Current	
	March 31, 2021	**March 31, 2020**	**March 31, 2021**	**March 31, 2020**
Unclaimed Dividend	-	-	0.13	0.27
Deposits with remaining maturity for more than three months but less than twelve months[1,2]	-	38.09	27.65	1.74
Deposits with remaining maturity for more than twelve months[1]	62.70	43.15	-	-
(B)	**62.70**	**81.24**	**27.78**	**2.01**
Amount disclosed under non current financial assets (refer note 8)	(62.70)	(81.24)	-	-
(C)	**(62.70)**	**(81.24)**	**-**	**-**
Total (A+B+C)	**-**	**-**	**85.02**	**25.27**

1. A charge has been created over the deposits of ₹ 111.29 crore (March 31, 2020: ₹ 83.88 crore) towards various loans, guarantees, letter of credit facilities, working capital facilities, bank performance gurantee and Debt Service Reserve Account ('DSRA') maintained by the Company for loans availed by the Company from banks and financial institutions (refer note 16).
2. Includes deposits with original maturity of more than 3 months but less than 12 months of ₹ 27.65 crore (March 31, 2020: ₹ 20.27 crore).
3. For the purpose of the standalone statement of cash flows, cash and cash equivalents comprise the following: (₹ in crore)

Particular	**March 31, 2021**	**March 31, 2020**
Balances with banks:		
- On current accounts	36.28	22.33
Deposits with original maturity of less than three months	20.94	0.90
Cash on hand	0.02	0.03
Cash and cash equivalents for cash flow statement	**57.24**	**23.26**

Note : Bank borrowings are generally considered to be financing activities. However, where bank overdrafts which are repayable on demand form an integral part of an entity's cash management, bank overdrafts are included as a component of cash and cash equivalents. A characteristic of such banking arrangements is that the bank balance often fluctuates from being positive to overdrawn. Accordingly, the Company has considered only such bank overdrafts which fluctuates from being positive to overdrawn often.

13. Assets held for sale

The details of assets held for sale and liabilities associated thereto are as under; (₹ in crore)

	March 31, 2021	**March 31, 2020**
Assets classified as held for sale		
Investment in subsidiary and joint venture (refer note 5)	-	4,748.88
Total assets held for sale	**-**	**4,748.88**

Notes to the standalone financial statements for the year ended March 31, 2021

14. Equity Share Capital

	Equity Shares*		Preference Shares**	
	In Numbers	(₹ in crore)	In Numbers	(₹ in crore)
Authorised share capital:				
At April 1, 2019	**13,500,000,000**	**1,350.00**	**6,000,000**	**600.00**
Increase/(decrease) during the year	-	-	-	-
At March 31, 2020	**13,500,000,000**	**1,350.00**	**6,000,000**	**600.00**
Increase/(decrease) during the year	-	-	-	-
At March 31, 2021	**13,500,000,000**	**1,350.00**	**6,000,000**	**600.00**

* Face value of equity shares: ₹ 1 each
** Face value of preference shares : ₹ 1,000 each

a. Issued equity capital

Equity shares of Re. 1 each issued, subscribed and fully paid

	In Numbers	(₹ in crore)
At April 1, 2019	**6,035,945,275**	**603.59**
Issued during the year	**-**	**-**
At March 31, 2020	**6,035,945,275**	**603.59**
Issued during the year	-	-
At March 31, 2021	**6,035,945,275**	**603.59**

b. Terms/rights attached to equity shares

The Company has only one class of equity shares having par value of Re 1 per share. Every member holding equity shares therein shall have voting rights in proportion to the member's share of the paid up equity share capital. The Company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors if any is subject to the approval of the shareholders in the ensuing Annual General Meeting except interim dividend if any.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the equity shareholders.

c. Shares held by holding /ultimate holding company and/ or their subsidiaries/ associates.

Out of the equity share issued by the Company, share held by its holding company, ultimate holding company and their subsidiaries/ associates are as below:

Name of Shareholder	March 31, 2021		March 31, 2020	
	No. of shares held	(₹ in crore)	No. of shares held	(₹ in crore)
GMR Enterprises Private Limited ('GEPL'), holding company	2,925,543,150	292.55	3,101,143,150	310.11
Equity shares of Re. 1 each, fully paid up				
GMR Infra Ventures LLP ('GIVLLP'), an associate of the holding company	31,321,815	3.13	31,321,815	3.13
Equity shares of Re. 1 each, fully paid up				
GMR Business and Consulting LLP ('GBC'), an associate of the holding company	805,635,166	80.56	805,635,166	80.56
Equity shares of Re. 1 each, fully paid up				

Notes to the standalone financial statements for the year ended March 31, 2021

d. Details of shareholders holding more than 5% shares in the Company

Name of Shareholder	March 31, 2021		March 31, 2020	
	No. of shares held	% Holding in class	No. of shares held	% Holding in class
Equity shares of Re. 1 each fully paid				
GEPL	2,925,543,150	48.47%	3,101,143,150	51.38%
GBC	805,635,166	13.35%	805,635,166	13.35%
DVI Fund Mauritius Limited	532,697,959	8.83%	536,725,736	8.89%
ASN Investments Limited	439,069,922	7.27%	359,736,151	5.96%

As per records of the Company including its register of shareholders/ members, the above share holding represents both legal and beneficial ownership of shares.

e. Aggregate number of shares issued for consideration other than cash during the period of five years immediately preceding the reporting date:

During the year ended March 31, 2016, 5,683,351 Series A 0.001% CCPS and 5,683,353 Series B 0.001% CCPS of face value of ₹ 1,000 each have been converted into 359,478,241 equity shares of face value of ₹ 1 each at a price of ₹ 15.81 per equity share (including securities premium of ₹ 14.81 per equity share) and 380,666,645 equity shares of face value of ₹1 each at a price of ₹ 14.93 per equity share (including securities premium of ₹ 13.93 per equity share) respectively.

f. Shares reserved for issue under options

For details of shares reserved for issue on conversion of foreign currency convertible bonds ('FCCB'), refer note 16(3) related to terms of conversion/ redemption of FCCB.

15. Other Equity

Equity component of optionally convertible debentures ('OCDs') [refer note 16 (2)][9]		(₹ in crore)
Balance as at April 1, 2019		**45.92**
Balance as at March 31, 2020		**45.92**
Less: amount transferred to retained earning		(45.92)
Balance as at March 31, 2021	**(A)**	**-**
Treasury shares[2]		
Balance as at April 1, 2019		**(101.54)**
Less: Sale during the year		101.54
Balance as at March 31, 2020		**-**
Balance as at March 31, 2021	**(B)**	**-**
Fair valuation through other comprehensive income ('FVTOCI') reserve[3]		
Balance as at April 1, 2019		**677.84**
Add: Gains on FVTOCI on equity securities (net of tax ₹ 464.65 crore)		1996.21
Less: amount transferred to retained earning		(445.67)
Balance as at March 31, 2020		**2,228.38**
Add: Loss on FVTOCI on equity securities (net of tax ₹ 339.09 crore)		(1,116.48)
Less: amount transferred to retained earning		(4,254.97)
Balance as at March 31, 2021	**(C)**	**(3,143.07)**
General reserve[5]		
Balance as at April 1, 2019		**174.56**
Balance as at March 31, 2020		**174.56**
Balance as at March 31, 2021	**(D)**	**174.56**

Notes to the standalone financial statements for the year ended March 31, 2021

15. Other Equity

(₹ in crore)

Securities premium[4]		
Balance as at April 1, 2019		**10,010.98**
Balance as at March 31, 2020		**10,010.98**
Balance as at March 31, 2021	**(E)**	**10,010.98**
Debenture redemption reserve ('DRR')[7]		
Balance as at April 1, 2019		**94.86**
Less: amount transferred to retained earnings		(35.37)
Balance as at March 31, 2020		**59.49**
Less: amount transferred to retained earnings		(59.49)
Balance as at March 31, 2021	**(F)**	**-**
Capital reserve[1]		
Balance as at April 1, 2019		**141.75**
Balance as at March 31, 2020		**141.75**
Balance as at March 31, 2021	**(G)**	**141.75**
Retained earnings[6]		
Balance as at April 1, 2019		**121.50**
Loss for the year		(1,479.12)
Add: Transferred from debenture redemption reserve		35.37
Add: Loss on sale of treasury shares		(72.00)
Add: Re-measurement gains on defined benefit plans		0.04
Add: Transfer from Fair valuation through other comprehensive income ('FVTOCI') reserve		445.67
Balance as at March 31, 2020		**(948.54)**
Loss for the year		(1,280.16)
Add: Transferred from debenture redemption reserve		59.49
Add: Transfer on account of redemption of OCDs		45.92
Add: Re-measurement gains on defined benefit plans		0.55
Add: Transfer from fair valuation through other comprehensive income ('FVTOCI') reserve		4254.97
Balance as at March 31, 2021	**(H)**	**2,132.23**
Foreign currency monetary translation difference account ('FCMTR') (refer note 16(3))[8]		
Balance as at April 1, 2019		**(68.31)**
Add: Exchange difference loss on FCCB recognised during the year		(195.40)
Less: FCMTR amortisation during the year		(15.31)
Balance as at March 31, 2020		**(248.39)**
Add: Exchange difference gain on FCCB recognised during the year		76.65
Less: FCMTR amortisation during the year		(2.08)
Balance as at March 31, 2021	**(I)**	**(173.82)**
Total other equity	**(A+B+C+D+E+F+G+H+I)**	
Balance as at March 31, 2020		**11,464.15**
Balance as at March 31, 2021		**9,142.63**

Notes to the standalone financial statements for the year ended March 31, 2021

1. On July 02, 2014, the Board of Directors of the Company approved an issue and allotment of up to 180,000,000 warrants having an option to apply for and be allotted equivalent number of equity shares of face value of Re.1 each on a preferential basis under chapter VII of the SEBI ICDR Regulations and provisions of all other applicable laws and regulations and accordingly the Company received an advance of ₹ 141.75 crore against such share warrants. The shareholders approved the aforesaid issue of warrants through postal ballot on August 12, 2014. Pursuant to the approval of the Management Committee of the Board of Directors dated February 26, 2016 the outstanding warrants have been cancelled as the holders did not exercise the option within the due date of 18 months from the date of allotment, and ₹ 141.75 crore received as advance towards such warrants has been forfeited in accordance with the SEBI ICDR Regulations during the year ended March 31, 2016. The said amount was credited to Capital Reserve account during the year ended March 31, 2016.

2. The Company had given an interest free loan of ₹ 115.00 crore to GMR Welfare Trust ('GWT') during the year ended March 31, 2011 for the purpose of employee benefit scheme. GWT had utilised the proceeds of the loan received from the Company to acquire equity shares of the Company for ₹ 101.15 crore, investment in GAL for ₹ 11.28 crore and for other purpose for ₹ 2.28 crore.

   SEBI had issued Circular CIR/CFD/DIL/3-2013 dated January 17, 2013 prohibiting listed companies from framing any employee benefit scheme involving acquisition of its own securities from the secondary market. SEBI had issued Circular CIR/CFD/POLICYCELL/14/2013 dated November 29, 2013 extending the date of compliance to June 30, 2014. The management of the Company submitted the details of GWT to the stock exchanges. SEBI has issued a Notification dated October 28, 2014 notifying “The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014” (“SEBI Regulations”) whereby the Companies having existing schemes to which these regulations apply are required to comply with these regulations within one year of the effective date of the regulations and the trusts holding shares, for the purposes of implementing general employee benefit schemes, which exceed ten percent of the total value of the assets of the trusts, shall have a period of five years to bring down trusts’ holding in such shares to the permissible limits. SEBI published Frequently Asked Question (“FAQ”) on SEBI Regulations and clarified that appropriation of shares towards ESPS/ ESOP/SAR/General Employee Benefits Scheme / Retirement Benefit Schemes by October 27, 2015 would be considered as compliance with proviso to regulation 3(12) of the SEBI Regulations. The Company may appropriate towards individual employees or sell in the market during next one year so that no unappropriated inventory remains thereafter. The shareholders have approved the revised terms and conditions of the scheme by passing a special resolution in the Annual General Meeting of the Company held on September 23, 2015 and that the Company will ensure compliance with other applicable provisions of the new regulations within the permissible time period. Pursuant to the implementation of Ind AS, the Company had consolidated the financial statements of GWT in its standalone financial statements and accordingly the loans has become Nil during previos year.

   During the previous year, the GWT has fully repaid the outstanding balance of the aforementioned loan amounting Rs 115.00 crore and has also transferred the sharers of GAL held by it, to the Company pursuant to share purchase agreement entered during the year between the Company and GWT. Hence, the Company has discontinued consolidating the financials of GWT in its standalone financial statement as on March 31, 2020. Further, during the previous year, GWT has disposed off all shares of the company.

3. FVTOCI equity securities

   Pursuant to change in accounting policies as detailed in note 2, the Company has elected to recognise changes in the fair value of investments in equity securities in other comprehensive income. These changes are accumulated within the FVTOCI reserves within equity.

4. Securities premium reserve is used to record the premium on issue of shares. The reserve can be utilised only for limited purposes such as issuance of bonus shares in accordance with the provisions of the Companies Act, 2013.

5. General reserve was created persuant to transfer of debenture redemption reserve and equity component of preference share. General reserve is a free reserve available to the Company.

6. Retained Earnings are the profits of the Company earned till date net of appropriations.

7. During the year, the Company has redeemed its outstanding debentures and transferred outstanding balance in debentures redemption reserve to retained earnings.

8. FCMTR represents unamortised foreign exchange differences arising on translation of long-term foreign currency monetary items.

9. During the current year, the Company has fully repaid 0% Optionally Convertible Debentures ('OCDs') issued to Doosan against which this equity component of ₹ 45.92 crore was recognised by the Company at the time of initial recognition in accordance with Ind AS 32 Financial Instruments Presentation. Accordingly, equity component of OCDs has been transferred to retained earnings. Also refer note 16(2).

Notes to the standalone financial statements for the year ended March 31, 2021

16. Financial liabilities - Borrowings

(₹ in crore)

	Non-current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
A. Long term borrowings:				
Debentures / Bonds				
Nil (March 31, 2020: 10,000) 0% redeemable and non-convertible debentures of ₹ Nil (March 31, 2020: ₹ 252,500; (secured)[1,27]	-	-	-	252.18
Nil (March 31, 2020: 3) 0% optionally convertible debentures of ₹ Nil (March 31, 2020: ₹ 430,802,315; (secured)[2]	-	-	-	161.05
6 (March 31, 2020: 6) 7.5% Foreign Currency Convertible Bonds ('FCCBs') of USD 50,000,000 (March 31, 2020: USD 50,000,000) each (unsecured)[3,27]	2,149.18	2,224.20	-	-
Term Loans				
From banks				
Indian rupee term loans (secured)[4,5,6,7,8,9,26]	1,117.43	773.71	303.70	160.27
Indian rupee term loans (unsecured)[9]	-	490.22	-	-
From financial institutions				
Indian rupee term loans (secured)[10,11,12,25]	27.78	171.41	111.94	173.34
Indian rupee term loans (unsecured),[13,14,15,16,17]	130.94	522.52	43.07	229.73
Others				
Loans from related parties (unsecured)[18,19,20,23,24] (refer note no 34)	295.20	2,159.39	171.88	44.59
	3,720.53	**6,341.45**	**630.59**	**1,021.17**
The above amount includes				
Secured borrowings	1,145.21	945.12	415.64	746.84
Unsecured borrowings	2,575.32	5,396.33	214.95	274.32
Less: amount classified under "Other financial liabilities"(refer note no 17)	-	-	(630.59)	(1,021.16)
	3,720.53	**6,341.45**	**-**	**-**
B. Short term borrowings:				**(₹ in crore)**
			March 31, 2021	**March 31, 2020**
Loan repayable on demand				
Bank Overdraft (secured) [21]			291.00	268.18
Working capital loan (secured) [21]			133.81	139.34
Loans from related parties (unsecured)[22] (refer note no 34)			342.10	411.13
			766.91	**818.64**
The above amount includes				
Secured borrowings			424.81	407.52
Unsecured borrowings			342.10	411.13
			766.91	**818.64**

Notes to the standalone financial statements for the year ended March 31, 2021

1. During the year ended March 31, 2012, the Company had entered into an agreement to issue 7,000 secured, listed redeemable, non convertible debentures of ₹ 1,000,000 each to ICICI Bank Limited ('ICICI') ('Tranche 1'). During the year ended March 31, 2013 the Company had further entered into an agreement with ICICI to issue 3,000 secured, redeemable, non convertible debentures of ₹ 1,000,000 each ('Tranche 2'). These debentures are secured by way of (i) first pari passu charge over 444.52 acres of land held by GKSIR (ii) subservient charge on 8,236 acres of SEZ land held by KSL (iii) first exclusive charge over Debt Service and Reserve Account ('DSRA') maintained by the Company with ICICI and (iv) second ranking pledge over 30% of fully paid-up equity shares of ₹ 10 each of GGAL. These debentures are redeemable at a premium yield during the financial year ended March 31, 2020 @ 14.50% p.a. base rate of ICICI plus 4.50% p.a. The Tranche 1 is redeemable in thirty seven quarterly unequal instalments commencing from March 25, 2012 and Tranche 2 is redeemable in thirty six quarterly unequal instalments commencing from June 25, 2012. As at March 31, 2021, the Company has fully redeemed these debentures. Also refer note 16(27) below.

2. During the year ended March 31, 2019, the Company had entered into an agreement to issue eight 0% Optionally Convertible Debentures ('OCDs') of ₹ 402.00 crore i.e. 4 OCDs of ₹ 43.08 crore each and 4 OCDs of ₹ 57.42 crore each to Doosan Power Systems India Private Ltd ('DPS') which were redeemable in eight quarterly unequal instalments commencing from March 31, 2019. However, subsequent to issue of OCD's, based on interpretative letter received from Securities and Exchange Board of India ('SEBI'), 4 OCDs of face value amounting to ₹ 229.68 crore were cancelled by the Company and have been considered as 'loans from others' during the year ended March 31, 2019 and there after the same have been realloted on September 27, 2019, These OCDs are secured by way of (i) pledge of 217,300,975 fully paid -up equity shares of ₹10 each of GEL owned by GIL and GGAL in favour of DPS. During the current year, the company has fully redemeed balance OCD's outstanding as on March 31, 2020. As at March 31, 2021, the Company has repaid all installment of three OCDs

3. Pursuant to the approval of the Management Committee of the Board of Directors dated December 10, 2015, the Company has issued 7.50% Unlisted FCCBs of USD 30.00 crore to Kuwait Investment Authority with a maturity period of 60 years which has outstanding amount ₹ 2,149.18 crore (March 2020 : ₹ 2,224.20 crore). The subscriber can exercise the conversion option on and after 18 months from the closing date upto close of business on maturity date. Interest is payable on annual basis. The FCCBs are convertible at ₹ 18 per share which can be adjusted at the discretion of the Company, subject to the regulatory floor price. The exchange rate for conversion of FCCBs is fixed at Rs 66.745/USD. As at March 31, 2021, FCCB holders have not exercised the conversion option. The Company needs to take necessary steps in case the bondholders direct the Company to list the FCCBs on the Singapore Exchange Trading Limited. Also refer note 16(27) below.

4. Indian rupee term loan from a bank of ₹ 28.47 crore (March 31, 2020: ₹ 64.89 crore) carries interest @ the lender's Marginal Cost of Funds based Lending Rate of 1Y (I-MCLE-1Y) plus spread of 4.55% p.a. (March 31, 2020: I-MCLE-1Y plus spread of 4.55% p.a.) and interest is payable on a monthly basis. The loan is secured by (i) first pari passu charge over 357.605 acres of land held by GKSIR (ii) subservient charge on 8,236 acres of SEZ land held by KSL (iii) charge over Dividend / Interest Escrow Account of the Company into which all dividends and/or interest receivable by the Company from GEL and GGAL would be deposited and (iv) first ranking pledge/NDU over 49% of equity shares of GGAL. (v) DSRA covering interest payment for the next three months.The loan is repayable in eighteen structured quarterly instalments commencing from December 25, 2016 and ending on September 25, 2021. Further the lender has certain mandatory prepayment rights as per the terms of the agreements, including amendments thereof. Further, during current year, the bank has converted interest accrued during the moratorium period amounting to Rs 4.32 crore into funded interest term loan.The terms and conditions of the said loan will remains same as original loan.

5. Indian rupee term loan from a bank of ₹ 37.50 crore (March 31, 2020: ₹ 43.48 crore) carries interest @ base rate of lender plus spread of 1.25% p.a. (March 31, 2020: base rate of lender plus spread of 1.25% p.a.) and interest is payable on a monthly basis. The loan is secured by i) 10% of cash margin on the outstanding amount in the form of lien on fixed deposits in favour of the lender ii) an exclusive charge on assets created out of underlying facility by GISPL in favour of lender approved correspondent bank iii) second charge on cash flows of GISPL from coal trading under Coal Sales and Purchase Agreement with GCRPL iv) exclusive charge on loans given to GEL v) DSRA covering interest payment for the next three months and vi) securities as set out in note 16(26). The loan is repayable in fourteen unequal semi-annual instalments commencing after twelve months from the date of first disbursement. Further the lender has certain mandatory prepayment rights as per the terms of the agreements, including amendments thereof. Further, during current year, the bank has converted interest accrued during the moratorium period amounting to Rs 2.73 crore into funded interest term loan.The terms and conditions of the said loan will remains same as original loan.

6. Indian rupee term loan from a bank of ₹ 555.48 crore (March 31, 2020: ₹ 508.39 crore) carries interest @ lender's marginal cost of funds based lending rate ('MCLR') plus spread of 3.10% p.a. (March 31, 2020: MCLR plus spread of 3.10% p.a.) and interest is payable on a monthly basis. The loan is secured by (i) first charge on the assets taken on loan by the Company to provide minimum cover of 1.00 times of the facility outstanding (ii) extension of pledge over 20% shares of GEL along with all beneficial/economic voting rights (already cross collateralized for existing term loan facilities at the Company, RSSL, GGAL (Term Loan-I) GMRHL (Term Loan-I)) (iii) additional pledge over 8% shares of GEL along with all beneficial/economic voting rights and non disposal undertaking over 2% shares of GEL (prior to disbursement) (iv) pledge over 26% shares of GMR Airports Limited along with all beneficial/economic voting

Notes to the standalone financial statements for the year ended March 31, 2021

rights (v) margin of 19.14% of outstanding amount (in form of FD/cash or any other instrument to the satification of the lender). The loan is repayable in fourteen half yearly structured instalments commencing after a moratorium period of one year from the date of first disbursement. Further the lender has certain mandatory prepayment rights as per the terms of the agreements. Further, during current year, the bank has converted interest accrued during the moratorium period amounting to Rs 35.99 crore into funded interest term loan. The terms and conditions of the said loan will remains same as original loan. Also refer note 16(26) below.

7. Indian rupee term loan from a bank of ₹ Nil (March 31, 2020: ₹ 29.94 crore) carries interest @ base rate of lender plus spread of 0.50% p.a. (March 31, 2020: base rate of lender plus spread of 0.50% p.a.) and interest is payable on a monthly basis. The loan is secured by i) 10% DSRA in the form of lien on fixed deposits in favour of the lender ii) Exclusive first charge on assets provided by the Company created out of this facility and iii) securities as set out in note 16(26). The loan is repayable in fourteen structured quarterly instalments commencing from January 15, 2017 as per the revised agreement dated May 23, 2016. Further the lender has certain mandatory prepayment rights as per the terms of the agreements, including amendments thereof. Further, during current year, the bank has converted interest accrued during the moratorium period amounting to Rs 1.70 crore into funded interest term loan.The terms and conditions of the said loan will remains same as original loan.

8. Indian rupee term loan from a bank of ₹ 272.51 crore (March 31, 2020: ₹ 287.28 crore) carries interest @ MCLR plus spread of 1.45% p.a. (March 31, 2020: MCLR plus spread of 1.45% p.a.) and interest is payable on a monthly basis. The loan is secured by i) first charge on assets created out of this facility ii) 10% of cash margin on the outstanding amount in the form of lien on fixed deposits in favour of the lender and iii) securities as set out in note 16(26). The loan is repayable in twenty eight structured quarterly instalments commencing from October 2017. Further the lender has certain mandatory prepayment rights as per the terms of the agreements, including amendments thereof. Further, during current year, the bank has converted interest accrued during the moratorium period amounting to Rs 17.28 crore into funded interest term loan.The terms and conditions of the said loan will remains same as original loan.

9. Indian rupee term loan from a bank of ₹ 527.18 crore (March 31, 2020: ₹ 490.22 crore) carries interest @ base rate of lender plus spread of 4.75% p.a. (March 31, 2020: base rate of lender plus spread of 4.75% p.a.) payable on a monthly basis. The loan is secured by (i) first pari passu charge on 357.605 acres of land held by GKSIR and (ii) subservient charge on 8,236 acres of SEZ land held by KSL. The loan is repayable in twelve structured quarterly instalments commencing from April 25, 2021 and ending on January 25, 2024 as per the revised agreement dated May 27, 2016. (iii) first ranking pledge/ NDU over 49% of equity shares of GGAL iv) DSRA covering interest payment for the next three months Further the lender has certain mandatory prepayment rights as per the terms of the agreements, including amendments thereof. Further, during current year, the bank has converted interest accrued during the moratorium period amounting to Rs 34.10 crore into funded interest term loan.The terms and conditions of the said loan will remains same as original loan.

10. Indian rupee term loan from a financial institution of ₹ 23.89 crore (March 31, 2020: ₹ 43.28 crore) carries interest rate @ 13.50% p.a. (March 31, 2020: 13.50% p.a.) and is payable on a monthly basis. The loan is repayable in eighteen quarterly instalments commencing from October' 2016. The loan is secured by way of i) first mortgage and charge on non-agriculture lands of SJK Powergen Limited ('SJK') (Which has now been merged with GMR Generation Assets Ltd w.e.f April 1, 2020) ii) pledge of 20,000,000 equity shares of Re. 1 each of the Company, held by GEPL and iii) pledge of such number of equity shares of ₹ 10 each of GEL having book value of minimum of ₹ 400.00 crore held by the Company and in case of default of repayment of loan, the lender has the right to convert the loan into equity. Further, during current year, the bank has converted interest accrued during the moratorium period amounting to Rs 2.30 crore into funded interest term loan.The terms and conditions of the said loan will remains same as original loan.

11. Indian rupee term loan from a financial institution of ₹ 115.83 crore (March 31, 2020: ₹211.95 crore) carries interest @ the lender's benchmark rate plus spread of 3.30% p.a. (March 31, 2020: lender's benchmark rate plus spread of 3.30% p.a.). The loan is secured by i) a mortgage on exclusive first charge basis on a) 99.76 acres of immovable property held by RSSL b) 10 acres of immovable property held by GEPL c) 10 acres of immovable property held by Fabcity Properties Private Limited d) 11.46 acres of immovable property held by GMR Bannerghatta Properties Private Limited e) 13.225 acres of land held by BIPL f) 246.10 square meter of house property located in New Delhi held by DG Buildwell Private Limited g) commercial property held by Grandhi Enterprises Private Limited and corporate guarantee of these entities which are giving mortgage charge ii) Pledge of 6,024,097 listed shares of the Company on exclusive charge basis iii) DSRA covering interest payment for two quarters and principal repayment for one quarter in the form of fixed deposit and iv) post dated cheques ('PDC') for interest and principal repayments. The loan is repayable in fourty eight monthly instalments commencing after a moratorium period of 12 months from the date of first disbursement. Further the lender has certain mandatory prepayment rights as per the terms of the agreements. Further, during current year, the bank has converted interest accrued during the moratorium period amounting to Rs 12.57 crore into funded interest term loan.The terms and conditions of the said loan will remains same as original loan.

Notes to the standalone financial statements for the year ended March 31, 2021

12. Indian rupee term loan from a financial institution of ₹ Nil (March 31, 2020: ₹ 86.62 crore) carries interest @ SREI Prime Lending Rate (SPLR) add spread of 1.00% p.a (March 31, 2020 : SPLR add spread of 1.00% p.a.) payable on a monthly basis. The loan is secured against i) exclusive charge over 197 equipments ii) first charge over track laying and associated equipment owned by the Company for the DFCC package 201 iii) first pari passu charge by way of hypothecation over the entire current assets of the DFCC package 202 (hereinafter refered as "project") including cash flows related to the project by way of escrow mechanism iv) second pari passu charge by way of hypothecation over the movable fixed assets of the project including but not limited to track laying and associated equipment of the project v) first pari passu charge over all the project documents including all licenses, permits, approvals, consents and insurace polices. The loan facility shall be repaid in four structured monthly installments commencing from March 2020 to June 2020.

13. Indian rupee term loan from a financial institution of ₹ Nil (March 31, 2020: ₹85.68 crore) carries interest @ 12.00% p.a. (March 31, 2020: 12.00% p.a.) payable on a quarterly basis. The loan is repayable in seven equal annual instalments commencing at the end of four years from the date of first disbursement. The loan is secured by exclusive first charge on land held by GKSIR.

14. Indian rupee term loan from a financial institution of ₹ Nil (March 31, 2020: ₹ 199.80 crore) carries interest @ 11.75% p.a. (March 31, 2020: 11.75% p.a.) payable on a half yearly basis. The loan is repayable in ten equated annual instalments commencing from December 2012. The loan is secured by a first pari passu charge on 8,236 acres of land held by KSL.

15. Indian rupee term loan from a financial institution of ₹ 174.02 crore (March 31, 2020: ₹ 216.61 crore) carries interest @ 12.15% p.a. (March 31, 2020: 12.15% p.a.) payable on a quarterly basis. The loan is repayable in six equal annual instalments commencing at the end of five years from the date of first disbursement. The loan is secured by an exclusive first charge on certain immovable properties located in the State of Telangana owned by Namitha Real Estate Private Limited (NREPL), a subsidiary of the Company, Corporate Infrastructure Services Private Limited, a fellow subsidiary, Varalaxmi Jute & Twine Mills Private Limited, Vijay Niwas Real Estates Private Limited and Smt. G. Varalakshmi.

16. Indian rupee term loan from a financial institution of ₹ Nil (March 31, 2020: ₹185.00 crore) carries interest @ SPLR less spread of 1.50% p.a. (March 31, 2020 : SPLR less spread of 1.50% p.a.) payable on a monthly basis. The loan facility is repayable at the end of six years from initial disbursement date. The loan is secured against i) second pari passu charge on entire current assets of GEPL ii) corporate gurantee of GEPL. Further the lender has certain mandatory prepayment rights as per the terms of the agreements.

17. Indian rupee term loan from a financial institution of ₹ Nil (March 31, 2020: ₹65.17 crore) carries interest @ SPLR less spread of 3.25% p.a. (March 31, 2020 : SPLR less spread of 3.25% p.a.) payable on a monthly basis. The loan is secured against i) second pari passu charge on entire current assets of GEPL ii) corporate gurantee of GEPL. Further the lender has certain mandatory prepayment rights as per the terms of the agreements. The loan facility is repayable at the end of fifteen months from initial disbursement date.

18. Loan of ₹ 44.63 crore (March 31, 2020: ₹ 44.59 crore) from its subsidiary, GADL carries interest @ 12.95% p.a. (March 31, 2020: 12.95% p.a.) and is payable on a monthly basis. The loan is to be repaid on June 30, 2024.

19. Loan of ₹ Nil (March 31, 2020: ₹ 277.22 crore) from its subsidiary, GPCL carries interest @ 7% p.a. (March 31, 2020: 7% p.a.) and is payable along with the principal.

20. Loans of ₹ 34.57 crore (March 31, 2020: 1,882.17 crore) from its subsidiaries, GIDL carries interest @ 19.46% p.a (March 31, 2020: 19.46%) and is payable along with the principal. The loan is repayable after 3 years from the date of disbursement of the loan.

21. Bank overdrafts amounting to ₹ 291.00 crore (March 31, 2020: ₹ 268.18 crore) and working capital loan amounting to ₹ 133.81 crore (March 31, 2020: 139.34 crore) is secured by

    A) first charge on current assets of the EPC division of the Company and GIL (package 202),

    B) First charge ranking Pari-Pasu on the escrow Account (in the name of GIL-SIL JV) maintained for the purpose of project package 202 along with other working capital as well as term loan lenders, 2nd Pari-Pasu charge on equipment financed by Laksmi vilas bank (Loan with LVB has fully repaid by the company hence the charge may be treated as first charge) .

    Collateral Security

    1) Exclusive Charge by way of mortgage of around 334.24 acres vacant land situated at Ayyarnpalli, Nagamangalam, Udhanpalli, Udedurgam and Thimjepalli villages near hosur, Tamil Nadu, which is part of 2101 acres, purchased for industrial development. The land stands in the name of M/s GMR Krishnagiri SIR Limited (formerly known as M/s GMR Krishnagiri SEZ Limited), M/s Lilliam Properties(P) Ltd. and M/s Suzone Properties (P) Ltd. which are all GMR Group companies

    2) Exclusive charge by way of mortgage of residential property at Jaynagar 4th block, Bengaluru standing in the name of B V Nageswara Rao measuring 2494 Sq.ft.

Notes to the standalone financial statements for the year ended March 31, 2021

3) Exclusive charge by way of lien marked on fixed deposit of Rs 14.50 crore maintained with the branch along with interest accrued thereon (In lieu of commercial property owned by GMR Family Fund Trust at Museum Road, Bengaluru admeasuring 6455 Sq ft.

4) Pari Passu Charge on the fixed assets of project (Package 201) Present and Future.

The cash credit facility is further secured by personal/corporate Guarantee

1) Mr . B V Nageswara Rao, Group Director, (To the extent of the value of the property offered as collateral security i.e Rs 4.30 crore); M/s GMR Krishnagiri SEZ Limited; M/s GMR Lilliam Properties (P) Ltd; M/s GMR Suzone Properties (P) Ltd.

2) First Mortgage on the compnay's entire Fixed Assets Pertaining to subject project (If any) and First charge by way of Hypothecation on all movable assets (Excudling all equipments funded by our banks) including but not limited to all current / non-current assets in respect of Project (Package 201) both present and future ranking pari pasu with other working capital and NFB / BG Lenders.

C) A first Charge on all the compnay's Bank accounts including, without lmitation, the TRA / Escrow account and each of the other acccounts as required to be created by the company for this project under any project Document or contract

D) A first charge / assignment/ security interest on the company's rights under the EPC Agreement, major project documents & Contracts and all licenses, permits, approvals, consents and insurance policies in respect of the present project

E) Assignment of Contractor guarantees, liquidated damages, letter of credit, guarantee or performance bond that may be provided by any counter party under any project agreement or contract in favor of the company and insurance policies etc. pertaining to this project

The Aforesaid security would rank pari passu with all the security created/to be created in favour of the lenders and working capital lenders, if any for securing the fund based and non fund based working capital limits for the project

Second Pari Passu Charge on the fixed assets of project (DFCC Package 201) financed by the bank Present and Future

F) First mortgage on the entire fixed assets pertaining to DFCC Package 201 (if any) and First charge by way of hypothecation on all movable assets including but not limited to all current/Non-Current assets held by GIL-SIL JV in respect of Project (Package 201) both present and future ranking pari passu with other working capital and NFB/BG lenders

G) A first charge on all the Bank accounts of GIL-SIL JV including, without limitation, the TRA/Escrow/Designated account and each of the other accounts as required to be created by GIL-SIL JV for this project under any project document or contract.

The aforesaid security would rank pari-passu with all the security created / to be created in favour of the lenders and working capital lenders, if any for securing the fund-based and non-fund based working capital limits for the project (DFCC Package 201) First Charge on the current assets of the EPC division of the Company (more particularly as defined in DoH dated January 01, 2010)

22. Loans of ₹ 342.10 crore (March 31, 2020: ₹ 411.13 crore) from its subsidiaries, carry interest ranging between 7.00% p.a. to 12.95% p.a. (March 31, 2020: 7.00% p.a. to 12.95% p.a.) and is payable along with repayment of principal or on such intervals as may otherwise be agreed upon by the parties.

23. During the year ended March 31, 2021, the Company had taken short term loan from GMR Corporate Affairs Private Limited of ₹ 171.88 crore which carried interest @ 17% p.a. payable on monthly basis. The principal is repayable on January 12, 2022

24. During the year ended March 31, 2021, the Company had taken term loan from GMR Airports Limited of ₹ 216.00 crore which carried interest @ 16% p.a. payable on Monthly Basis. The principal is repayable on June 30, 2024

25. Vehicle loan taken from a financial institution of Nil (March 31, 2020: ₹ 2.90 crore) carries interest @ 9.50% p.a. payable on a monthly basis. The loan is repayable in thirty four monthly instalments commencing after two months from the date of first disbursement. The loan is secured by a charge on the assets purchased out of loan proceeds by the Company.

26. Securities for the facilities mentioned in note 5, 6, 7, 8

a) First charge over 30% pledge of shares of RSSL and 70% shares under NDU arrangement to be kept in lender's demat account.
b) Charge over 30% pledge of shares of GGAL.
c) Pledge over 30% shares of GMRHL held by the Company along with DSPL.
d) Undertaking from the Company to hold majority stake in GMRHL.
e) Pledge/charge on the advances/CCPS invested by GISPL in GCRPL in favour of lender/ lender approved correspondent bank.
f) Mortgage on office space at Bandra Kurla Complex, Mumbai.
g) Pledge over 26% shares of GAL along with all beneficial/economic voting rights.

Notes to the standalone financial statements for the year ended March 31, 2021

27. Detail of period and amount of delays;

As on March 31, 2021:

The Company had dues to bonds holders as on 31 March 2021 amounting to ₹ 185.25 crore which were overdue for 90 days, for which the formal extension had been obtained subsequent to the year end and before the approval of these standalone financial statements.

As on March 31, 2020:

The Company has delayed in repayment of principle amounting to ₹ 45.00 crore and interest dues there on amounting to ₹ 8.47 crore due to 0% redeemable and non-convertible debentures holders. The delay ranges to 0-30 days. The Company has paid all aforesaid delayed outstanding amounts subsequent to March 31, 2020.

17. Other financial liabilities

(₹ in crore)

	Non-current		Current	
	March 31, 2021	**March 31, 2020**	**March 31, 2021**	**March 31, 2020**
Other financial liabilities at amortised cost				
Security deposit- Related parties (refer note no 34)[3]	43.50	49.50	-	-
Security deposit others	0.15	0.16	-	-
Financial guarantee	62.47	79.06	16.28	16.68
Unclaimed dividend	-	-	0.13	0.27
Non-trade payable[1]	-	-	163.73	8.49
Non trade payable- Related parties (refer note 34)[5]	-	-	54.59	555.08
Liabilities towards put options given to non controlling interest[2,6]	-	-	1,260.03	1,192.43
Interest accrued on debt and borrowings (refer note no 34)	-	-	564.43	528.02
Current maturities of long-term borrowings (refer note 16)[4]	-	-	458.71	976.57
Current maturities of long term borrowings - Related parties (refer note 16, 34)	-	-	171.88	44.60
Total other financial liabilities	**106.12**	**128.72**	**2,689.78**	**3,322.14**

1. During the year ended March 31, 2016, ₹ 22,563 was received as excess share application money received against rights issue which is pending to be refunded during year ended March 31, 2021.
2. In July 2010, IDFC and Temasek ('PE investors') had made certain investments through preference shares in GMR Energy Limited (GEL). There were certain amendments to the original arrangement between the Company, GEL and the PE investors. Per the latest amended Subscription and Shareholder Agreement executed in May 2016, preference shares held by the PE investors were converted into equity shares of GEL. Post conversion, the PE investors held 17.85% of equity shares in GEL with an exit option within the timelines as defined in the aforesaid amended agreement. As the said timelines have expired, the PE investors have sort for an exit without any further extensions and consequently, the Company has recognized the financial liability of ₹ 1,142.43 crore (March 2020: ₹ 1,192.43 crore) crore in the financial statements.
3. Security deposit of ₹ 43.50 crore (March 31, 2020: Rs 49.50 crore) from its subsidiary, RSSL carries interest @ 11.35% p.a. (March 31, 2020: 11.35% p.a.) payable on a monthly basis. The security deposit is repayable on discharge of all performance obligations of RSSL under the long term service agreements entered into with the Company and other group companies.
4. Includes unpaid matured debentures and interest accrued thereon amounting to ₹ Nil (March 2020 : ₹ 53.47 crore)
5. Pursuant to SSPA as specified in note 5 (14), ₹ 555.08 crore payable to KGPL has been adjusted against the consideration as specified in that note.
6. Refer note 5 (11) (i) (f)

Notes to the standalone financial statements for the year ended March 31, 2021

18. Provisions

(₹ in crore)

	Non-current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Provision for employee benefits				
Provision for gratuity (refer note 35(b))	0.80	0.89	-	-
Provision for superannuation	-	-	0.04	0.05
Provision for compensated absences	3.09	-	0.98	4.78
Total provisions	**3.89**	**0.89**	**1.02**	**4.83**

19. Deferred tax (asset) / liabilities (net)

(₹ in crore)

		Non-current	
		March 31, 2021	March 31, 2020
Deferred tax liabilities arising on account of			
Property, plant & equipment and Intangible assets		7.62	4.73
Fair valuation gain (net) on equity instruments		874.53	1,213.63
Financial liabilities recognised at amortised cost		-	3.86
Total deferred tax liabilities	**(A)**	**882.15**	**1,222.23**
Deferred tax assets arising on account of			
Brought forward capital losses		(275.93)	(275.93)
Expenses deductible on payment		(7.62)	(4.73)
Total deferred tax assets	**(B)**	**(283.55)**	**(280.66)**
MAT credit entitlement	**(C)**	**(58.72)**	**(58.72)**
Total deferred tax liabilities (net)	**(A+B+C)**	**539.88**	**882.84**

20. Other liabilities

(₹ in crore)

	Non-current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Advances from customers (also refer note no 34)	-	-	87.53	155.03
Other liabilities (including statutory dues)	-	-	26.15	7.18
Total other liabilities	**-**	**-**	**113.68**	**162.21**

Notes to the standalone financial statements for the year ended March 31, 2021

21. Trade payables

(₹ in crore)

	Current	
	March 31, 2021	March 31, 2020
Total outstanding dues of micro enterprises and small enterprises[1,3]	44.23	32.64
Total outstanding dues of creditors other than micro enterprises and small enterprises[1]		
- Trade payables	502.85	502.12
- Trade payables to related parties (refer note 34)	15.72	17.30
Total trade payables	**562.80**	**552.06**

1. Includes retention money of ₹ 93.55 crore (March 31, 2020: ₹ 87.02 crore). Retention money is payable on the completion of the contracts or after the completion of the defect liability period as defined in the respective contracts.These payments are kept as retention to ensure performance of the vendor obligation and hence are not discounted for present value of money.
2. Terms and conditions of the above financial liabilities:
   - Trade payables are non-interest bearing
   - For explanations on the Company's credit risk management processes, refer note 38(c)
   - The dues to related parties are unsecured.

3. Disclosure as per Section 22 of "The Micro, Small and Medium Enterprises Development Act, 2006".

(₹ in crore)

	March 31, 2021	March 31, 2020
The principal amount and the interest due thereon remaining unpaid to any supplier:		
- Principal Amount	42.70	31.88
- Interest thereon	1.53	0.76
	44.23	**32.64**
The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
The amount of interest accrued and remaining unpaid	1.53	0.76
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small investor	-	-

22. Revenue from operations

(₹ in crore)

	March 31, 2021	March 31, 2020
Sale of services:		
Engineering, Procurement and Construction ('EPC'): Construction revenue (also refer note no 34 and 36)	1,055.20	803.46
	1,055.20	**803.46**

Notes to the standalone financial statements for the year ended March 31, 2021

23. Other operating income

(₹ in crore)

	March 31, 2021	March 31, 2020
Interest income on:		
Bank deposits	6.12	7.97
Inter corporate deposits and others (also refer note no 34)	384.13	341.56
Income from Leasing of equipment- EPC	0.02	1.19
Dividend income on current investments (gross) Nil (March 31, 2020: ₹ 4,360)	-	0.00
Profit on sale of current investments (others)	3.13	0.92
	393.40	**351.64**

24. Other income

(₹ in crore)

	March 31, 2021	March 31, 2020
Liabilities/ provisions no longer required, written back	13.38	0.71
Interest income - Others	0.65	-
Gain on disposal of assets (net)	0.36	1.67
Scrap sales	1.60	2.21
Miscellaneous income	3.49	3.31
	19.48	**7.90**

25. Cost of material consumed

(₹ in crore)

	March 31, 2021	March 31, 2020
Inventory at the beginning of the year	98.48	45.08
Add: Purchases	642.76	413.79
	741.24	**458.87**
Less: Inventory at the end of the year	78.68	98.48
	662.56	**360.39**

26. Employee benefit expenses

(₹ in crore)

	March 31, 2021	March 31, 2020
Salaries, wages and bonus	23.86	35.26
Contribution to provident and other funds (refer note 35(a))	1.24	1.72
Gratuity expenses (refer note 35(b))	0.48	0.28
Staff welfare expenses	3.18	3.45
	28.76	**40.71**

*Employee benefit expenses are net of ₹ 16.55 crore (March 31, 2020: ₹ 17.51 crore) cross charged to certain subsidiaries, associates and joint ventures.

27. Finance costs

(₹ in crore)

	March 31, 2021	March 31, 2020
Interest on debts and borrowings (also refer note no 34)	875.62	864.09
Bank and other charges	15.09	28.84
	890.71	**892.93**

* Finance costs are net of ₹ 0.01 crore (March 31, 2020: ₹ 0.02 crore) cross charged to certain subsidiaries, associates and joint ventures.

Notes to the standalone financial statements for the year ended March 31, 2021

28. Depreciation and amortisation expenses

(₹ in crore)

	March 31, 2021	March 31, 2020
Depreciation on property, plant and equipment (refer note 3)	21.09	23.03
Amortisation on other intangible assets (refer note 4)	0.41	0.49
	21.50	**23.52**

29. Other expenses

(₹ in crore)

	March 31, 2021	March 31, 2020
Bad debts written off/ provision for doubtful debts	1.43	4.02
Lease rental and equipment hire charges	31.59	33.25
Rates and taxes	31.90	30.26
Repairs and maintenance	5.85	4.80
Legal and professional fees	48.10	7.94
Security expenses	6.82	6.37
Payment to auditors (refer details below)#	4.10	2.57
Directors' sitting fees	0.30	0.31
Loss on account of foreign exchange fluctuations (net)	19.60	33.07
Miscellaneous expenses	7.37	10.50
	157.06	**133.09**

*Other expenses are net of ₹ 33.84 crore (March 31, 2020: ₹ 29.85 crore) cross charged to certain subsidiaries, associates and joint ventures. Also refer note 34.

** CSR expenditure:

(a) Gross amount required to be spent by the Company during the year: Nil (March 31,2020: Nil)

(b) The Company has incurred Nil (March 31, 2020: Nil) on CSR activities during the year 2020-21.

 # Payment to auditors (exclusive of goods and service tax)

(₹ in crore)

	March 31, 2021	March 31, 2020
As auditor:		
Audit fee	1.50	1.56
Tax audit fees	0.04	0.04
In other capacity		
Other Services (including certification fees)	2.51	0.59
Reimbursement of expenses	0.05	0.38
	4.10	**2.57**

30. Exceptional items (net)

(₹ in crore)

	March 31, 2021	March 31, 2020
Provision for impairment in carrying value of investments, loans/advances/other receivables carried at amortised cost (also refer note no 7,8 and 34)	796.85	990.47
	796.85	**990.47**

Notes to the standalone financial statements for the year ended March 31, 2021

31. Earnings per share (EPS)

Basic EPS is calculated by dividing the profit/ loss for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting year. The weighted average number of equity shares outstanding during the year is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS is calculated by dividing the profit attributable to equity shareholders (after adjusting for interest on the convertible securities) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares.

The following reflects the income and share data used in the basic and diluted EPS computations:

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Face value of equity shares (Re. per share)	1	1
Loss attributable to equity shareholders	(1,280.16)	(1,479.12)
Weighted average number of equity shares used for computing earning per share (basic and diluted)	6,035,945,275	6,027,330,072
EPS- basic and diluted (Rs)	**(2.12)**	**(2.45)**

Notes:

(i) Considering that the Company has incurred losses during the year ended March 31, 2021 and March 31, 2020, the allotment of convertible securities would decrease the loss per share for the respective year and accordingly has been ignored for the purpose of calculation of diluted earnings per share.

(ii) Weighted average number of equity shares used for computing earning per share (basic and diluted) have been adjusted for Nil shares (March 2020 : 8,615,203) treasury shares held by GMR Welfare Trust as detailed in note 15(2).

32. Income Tax

The Company is subject to income tax in India on the basis of standalone financial statements. As per the Income Tax Act, the Company is liable to pay income tax which is the higher of regular income tax payable or the amount payable based on the provisions applicable for Minimum Alternate Tax (MAT).

MAT paid in excess of regular income tax during a year can be carried forward for a period of 15 years and can be offset against future tax liabilities.

Business loss can be carried forward for a maximum period of eight assessment years immediately succeeding the assessment year to which the loss pertains. Unabsorbed depreciation can be carried forward for an indefinite period.

Income tax expenses in the statement of profit and loss consist of the following:

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
(a) Current tax	-	-
(b) Adjustment of tax relating to earlier periods	-	(1.32)
(c) Deferred tax	(3.86)	26.30
Total taxes	**(3.86)**	**24.98**

Reconciliation of taxes to the amount computed by applying the statutory income tax rate to the income before taxes is summarized below:

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Loss before taxes	**(1,284.02)**	**(1,454.14)**
Applicable tax rates in India	34.94%	34.94%
Computed tax charge on applicable tax rates in India	**(448.69)**	**(508.13)**
Tax impact on financial liabilities recognised at amortised cost	(3.86)	(12.27)
Reversal of MAT credit	-	38.57
Adjustment of tax relating to earlier periods	-	(1.32)
Tax effect on losses on which deferred taxes has not been recognised	448.69	508.13
Total tax expenses	**(3.86)**	**24.98**

Notes to the standalone financial statements for the year ended March 31, 2021

Movement in deferred tax assets and liabilities for the year ended March 31, 2021:-

(₹ in crore)

Particular	Opening deferred tax (asset) / liabilities	Income tax expense / (credit) recognized in statement of profit or loss	Income tax expense / (credit) recognized in other comprehensive income	Closing deferred tax (asset) / liabilities
Property, plant and equipment and Intangible assets	4.73	2.89	-	7.62
Fair valuation gain (net) on equity instruments	1,213.63	-	(339.11)	874.53
Financial liabilities recognised at amortised cost	3.86	(3.86)	-	-
Brought forward capital losses	(275.93)	-	-	(275.93)
Expenses deductible on payment	(4.73)	(2.89)	-	(7.62)
MAT credit entitlement	(58.72)	-	-	(58.72)
Total	**882.84**	**(3.86)**	**(339.11)**	**539.88**

Movement in deferred tax assets and liabilities for the year ended March 31, 2020:-

(₹ in crore)

Particular	Opening deferred tax (asset) / liabilities	Income tax expense / (credit) recognized in profit or loss	Income tax expense / (credit) recognized in other comprehensive income	Closing deferred tax (asset) / liabilities*
Property, plant and equipment and Intangible assets	3.49	1.25	-	4.73
Fair valuation gain (net) on equity instruments	473.14	-	740.49	1,213.63
Financial liabilities recognised at amortised cost	16.14	(12.28)	-	3.86
Brought forward capital losses	-	-	(275.93)	(275.93)
Expenses deductible on payment	(3.49)	(1.25)	-	(4.73)
MAT credit entitlement	(97.23)	38.57	-	(58.72)
Total	**392.05**	**26.30**	**464.56**	**882.84**

The company has not recognised deferred tax asset on unused tax losses and unabsorbed depreciation of ₹ 5,798.90 crore and other deductible temporary differences of ₹ 1,218.26 crore. The unused tax losses will be adjustable till assessment year 2029-30.

33. Significant accounting judgements, estimates and assumptions

The preparation of the Company's Standalone Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Actual results could differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include fair value measurement of investments in subsidiaries, joint ventures and associates, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies and recognition of revenue on long term contracts.

Notes to the standalone financial statements for the year ended March 31, 2021

i) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are described below. The Company based its assumptions and estimates on parameters available when the Standalone Financial Statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a. Taxes

Deferred tax assets are recognised for MAT Credit Entitlement to the extent that it is probable that taxable profit will be available against which the same can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Refer note 19 and 32 for further disclosures.

b. Fair value measurement of financial instruments

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. The cash flow projections used in these models are based on estimates and assumptions relating to conclusion of tariff rates, operational performance of the plants and coal mines, life extension plans, availability and market prices of gas, coal and other fuels, restructuring of loans etc in case of investments in entities in the energy business, estimation of passenger and vehicle traffic and rates and favourable outcomes of litigations etc. in the airport and expressway business which are considered as reasonable by the management. Fair value of investment in SEZ sector is determined based on available data for similar immovable property/ investment or observable market prices less incremental cost for disposing of the immovable property/ investments. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments. Refer note 5 and 38 for further disclosures.

c. Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and contractual claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgement and the use of estimates regarding the outcome of future events.

In respect of financial guarantees provided by the Company to third parties, the Company considers that it is more likely than not that such an amount will not be payable under the guarantees provided. Refer note 37 for further disclosure.

d. Revenue recognition

The Company uses the percentage of completion method in accounting for its fixed price contracts. Use of the percentage of completion method requires the Company to estimate the costs incurred till date as a proportion of the total cost to be incurred. Costs incurred have been used to measure progress towards completion as there is a direct relationship. Provision for estimated losses, if any, on uncompleted contracts are recorded in the period in which such losses become probable based on the expected contract estimates at the reporting date.

e. Defined benefit plans (gratuity benefits)

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds.

The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in note 35.

Notes to the standalone financial statements for the year ended March 31, 2021

34. Related parties

a) Names of related parties and description of relationship:

Description of relationship	Name of the related parties
Holding Company	GMR Enterprises Private Limited (GEPL)
Subsidiary Companies	GMR Generation Assets Limited (GGAL)
	GMR Power Corporation Limited (GPCL)[1]
	GMR Energy Trading Limited (GETL)
	SJK Powergen Limited (SJK)[1]
	GMR Coastal Energy Private Limited (GCEPL)[1]
	GMR Londa Hydropower Private Limited (GLHPPL)
	GMR Kakinada Energy Private Limited (GKEPL)[1]
	Delhi International Airport Limited (DIAL) [formerly known as Delhi International Airport Private Limited]
	Delhi Aerotropolis Private Limited (DAPL)
	GMR Hyderabad International Airport Limited (GHIAL)
	GMR Hyderabad Air Cargo and Logistics Private Limited (GHACLPL)[11]
	Hyderabad Airport Security Services Limited (HASSL)[9]
	GMR Aerostructure Services Limited (GASL) [formerly known as GMR Hyderabad Airport Resource Management Limited (GHARML)]
	GMR Hyderabad Aerotropolis Limited (HAPL)
	GMR Hyderabad Aviation SEZ Limited (GHASL)
	GMR Hospitality and Retail Limited (GHRL) [formerly known as GMR Hotels and Resorts Limited (GHRL)]
	Gateways for India Airports Private Limited (GFIAL)
	GMR Highways Limited (GMRHL)
	GMR Tuni Anakapalli Expressways Limited (GTAEL)
	GMR Tambaram Tindivanam Expressways Limited (GTTEL)
	GMR Ambala Chandigarh Expressways Private Limited (GACEPL)
	GMR Pochanpalli Expressways Limited (GPEL)
	GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL)
	GMR Chennai Outer Ring Road Private Limited (GCORRPL)
	GMR Kishangarh Udaipur Ahmedabad Expressways Limited (GKUAEL)[4]
	GMR Krishnagiri SIR Limited ('GKSIR') (formely known as GMR Krishnagiri SEZ Limited ('GKSEZ'))
	GMR Logistics Park Private Limited (GLPPL)[14]
	Advika Properties Private Limited (APPL)
	Aklima Properties Private Limited (AKPPL)
	Amartya Properties Private Limited (AMPPL)
	Baruni Properties Private Limited (BPPL)
	Camelia Properties Private Limited (CPPL)
	Eila Properties Private Limited (EPPL)
	Gerbera Properties Private Limited (GPL)

Notes to the standalone financial statements for the year ended March 31, 2021

Description of relationship	Name of the related parties
Subsidiary Companies	Lakshmi Priya Properties Private Limited (LPPPL)
	Honeysuckle Properties Private Limited (HPPL)
	Idika Properties Private Limited (IPPL)
	Krishnapriya Properties Private Limited (KPPL)
	Nadira Properties Private Limited (NPPL)
	Prakalpa Properties Private Limited (PPPL)
	Purnachandra Properties Private Limited (PUPPL)
	Shreyadita Properties Private Limited (SPPL)
	Sreepa Properties Private Limited (SRPPL)
	Bougainvillea Properties Private Limited (BOPPL)
	Honeyflower Estates Private Limited (HFEPL)
	Namitha Real Estate Private Limited (NREPL)
	GMR Airports Limited (GAL)
	GMR Corporate Affairs Private Limited (GCAPL)
	GMR SEZ & Port Holdings Limited (GSPHL)
	GMR Aviation Private Limited (GAPL)
	GMR Business Process and Services Private Limited (GBPSPL)
	Dhruvi Securities Private Limited (DSPL)
	GMR Energy (Cyprus) Limited (GECL)
	GMR Energy (Netherlands) BV (GENBV)
	GMR International Airport BV (GIABV)
	GMR Infrastructure (Mauritius) Limited (GIML)
	GMR Infrastructure (Cyprus) Limited (GICL)
	GMR Infrastructure Overseas (Malta) Limited (GIOSL) (Formerly known as GMR Infrastructure Overseas Sociedad Limitada)
	GMR Infrastructure (UK) Limited (GIUL)
	GMR Infrastructure (Global) Limited (GIGL)
	GMR Infrastructure (Singapore) Pte Limited (GISPL)
	GMR Energy (Global) Limited (GEGL)[15]
	GMR Genco Assets Limited (GGEAL)[1]
	GMR Energy Projects (Mauritius) Limited (GEPML)
	GMR Airport Developers Limited (GADL)
	GADL International Limited (GADLIL)
	GADL (Mauritius) Limited (GADLML)[15]
	Deepesh Properties Private Limited (DPPL)
	Larkspur Properties Private Limited (LAPPL)
	Padmapriya Properties Private Limited (PAPPL)
	Radha Priya Properties Private Limited (RPPL)
	Pranesh Properties Private Limited (PRPPL)

Notes to the standalone financial statements for the year ended March 31, 2021

Description of relationship	Name of the related parties
Subsidiary Companies	Kakinada SEZ Limited (KSL)[10]
	GMR Power Infra Limited (GPIL)
	GMR Male International Airport Private Limited (GMIAL)
	GMR Coal Resources Pte Limited (GCRPL)
	Lantana Properties Private Limited (LPPL)
	Asteria Real Estate Private Limited (AREPL)
	GMR Infrastructure (Overseas) Limited (GI(O)L)
	GMR Airports (Mauritius) Limited (GAML)
	GMR Hyderabad Airport Power Distribution Limited (GHAPDL)[15]
	GMR Air Cargo and Aerospace Engineering Limited (GACAEL) (formerly known as GMR Aerospace Engineering Limited (GAEL)
	Delhi Airport Parking Services Private Limited (DAPSL)
	GMR Aero Technic Limited (GATL) (formerly known as MAS GMR Aero Technic Limited (MGATL))
	East Godavari Power Distribution Company Private Limited (EGPDCPL)[9]
	Suzone Properties Private Limited (SUPPL)
	Lilliam Properties Private Limited (LPPL)
	GMR Utilities Private Limited (GUPL)[15]
	Raxa Security Services Limited (RSSL)
	Indo Tausch Trading DMCC (Indo Tausch)
	Kakinada Gateway Port Limited (KGPL)[10]
	GMR Goa International Airport Limited (GIAL)
	GMR Infra Services Limited (GISL)[8]
	GMR Power and Urban Infra Limited (GPUIL)[2]
	GMR Nagpur International Airport Limited (GNIAL)[2]
	GMR Airports Singapore Pte Limited (GASPL)[2]
	GMR Kannur Duty Free Services Limited (GKDFRL)[2]
	GMR Hyderbad Airport Assets Limited (GHAAL) (incorporated on November 25, 2020)
	GMR Macau Duty Free and Retail Company Limited[5]
	GMR Mining and Energy Private Limited (GMEL)[6]
	GMR Visakhapatnam International Airport Limited (GVIAL)[13]
	GMR Airports Greece Single Member S.A. (GAGSMA)[13]
	GMR Infra Developers Limited (GIDL)

Notes to the standalone financial statements for the year ended March 31, 2021

Description of relationship	Name of the related parties
Associates / Joint Venture Companies	Rampia Coal Mine and Energy Private Limited (RCMEPL)
	Limak GMR Construction JV (CJV)
	Celebi Delhi Cargo Terminal Management India Private Limited (CDCTM)
	Delhi Aviation Services Private Limited (DASPL)
	Travel Food Services (Delhi Terminal 3) Private Limited (TFS)
	WAISL Limted (WAISL) [formely known as Wipro Airport IT Services Limited][3]
	TIM Delhi Airport Advertisment Private Limited (TIM)
	PT Unsoco (Unsoco)
	PT Dwikarya Sejati Utma (PTDSU)
	PT Duta Sarana Internusa (PTDSI)
	PT Barasentosa Lestari (PTBSL)
	GMR Logistics Park Private Limited (GLPPL)[14]
	GMR Tenaga Operations and Maintenance Private Limited (GTOMPL)
	DIGI Yatra Foundation (DIGI)
	International Airport of Heraklion, Crete SA (Crete) (incorporated on February 5, 2019)
	GIL SIL JV
	Mactan Travel Retail Group Corporation (MTRGC)
	SSP-Mactan Cebu Corporation (SMCC)
	PT Golden Energy Mines Tbk (PTGEMS)
	PT Tanjung Belit Bara Utama (TBBU)
	PT Roundhill Capital Indonesia (RCI)
	PT Kuansing Inti Makmur (KIM)
	PT Trisula Kencana Sakti (TKS)
	PT Borneo Indobara (BORNEO)
	PT Karya Cemerlang Persada (KCP)
	PT Bungo Bara Utama (BBU)
	PT Bara Harmonis Batang Asam (BHBA)
	PT Berkat Nusantara Permai (BNP)
	PT Karya Mining Solution (KMS) (formerly PT Bumi Anugerah Semesta (BAS))
	PT Era Mitra Selaras (EMS)
	PT Wahana Rimba Lestari (WRL)
	PT Berkat Satria Abadi (BSA)
	PT Kuansing Inti Sejahtera (KIS)
	PT Bungo Bara Makmur (BBM)
	PT Gems Energy Indonesia (GEMS Energy)
	GEMS Trading Resources Pte Limited (GEMSTR)
	Delhi Aviation Fuel Facility Private Limited (DAFF)

Notes to the standalone financial statements for the year ended March 31, 2021

Description of relationship	Name of the related parties
Associates / Joint Venture Companies	Laqshya Hyderabad Airport Media Private Limited (Laqshya)
	Megawide GISPL Construction JV (MGCJV)
	Megawide GISPL Construction Joint Venture Inc. (MGCJV INC.)
	GMR Megawide Cebu Airport Corporation (GMCAC)
	GMR Kamalanga Energy Limited (GKEL)
	Delhi Duty Free Services Private Limited (DDFS)
	GMR Energy Limited (GEL)
	GMR Vemagiri Power Generation Limited (GVPGL)
	GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)
	GMR Mining and Energy Private Limited (GMEL)[8]
	GMR Consulting Services Limited (GCSL)
	GMR Bajoli Holi Hydropower Private Limited (GBHHPL)
	GMR Warora Energy Limited (GWEL) (Formerly EMCO Energy Limited (EMCO))
	GMR Gujarat Solar Power Limited (GGSPL)
	GMR Upper Karnali Hydro Power Limited (GUKPL)
	GMR Energy (Mauritius) Limited (GEML)
	GMR Lion Energy Limited (GLEL)
	GMR Maharashtra Energy Limited (GMAEL)
	GMR Bundelkhand Energy Private Limited (GBEPL)
	GMR Rajam Solar Power Private Limited (GRSPPL) (formerly known as GMR Uttar Pradesh Energy Private Limited (GUPEPL))
	Karnali Transmission Company Private Limited (KTCPL)
	Marsyangdi Transmission Company Private Limited (MTCPL)[7]
	GMR Indo-Nepal Energy Links Limited (GINELL)
	GMR Indo-Nepal Power Corridors Limited (GINPCL)
	GMR Rajahmundry Energy Limited (GREL)
	GMR Chhattisgarh Energy Limited (GCEL)[7]
Enterprises where key managerial personnel or their relatives exercise significant influence (Where transactions have taken place)	Welfare Trust of GMR Infra Employees (GWT)
	Welfare Trust for Group Employees
	GMR Varalaxmi Foundation (GVF)
	GMR Family Fund Trust (GFFT)
	GEOKNO India Private Limited (GEOKNO)
Fellow Subsidiaries (Where transactions have taken place)	Grandhi Enterprises Private Limited (GREPL)
	GMR Airport Global Limited (GAGL)

Notes to the standalone financial statements for the year ended March 31, 2021

Description of relationship	Name of the related parties
Key management personnel and their relatives (Where transactions have taken place)	Mr. G.M. Rao (Chairman)
	Mrs. G Varalakshmi (Relative)
	Mr. G.B.S. Raju (Director)
	Mr. Grandhi Kiran Kumar (Managing Director & CEO)
	Mr. Srinivas Bommidala (Director)
	Mr. B.V. Nageswara Rao (Director)
	Mr. R S S L N Bhaskarudu (Independent Director)
	Mr. N C Sarabeswaran (Independent Director)
	Mr. S Sandilya (Independent Director)
	Mr. S Rajagopal (Independent Director)
	Mr. C.R. Muralidharan (Independent Director)[12]
	Mrs. V. Siva Kameswari (Independent Director)
	Mr. Madhva Bhimacharya Terdal - (Executive Director- Strategic Initiatives w.e.f August 8, 2019)
	Mr. Suresh Lilaram Narang (Independent Director) (Appointed w.e.f April 22, 2020)
	Mr. Saurabh Chawla (Group Chief Financial Officer) (Appointed w.e.f. February 15, 2019)
	Mr. Venkat Ramana Tangirala (Company Secretary)

Notes

1. Merged with GMR Generation Assets Limited (GGAL) with appointed date of March 31, 2019 vide NCLT order dated March 20, 2020.
2. Subsidiaries incorporated during the year ended March 31, 2020.
3. Ceased to be joint venture during the year ended March 31, 2020.
4. Merged with GMR Highways Limited (GMRHL) with appointed date of March 31, 2018 vide order dated July 23, 2019.
5. Subsidiaries incorporated and wound up during the year ended March 31, 2020.
6. Ceased to be a joint venture and became a subsidiary w.e.f. December 12, 2019.
7. Joint venture disposed off during the year March 31, 2020.
8. Ceased to be a subsidiary during the year ended March 31, 2020.
9. Subsidiary liquidated during the year ended March 31, 2020.
10. Ceased to be a subsidiary during the year ended March 31, 2021.
11. Merged with GMR Air Cargo and Aerospace Engineering Limited (GACAEL) vide order dated August 23, 2019
12. Ceased to be independent director w.e.f. Oct 8, 2020.
13. Subsidiaries incorporated during the year ended March 31, 2021.
14. Ceased to be a subsidiary and became a joint venture during the year ended March 31, 2021
15. Subsidiaries liquidated during the year ended March 31, 2021.

Notes to the standalone financial statements for the year ended March 31, 2021

b) Summary of transactions and outstanding balances with above related parties are as follows: (₹ in crore)

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
(A) Transaction during the year						
i) Interest Income - Gross						
2021	-	338.70	45.44	-	-	-
2020	-	316.50	25.05	-	-	-
ii) Construction revenue						
2021	-	5.75	1,037.08	-	-	-
2020	-	18.39	745.93	-	-	-
iii) Dividend income on current investments						
2021	-	-	-	-	-	-
2020	-	0 .00	-	-	-	-
iv) Other Income						
2021	-	0.02	-	-	-	-
2020	-	-	-	-	-	-
v) Finance cost						
2021	-	254.18	3.60	-	-	-
2020	-	153.06	0.95	-	-	-
vi) Legal and professional fees						
2021	-	13.09	-	-	-	-
2020	-	11.46	-	-	-	-
vii) Lease rental and equipment hire charges						
2021	-	0.37	-		-	-
2020	-	1.75	-	-	-	-
viii) Repairs and maintenance expenses						
2021	-	0.72	-	-	-	-
2020	-	1.32	-	-	-	-
ix) Rates and taxes						
2021	-	-	27.48	-	-	-
2020	-	-	23.32	-	-	-
x) Miscellaneous Expenses						
2021	0.00	3.98	-	-	-	-
2020	0.00	4.61	-	-	-	0.54

Notes to the standalone financial statements for the year ended March 31, 2021

(₹ in crore)

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
xi) Expenses incurred by GIL on behalf of others- Cross charges during the year						
2021	-	34.68	14.52	-	-	-
2020	-	31.59	15.76	-	-	-
xii) Provision for doubtful debts						
2021	-	-	-	-	-	-
2020	-	-	0.89	-	-	-
xiii) Exceptional items						
2021	-	596.28	-	-	200.57	-
2020	-	990.47	-	-	-	-
xiv) Investment in equity/ preference shares (including Bonus preference shares)[j]						
2021	-	336.26	-	-	-	-
2020	-	0.10	-	-	-	-
xv) Sale of equity shares/ amount received on capital reduction						
2021	-	2,172.05	-	-	-	-
2020	-	474.37	-	-	-	-
xvi) Investment in debentures of						
2021	-	1,832.23	-	-	-	-
2020	-	-	-	-	-	-
xvii) Redemption of debentures of						
2021	-	201.20	-	-	-	-
2020	-	711.50	-	-	-	-
xviii) Loans given to						
2021	-	3,783.16	451.60	-	-	-
2020	-	2,433.56	309.30	-	-	-
xix) Loans repaid by						
2021	-	3,760.85	-	-	-	-
2020	-	1,627.24	46.64	-	-	-
xx) Loans received from						
2021	-	670.85	-	-	-	-
2020	-	5,246.08	40.00	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2021

(₹ in crore)

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
xxi) Loans repaid to						
2021	-	2,125.41	-	-	-	-
2020	-	3,657.22	-	-	-	-
xxii) Security deposit received from						
2021	-	-	-	-	-	-
2020	-	3.00	-	-	-	-
xxiii) Security deposit repaid to						
2020	-	6.00	-	-	-	-
2019	-	13.73	-	-	-	-
xxiv) Additional equity on account of financial guarantees/ loan/ Preference shares						
2021	-	9.02	1.87	-	-	-
2020	-	153.62	43.28	-	-	-
xxv) Advance received from customers						
2021	-	6.72	-	-	-	-
2020	-	11.03	-	-	-	-
xxvi) Advance repaid/ adjusted to customers						
2021	-	-	86.46	-	-	-
2020	-	5.29	106.14	-	-	-
xxvii) Sale of property, plant and equipment						
2021	-	-	-	-	-	-
2020	-	0.07	-	-	-	-
xxviii) Corporate Guarantees/ Comfort Letters given on behalf of (Sanction amount)						
2021	-	310.64	298.47	-	-	-
2020	-	2,000.00	225.60	-	-	-
xxix) Corporate Guarantees/ Comfort Letters extinguished on behalf of (Sanction amount)						
2021	-	2,862.16	-	-	-	-
2020	-	2,076.28	4,568.95	-	1.30	-
xxx) Expenses include the following remuneration to the Key Management Personnel						
- Short-term employee benefits						
2021	-	-	-	-	-	7.15
2020	-	-	-	-	-	5.68

Notes to the standalone financial statements for the year ended March 31, 2021

(₹ in crore)

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
- Sitting fees paid to independent directors						
2021	-	-	-	-	-	0.28
2020	-	-	-	-	-	0.33
xxxi) Net (loss)/gain on FVTOCI of equity securities						
2021	-	(1,192.56)	(263.01)	-	-	-
2020	-	3,002.04	(541.28)	-	-	-
xxxii) Issue of equity shares against other receivables by						
2021	-	402.00	-	-	-	-
2020	-	-	-	-	-	-
(B) Outstanding balances as at the year ended						
a) Loans receivable – Non-Current (Gross)						
2021	-	1,792.47	425.31	-	-	-
2020	-	1,573.51	7.25	-	-	-
Loans receivables - credit impaired						
2021	-	560.07	-	-	-	-
2020	-	324.81	-	-	-	-
b) Loans receivable – Current (Gross)						
2021	-	471.63	247.66	-	208.25	-
2020	-	1,123.97	212.66	-	208.25	-
Loans receivables - credit impaired						
2021	-	425.65	-	-	200.57	-
2020	-	409.53	-	-	-	-
c) Cross Charge Receivable						
2021	-	42.96	47.68	-	0.04	-
2020	-	38.91	39.82	-	-	-
d) Advances other than capital advances						
2021	-	-	-	-	0.18	-
2020	-	-	-	-	0.30	-
e) Security deposits receivable - Non current						
2021	-	-	-	-	-	-
2020	-	0.04	-	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2021

(₹ in crore)

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
f) Security deposits receivable - Current						
2021	-	0.04	-	-	0.38	-
2020	-	-	-	-	0.38	-
g) Trade receivables- Non Current						
2021	-	0.83	145.91	-	-	-
2020	-	0.82	107.89	-	-	-
h) Trade receivables- Current						
2021	-	0.30	330.93	-	-	-
2020	-	0.19	534.79	-	-	-
Provision for doubtful receivables:						
2021	-	-	1.40	-	-	-
2020	-	-	1.40	-	-	-
i) Other financial asset receivable						
2021	-	312.31	-	-	-	-
2020	-	402.00	-	-	-	-
Provision for doubtful other receivable						
2021	-	-	-	-	-	-
2020	-	225.23	-	-	-	-
j) Unbilled revenue - Current						
2021	-	0.45	366.94	-	-	-
2020	-	0.35	290.83	-	-	-
k) Interest accrued on loans and debentures						
2021	-	73.65	44.75	-	-	-
2020	-	289.87	5.87	-	-	-
l) Loans payables - Non Current						
2021	-	295.38	-	-	-	-
2020	-	2,159.39	-	-	-	-
m) Loans payables – Current						
2021	-	477.10	40.00	-	-	-
2020	-	415.72	40.00	-	-	-
xiv) Security deposits paybles - Non Current						
2021	-	43.50	-	-	-	-
2020	-	49.50	-	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2021

(₹ in crore)

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
n) Trade payables - Current						
2021	-	14.48	1.12	-	0.12	-
2020	-	14.06	3.12	-	0.12	-
o) Accrued interest but not due on borrowings						
2021	-	146.21	-	-	-	-
2020	-	75.14	-	-	-	-
p) Non Trade payables - Current						
2021	-	54.59		-	-	-
2020	-	555.00	-	-	-	-
q) Advance from customers - Current						
2021	-	32.43	39.05	-	-	-
2020	-	25.71	125.51	-	-	-
r) Liability towards losses of subsidiaries						
2021	-	0.32	-	-	-	-
2020	-	0.08	-	-	-	-
s) Corporate Guarantees/ Comfort Letters/ Bank Guarantee sanctioned on behalf of						
2021	-	8,826.69	6,840.98	-	-	-
2020	-	11,502.64	6,461.95	-	-	-

Notes

a. The Company has provided securities by way of pledge of investments for loans taken by certain Companies. (Refer note- 5)

b. The Holding Company has pledged certain shares held in the Company as security towards the borrowings of the Company and related parties.

c. Also refer note 5 on non-current investments and current investments.

d. Also refer note 16 for long term borrowings and short term borrowings as regards security given by related parties for loans availed by the Company.

e. As the liability for gratuity and leave encashment is provided on actuarial basis for the Company as a whole, the amount pertaining to the directors are not included.

f. The Company has entered into sub-contract agreements with unincorporated joint ventures formed by the Company and other joint venturer under joint operation arrangements. Such joint ventures are rendering services ultimately to an unrelated party. Accordingly, the transactions entered on account of such sub-contract arrangement with the unincorporated joint ventures have not been disclosed above.

g. In the opinion of the management, the transactions reported herein are on arms' length basis.

Notes to the standalone financial statements for the year ended March 31, 2021

h. Details of significant transaction or balance with related parties.

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
(A) Transaction during the year						
i) Construction revenue						
- GIL SIL JV						
2021	-	-	1,037.08	-	-	-
2020	-	-	745.93	-	-	-
ii) Sale of equity shares/ amount received on capital reduction						
- GIDL						
2021	-	2,112.06	-	-	-	-
2020	-	-	-	-	-	-
iii) Investment in debentures of						
- GIDL						
2021	-	990.00	-	-	-	-
2020	-	-	-	-	-	-
- KSPL						
2021	-	842.23	-	-	-	-
2020	-	-	-	-	-	-
iv) Loans given to						
- GASL						
2021	-	1,424.43	-	-	-	-
2020	-	627.26	-	-	-	-
- GIOL						
2021	-	859.91	-	-	-	-
2020	-	453.25	-	-	-	-
- KSPL						
2021	-	846.84	-	-	-	-
2020	-	119.69	-	-	-	-
- GEL						
2021	-	-	451.60	-	-	-
2020	-	-	259.30	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2021

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
v) Loans repaid by						
- GASL						
2021	-	1,495.26	-	-	-	-
2020	-	527.33	-	-	-	-
- KSPL						
2021	-	1,465.43	-	-	-	-
2020	-	425.00	-	-	-	-
vi) Loans received from						
- GAL						
2021	-	416.00	-	-	-	-
2020	-	425.00	-	-	-	-
- GCAPL						
2021	-	175.00	-	-	-	-
2020	-	-	-	-	-	-
- GSISL						
2021	-	-	-	-	-	-
2020	-	2,000.63	-	-	-	-
- GIDL						
2021	-	-	-	-	-	-
2020	-	2,505.10	-	-	-	-
vii) Loans repaid to						
- GIDL						
2021	-	1,881.65	-	-	-	-
2020	-	623.00	-	-	-	-
- GAL						
2021	-	200.00	-	-	-	-
2020	-	460.00	-	-	-	-
- GSISL						
2021	-	-	-	-	-	-
2020	-	2,000.63	-	-	-	-
- DIAL						
2021	-	-	-	-	-	-
2020	-	400.00	-	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2021

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
viii) Corporate Guarantees/ Comfort Letters given on behalf of (Sanction amount)						
- GACPL						
2021	-	175.00	-	-	-	-
2020	-	-	-	-	-	-
- GMRHL						
2021	-	59.13	-	-	-	-
2020	-	-	-	-	-	-
- GIDL						
2021	-	-	-	-	-	-
2020	-	2,000.00	-	-	-	-
- GBHHPL						
2021	-	-	226.35	-	-	-
2020	-	-	225.60	-	-	-
ix) Corporate Guarantees/ Comfort Letters extinguished on behalf of (Sanction amount)						
- GIDL						
2021	-	1,000.00	-	-	-	-
2020	-	-	-	-	-	-
- KGPL						
2021	-	500.00	-	-	-	-
2020	-	-	-	-	-	-
- GISPL						
2021	-	291.42	-	-	-	-
2020	-	-	-	-	-	-
- GCRPL						
2021	-	842.14	-	-	-	-
2020	-	-	-	-	-	-
- GISL						
2021	-	-	-	-	-	-
2020	-	1,700.00	-	-	-	-
- GWEL						
2021	-	-	-	-	-	-
2020	-	-	800.00	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2021

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
- GCEL						
2021	-	-	-	-	-	-
2020	-	-	1,858.24	-	-	-
- GOSEHHHPL						
2021	-	-	-	-	-	-
2020	-	-	1,080.00	-	-	-
x) Issue of equity shares against other receivables by						
- GGAL						
2021	-	-	402.00	-	-	-
2020	-	-	-	-	-	-
(B) Outstanding balances as at the year ended						
a) Loans receivable – Non-Current (Gross)						
- GIOL						
2021	-	982.00	-	-	-	-
2020	-	334.81	-	-	-	-
- GGAL						
2021	-	360.00	-	-	-	-
2020	-	147.36	-	-	-	-
- GEL						
2021	-	-	416.60	-	-	-
2020	-	-	-	-	-	-
- GASL						
2021	-	181.64	-	-	-	-
2020	-	334.81	-	-	-	-
- KSPL						
2021	-	-	-	-	-	-
2020	-	611.91	-	-	-	-
b) Loans receivable – Current (Gross)						
- GGAL						
2021	-	425.65	-	-	-	-
2020	-	409.53	-	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2021

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
- GEL						
2021	-	-	247.66	-	-	-
2020	-	-	212.66	-	-	-
- Welfare Trust for Group Employees						
2021	-	-	-	-	208.25	-
2020	-	-	-	-	208.25	-
- SJK						
2021	-	-	-	-	-	-
2020	-	401.57	-	-	-	-
c) Trade receivables- Non Current						
- GIL SIL JV						
2021	-	-	145.91	-	-	-
2020	-	-	107.89	-	-	-
d) Trade receivables- Current						
- GIL SIL JV						
2021	-	-	329.53	-	-	-
2020	-	-	533.39	-	-	-
e) Other financial asset receivable						
- GASL						
2021	-	216.10	-	-	-	-
2020	-	-	-	-	-	-
- KSPL						
2021	-	91.18	-	-	-	-
2020	-	-	-	-	-	-
- GGAL						
2021	-	-	-	-	-	-
2020	-	402.00	-	-	-	-
f) Unbilled revenue - Current						
- GIL SIL JV						
2021	-	-	366.94	-	-	-
2020	-	-	290.83	-	-	-
g) Loans payables - Non Current						
- GAL						
2021	-	216.00	-	-	-	-
2020	-	-	-	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2021

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
- GIDL						
2021	-	-	-	-	-	-
2020	-	1,882.10	-	-	-	-
- GPCL	-					
2021	-	-	-	-	-	-
2020	-	277.29	-	-	-	-
h) Loans payables – Current						
- GHIAL						
2021	-	200.00	-	-	-	-
2020		200.00	-	-	-	-
- GCAPL						
2021	-	175.00	-	-	-	-
2020	-	-	-	-	-	-
- GPCL						
2021	-	-	-	-	-	-
2020	-	71.00	-	-	-	-
i) Corporate Guarantees/ Comfort Letters/ Bank Guarantee sanctioned on behalf of						
- GCRPL						
2021		2,345.45	-	-	-	-
2020		3,298.99	-	-	-	-
- GHVEPL						
2021		1,690.00	-	-	-	-
2020		1,690.00	-	-	-	-
- GMRHL						
2021		944.13	-	-	-	-
2020		885.00	-	-	-	-
- GGAL						
2021		659.83	-	-	-	-
2020		749.00	-	-	-	-
- GIDL						
2021		1,000.00	-	-	-	-
2020		2,000.00	-	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2021

Nature of Transaction	Holding Company	Subsidiary Companies	Associates/ Joint Ventures	Fellow subsidiary Companies	Enterprise where key managerial personnel or their relatives exercise significant influence	Key Management Personnel and their Relatives
- GEL						
2021	-	-	768.00	-	-	-
2020	-	-	768.00	-	-	-
- GBHHPL						
2021	-	-	2,196.95	-	-	-
2020	-	-	1,970.60	-	-	-
- GREL						
2021	-	-	2,353.20	-	-	-
2020	-	-	2,353.20	-	-	-
- GKEL						
2021	-	-	400.00	-	-	-
2020	-	-	400.00	-	-	-
- GIL SIL JV						
2021	-	-	382.00	-	-	-
2020	-	-	559.65	-	-	-
- GWEL						
2021	-	-	422.20	-	-	-
2020	-	-	410.50	-	-	-
- GCORRPL						
2021	-	766.00	-	-	-	-
2020	-	766.00	-	-	-	-

Notes to the standalone financial statements for the year ended March 31, 2021

35. Gratuity and other post-employment benefit plans

a) Defined contribution plan

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Provident and pension fund	1.72	2.06
Superannuation fund	0.38	0.53
Total*	**2.10**	**2.59**

* Gross of ₹ 0.64 crore (March 31, 2020: ₹ 0.61 crore) towards contribution to provident fund and ₹ 0.22 crore (March 31, 2020: ₹0.26 crore) towards contribution to superannuation fund cross charged to certain subsidiaries, associates and joint ventures.

b) Defined benefit plan

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (based on last drawn basic) for each completed year of service.

The fund provides a capital guarantee of the balance accumulated and declares interest periodically that is credited to the fund account. Although we know that the fund manager invests the funds as per products approved by Insurance Regulatory and Development Authority of India and investment guidelines as stipulated under section 101 of Income Tax Act, the exact asset mix is unknown and not publicly available. The Trust assets managed by the fund manager are highly liquid in nature and we do not expect any significant liquidity risks. The Trustees are responsible for the investment of the assets of the Trust as well as the day to day administration of the scheme.

The following tables summarise the components of net benefit expense recognised in the standalone statement of profit or loss and the funded status and amounts recognised in the standalone balance sheet for gratuity benefit.

i. Net benefit expenses (recognized in the standalone statement of profit and loss)

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Current service cost	0.70	0.66
Net interest cost on defined benefit obligations	0.06	0.08
Net benefit expenses*	**0.76**	**0.74**

*Gross of ₹ 0.14 crore (March 31, 2020: ₹ 0.46 crore) cross charged to certain subsidiaries, associates and joint ventures .

ii. Remeasurement (gains)/ loss recognised in other comprehensive income (OCI): (₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Actuarial (gain)/ loss on obligations arising from changes in experience adjustments	(0.42)	0.13
Actuarial (gain)/ loss on obligations arising from changes in financial assumptions	-	(0.19)
Actuarial (gain)/ loss arising during the year	**(0.42)**	**(0.06)**
Return on plan assets (greater)/ less than discount rate	(0.13)	0.02
Actuarial (gain)/ loss recognised in OCI	**(0.55)**	**(0.04)**

iii. Net defined benefit asset/ (liability) (₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Defined benefit obligation	(3.01)	(3.44)
Fair value of plan assets	2.21	2.55
Plan (liability)/ asset	**(0.80)**	**(0.89)**

Notes to the standalone financial statements for the year ended March 31, 2021

iv. Changes in the present value of the defined benefit obligation are as follows: (₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Opening defined benefit obligation	3.44	2.94
Current service cost	0.70	0.66
Interest cost on the defined benefit obligation	0.21	0.22
Benefits paid	(0.65)	(0.21)
Acquisition adjustment	(0.27)	(0.23)
Actuarial (gain)/ loss on obligations arising from changes in experience adjustments	(0.42)	(0.13)
Actuarial (gain)/ loss on obligations arising from changes in financial assumptions	-	0.19
Closing defined benefit obligation	**3.01**	**3.44**

v. Changes in the fair value of plan assets are as follows: (₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Fair value of assets at end of prior year	2.55	1.21
Interest income on plan assets	0.15	0.14
Contributions by employer	0.03	1.61
Benefits paid	(0.65)	(0.21)
Return on plan assets (lesser)/ greater than discount rate	0.13	0.02
Acquisition adjustment	0.00	(0.22)
Fair value of asset at the end of current year	**2.21**	**2.55**

The Company expects to contribute ₹ 0.46 crore (March 31, 2020: ₹ 1.61 crore) towards gratuity fund in 2021-22.

vi. The following pay-outs are expected in future years: (₹ in crore)

Particulars	March 31, 2021	March 31, 2020
April 1, 2021	NA	0.75
April 1, 2022	0.46	0.28
April 1, 2023	0.18	0.23
April 1, 2024	0.22	0.28
April 1, 2025	0.48	0.49
April 1, 2026*	0.39	3.56
April 1, 2027 to April 1, 2031	2.79	NA

* for previous year read as April 1, 2026 to April 1, 2030

The average duration of the defined benefit plan obligation at the end of the reporting period is 10 years (March 31, 2020: 10 years).

vii. The major categories of plan assets as a percentage of the fair value of total plan assets are as follows:

Particulars	March 31, 2021	March 31, 2020
Investments with insurer	100%	100%

Notes to the standalone financial statements for the year ended March 31, 2021

viii. The principal assumptions used in determining gratuity obligation for the Company's plans are shown below:

Particulars	March 31, 2021	March 31, 2020
Discount rate (in %)	6.80%	6.80%
Salary escalation (in %)	6.00%	6.00%
Employee turnover	5.00%	5.00%
Mortality rate	Refer Note 4 below	Refer Note 4 below

Notes:

1. Plan assets are fully represented by balance with the Life Insurance Corporation of India.
2. The expected return on plan assets is determined considering several applicable factors mainly the composition of the plan assets held, assessed risks of asset management, historical results of the return on plan assets and the Company's policy for plan asset management.
3. The estimates of future salary increase in compensation levels, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.
4. As per Indian Assured Lives Mortality (2006-08) (modified) Ultimate
5. Plan Characteristics and Associated Risks:

   The Gratuity scheme is a Defined Benefit Plan that provides for a lump sum payment made on exit either by way of retirement, death, disability or voluntary withdrawal. The benefits are defined on the basis of final salary and the period of service and paid as lump sum at exit. The Plan design means the risks commonly affecting the liabilities and the financial results are expected to be:

   a. Interest rate risk : The defined benefit obligation calculated uses a discount rate based on governmentbonds. If bond yields fall, the defined benefit obligation will tend to increase

   b. Salary Inflation risk : Higher than expected increases in salary will increase the defined benefit obligation

   c. Demographic risk : This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

ix. A quantitative sensitivity analysis for significant assumption as at March 31, 2021 and March 31, 2020 is as shown below:

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Discount rate		
Impact on defined benefit obligation due to 1% increase in discount rate	(0.21)	(0.23)
Impact on defined benefit obligation due to 1% decrease in discount rate	0.25	0.27
Salary escalation rate		
Impact on defined benefit obligation due to 1% increase in salary escalation rate	0.23	0.25
Impact on defined benefit obligation due to 1% decrease in salary escalation rate	(0.21)	(0.22)
Attrition Rate		
Impact on defined benefit obligation due to 1% increase in attrition rate [Rs (9,771) {March 31, 2020: Rs (33,939)}]	(0.00)	(0.00)
Impact on defined benefit obligation due to 1% decrease in attrition rate [Rs (5,469) {March 31, 2020: Rs 15,538}]	(0.00)	0.00

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Notes to the standalone financial statements for the year ended March 31, 2021

36. Disclosure in terms of Ind AS 115 - Revenue from Contracts with Customers

(a) Contract Balances:

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Receivables:		
- Non-current (Gross)	175.70	138.36
- Current (Gross)	336.39	542.05
- Provision for impairment loss (non current)	(28.79)	(28.79)
- Provision for impairment loss (current)	(3.18)	(3.18)
Contract assets:		
Unbilled revenue		
- Non Current	-	-
- Current	374.69	305.99
- Provision for impairment loss (non current)	-	-
Contract liabilities:		
Advance received from customers		
- Non Current	-	-
- Current	87.53	155.03

b) Increase/ Decrease in net contract balances is primarily due:
The movement in receivables and in contract assets is on account of invoicing and collection during the year.

c) Revenue recognised during the year from the performance obligation satisfied upto previous year (arising out of contract modifications) amounts to ₹ 100.01 crore (March 2020: ₹ 130.51 crore)

d) Reconciliation of contracted price with revenue during the year -

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Opening contracted price of orders	**7,057.38**	**6,891.60**
Add:		
Fresh orders /change orders received (net)	-	-
Increase due to additional consideration recognised as per contractual terms	184.70	165.78
Less:		
Orders cancelled during the year	2,095.90	-
Closing contracted price of orders	**5,146.18**	**7,057.38**
Total Revenue recognised during the year	1,055.20	803.46
Revenue recognised upto previous year (from orders pending completion at the end of the year)	2,940.06	2,136.60
Balance revenue to be recognised in future	**1,150.92**	**4,117.32**

e) The Company has a process whereby periodically long term contracts are assessed for material foreseeable losses. At the period end, the Company has reviewed and ensured that adequate provision as required under the law/accounting standards for the material foreseeable losses on such long term contracts has been made in the books of accounts. The Company does not have any derivative contracts at the end of the year.

Notes to the standalone financial statements for the year ended March 31, 2021

37 Commitments and contingencies

I Leases

Company as lessee

The Company has leases for office building, warehouses and related facilities for which the Company has adopted IndAS 116 "Leases" effective April 1, 2019, as notified by the Ministry of Corporate Affairs (MCA) in the Companies (Indian Accounting Standards) Amendment Rules, 2019 using modified retrospective method. On adoption of this standard, based on the execption of short term leases or lease of low value underlying assets, none of the lease has been identified for which right-of-use asset and a lease liability is required to be created.

Following amount has been recognised in statement of profit and loss :

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Expenses related to short term lease (included under other expenses) [net of ₹3.60 crore (March 31, 2020: ₹ 1.74 crore) cross charged to certain subsidiaries, associates and joint ventures]	31.59	33.25

Total cash outflow for leases for the year ended March 31, 2021 was ₹ 31.59 crore (March 31, 2020: ₹ 33.25 crore)

II Contingencies

In the ordinary course of business, the Company faces claims and assertions by various parties. The Company assesses such claims and assertions and monitors the legal environment on an ongoing basis with the assistance of external legal counsel, wherever necessary. The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the Standalone Financial Statements but does not record a liability in its accounts unless the loss becomes probable.

The following is a description of claims and assertions where a potential loss is possible, but not probable. The Company believes that none of the contingencies described below would have a material adverse effect on the Company's financial condition, results of operations or cash flows.

(₹ in crore)

Particulars of guarantees	March 31, 2021	March 31, 2020
Corporate guarantees availed by the group companies		
(a) sanctioned*	13,610.57	15,774.84
(b) outstanding*	8,618.00	11,085.86
Bank guarantees		
(a) sanctioned	701.70	641.31
(b) outstanding	516.00	535.29
Letter of comfort provided on behalf of group companies to banks		
(a) sanctioned	1,855.40	1,629.00
(b) outstanding	1,812.50	1,557.58

*During the year ended March 31, 2019, the Company and its subsidiaries had entered into a Framework agreement in favour of IDBI Bank Ltd (as the Lead Bank) wherein the Company had guaranteed the obligations of unsustainable debt of GMR Rajahmundry Energy Limited in form of Cumulative Redeemable Preference Shares (CRPS) amounting to ₹ 940.59 crore. Redemption of CRPS is due on March 31, 2035 for ₹ 235.15 crore, March 31, 2036 for ₹ 235.15 crore , March 31, 2037 for ₹ 235.15 crore and March 31, 2038 for ₹ 235.14 crore. Hence there is no immediate contingent liability on the Company.

This includes corporate gurantees amountig to ₹ 500.00 crore given to the lenders of KGPL which has ceased to be a subsidiary during the year ended March 31, 2021. Pending receipt of NOCs from the lenders for the release of the corporate guarantees, the aforementioned amount of corporate guarantees is included in the table above.

In addition to above table, following are the additional contingent liabilities:

1. There are numerous interpretative issues relating to the Supreme Court (SC) judgement on provident fund dated February 28, 2019. As a matter of caution, the Company has evaluated the same for provision on a prospective basis from the date of the SC order and is of the view that no such provision is required. The Company will update its provision, on receiving further clarity on the subject.

Notes to the standalone financial statements for the year ended March 31, 2021

Litigations

The Company is involved in legal proceedings, both as plaintiff and as defendant. The Company believes the following claims to be of material nature:

(₹ in crore)

Particular	March 31, 2021	March 31, 2020
Matters relating to indirect taxes under dispute	41.25	46.57
Matters relating to direct taxes under dispute[1,2]	263.37	271.67
Claims against the company not acknowledged as debts	8.37	8.37

Income Tax

1 The Company has ongoing disputes with income tax authorities relating to tax treatment of certain items. These mainly include disallowance of expenses, tax treatment of certain expenses claimed by the Company as deductions and transfer pricing adjustments for related parties transactions etc. Most of these disputes and/or dis-allowances, being repetitive in nature, have been raised by the income tax authorities consistently in most of the years. The management of the Company has contested all these additions/disallowances, by way of appeal before the appellate authorities and the same are yet to be disposed off.

2 During the year ended March 31, 2020, the Company had received order/ demand amounting to Rs 20.50 crore under Section 143(3) read with section 144C, subsequently modified under Section 154 of IT Act from the Income Tax Authorities in respect to Assessment Year 2016-17. The management of the Company has filed an appeal against the above order and believes that these demands are not tenable and it has complied with all the applicable provisions of the IT Act with respect to its operations. The above amount has not been adjusted to include further interest and penalty leviable, if any, at the time of final outcome of the appeal.

III Commitments

a. Capital commitments

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	10.76

b. Other commitments

1 The Company has committed to provide financial assistance as tabulated below: (₹ in crore)

Nature of relationship	Outstanding commitment for financial assistance	
	March 31, 2021	March 31, 2020
Subsidiaries	364.94	4,023.36
Joint Ventures / Associates	78.40	416.06
Total	**443.34**	**4,439.42**

2 The Company has extended comfort letters to provide continued financial support to certain subsidiaries/ joint ventures/ associates to ensure that these subsidiaries are able to meet their debts, commitments (including commitments towards investee entities) and liabilities as they fall due and they continue as going concerns.

3 The Company has entered into agreements with the lenders of certain group companies wherein it has committed to hold directly or indirectly at all times at least 51% of the equity share capital of the group companies and not to sell, transfer, assign, dispose, pledge or create any security interest except pledge of shares to the respective lenders as covered in the respective agreements with the lenders.

4 The Company has certain long term unquoted investments which have been pledged as security towards loan facilities sanctioned to the Company and the investee Companies.

5 During the year ended March 31, 2014, the Company along with its subsidiaries entered into a definitive agreement ('SPA') with Malaysia Airports MSC Sdn Bhd ('Buyer') for sale of 40% equity stake in their joint ventures, ISG , LGM. Pursuant to the SPA entered with the buyer, the Company along with its subsidiaries had provided a guarantee of Euro 4.50 crore towards tax claims, as specified in the SPA for a period till May 2019.

6 For commitment relating to FCCBs and OCD's to Doosan [refer note 16 (3) and 16 (2)].

Notes to the standalone financial statements for the year ended March 31, 2021

38. Disclosures on Financial instruments

This section gives an overview of the significance of financial instruments for the Company and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2.2 (b) and 2.2 (n), to the standalone financial statements.

(a) Financial assets and liabilities

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2021 and March 31, 2020.

As at March 31, 2021

(₹ in crore)

Particulars	Fair value through other comprehensive income	Fair value through statement of profit or loss	Amortised cost	Total carrying value	Total Fair Value
Financial assets					
(i) Investments	13,687.42	0.20	107.40	13,795.02	13,795.02
(ii) Loans	-	-	1,960.23	1,960.23	1,960.23
(iii) Trade receivables	-	-	480.12	480.12	480.12
(iv) Cash and cash equivalents	-	-	57.24	57.24	57.24
(v) Bank balances other than cash and cash equivalents	-	-	27.78	27.78	27.78
(vi) Other financial assets	-	-	1,508.46	1,508.46	1,508.46
Total	**13,687.42**	**0.20**	**4,141.23**	**17,828.85**	**17,828.85**
Financial liabilities					
(i) Borrowings#	-	-	5,118.03	5,118.03	5,118.03
(ii) Trade payables	-	-	562.80	562.80	562.80
(iii) Other financial liabilities	-	-	2,086.56	2,086.56	2,086.56
(iv) Financial guarantee contracts	-	-	78.75	78.75	78.75
Total	**-**	**-**	**7,846.14**	**7,846.14**	**7,846.14**

Notes to the standalone financial statements for the year ended March 31, 2021

As at March 31, 2020

(₹ in crore)

Particulars	Fair value through other comprehensive income	Fair value through statement of profit or loss	Amortised cost	Total carrying value	Total Fair Value
Financial assets					
(i) Investments	19,660.56	98.00	106.98	19,865.54	19,865.54
(ii) Loans	-	-	2,394.24	2,394.24	2,394.24
(iii) Trade receivables	-	-	648.44	648.44	648.44
(iv) Cash and cash equivalents	-	-	23.26	23.26	23.26
(v) Bank balances other than cash and cash equivalents	-	-	2.01	2.01	2.01
(vi) Other financial assets	-	-	945.07	945.07	945.07
Total	**19,660.56**	**98.00**	**4,120.00**	**23,878.56**	**23,878.56**
Financial liabilities					
(i) Borrowings#	-	-	8,181.26	8,181.26	8,181.26
(ii) Trade payables	-	-	552.06	552.06	552.06
(iii) Other financial liabilities	-	-	2,333.95	2,333.95	2,333.95
(iv) Financial guarantee contracts	-	-	95.74	95.74	95.74
Total	**-**	**-**	**11,163.01**	**11,163.01**	**11,163.01**

includes current maturity of long term borrowings

(i) Investments in mutual funds and derivative instruments are mandatorily classified as fair value through statement of profit and loss.

(b) Fair value hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares, and mutual fund investments.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

Notes to the standalone financial statements for the year ended March 31, 2021

(₹ in crore)

Particulars	Fair value measurements at reporting date using			
	Total	Level 1	Level 2	Level 3
March 31, 2021				
Financial assets				
Investment in mutual funds	**0.20**	0.20	-	-
Investments in subsidiaries, associates and joint ventures	**13,687.42**	-	-	13,687.42
March 31, 2020				
Financial assets				
Investment in mutual funds	**98.00**	98.00	-	-
Investments in subsidiaries, associates and joint ventures	**19,660.56**	-	-	19,660.56

(i) Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.

(ii) Foreign exchange forward contracts are fair valued using market observable rates and published prices together with forecasted cash flow information where applicable.

(iii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

(iv) The fair values of the unquoted equity shares have been estimated using a DCF model except in case of fair value of investment in SEZ sector which has determined based on available data for similar immovable property/ investment or observable market prices less incremental cost for disposing of the immovable property/ investments. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments

(v) There have been no transfers between Level 1, Level 2 and Level 3 for year ended March 31, 2021 and year ended March 31, 2020.

(vi) Fair value of mutual funds is determined based on the net asset value of the funds.

(vii) Reconciliation of fair value measurement of unquoted equity shares classified as FVTOCI assets:

(₹ in crore)

Particulars	Total
As at April 1, 2019	**18,205.41**
Additional equity recognised for financial guarantees, loan and preference shares	196.90
Acquisition during the year	0.10
Sales / redemption during the year	(1,202.61)
Re-measurement recognised in OCI	2,460.76
As at March 31, 2020	**19,660.56**
Additional equity recognised for financial guarantees, loan and preference shares	10.89
Acquisition during the year	1,206.05
Other Adjustments	2.34
Sales / redemption during the year	(5,888.16)
Re-measurement recognised in OCI	(1,304.26)
As at March 31, 2021	**13,687.42**

Notes to the standalone financial statements for the year ended March 31, 2021

(viii) The significant unobservable inputs used in the fair value measurement categorised within Level 3 of the fair value hierarchy together with a quantitative sensitivity analysis as at March 31, 2021 and March 31, 2020 are as shown below:

Description of significant unobservable inputs to valuation:

Sector wise unquoted equity Securities	Valuation technique	Significant unobservable inputs	Range (weighted average)	Sensitivity of the input to fair value
FVTOCI assets in unquoted equity shares	DCF method	Discounting rate (Cost of Equity)	**March 31, 2021:** 10.83 % to 21.83% **March 31, 2020:** 10.79 % to 21.65%	1% increase in the discounting rate will have a significant adverse impact on the fair value of equity investments.

(c) Financial risk management objectives and policies

In the course of its business, the Company is exposed primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the Board of Directors. The risk management framework aims to:

(i) create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Company's business plan.

(ii) achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

i) Market risk

Market risk is the risk of any loss in future earnings, in realisable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in interest rates, foreign currency exchange rates, equity price fluctuations, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

(a) Market risk- Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings.

(i) Interest rate risk exposure

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Variable rate borrowings	1,961.77	2,632.71
Fixed rate borrowings	2,389.35	5,548.55
Total borrowings	**4,351.12**	**8,181.26**

(ii) Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on the portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Notes to the standalone financial statements for the year ended March 31, 2021

(₹ in crore)

Particulars	Change in basis points	Effect on profit before tax
March 31, 2021		
Increase	+50	(9.81)
Decrease	-50	9.81
March 31, 2020		
Increase	+50	(13.16)
Decrease	-50	13.16

The assumed movement in basis points for the interest rate sensitivity analysis is based on the currently observable market environment.

(b) Market risk- Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's investing and financing activities. The Company's exposure to foreign currency changes from operating activities is not material.

No hedge contract entered for the year ended March 31, 2021 and March 31, 2020.

The following table shows foreign currency exposure in US Dollar on financial instruments at the end of reporting period. The exposure to all other foreign currencies are not material.

(₹ in crore)

Particulars	Currency	Amount in foreign currency	Amount
Borrowings	USD	30.00	2,193.30
		(30.00)	(2,269.95)
Trade Payables	USD	0.02	1.69
		(0.02)	(1.75)
Other financial liabilities	USD	5.54	405.08
		(5.54)	(418.92)
Loans	USD	13.43	982.02
		(4.42)	(334.81)
Other financial assets	USD	0.19	13.92
		(0.03)	(2.35)

Note: Previous year's figures are shown in brackets above.

Foreign currency sensitivity

(₹ in crore)

Particulars	Change in USD rate	Effect on profit before tax
March 31, 2021		
Increase	4.62%	(74.04)
Decrease	-4.62%	74.04
March 31, 2020		
Increase	5.45%	(128.26)
Decrease	-5.45%	128.26

* Exchange rate of ₹ 73.11/ USD (March 31, 2020: ₹ 75.67/ USD) has been takem from FEDAI website

Notes to the standalone financial statements for the year ended March 31, 2021

ii) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, loans receivables, investments, cash and cash equivalents, derivatives and financial guarantees provided by the Company.

The carrying value of financial assets represents the maximum credit risk. The maximum exposure to credit risk was ₹ 17,828.86 crore and ₹ 23,878.56 crore as at March 31, 2021 and March 31, 2020 respectively, being the total carrying value of investments, loans, trade receivables, balances with bank, bank deposits and other financial assets.

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. An impairment analysis is performed at each reporting date on an individual basis for major customers. The Company does not hold collateral as security. Further, the top 5 customers of the Company in the EPC segment contributes to more than 90% of the trade receivables during the year ended March 31, 2021 and March 31, 2020.

With respect to Trade receivables/unbilled revenue, the Company has constituted the terms to review the receivables on periodic basis and to take necessary mitigations, wherever required. The Company creates allowance for all unsecured receivables based on lifetime expected credit loss based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix.

With respect to the investing activities of the Company, it has a risk management framework that monitors the sectors of the entities in which the Company has investments and evaluates whether the sectors operate within the defined risk appetite and risk tolerance levels as defined by the senior management. The credit risk function evaluates its investments based on well-established sector specific internal frameworks, in order to identify, mitigate and allocate risks as well as to enable appropriate valuation of investments.

The following table summarises the changes in the loss allowance measured using ECL:

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Opening balance*	31.97	27.97
Amount provided/ (reversed) during the year (net)	-	4.00
Closing provision*	**31.97**	**31.97**

*Pertains to provision for doubtful receivables and unbilled revenue.

Reconciliation of loss allowance provision- Loans and other financial assets.

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Opening balance	959.57	260.99
Amount provided/ (reversed) during the year (net)	226.72	698.58
Closing provision	**1,186.29**	**959.57**

Credit risk from balances with bank and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

In respect of financial guarantees provided by the Company to banks and financial institutions, the maximum exposure which the Company is exposed to is the maximum amount which the Company would have to pay if the guarantee is called upon. Based on the expectation at the end of the reporting period, the Company considers that it is more likely than not that such an amount will not be payable under the guarantees provided.

Notes to the standalone financial statements for the year ended March 31, 2021

iii) Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets through commercial paper programs, non-convertible debentures and other debt instruments. The Company invests its surplus funds in bank fixed deposit and in mutual funds, which carry no or low market risk.

The Company monitors its risk of shortage of funds on a regular basis. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures, preference shares, sale of assets and strategic partnership with investors, etc.

The following table shows a maturity analysis of the anticipated cash flows excluding interest obligations for the Company's financial liabilities on an undiscounted basis, which therefore differ from both carrying value and fair value.

(₹ in crore)

Particulars	0-1 years	1 to 5 years	> 5 years	Total
March 31, 2021				
Borrowings #	626.18	1,583.86	2,193.30	4,403.34
Other financial liabilities	2,042.91	43.65	-	2,086.56
Trade payables	562.80	-	-	562.80
	3,231.89	**1,627.51**	**2,193.30**	**7,052.70**
March 31, 2020				
Borrowings #	1,805.90	4,189.01	2,269.95	8,264.86
Other financial liabilities	2,284.28	49.66	-	2,333.94
Trade payables	552.06	-	-	552.06
	4,642.23	**4,238.67**	**2,269.95**	**11,150.86**

includes current maturities of long term borrowings

(i) The above excludes any financial liabilities arising out of financial guarantee contract as detailed in note 37.

(ii) For range of interest of borrowings, repayment schedule and security details refer note 16.

iv) Price risk

The Company's exposure to price risk arises from investments held and classified in the balance sheet either as fair value through other comprehensive income or at fair value through profit or loss.To manage the price risk arising from investments, the Company diversifies its portfolio of assets.

(₹ in crore)

Particulars	Change in price	Effect on profit before tax
March 31, 2021		
Increase	5%	0.01
Decrease	-5%	(0.01)
March 31, 2020		
Increase	5%	0.25
Decrease	-5%	(0.25)

Notes to the standalone financial statements for the year ended March 31, 2021

39. Capital management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long term and short term goals of the Company.

The Company determines the amount of capital required on the basis of annual business plan coupled with long term and short term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations and sale of certain assets, long term and short term bank borrowings and issue of non-convertible debt securities and strategic partnership with investors.

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference shares and debentures, share premium and all other equity reserves attributable to the equity holders of the Company.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is total debt divided by total capital plus total debt. The Company's policy is to keep the gearing ratio at an optimum level to ensure that the debt related covenant are complied with (refer note 2.1).

(₹ in crore)

Particulars	March 31, 2021	March 31, 2020
Borrowings (refer note 16)#	4351.12	8181.26
Less: Cash and cash equivalents (refer note 12(a))	57.24	23.26
Total debts (A)	**4,293.88**	**8,158.00**
Capital components		
Equity share capital	603.59	603.59
Other equity	9,142.63	11,464.15
Total Capital (B)	**9,746.22**	**12,067.74**
Capital and borrowings C= (A+B)	**14,040.10**	**20,225.74**
Gearing ratio(%) D= (A/C)	**30.58%**	**40.33%**

includes current maturities of long term borrowings

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021 and March 31, 2020.

Notes to the standalone financial statements for the year ended March 31, 2021

40. Disclosure as per Part A of Schedule V of Securities (Listing Obligations and Disclosures Requirements) Regulations, 2015 as regards the loans and inter-corporate deposits granted to subsidiaries, fellow subsidiaries, joint ventures, associates and other companies in which the directors are interested.

(₹ in crore)

Name of the entity	Relationship		Amount outstanding as at		Maximum amount outstanding during the year ended		Investment by loanee in the shares of the parent Company
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020	
Loans given/ debentures subscribed^							
- GMRHL[1]	Subsidiary	Subsidiary	120.61	122.22	186.88	132.22	Nil
- GKSIR[1]	Subsidiary	Subsidiary	18.48	70.29	74.45	70.29	Nil
- GSPHL[1]	Subsidiary	Subsidiary	126.85	74.73	228.61	74.73	Nil
- DSPL[1]	Subsidiary	Subsidiary	-	-	50.00	88.03	Nil
- KSL[1,6,7]	Subsidiary	Subsidiary	90.16	708.76	1,555.59	1,132.76	Nil
- GGAL[1]	Subsidiary	Subsidiary	785.61	556.89	785.61	741.32	Nil
- GBPSPL[1]	Subsidiary	Subsidiary	18.95	18.95	18.95	18.95	Nil
- RSSL[1]	Subsidiary	Subsidiary	14.57	23.13	23.13	23.13	Nil
- NREPL[1]	Subsidiary	Subsidiary	12.46	12.46	12.46	12.46	Nil
- LIPPL[1]	Subsidiary	Subsidiary	-	3.35	3.35	3.35	Nil
- SUPPL[1]	Subsidiary	Subsidiary	-	5.24	5.24	5.24	Nil
- SJK[1]	Subsidiary	Subsidiary	-	401.57	436.88	436.88	Nil
- GETL[1]	Subsidiary	Subsidiary	2.89	111.82	111.82	111.82	Nil
- GIOL[1]	Subsidiary	Subsidiary	982.02	334.81	1,117.28	334.81	Nil
- GASL[1]	Subsidiary	Subsidiary	181.64	252.47	1,510.64	279.54	Nil
- GBHHPL[1]	Subsidiary	Subsidiary	50.00	50.00	50.00	50.00	Nil
- GEL[1]	Joint venture	Joint venture	664.26	212.66	664.26	212.66	Nil
- GISL[1]	Subsidiary	Subsidiary	-	0.79	0.79	142.00	Nil
- GIDL[2]	Subsidiary	Subsidiary	2,338.50	1,348.50	2,338.50	2,060.00	Nil
- GKSIR[2]	Subsidiary	Subsidiary	14.20	14.20	14.20	14.20	Nil
- KSL[2,6,7]	Subsidiary	Subsidiary	842.23	-	842.23	-	Nil
- GSPHL[2]	Subsidiary	Subsidiary	59.76	259.46	259.46	259.46	Nil
- DPPL[2]	Subsidiary	Subsidiary	-	1.50	1.50	1.50	Nil

1. Loans given
2. Debentures subscribed
3. The above loans and inter-corporate deposits have been given for business purpose.
4. There are no outstanding debts due from directors or other officers of the Company.
5. The balances are disclosed on gross basis i.e. excluding provision for doubtful loans.
6. Ceases to be subsidiary company during the year.
7. Loan receivable from Kakinada SEZ Limited which classified under "other financial assests" pursuant to Security Sale and Purchase agreement between Aurobindo Realty Infrastructure Private Limited and Kakinada SEZ Limited, GMR SEZ and Port Holdings Limited and Kakinada Gateway Port Limited.

^ The above balances does not include interest accrued thereon and equity component of preference shares/ loans/ debentures given at concessional rates.

Notes to the standalone financial statements for the year ended March 31, 2021

41. Interest in significant investment in subsidiaries, joint ventures and associates as per Ind AS- 27

S. No.	Name of the entity	Relationship		Ownership interest		Date of Incorporation	Country of Incorporation/ Place of business
		March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020		
1	GEL	Joint venture	Joint venture	29.31%	29.31%	10-Oct-96	India
2	GBHPL	Joint venture	Joint venture	0.10%	0.10%	17-Feb-06	India
3	GEML	Joint venture	Joint venture	5.00%	5.00%	27-Feb-08	Mauritius
4	GETL	Subsidiary	Subsidiary	67.86%	67.86%	29-Jan-08	India
5	GGAL	Subsidiary	Subsidiary	82.16%	99.99%	03-Dec-10	India
6	GPIL	Subsidiary	Subsidiary	49.98%	49.98%	25-Feb-11	India
7	GACEPL	Subsidiary	Subsidiary	48.35%	48.35%	14-Jul-05	India
8	GPEL	Subsidiary	Subsidiary	1.50%	1.50%	18-Oct-05	India
9	GMRHL	Subsidiary	Subsidiary	90.26%	90.26%	03-Feb-06	India
10	GHVEPL	Subsidiary	Subsidiary	41.00%	41.00%	11-Jun-09	India
11	GCORRPL	Subsidiary	Subsidiary	41.00%	41.00%	21-Jul-09	India
12	GFIAL	Subsidiary	Subsidiary	86.49%	86.49%	12-Jan-05	India
13	GASL	Subsidiary	Subsidiary	100.00%	100.00%	18-Jul-07	India
14	DIAL [200 Equity shares (March 31, 2020 - 200 Equity shares)]	Subsidiary	Subsidiary	0.00%	0.00%	01-Mar-06	India
15	GIDL	Subsidiary	Subsidiary	99.99%	99.99%	28-Mar-17	India
16	GAL[3]	Subsidiary	Subsidiary	39.00%	74.48%	06-Feb-92	India
17	GAPL	Subsidiary	Subsidiary	100.00%	100.00%	22-Dec-06	India
18	GKSIR	Subsidiary	Subsidiary	100.00%	100.00%	24-Sep-07	India
19	GSPHL	Subsidiary	Subsidiary	100.00%	100.00%	28-Mar-08	India
20	GCAPL	Subsidiary	Subsidiary	100.00%	100.00%	22-Dec-06	India
21	DSPL	Subsidiary	Subsidiary	100.00%	100.00%	24-Jul-07	India
22	GIML	Subsidiary	Subsidiary	100.00%	100.00%	18-Dec-07	Mauritius
23	GIOL	Subsidiary	Subsidiary	100.00%	100.00%	23-Jun-10	Mauritius
24	GCRPL [30,000 Equity shares (March 31, 2020 - 30,000 Equity shares)]	Subsidiary	Subsidiary	0.03%	0.03%	04-Jun-10	Singapore
25	GHIAL [1,000 Equity shares (March 31, 2020 - 1,000 Equity shares)]	Subsidiary	Subsidiary	0.00%	0.00%	17-Dec-02	India
26	GMIAL [Nil Equity shares (March 31, 2020 - 154 Equity shares)]	Subsidiary	Subsidiary	-	0.00%	09-Aug-10	Maldives

Note:-

1. Disclosure of financial data as per Ind AS – 112 'Disclosure of Interests in Other Entities' has been done based on the audited financial statements for respective years.
2. The above disclosure made do not include step down subsidiaries, joint ventures and associates and are with respect to subsidiaries, joint ventures and associates existing as at March 31, 2021.
3. The above ownership includes assets held for sale as on March 31, 2020.

Notes to the standalone financial statements for the year ended March 31, 2021

42 The Company is in the process of conducting a transfer pricing study as required by the transfer pricing regulations under the IT Act ('regulations') to determine whether the transactions entered during the year ended March 31, 2021, with the associated enterprises were undertaken at "arm's length price". The management confirms that all the transactions with associated enterprises are undertaken at negotiated prices on usual commercial terms and is confident that the aforesaid regulations will not have any impact on the financial statements, particularly on the amount of tax expense and that of provision for taxation.

43 Certain amounts (currency value or percentages) shown in the various tables and paragraphs included in the standalone financial statements have been rounded off or truncated as deemed appropriate by the management of the Company.

44 Ministry of Corporate Affairs had published a list of Disqualified Directors in September 2017. As per this list, Mr. Srinivasan Sandilya (director of the Company as at March 31, 2021) was reported as disqualified from being appointed as a director in terms of section 164 (2) of the Companies Act, 2013 for the period from November 1, 2016 to October 31, 2021 pursuant to his directorship of Association of Indian Automobiles Manufacturers (name changed to AIAM private Limited) ('Defaulting Company'). Consequently, the defaulting company has filed application with the Registrar of Companies (ROC) under Condonation of Delay Scheme, 2018 ('CODS - 2018'). During the year ended March 31, 2019, as confirmed by an email from ROC, his disqualification has been removed in view of Circular No. 16/2017 dated 29-12-2017 after filing of documents under CODS, 2018. However, his name continues in the List of Disqualified Directors published by the Ministry as he was defaulter for non-filing of documents on the date of publication of the said list.

45 The Company is primarily engaged in the business of handling EPC solutions in infrastructure sector and investment activity and corporate support to various infrastructure Special Purpose Vehicles (SPV). In accordance with Ind AS 108 "Operating Segments", the Company has presented segment information on the basis of its consolidated financial statements which are presented in the same financial report.

46 The Code of Social Security, 2020 ("Code") relating to employee benefits during employment and post employment received Presidential assent in September 2020. Subsequently the Ministry of Labour and Employment had released the draft rules on the aforementioned code. However, the same is yet to be notified. The Company will evaluate the impact and make necessary adjustments to the financial statements in the period when the code will come into effect.

47 The Board at its meeting held on 27 August 2020, had approved the Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited (GPIL), a subsidiary Company, the Company and GMR Power and Urban Infra Limited (GPUIL), a wholly owned subsidiary and their respective shareholders ("the Scheme") subject to the requisite approvals, which, inter alia, envisages the following:

(i) the amalgamation of GPIL with the Company and the dissolution of GPIL without winding up and cancellation of the equity shares held by its shareholders;

(ii) followed by the demerger of all the businesses, undertakings, activities, operations and properties forming part of the Demerged Undertaking (which includes the EPC Business and the Urban Infrastructure Business, as more particularly defined in the Scheme) of the Company on a going concern basis, from the Company to GPUIL, the cancellation of the equity shares held by the Company in GPUIL and the issue of equity shares by GPUIL to the shareholders of the Company; and

(iii) various other matters consequential or integrally connected therewith, including the reorganisation of the share capital of GPUIL;

Upon the Scheme becoming effective and in consideration of the demerger and vesting of Demerged Undertaking of the Company into GPUIL, GPUIL shall issue and allot to every member of the Company holding 10 (Ten) fully paid up equity shares of face value of Re 1 in the Company, 1 (One) equity share of face value of ₹ 5 each in GPUIL.

The Company had filed the Scheme with NCLT Mumbai for its approval after the receipt of No-Objection from the BSE and NSE.

Notes to the standalone financial statements for the year ended March 31, 2021

48 Previous year's figures have been regrouped/reclassified , wherever necessary, to conform to the current year's classification.

As per our report of even date

For **Walker Chandiok & Co LLP**
ICAI firm registration number: 001076N/ N500013
Chartered Accountants

Anamitra Das
Partner
Membership number: 062191

Place: New Delhi
Date: June 18, 2021

For and on behalf of the Board of Directors of
GMR Infrastructure Limited

G. M. Rao
Chairman
DIN: 00574243

Grandhi Kiran Kumar
Managing Director & Chief Executive Officer
DIN: 00061669

Saurabh Chawla
Chief Financial Officer

Venkat Ramana Tangirala
Company Secretary
Membership Number: A13979

Date: June 18, 2021
Place: Counter Signed at Dubai and New Delhi

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF GMR POWER INFRALIMITED

Report on the Standalone Financial Statements

Opinion

We have audited the accompanying Ind AS financial statements of **GMR Power Infra Limited**(the **"Company"**), which comprise the Balance Sheet as at 31st March, 2021, the Statement of Profit and Loss , Statement of Changes in Equity and the Statement of cash flows and for the year then ended, and notes to the financial statements, including a summary of the significant accounting policies and other explanatory information. (Hereinafter referred to as "Ind AS financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements for the year ended 31st March, 2021 give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2021, and loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the board report, but does not include the standalone Ind AS financial statements and our auditor's report thereon. The board report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone Ind AS financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibility of Management for Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act")with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income / loss, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS)specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143 (3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books

(c) The Balance Sheet, the Statement of Profit and Loss including statement of Other Comprehensive Income, the Cash Flow Statement and the statement of changes in equity dealt with by this Reports are in agreement with the books of account.

(d) In our opinion, the aforesaid Standalone IND AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the companies (Indian Accounting Standards) Rules, 2015 as amended,

(e) On the basis of written representations received from the directors as on March 31, 2021 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B" to this report.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. As per information and explanation given to us the company did not have any pending litigation against the company or by the company which would have impact on its financial position.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **GIRISH MURTHY & KUMAR**
Chartered Accountants
Firm's registration number: 000934S

A.V.SATISH KUMAR
Partner
Membership number: 26526

Place:Bangalore

Date: 22nd April 2021
UDIN:21026526AAAACR6798

Annexure A as referred to in clause 1 of paragraph on report on other legal and regulatory requirements of our report of even date.

Re:GMR Power Infra Limited.

i. a. The company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.

b. The Company has a regular programme of physical verification of its fixed assets by which all the fixed assets verified in a phased manner over a period of three years, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification, carried out during the year.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the titles of the immovable property are held in the name of the company

ii. The nature of company's operations does not warrant requirement of holding stocks and therefore had no stocks of finished goods, stores, spare part and raw materials. Thus, paragraph 3(ii) of the order is not applicable to the company.

iii. In our opinion and according to the information and explanations given to us, the company hasnot granted anysecuredor unsecured loans to the companies, firms, or other parties listed in the register maintained under section 189 of the companies Act 2013.

iv. In our opinion and according to the information and explanations given to us, the Company has not made any loans or investments. Accordingly, requirement under Paragraph 3 (iv) of the Order is not applicable with respect to the loans and investments made under theprovisions of section 185 and 186 of the Act.

v. The company has not accepted deposits from the public during the year and as such this clause is not applicable.

vi. Maintenance of Cost recordsas per the provisions under sub-section (1) of Section 148 of the Companies Act, 2013 are not applicable to the company. Hence reporting under this clause not applicable.

vii. (a) According to the information and explanations given to us and on the basis of our examination of the records of the company, in our opinion the Company is generally regular in payment of undisputed statutory dues including Provident Fund, income tax, Goods and service tax,Customs Duty, Wealth tax and service tax Value added tax, andcess as applicable with appropriate authorities. We are informed by the company that the provisions of Employee state insurance scheme, Investor education and protection fund, and excise duty are not applicable.

(b) According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax,customs duty, wealth tax, service tax, value added tax, cess, goods and service tax and other material statutory dues were in arrears as at 31st March 2021 for a period of more than six months from the date they became payable.

(c) Investor education and protection fund is not applicable to the Company.

viii. Based on our audit procedure and as per the information and explanation given by the management we are of the opinion that the company has not defaulted in the repayment of due to the financial institutions and banks.

ix. The Company did not raise any money by way of initial public offer or further offer (including debt instruments) during the year. The term loan has been applied for the purpose for which they were obtained.

x. According to the information and explanations given to us, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.

xi. According to the information and explanations given to us, and based on our examination of records of the Company, the company has paid/provided any managerial remuneration during the year, as per the provisions of the companies Act,2013

xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully of partly convertible debenturesduring theyear

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

FOR **GIRISH MURTHY & KUMAR**
Chartered Accountants

A V Satish Kumar
Partner.

Membership No: 26526
FRN No.000934S

PLACE: Bangalore
Date: 22nd April 2021
UDIN: 21026526AAAACR6798

Annexure B to Auditors' Report of even date

Report on the Internal Controls on Financial Reporting under clause (i) of sub-section (3) of section 143 of the Companies Act, 2013 ("the Act")
Re: GMR Power Infra Limited

We have audited the internal financial controls over financial reporting of GMR Power InfraLimited("the Company") as of 31 March 2021 in conjunction with our audit of thefinancial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of Indi

FOR GIRISH MURTHY & KUMAR
Chartered Accountants
FRN No.000934S

A V Satish Kumar
Partner.
Membership No: 26526
PLACE: Bangalore
Date: 22nd April 2021
UDIN: 21026526AAAACR6798

GMR Power Infra Limited
Corporate Identity Number (CIN): U40102MH2011PLC291663
Statement of standalone assets and liabilities

Amount in Rs.

	Particulars	As at March 31, 2021 (Audited)	As at March 31, 2020 (Audited)
1	**ASSETS**		
a)	**Non-current assets**		
	Property, plant and equipment	25,10,980	25,10,980
	Other intangible assets	3,34,59,324	3,65,85,163
	Financial assets		
	Investments	9,72,00,000	9,72,00,000
	Non Current Tax Assets (Net)	15,831	7,821
		13,31,86,135	**13,63,03,964**
b)	**Current assets**		
	Financial assets		
	Trade receivables	46,03,410	1,69,56,527
	Cash and cash equivalents	32,03,839	23,45,089
	Other financial assets	67,299	78,121
	Other current assets	12,40,138	8,69,373
		91,14,685	**2,02,49,109**
	TOTAL ASSETS (a+b)	**14,23,00,820**	**15,65,53,073**
2	**EQUITY AND LIABILITIES**		
a)	**Equity**		
	Equity share capital	1,69,96,600	1,69,96,600
	Other equity	(10,08,63,978)	(8,25,86,481)
	Total equity	**(8,38,67,378)**	**(6,55,89,881)**
b)	**Non-current liabilities**		
	Financial liabilities		
	Borrowings	-	-
c)	**Current liabilities**		
	Financial liabilities		
	Borrowings	18,08,43,020	18,08,43,020
	Trade payables		
	Due to micro small and medium enterprises	-	-
	Due to others	3,18,842	17,87,506
	Other financial liabilities	4,49,57,497	3,94,49,211
	Other current liabilities	48,839	63,217
	Provisions	-	-
		22,61,68,198	**22,21,42,954**
	TOTAL EQUITY AND LIABILITIES (a+b+c)	**14,23,00,820**	**15,65,53,073**

For Girish Murthy & Kumar
ICAI firm registration number: 000934S
Chartered Accountants

ACHYUTHAVENKATA SATISH KUMAR
Digitally signed by ACHYUTHAVENKATA SATISH KUMAR
Date: 2021.04.22 13:02:04 +05'30'

A V Satish Kumar
Partner
Membership No. 26526

Place: Bangalore
Date: 22nd April,2021

For and on behalf of the Board of Directors of
GMR Power Infra Limited

MOHAN SIVARAMAN

Mohan Sivaraman
Director
DIN:07895711

HARVINDER MANOCHA

Harvinder Manocha
Director
DIN: 03272052

Place: New Delhi
Date: 22nd April,2021

Amount in Rs.

GMR Power Infra Limited

Corporate Identity Number (CIN): U40102MH2011PLC291663

Statement of standalone financial results for the three months and year ended March 31, 2021

	Particulars	Quarter ended			Year ended	
		March 31, 2021	**December 31, 2020**	**March 31, 2020**	**March 31, 2021**	**March 31, 2020**
		(Refer Note 1)	Unaudited	(Refer Note 1)	Audited	Audited
A	**Continuing Operations**					
1	**Income**					
	a) Revenue from operations					
	(i) Sales/income from operations	1,46,753	4,96,143	1,94,681	39,09,313	49,38,515
	b) Other Income					
	i) Others	20,802	26,937	23,360	94,210	1,19,841
	Total Income	**1,67,555**	**5,23,080**	**2,18,042**	**40,03,523**	**50,58,356**
2	**Expenses**					
	(a) O &M Expenses	5,62,556	4,94,047	5,11,481	17,47,762	21,98,089
	(b) Finance costs	42,36,186	43,30,323	42,83,373	1,71,80,087	1,72,49,357
	(c) Depreciation and amortisation expense	7,81,460	7,81,460	2,22,697	31,25,839	23,29,655
	(d) Other expenses	1,19,396	33,935	81,581	2,27,332	1,87,192
	Total expenses	**56,99,597**	**56,39,766**	**50,99,131**	**2,22,81,020**	**2,19,64,293**
3	**Profit/(loss) before exceptional items and tax expense from continuing operations (1-2)**	**(55,32,043)**	**(51,16,686)**	**(48,81,089)**	**(1,82,77,497)**	**(1,69,05,936)**
4	Exceptional items	-	-	-		-
5	**Profit/(loss) from continuing operations before tax expenses (3 ± 4)**	**(55,32,043)**	**(51,16,686)**	**(48,81,089)**	**(1,82,77,497)**	**(1,69,05,936)**
6	**Tax expenses of continuing operations**					
	(a) Current tax	-	-	-	-	-
	(b) Deferred tax	-	-	-	-	-
7	**Profit/(loss) after tax from continuing operations (5 ± 6)**	**(55,32,043)**	**(51,16,686)**	**(48,81,089)**	**(1,82,77,497)**	**(1,69,05,936)**

8	**Total other comprehensive income, net of tax for the respective periods**	-	-	-	-	-
9	**Total comprehensive income for the respective periods (11 ± 13) [comprising Profit (loss) and Other comprehensive income for the**	**(55,32,043)**	**(51,16,686)**	**(48,81,089)**	**(1,82,77,497)**	**(1,69,05,936)**
10	**Paid up equity share capital**	**1,69,96,600**	**1,69,96,600**	**1,69,96,600**	**1,69,96,600**	**1,69,96,600**
11	**Weighted average number of shares used in computing Earnings per share**	**1699660**	**1699660**	**1699660**	**1699660**	**1699660**
12	**Earnings per equity share**					
	Basic/Diluted EPS from continued operations	(3.25)	(3.01)	(2.87)	(10.75)	(9.95)
	Basic/Diluted EPS from discontinued operations	-	-	-	-	-

Notes:

1 The figures of the quarter ended March 31, 2021 and March 31, 2020 are the balancing figures between the audited figures in respect of the full financial year and the unaudited year to date figures upto the third quarter of the relevant financial years

For Girish Murthy & Kumar
ICAI firm registration number: 000934S
Chartered Accountants

ACHYUTHAVENKATA SATISH KUMAR — Digitally signed by ACHYUTHAVENKATA SATISH KUMAR Date: 2021.04.22 13:04:18 +05'30'

A V Satish Kumar
Partner
Membership No. 26526

Place: Bangalore
Date: 22nd April,2021

For and on behalf of the Board of Directors of
GMR Power Infra Limited

MOHAN SIVARAMAN — Digitally signed by MOHAN SIVARAMAN Date: 2021.04.22 11:17:21 +05'30'

Mohan Sivaraman
Director
DIN:07895711

HARVINDER MANOCHA — Digitally signed by HARVINDER MANOCHA Date: 2021.04.22 11:25:21 +05'30'

Harvinder Manocha
Director
DIN: 03272052

Place: New Delhi
Date: 22nd April,2021

GMR POWER INFRA LTD.

GMR Power Infra Limited
Corporate Identity Number (CIN): U40102MH2011PLC291663
Balance Sheet as at March 31, 2021

Amount in Rs.

Particulars	Notes	March 31, 2021	March 31, 2020
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	3	25,10,980	25,10,980
(b) Intangible Assets	4	3,34,59,324	3,65,85,163
(c) Financial Assets			
(i) Investments	5	9,72,00,000	9,72,00,000
(d) Non current Tax Assets (Net)	7	15,831	7,821
Current assets			
(a) Financial Assets			
(i) Trade Receivables	9	46,03,410	1,69,56,527
(ii) Cash and cash equivalents	10	32,03,839	23,45,089
(iii) Other Financial Assets	6	67,299	78,121
(b) Other current assets	8	12,40,138	8,69,373
Total		**14,23,00,820**	**15,65,53,073**
EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	11	1,69,96,600	1,69,96,600
(b) Other Equity	12	(10,08,63,978)	(8,25,86,481)
LIABILITIES			
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	13	18,08,43,020	18,08,43,020
(ii) Trade Payables			
Due to micro small and medium enterprises		-	-
Due to others	14	3,18,842	17,87,506
(iii) Other financial liabilities	15	4,49,57,497	3,94,49,211
(b) Other current liabilities	16	48,839	63,217
Total		**14,23,00,820**	**15,65,53,073**

Corporate Information	1
Summary of significant accounting policies	2

The accompanying notes are an integral part of the Financial Statements
As per our Report of even date

For Girish Murthy & Kumar
ICAI firm registration number: 000934S
Chartered Accountants

ACHYUTHAVENKATA SATISH KUMAR
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Date: 2021.04.22 13:05:18 +05'30'

A V Satish Kumar
Partner
Membership No. 26526

Place: Bangalore
Date: 22nd April,2021

For and on behalf of the Board of Directors of
GMR Power Infra Limited

MOHAN SIVARAMAN

Mohan Sivaraman
Director
DIN:07895711

HARVINDER MANOCHA

Harvinder Manocha
Director
DIN: 03272052

Place: New Delhi
Date: 22nd April,2021

GMR Power Infra Limited
Corporate Identity Number (CIN): U40102MH2011PLC291663
Statement of Profit and Loss for the Year ended March 31, 2021

Amount in Rs.

Particulars	Notes	For the Year ended March 31, 2021	For the Year ended March 31, 2020
REVENUE			
Revenue From Operations	17	39,09,313	49,38,515
Other Income	18	94,210	1,19,841
Total Revenue		**40,03,523**	**50,58,356**
EXPENSES			
Finance Costs	20	1,71,80,087	1,72,49,357
Depreciation and amortization expense	19	31,25,839	23,29,655
Other Expenses	21	19,75,094	23,85,281
Total expenses		**2,22,81,020**	**2,19,64,293**
Profit before exceptional items and tax		**(1,82,77,497)**	**(1,69,05,936)**
Exceptional Items		-	-
Profit/(loss) before tax		**(1,82,77,497)**	**(1,69,05,936)**
Tax expense:			
Current Tax		-	-
Deferred Tax		-	-
Profit/(loss) for the period		**(1,82,77,497)**	**(1,69,05,936)**
Other Comprehensive Income		-	-
Total Comprehensive Income for the year		**(1,82,77,497)**	**(1,69,05,936)**
Earnings per equity share:			
(1) Basic and diluted		(10.75)	(9.95)

Corporate Information	1		
Summary of significant accounting policies	2		

The accompanying notes are an integral part of the Financial Statements
As per our Report of even date

For Girish Murthy & Kumar
ICAI firm registration number: 000934S
Chartered Accountants

ACHYUTHAVENKATA SATISH KUMAR
Digitally signed by ACHYUTHAVENKATA SATISH KUMAR
Date: 2021.04.22 13:05:58 +05'30'

A V Satish Kumar
Partner
Membership No. 26526

Place: Bangalore
Date: 22nd April,2021

For and on behalf of the Board of Directors of
GMR Power Infra Limited

MOHAN SIVARAMAN

Mohan Sivaraman
Director
DIN:07895711

HARVINDER MANOCHA

Harvinder Manocha
Director
DIN: 03272052

Place: New Delhi
Date: 22nd April,2021

GMR Power Infra Limited

Corporate Identity Number (CIN): U40102MH2011PLC291663

Statement of Cash Flows for the Year ended 31st March,2021

Amount in Rs.

	Particulars	March 31, 2021	March 31, 2020
A	**Cash Flow from Operating Activities**		
	Profit / (loss) before tax	(1,82,77,497)	(1,69,05,936)
	Adjustment to reconcile profit before tax to net cash flows:		
	Depreciation and amortisation	31,25,839	23,29,655
	Finance costs	1,71,80,087	1,72,49,357
	Interest income on Bank Deposits	(94,210)	(90,341)
	Provisions no Longer required Written back	-	(29,500)
	Operating Profit before Working Capital changes	**19,34,219**	25,53,234
	Movements in working capital :		
	Increase/(Decrease) in trade payables	(14,68,664)	(17,20,757)
	Increase / (Decrease) in other Current Liabilities	(14,378)	15,965
	Increase / (Decrease) in other Financial Liabilities	-	-
	(Increase)/Decrease in trade receivables	1,23,53,117	(22,36,634)
	Decrease / (increase) in other Current Assets	(3,70,765)	1,73,189
	Increase / (Decrease) in other Financial Assets	10,819	1,45,613
		1,05,10,129	(36,22,623)
	Cash Generated From Operations	**1,24,44,348**	(10,69,389)
	Less : Direct Tax paid (net of refunds)	(8,007)	43,580
	Net Cash Flow from Operating Activities (A)	**1,24,36,341**	(10,25,808)
B	**Cash Flow from Investing Activities:**		
	Interest income received	94,210	90,341
	Net cash flow (used in) investing activities (B)	**94,210**	90,341
C	**Net Cash Flow From Financing Activities:**		
	Interest costs paid	(1,16,71,801)	(1,94,473)
	Net cash flow (used in) in financing activities (C)	**(1,16,71,801)**	**(1,94,473)**
D	**Net (decrease) / In cash and cash equivalents (A + B + C)**	**8,58,750**	**(11,29,940)**
	Cash and cash equivalents (Opening)	23,45,089	34,75,029
	Cash and cash equivalents (Closing)	32,03,839	23,45,089

	CASH AND CASH EQUIVALENTS	March 31, 2021	March 31, 2020
	Cash on hand	-	-
	Balances with banks		
	- on current accounts	2,39,262	3,26,508
	- deposit accounts	29,64,577	20,18,581
	Total cash and cash equivalents	**32,03,839**	**23,45,089**

Notes

1. The above cash flow statement has been prepared under the 'Indirect Method' as set out in the Indian Accounting Standard -7 on 'Cash Flow Statements' issued by the Institute of Chartered Accountants of India.

Contd…

GMR POWER INFRA LTD.

GMR Power Infra Limited
Corporate Identity Number (CIN): U40102MH2011PLC291663
Statement of Cash Flows for the Year ended 31st March,2021

2. Changes in Liabilities arising from Financing activities

Amount in Rs.

Particulars	01-Apr-19	Cash Flows	Non Cash Flow Changes				31-Mar-20
			Acquisition	Dilution	Foreign Exchnage Moments	Fair Value Changes	
Short Term Borrowings	18,08,43,020		-	-	-	-	18,08,43,020
Total	**18,08,43,020**	**-**	**-**	**-**	**-**	**-**	**18,08,43,020**

Amount in Rs.

Particulars	01-Apr-20	Cash Flows	Non Cash Flow Changes				31-Mar-21
			Acquisition	Dilution	Foreign Exchnage Moments	Fair Value Changes	
Short Term Borrowings	18,08,43,020		-	-	-	-	18,08,43,020
Total	**18,08,43,020**	**-**	**-**	**-**	**-**	**-**	**18,08,43,020**

For Girish Murthy & Kumar
ICAI firm registration number: 000934S
Chartered Accountants

ACHYUTHAVENKATA SATISH KUMAR
Digitally signed by ACHYUTHAVENKATA SATISH KUMAR
Date: 2021.04.22 13:06:59 +05'30'

A V Satish Kumar
Partner
Membership No. 26526

Place: Bangalore
Date: 22nd April,2021

For and on behalf of the Board of Directors of
GMR Power Infra Limited

MOHAN SIVARAMAN
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Date: 2021.04.22 11:21:13 +05'30'

Mohan Sivaraman
Director
DIN:07895711

HARVINDER MANOCHA
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Date: 2021.04.22 11:26:38 +05'30'

Harvinder Manocha
Director
DIN: 03272052

GMR POWER INFRA LTD.

Place: New Delhi
Date: 22nd April,2021

GMR Power Infra Limited
Corporate Identity Number (CIN): U40102MH2011PLC291663
Statement of changes in equity

Amount in Rs.

		Attributable to the equity Share holders of the parent					
		Reserves and surplus					
	Equity share capital	Equity component of Related Party Loans	Share premium	Retained earnings	Total	Total equity
As at 31 March 2019	1,69,96,600	1,23,56,323	1,27,44,900	(9,07,81,766)	(6,56,80,543)	**(4,86,83,943)**
Profit for the period/ additions	-	-	-	(1,69,05,936)	(1,69,05,936)	(1,69,05,936)
Other comprehensive income	-	-	-	-	-	-
Adjustment to Retained Earnings	-		-	(2)	(2)	(2)
As at 31 March 2020	1,69,96,600	1,23,56,323	1,27,44,900	(10,76,87,704)	(8,25,86,481)	(6,55,89,881)
Profit for the period	-	-	-	(1,82,77,497)	(1,82,77,497)	(1,82,77,497)
Other comprehensive income	-	-	-	-	-	-
As at 31 March 2021	**1,69,96,600**	**1,23,56,323**	**1,27,44,900**	**(12,59,65,201)**	**(10,08,63,978)**	**(8,38,67,378)**

For Girish Murthy & Kumar
ICAI firm registration number: 000934S
Chartered Accountants

ACHYUTHAVENKATA SATISH KUMAR
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Date: 2021.04.22 13:07:46 +05'30'

A V Satish Kumar
Partner
Membership No. 26526

Place: Bangalore
Date: 22nd April,2021

For and on behalf of the Board of Directors of
GMR Power Infra Limited

MOHAN SIVARAMAN
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Date: 2021.04.22 11:21:33 +05'30'

Mohan Sivaraman
Director
DIN:07895711

HARVINDER MANOCHA
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Date: 2021.04.22 11:27:07 +05'30'

Harvinder Manocha
Director
DIN: 03272052

Place: New Delhi
Date: 22nd April,2021

GMR POWER INFRA LTD.

GMR Power Infra Limited
Corporate Identity Number (CIN): U40102MH2011PLC291663
Notes to Financial Statements for the Year ended March 31, 2021

3 Property, plant and equipment

Amount in Rs.

Particulars	Land	Total
Gross Block		
at cost/Deemed Cost		
As at 31.03.2019	25,10,980	25,10,980
Additions	-	-
Disposals	-	-
As at 31.03.2020	25,10,980	25,10,980
Additions	-	-
Disposals	-	-
As at 31.03.2021	**25,10,980**	**25,10,980**
Depreciation		
As at 31.03.2019	-	-
Charge for the year	-	-
Adjustment	-	-
As at 31.03.2020	-	-
Charge for the year	-	-
Adjustment	-	-
As at 31.03.2021	-	-
Net block		
As at 31.03.2021	**25,10,980**	**25,10,980**
As at 31.03.2020	**25,10,980**	**25,10,980**

4 Intangible Assets

Amount in Rs.

Particulars	Other concession and	Total
Gross block		
At Cost/Deemed cost		
As at 31.03.2019	**5,22,14,358**	**5,22,14,358**
Additions	-	-
Disposals	-	-
As at 31.03.2020	**5,22,14,358**	**5,22,14,358**
Additions	-	-
Disposals	-	-
As at 31.03.2021	**5,22,14,358**	**5,22,14,358**
Amortization		
As at 31.03.2019	**1,32,99,540**	**99,74,655**
Charge for the year	23,29,655	23,29,655
Disposals	-	-
As at 31.03.2020	**1,56,29,195**	**1,56,29,195**
Charge for the year	31,25,839	31,25,839
Disposals	-	-
As at 31.03.2021	**1,87,55,034**	**1,87,55,034**
Net block		
As at 31.03.2021	**3,34,59,324**	**3,34,59,324**
As at 31.03.2020	**3,65,85,163**	**3,65,85,163**

GMR POWER INFRA LTD.

GMR Power Infra Limited
Corporate Identity Number (CIN): U40102MH2011PLC291663
Notes to Financial Statements for the Year ended March 31, 2021

5 Investments

Amount in Rs.

	Non Current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Investments at amortised costs				
Investments in Equity shares of GMR Energy Trading Limited	9,72,00,000	9,72,00,000	-	-
Total	**9,72,00,000**	**9,72,00,000**	**-**	**-**

6 Other Financial Assets

Amount in Rs.

	Non Current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Unsecured Considerd Good				
Interest accrued on Fixed Deposits	-	-	4,328	9,447
Unbilled Revenue			56,959	62,728
Non Trade Receivables-Group Companies			6,012	5,946
Total	**-**	**-**	**67,299**	**78,121**

7 Tax Asset/(Liability)

Amount in Rs.

	Non Current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Advance income tax (net of provision for current tax)	15,831	7,821	-	-

8 Other assets

Amount in Rs.

	Non Current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Prepaid Insurance	-	-	44,926	37,675
Prepaid Expenses			3,69,953	-
Balance with statutory Authorities	-	-	13,007	13,723
Generation Based Incentive Receivable (*)			8,09,680	8,13,994
Advances to others	-	-	2,573	3,981
Total	**-**	**-**	**12,40,138**	**8,69,373**

(*) Generation Based Incentive is receivable for Genertion of Renewable energy.There are no unfullfiled conditions or contingencies attached to these grants.

GMR POWER INFRA LTD.

GMR Power Infra Limited
Corporate Identity Number (CIN): U40102MH2011PLC291663
Notes to Financial Statements for the Year ended March 31, 2021

9 Trade receivables

Amount in Rs.

	Non Current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Trade receivables *				
Unsecured, considered good				
Related parties				
Others	-	-	46,03,410	1,69,56,527
Less: Allowances for doubtful receivables				
Total	**-**	**-**	**46,03,410**	**1,69,56,527**

* Trade receivables are subject to confirmation from the party

No trade or other receivable are due from directors or other officers of the company either severallly or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, director or a member.

10 Cash and Cash Equivalent

Amount in Rs.

	March 31, 2021	March 31, 2020
Cash and cash equivalents		
-Cash on hand		
-Deposits with original maturity of less than three months	29,64,577	20,18,581
-Balances with Banks		
-In current accounts	2,39,262	3,26,508
Total	**32,03,839**	**23,45,089**

GMR POWER INFRA LTD.

GMR Power Infra Limited
Corporate Identity Number (CIN): U40102MH2011PLC291663
Notes to Financial Statements for the Year ended March 31, 2021

11 Equity Share Capital

Amount in Rs.

Particulars	March 31, 2021	March 31, 2020
Authorised :		
50,00,000 Equity Shares of Rs. 10 each	5,00,00,000	5,00,00,000
	5,00,00,000	5,00,00,000
Issued :		
16,99,660 (March 31,2020: 16,99,660) Equity Shares of Rs. 10 each	1,69,96,600	1,69,96,600
	1,69,96,600	1,69,96,600
Subscribed and Paid-up		
16,99,660 (March 31,2020: 16,99,660) Equity Shares of Rs. 10 each	1,69,96,600	1,69,96,600
Total	1,69,96,600	1,69,96,600

a. Reconciliation of Shares Outstanding at the beginning and end of the reporting year

Equity Shares	March 31, 2021		March 31, 2020	
	In Numbers	Amounts in INR	In Numbers	Amounts in INR
At the beginning of the year	16,99,660	1,69,96,600	16,99,660	1,69,96,600
Issued during the year	-	-	-	-
Outstanding at the end of the year	**16,99,660**	**1,69,96,600**	**16,99,660**	**1,69,96,600**

b. Terms/Rights Attached to equity Shares

The company has only one class of shares having a per value of Rs.10 per share. Each holder of equity is entitled to one vote per share. In the event of liquidation of the company the holder of equity shares would be entitled to receive remaining assets of the company after distribution of all preferrential amounts.

c. Shares held by holding /ulitmate holding company /holding company and/or their subsidiaries/associates.

Name of Shareholder	March 31, 2021		March 31, 2020	
	No. of Shares held	Amount	No. of Shares held	Amount
GMR Infrastructure Limited the immediate holding company,	8,49,485	84,94,850	8,49,485	84,94,850
GMR Energy Projects (Mauritius) Limited , Subisidiary of GMR Infrastructure Ltd, the Holding Company	8,49,660	84,96,600	8,49,660	84,96,600
GMR Generation Assets Limited, Subsidiary of GMR Infrastructure Limited, the Holding Company	510	5,100	510	5,100
	16,99,655	**1,69,96,550**	**16,99,655**	**1,69,96,550**

e. Details of Shareholders holding more than 5% of equity shares in the Company

Name of Shareholder	March 31, 2021		March 31, 2020	
	No. of Shares held	% Holding in Class	No. of Shares held	% Holding in Class
GMR Infrastructure Limited the immediate holding company,	**8,49,485**	**49.98%**	**8,49,485**	**49.98%**
GMR Energy Projects (Mauritius) Limited , Subisidiary of GMR Infrastructure Ltd, the Holding Company	**8,49,660**	**49.99%**	**8,49,660**	**49.99%**

As per records of the Company including its register of share holders/members and other declarations received from share holders regarding beneficial interest, the above share holding represents both legal and beneficial ownership of shares.

GMR POWER INFRA LTD.

12 Other Equity

Amount in Rs.

Particulars	March 31, 2021	March 31, 2020
Equity component of Related Party Loans		
Balance at the beginning of the year	1,23,56,323	1,23,56,323
Loss/Profit during the year	-	-
Balance at the end of the year	**1,23,56,323**	**1,23,56,323**
Surplus in the statement of profit and loss		
Balance at the beginning of the year	(10,76,87,704)	(9,07,81,766)
Loss/Profit during the year	(1,82,77,497)	(1,69,05,936)
Adjustment to Retained Earnings		(2)
Balance at the end of the year	**(12,59,65,201)**	**(10,76,87,704)**
Security Premium		
Balance at the beginning of the year	1,27,44,900	1,27,44,900
Adjustment during the year	-	-
Balance at the end of the year	**1,27,44,900**	**1,27,44,900**
Total	**(10,08,63,978)**	**(8,25,86,481)**

13 Borrowings

Amount in Rs.

	Non - Current		Current	
	March 31, 2021	March 31, 2020	March 31, 2021	March 31, 2020
Secured Borrowings				
Term Loans from Banks	-	-		-
Unsecured Borrowings				
Loan from Related Party*	-	-	18,08,43,020	18,08,43,020
Total	**-**	**-**	**18,08,43,020**	**18,08,43,020**

* The Company has taken ICD from GMR Generation Assets Limited of Rs 58,193,020/-. Further an amount of Rs. 122,650,000/- Crores was received on 28th March 2018. The Rate of Interest is 9.50% p.a. The ICD shall be repaid as mutually agreed between the parties.

14 Trade payables

Amount in Rs.

	March 31, 2021	March 31, 2020
Trade Payable		
- Micro, Small and Medium Enterprises	-	-
- Related parties	2,327	5,619
- Others	3,16,514	17,81,887
TOTAL	**3,18,842**	**17,87,506**

GMR POWER INFRA LTD.

GMR Power Infra Limited
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Notes to Financial Statements for the Year ended March 31, 2021

15 Other Financial Liabilities

Amount in Rs.

	Non Current		Current	
	March 31, 2021	**March 31, 2020**	**March 31, 2021**	**March 31, 2020**
Other financial liabilities at amortised cost				
Interest accrued on borrowings1-Group Companies	-	-	4,49,57,497	3,94,49,211
Total other financial liabilities at amortised cost	**-**	**-**	**4,49,57,497**	**3,94,49,211**
Total other financial liabilities	**-**	**-**	**4,49,57,497**	**3,94,49,211**

1 Represents Interest accrued amount due on ICD taken from GMR Generation Assets Ltd.

16 Other Liabilities

Amount in Rs.

	Non Current		Current	
	March 31, 2021	**March 31, 2020**	**March 31, 2021**	**March 31, 2020**
Tax deducted at source	-	-	48,839	63,217
Total	**-**	**-**	**48,839**	**63,217**

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Notes to Financial Statements for the Year ended March 31, 2021

17 Revenue from operations

Amount in Rs.

	Year ended March 31, 2021	Year Ended March 31, 2020
Sale of Electrical Energy	31,64,428	24,13,966
Sale of REC	29,000	19,56,750
Income from Generation Based Incentive	7,15,886	5,67,799
	39,09,313	**49,38,515**

18 Other income

Amount in Rs.

	Year ended March 31, 2021	Year Ended March 31, 2020
Interest Income on Bank deposits & Others	94,210	90,341
Provisions Written Back	-	29,500
	94,210	**1,19,841**

19 Depreciation and amortization expense

Amount in Rs.

	Year ended March 31, 2021	Year Ended March 31, 2020
Amortization of Intangible Assets	31,25,839	23,29,655
	31,25,839	**23,29,655**

20 Finance Costs

Amount in Rs.

	Year ended March 31, 2021	Year Ended March 31, 2020
Interest on intercompany debt and borrowings	1,71,80,087	1,72,27,156
Interest-Others	-	22,201
	1,71,80,087	**1,72,49,357**

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Notes to Financial Statements for the Year ended March 31, 2021

21 Other expenses

Amount in Rs.

	Year ended March 31, 2021	Year Ended March 31, 2020
Rates and taxes	12,434	19,582
Printing & stationary	2,184	1,328
O & M Charges	17,19,560	21,07,783
REC Processing Fees	28,201	90,306
Insurance	65,155	70,364
Logo Fees	1,120	1,120
Professional Fees	99,238	41,698
Payment to auditor (Refer details below)	47,200	53,100
	19,75,094	**23,85,281**

	Year ended March 31, 2021	Year Ended March 31, 2020
Payment to Auditors (Included in other expenses above)		
As Auditor		
Audit fee	23,600	23,600
Limited Review	23,600	29,500
	47,200	**53,100**

Corporate Information and Significant Accounting Policies:

1 Corporate Information:

GMR Power Infra Ltd is promoted as a Special Purpose Vehicle (SPV) by GMR Infrastructure Limited by setting up of 1.25 MW wind power project in Muthiampatti, Tamil Nadu. The project has been developed by Suzlon Energy on turnkey basis and was commissioned on 15.12.2011. Generation of power has started from the above project, and the entire power is being sold to TANGEDCO as per PPA terms.

Information on other related party relationships of the Company is provided in Note no.23

The financial statements were authorised for issue in accordance with a resolution of the directors passed in the Board Meeting held on 22nd April, 2021

2 Significant Accounting Policies

a) Basis of preparation

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of Companies Act, 2013 (the 'Act') (to the extent notified). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements are presented in Indian Rupees (INR)

b) Summary of significant accounting policies

i) Use of estimates

The preparation of financial statements in conformity with IND AS requires the management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future periods.

ii) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

a) Expected to be realised or intended to be sold or consumed in normal operating cycle
b) Held primarily for the purpose of trading
c) Expected to be realised within twelve months after the reporting period, or
d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

A liability is treated as current when:

a) It is expected to be settled in normal operating cycle
b) It is held primarily for the purpose of trading
c) It is due to be settled within twelve months after the reporting period, or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.
Deferred tax assets and liabilities are classified as non-current assets and liabilities.
The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

iii) Property, Plant & Equipments:

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost including goverment grants and decommissioning costs less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items such as purchase price, freight, duties, levies. Such cost includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met.

Corporate Information and Significant Accounting Policies:

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate assets are derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

Recognition:

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if:

(a) it is probable that future economic benefits associated with the item will flow to the entity; and

(b) the cost of the item can be measured reliably.

On transition to Ind AS, the company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at April 1, 2015 measured as per the previous GAAP in terms of paragraphs D7AA & D13AA of Ind AS 101 - 'First-time Adoption of Indian Accounting Standards' and use that carrying value as the deemed cost of the property, plant and equipment after making adjustments for decommissioning liability (paragraph D21 of Ind AS 101), transaction cost of long term borrowings and Government grants as per Ind AS Transition Facilitation Group (ITFG) Clarification Bulletin 5 (Revised).

Depreciation and amortisation

Depreciation on tangible assets dedicated for generation of power covered under CERC tariff regulations including common assets are provided on straight line method (other than BTG of Unit I and II and CTU Transmission Lines), at rates specified by the Central Electricity Regulatory Commission (Terms and Conditions of Tariff) Regulation.

In respect of BTG of Unit I and II and CTU Transmission lines, the Company has estimated 40 years as the useful life of the components as per technical evaluation and accordingly provided depreciation over the remaining useful life of the asset using Straight Line Method w.e.f April 1, 2016 in terms of the requirement of Schedule II of Companies Act 2013.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Further, when each major inspection is performed, its cost is recognised in the carrying amount of the item of property, plant and equipment as a replacement if the recognition criteria are satisfied. Machinery spares which are specific to a particular item of Property , Plant & Equipments and whose use is expected to be irregular are capitalized as Property , Plant & Equipments.

Spare parts are capitalized when they meet the definition of PPE, i.e., when the company intends to use these during more than a period of 12 months and having a value of more than 0.50 Million.

iv) Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Internally generated intangibles, excluding capitalised development costs, are not capitalised and the related expenditure is reflected in profit or loss in the period in which the expenditure is incurred.

The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

Corporate Information and Significant Accounting Policies:

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

A summary of the policies applied to the company's intangible assets is, as follows:

Intangible assets	Useful lives	Amortisation method used	Internally generated or acquired
Service Concession arrangements	Definite (16.70 years)	Straight-line basis over the PPA period	

v) Borrowing cost

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

vi) Government grants

Government grants are recognised where there is a reasonable assurance that the grant will be received and all attached conditions will be complied with. Where the grant relates to an asset, the cost of the asset shown at gross value and grant there on is treated as capital grant which is recognised as income in the statement of profit and loss over the period and proportion in which depreciation is charged. Revenue grants are recognised in the statement of profit and loss in the same period as the related cost which they are intended to compensate are accounted for.

vii) Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee :

The Company applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

i) Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease term and the estimated useful lives of the assets.

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset. The right-of-use assets are also subject to impairment.

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for terminating the lease, if the lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on an index or a rate are recognised as expenses (unless they are incurred to produce inventories) in the period in which the event or condition that triggers the payment occurs.

iii) Short-term leases and leases of low-value assets

The Company applies the short-term lease recognition exemption to its short-term leases of machinery and equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value. Lease payments on short-term leases and leases of low value assets are recognised as expense on a straight-line basis over the lease term.

Corporate Information and Significant Accounting Policies:

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms and is included in revenue in the statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Contingent rentals are recognised as expenses in the periods in which they are incurred.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless either:

a. another systematic basis is more representative of the time pattern of the user's benefit even if the payments to the lessors are not on that basis; or

b. the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases. If payments to the lessor vary because of factors other than general inflation, then this condition is not met.

viii) Inventories

Inventories are valued as follows:

Raw materials, components, stores and spares are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost is determined on a weighted average basis and includes all applicable costs in bringing goods to their present locations and condition.

ix) Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash generating units' (CGUs) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of twenty to twenty five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the twenty fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the entity operates, or for the market in which the asset is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the statement of profit and loss, except for properties previously revalued with the revaluation surplus taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation surplus. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

Corporate Information and Significant Accounting Policies:

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit or loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Intangible assets with indefinite useful lives (if available) are tested for impairment annually as at December 31st at the CGU level, as appropriate, and when circumstances indicate that the carrying value may be impaired.

x) Provisions

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

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

xi) Decommissioning liability

The Company records a provision for decommissioning costs on power plant projects, where decommissioning costs are provided at the present value of expected costs to settle the obligation using estimated cash flows and are recognised as part of the cost of the particular asset. The cash flows are discounted at a current pre-tax risk free rate. The unwinding of the discount is expensed as incurred and recognised in the statement of profit and loss as a finance cost. The estimated future costs of decommissioning are reviewed annually and adjusted as appropriate. Changes in the estimated future costs or in the discount rate applied are added to or deducted from the cost of the asset.

xii) Retirement and other Employee Benefits

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc.,are recognised in the statement of profit and loss in the period in which the employee renders the related service.

Retirement benefit in the form of provident fund, pension fund, superannuation fund etc. are defined contribution scheme. The Company has no obligation, other than the contribution payable.

The Company recognizes contribution payable as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the reporting date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example. a reduction in future payment or a cash refund.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short—term employee benefit. The company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The company treats accumulated leave expected to be carried forward beyond twelve months, as long—term employee benefit for measurement purposes. Such long—term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the year—end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred.

The company presents the accumulated leave as a current liability in the balance sheet, to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non—current liability.

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Corporate Information and Significant Accounting Policies:

Gratuity is a defined benefit scheme. The cost of providing benefits under the scheme is determined on the basis of actuarial valuation under projected unit credit (PUC) method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss on the earlier of:
a. The date of the plan amendment or curtailment, and
b. The date that the Company recognises related restructuring costs.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.
The Company recognises the following changes in the net defined benefit obligation as an expense in the statement of profit and loss:

a. Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
b. Net interest expense or income.

xiii) Financial Instruments - Financial assets
Initial recognition and measurement
All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the company commits to purchase or sell the asset.

Subsequent measurement
For purposes of subsequent measurement, financial assets are classified in four categories:
a. Debt instruments at amortised cost
b. Debt instruments at fair value through other comprehensive income (FVTOCI)
c. Debt instruments, derivatives and equity instruments at fair value through profit or loss (FVTPL)
d. Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt instruments at amortised cost: A ‘debt instrument’ is measured at the amortised cost if both the following conditions are met:
a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

Debt instrument at FVTOCI: A ‘debt instrument’ is classified as at the FVTOCI if both of the following criteria are met:
a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
b) The asset’s contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On derecognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned whilst holding FVTOCI debt instrument is reported as interest income using the EIR method.

Corporate Information and Significant Accounting Policies:

Debt instrument at FVTPL: FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The company has not designated any debt instrument as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Equity investments: All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS103 applies are classified as at FVTPL. For all other equity instruments, the company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

If the company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the company may transfer the cumulative gain or loss within equity.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the balance sheet) when:

a. The rights to receive cash flows from the asset have expired, or

b. The company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

Impairment of financial assets

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance

b) Financial assets that are debt instruments and are measured as at FVTOCI

c) Lease receivables

d) Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18

e) Loan commitments which are not measured as at FVTPL

f) Financial guarantee contracts which are not measured as at FVTPL

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Corporate Information and Significant Accounting Policies:

The company follows 'simplified approach' for recognition of impairment loss allowance on;
a) Trade receivables or contract revenue receivables; and

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12 month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12 month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

a) All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument
b) Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms

As a practical expedient, the Company uses a provision matrix to determine impairment loss allowance on portfolio of its trade receivables. The provision matrix is based on its historically observed default rates over the expected life of the trade receivables and is adjusted for forward-looking estimates. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed. On that basis, the Company estimates the following provision matrix at the reporting date:

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:
a) Financial assets measured as at amortised cost, contractual revenue receivables and lease receivables: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.

b) Loan commitments and financial guarantee contracts: ECL is presented as a provision in the balance sheet, i.e. as a liability.

c) Debt instruments measured at FVTOCI: Since financial assets are already reflected at fair value, impairment allowance is not further reduced from its value. Rather, ECL amount is presented as 'accumulated impairment amount' in the OCI.

For assessing increase in credit risk and impairment loss, the company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.
The company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/ origination.

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Corporate Information and Significant Accounting Policies:

xiv) Financial Instruments - Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts, financial guarantee contracts and derivative financial instruments.

Subsequent measurement

The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at fair value through profit or loss : Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109. Separated embedded derivatives are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ loss are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit or loss. The company has not designated any financial liability as at fair value through profit and loss.

Loans and borrowings : This is the category most relevant to the company. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

Embedded derivatives

An embedded derivative is a component of a hybrid (combined) instrument that also includes a non-derivative host contract – with the effect that some of the cash flows of the combined instrument vary in a way similar to a stand-alone derivative. An embedded derivative causes some or all of the cash flows that otherwise would be required by the contract to be modified according to a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index, or other variable, provided in the case of a non-financial variable that the variable is not specific to a party to the contract. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss.

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Corporate Information and Significant Accounting Policies:

If the hybrid contract contains a host that is a financial asset within the scope of Ind AS 109, the company does not separate embedded derivatives. Rather, it applies the classification requirements contained in Ind AS 109 to the entire hybrid contract. Derivatives embedded in all other host contracts are accounted for as separate derivatives and recorded at fair value if their economic characteristics and risks are not closely related to those of the host contracts and the host contracts are not held for trading or designated at fair value though profit or loss. These embedded derivatives are measured at fair value with changes in fair value recognised in profit or loss, unless designated as effective hedging instruments.

Reclassification of financial assets

The company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The company's senior management determines change in the business model as a result of external or internal changes which are significant to the company's operations. Such changes are evident to external parties. A change in the business model occurs when the company either begins or ceases to perform an activity that is significant to its operations. If the company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Derivative financial instruments

The Company uses derivative financial instruments, such as forward currency contracts, interest rate swaps and forward commodity contracts, to hedge its foreign currency risks, interest rate risks and commodity price risks, respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss

xv) Revenue Recognition

a) Revenue from energy units sold is recognised on accrual basis as per the terms of the Power Purchase Agreement (PPA) and Letter of Intent (LOI) [collectively hereinafter referred to as 'the PPAs'] and tariff rates determined by CERC. Revenue includes unbilled revenue accrued up to the end of the accounting year.

Revenue from energy units sold on a merchant basis is recognised in accordance with billings made to the customers based on the units of energy delivered and rates agreed with customers.

b) Revenue from sale of infirm power are recognised as per the guidelines of Central Electricity Regulatory Commission. Revenue prior to date of commercial operation are reduced from Project cost.

c) Revenue/charges from Unscheduled Interchange for the deviation in generation with respect to scheduled units are recognized/ charged at rate notified by CERC from time to time, are adjusted to revenue from sale of energy.

d) Revenue earned in excess of billings has been included under "other assets" as unbilled revenue and billings in excess of revenue have been disclosed under "other liabilities" as unearned revenue.

e) Revenue from sale of power is net of prompt payment rebate eligible to the customers.

f) Claims for delayed payment charges and any other claims, which the Company is entitled to under the PPAs, are accounted for in the year of acceptance by the customers. Similarly Commission, liquidated damages and any other charges are accounted for in the year of acceptance.

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Corporate Information and Significant Accounting Policies:

g) Interest is recognized using the time proportion method based on rates implicit in the transaction. Dividend income is accounted for in the year in which the right to receive the same is established by the reporting date.

The Company applied Ind AS 115 for the first time from April 1, 2018. Ind AS 115 supersedes Ind AS 11 Construction Contracts and Ind AS 18 Revenue and it applies, with limited exceptions, to all revenue arising from contracts with customers. Ind AS 115 establishes a five-step model to account for revenue arising from contracts with customers and requires that revenue be recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer.

xvi) Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

Cash dividend and non-cash distribution to equity holders of the parent

The Company recognises a liability to make cash or non-cash distributions to equity holders of the parent when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Non-cash distributions are measured at the fair value of the assets to be distributed with fair value re-measurement recognised directly in equity.

Upon distribution of non-cash assets, any difference between the carrying amount of the liability and the carrying amount of the assets distributed is recognised in the statement of profit and loss.

xvii) Foreign currencies

The financial statements are presented in INR, which is also the company's functional currency.

Transactions in foreign currencies are initially recorded by the Company at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the company uses an average rate if the average approximates the actual rate at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of the following:

- Exchange differences arising on monetary items that forms part of a reporting entity's net investment in a foreign operation are recognised in profit or loss in the separate financial statements of the reporting entity or the individual financial statements of the foreign operation, as appropriate. In the financial statements that include the foreign operation and the reporting entity (e.g., consolidated financial statements when the foreign operation is a subsidiary), such exchange differences are recognised initially in OCI. These exchange differences are reclassified from equity to profit or loss on disposal of the net investment.

- Exchange differences arising on monetary items that are designated as part of the hedge of the Company's net investment of a foreign operation. These are recognised in OCI until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss.

- Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item.

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Corporate Information and Significant Accounting Policies:

xviii) Fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The Company's management determines the policies and procedures for both recurring fair value measurement, such as derivative instruments and unquoted financial assets measured at fair value, and for non-recurring measurement, such as assets held for distribution in discontinued operations.

External valuers are involved for valuation of significant assets, such as properties and unquoted financial assets, and significant liabilities, such as contingent consideration. Involvement of external valuers is decided upon annually by the management after discussion. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Valuers are normally rotated every five years. The management decides, after discussions with the company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management, in conjunction with the Company's external valuers, also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

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Corporate Information and Significant Accounting Policies:

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

a) Disclosures for valuation methods, significant estimates and assumptions
b) Contingent consideration
c) Quantitative disclosures of fair value measurement hierarchy
d) Investment in unquoted equity shares (discontinued operations)
e) Property, plant and equipment under revaluation model
f) Investment properties
g) Financial instruments (including those carried at amortised cost)
h) Non-cash distribution

xix) Taxes on income

Current income tax

Tax expense comprises current and deferred tax.

Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income Tax Act, 1961.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

a) When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

b) In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

a) When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

b) In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered

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Corporate Information and Significant Accounting Policies:

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

Tax benefits acquired as part of a business combination, but not satisfying the criteria for separate recognition at that date, are recognised subsequently if new information about facts and circumstances change. Acquired deferred tax benefits recognised within the measurement period reduce goodwill related to that acquisition if they result from new information obtained about facts and circumstances existing at the acquisition date. If the carrying amount of goodwill is zero, any remaining deferred tax benefits are recognised in OCI/ capital reserve depending on the principle explained for bargain purchase gains. All other acquired tax benefits realised are recognised in profit or loss.

xx) Earnings per share

Basic earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

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22 Calculation of Earning per share (EPS):

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity shareholders of the Company by the weighted average number of Equity shares outstanding during the year. There is no dilutive potential ordinary shares as at March 31,2021 and March 31, 2020. Thus, diluted EPS equals basic EPS.

The following reflects the income and share data used in the basic / diluted EPS computations:

Particulars	**March 31, 2021**	**March 31, 2020**
a. Nominal value of Equity shares (in Rupees per share)	10	10
b. Total No. of Equity Shares outstanding at the beginning of the year	16,99,660	16,99,660
c. Add: Shares allotted during the year	-	-
d. Total No. of Equity Shares outstanding at the end of the year	16,99,660	16,99,660
e. Weighted average number of Equity shares at the year end (in Nos)	16,99,660	16,99,660
f. Profit attributable to equity holders of the Company for basic earnings (Rupees)	(1,82,77,497)	(1,69,05,936)
g. Basic/Diluted Earning per share of Rs 10/- each (in Rs.) [(f)/(e)]	(10.75)	(9.95)

23 List of Related Parties with whom transactions have taken place during the year:

a. parties where control exists

Enterprises that control the company	GMR Infrastructure Limited (GIL) GMR Energy Projects (Mauritius) Limited (GEPML) GMR Generation Assets Limited (GGAL)
Ultimate holding company	GMR Enterprises Private Limited (GEPL)
Fellow Subsidiaries, Associates	GMR Energy Trading Limited (GETL)
Key Management Personnel	Mr. Harvinder Manocha, Director Mr. M Gopal Rao, Director Mr. Mohan Sivaraman, Director

b. Details of the transactions are as follows : *

Amount in Rs.

Particulars	**March 31, 2021**	**March 31, 2020**
a. Renewable Energy Certificate fees charged by GETL		
GMR Energy Trading Limited	21,740	1,09,880
c. Management Service Fees		
GMR Infrastructure Limited	17,181	17,357
d. Artistic Fee & Trade Mark Fee		
GMR Enterprises Private Limited	1,120	1,120
e. Interest Expense on		
GMR Generation Assets Limited	1,71,80,087	1,72,27,156

* - Related Party Transactions given above are as identified by the Management.

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c. Closing balances with the above related parties:

Amount in Rs.

Particulars	March 31, 2021	March 31, 2020
A. Liabilities & Equity		
I) GMR Generation Assets Limited(formerly known as GMR Renewable Energy Limited) (Liability)		
a) Equity Share Capital	5,100	5,100
b) ICD	18,08,43,020	18,08,43,020
c)Interest Acrued on ICD	4,49,57,497	3,94,49,211
d)Equity Component of Related party Loan-GGAL	1,23,56,323	1,23,56,323
II) GMR Infrastructure Limited		
a) Equity Share Capital	84,94,850	84,94,850
b) Management Service fees Payable	1,207	22,715
III) GMR Energy Projects (Mauritius) Limited		
a) Equity Share Capital	84,96,600	84,96,600
IV) GMR Enterprises Private Limited		
a) Logo fee payable	1,120	1,120
B.Asset		
I) GMR Energy Trading Limited		
a) Investment in Equity share capital of GMR Energy Trading Limited	9,72,00,000	9,72,00,000
b) Non Trade Receivable from GETL on REC Fees	6,012	1,260

24 **Segment Reporting**

The company is engaged primarily in the business of generation of Power. Accordingly separate primary and secondary segment reporting disclosures as envisaged in Ind AS 108 on Segmental Reporting issued by the ICAI are not applicable to the present activities of the company.

25 **Pending litigations:**

The Company does not have any pending litigations which would impact its financial position.

26 **Foreseeable losses:**

The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

27 **MSME Dues:**

There are no micro and small enterprises to which the company owes dues which are outstanding for more than 45 days as at March 31, 2021 and March 31, 2020. This information, as required to be disclosed under the Micro Small and Medium Enterprises Development Act 2006, has been determined to the extent such parties have been identified on the basis of information available with the company.

28 **Commitments and Contingencies**

There are no commitments and contingent liabilities as on March 31, 2021 (March 31,2020:- Nil)

29 **Employee Benefits**

As there are no employees, the company has not determined the liability for gratuity and long term compensated absences in accordance with revised IND AS 19.

30 **Operating Lease**

The Company has not entered into certain cancellable operating lease agreements mainly for office premises, space of car parking and furniture hire. The lease rentals considered is shown under the statement of profit or loss for the period as per the agreement are as follows:

Particulars	March 31,2021	March 31,2020
Lease Rentals under cancelable leases	-	-
Lease Rentals under non-cancelable leases	-	-

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31 Disclosures on Financial instruments

This section gives an overview of the significance of financial instruments for the Group and provides additional information on balance sheet items that contain financial instruments.

The details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised in respect of each class of financial asset, financial liability and equity instrument are disclosed in accounting policies, to the financial statements.

(a) Financial assets and liabilities

The following tables presents the carrying value and fair value of each category of financial assets and liabilities as at March 31, 2021 and March 31, 2020.

As at March 31, 2021

Amount in Rs.

Particulars	Fair value through consolidated statement of profit or loss	Derivative instruments not in hedging relationship	Amortised cost	Total Carrying value	Total Fair value
Financial assets					
(i) Investments (other than investments in associates and joint ventures)	-	-	9,72,00,000	9,72,00,000	9,72,00,000
(ii) Trade receivables	-	-	46,03,410	46,03,410	46,03,410
(iii) Cash and cash equivalents	-	-	32,03,839	32,03,839	32,03,839
(iv) Other financial assets	-	-	67,299	67,299	67,299
Total	**-**	**-**	**10,50,74,547**	**10,50,74,547**	**10,50,74,547**
Financial liabilities					
(i) Borrowings	-	-	18,08,43,020	18,08,43,020	18,08,43,020
(ii) Trade payables	-	-	3,18,842	3,18,842	3,18,842
(iii) Other financial liabilities	-	-	4,49,57,497	4,49,57,497	4,49,57,497
Total	**-**	**-**	**22,61,19,359**	**22,61,19,359**	**22,61,19,359**

As at March 31, 2020

Amount in Rs.

Particulars	Fair value through consolidated statement of profit or loss	Derivative instruments not in hedging relationship	Amortised cost	Total Carrying value	Total Fair value
Financial assets					
(i) Investments (other than investments in associates and joint ventures)	-	-	9,72,00,000	9,72,00,000	9,72,00,000
(ii) Trade receivables	-	-	1,69,56,527	1,69,56,527	1,69,56,527
(iii) Cash and cash equivalents	-	-	23,45,089	23,45,089	23,45,089
(iv) Other financial assets	-	-	78,121	78,121	78,121
Total	**-**	**-**	**11,65,79,736**	**11,65,79,736**	**11,65,79,736**
Financial liabilities					
(i) Borrowings	-	-	18,08,43,020	18,08,43,020	18,08,43,020
(ii) Trade payables	-	-	17,87,506	17,87,506	17,87,506
(iii) Other financial liabilities	-	-	3,94,49,211	3,94,49,211	3,94,49,211
Total	**-**	**-**	**22,20,79,737**	**22,20,79,737**	**22,20,79,737**

GMR POWER INFRA LTD.

32 Fair value hierarchy

The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Level 1 to Level 3, as described below:

Quoted prices in an active market (Level 1): This level of hierarchy includes financial assets that are measured by reference to quoted prices (unadjusted) in active markets for identical assets or liabilities. This category consists of investment in quoted equity shares and mutual fund investments.

Valuation techniques with observable inputs (Level 2): This level of hierarchy includes financial assets and liabilities, measured using inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Valuation techniques with significant unobservable inputs (Level 3): This level of hierarchy includes financial assets and liabilities measured using inputs that are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part, using a valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

(Amount in Rs)

Particulars	Total	Fair value measurements at reporting		
		Level 1	Level 2	Level 3
March 31,2021				
Financial Assets				
Investment in Mutual Funds	-	-	-	-
Financial Liabilities	-	-	-	-
March 31,2020				
Financial Assets				
Investment in Mutual Funds	-	-	-	-
Financial Liabilities	-	-	-	-

(i) Short-term financial assets and liabilities are stated at carrying value which is approximately equal to their fair value.

(ii) Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Group could have realised or paid in sale transactions as of respective dates. As such, fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

(iii) There have been no transfers between Level 1, Level 2 and Level 3 for the years ended March 31, 2021 and March 31, 2020.

GMR POWER INFRA LTD

33 Financial risk management objectives and policies

Ihe Companies primary financial liabiliities comprises of borrowings, Trade and other pauables and other financial liabilities. The main purpose of these financial liabilities is to finance the Company operation's. The Company's principal financial assets include Investments , Trade and other receivables, cash and cash equivalents and other financial assets that are derived directly from its operations.In the course of its business, the Company is exposed primarily to fluctuations in liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Company has a risk management policy which not only covers the foreign exchange risks but also other risks associated with the financial assets and liabilities such as interest rate risks and credit risks. The risk management policy is approved by the Board of Directors. The risk management framework aims to:
(i) create a stable business planning environment by reducing the impact of currency and interest rate fluctuations on the Company's business plan.
(ii) achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Financial instruments that are subject to credit risk and concentration thereof principally consist of trade receivables, loans receivables, investments, cash and cash equivalents, derivatives and financial guarantees provided by the Company.

The carrying value of financial assets represents the maximum credit risk. The maximum exposure to credit risk was Rs. 105,074,547/- and Rs. 116,579,736/- as at March 31, 2021 and March 31, 2020 respectively, being the total carrying value of trade receivables, balances with bank, bank deposits, investments and other financial assets.

Customer credit risk is managed by each business unit subject to the Company's established policy, procedures and control relating to customer credit risk management. An impairment analysis is performed at each reporting date on an individual basis for major clients. The Company does not hold collateral as security.
The Company's exposure to customers is diversified and there is no concentration of credit risk with respect to any particular customer as at March 31, 2021, March 31, 2020.

With respect to trade receivables / unbilled revenue, the Company has constituted the terms to review the receivables on a periodic basis and to take necessary mitigations, wherever required. The Company creates allowance for all unsecured receivables based on lifetime expected credit loss based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and the rates used in the provision matrix.

Credit risk from balances with bank and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.
In respect of financial guarantees provided by the Company to banks and financial institutions, the maximum exposure which the Company is exposed to is the maximum amount which the Company would have to pay if the guarantee is called upon. Based on the expectation at the end of the reporting period, the Company considers that it is more likely than not that such an amount will not be payable under the guarantees provided.

Liquidity risk

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company has obtained fund and non-fund based working capital lines from various banks. Furthermore, the Company has access to funds from debt markets through convertible debentures, non-convertible debentures, bonds and other debt instruments. The Company invests its surplus funds in bank fixed deposit and in mutual funds, which carries no or low market risk.
The Company monitors its risk of a shortage of funds on a regular basis. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans, debentures, preference shares, sale of assets and strategic partnership with investors etc.

The following table shows a maturity analysis of the anticipated cash flows including interest obligations for the Company's financial liabilities on an undiscounted basis, which therefore differ from both carrying value and fair value. Floating rate interest is estimated using the prevailing interest rate at the end of the reporting period.

(Rs.)

Particulars	0-1 year	1 to 5 years	> 5 years	Total
31st March, 2021				
Borrowings (other than convertible preference shares)	18,08,43,020	-	-	18,08,43,020
Other financial liabilities	4,49,57,497	-	-	4,49,57,497
Trade payables	3,18,842	-	-	3,18,842
Total	**22,61,19,359**	**-**	**-**	**22,61,19,359**
31st March, 2020				
Borrowings (other than convertible preference shares)	18,08,43,020	-	-	18,08,43,020
Other financial liabilities	3,94,49,211	-	-	3,94,49,211
Trade payables	17,87,506	-	-	17,87,506
Total	**22,20,79,737**	**-**	**-**	**22,20,79,737**

GMR POWER INFRA LTD.

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the policies and procedures of the Company include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

34 Capital management

The Company's capital management is intended to create value for shareholders by facilitating the meeting of long-term and short-term goals of the Company.

The Company determines the amount of capital required on the basis of annual business plan coupled with long-term and short-term strategic investment and expansion plans. The funding needs are met through equity, cash generated from operations and sale of certain assets, long-term and short-term bank borrowings and issue of non-convertible / convertible debt securities and strategic partnership with investors.

For the purpose of the Company's capital management, capital includes issued equity capital, convertible preference share, share premium and all other equity reserves attributable to the equity holders of the Company.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is total debt divided by total capital plus total debt. The Company's policy is to keep the gearing ratio at an optimum level to ensure that the debt related covenant are complied with.

Particulars	**March 31, 2021**	**March 31, 2020**
Borrowings other than convertible preference shares	18,08,43,020	18,08,43,020
Total debt (i)	**18,08,43,020**	**18,08,43,020**
Capital components		
Equity share capital	1,69,96,600	1,69,96,600
Other equity	-10,08,63,978	-8,25,86,481
Total Capital (ii)	**-8,38,67,378**	**-6,55,89,881**
Capital and borrowings (iii = i + ii)	**9,69,75,642**	**11,52,53,139**
Gearing ratio（%) (i / iii)	**186.48%**	**156.91%**

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements. Breaches in meeting the financial covenants would permit the bank to immediately call loans and borrowings. There have been no material breaches in the financial covenants of any interest-bearing loans and borrowings in the current period.

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2021 and March 31, 2020.

35 a) The Company, at any point in time during the year has not entered into derivative contracts and there are no derivative contracts outstanding as at March 31, 2021.

b) The Company does not have any financial assets or liabilities which are denominated in foreign currency as at the Balance Sheet date.

36 Figures of the previous year wherever necessary, have been regrouped, reclassified and rearranged to conform with those of the current year.

For Girish Murthy & Kumar
ICAI firm registration number: 000934S
Chartered Accountants

ACHYUTHAVENKATA SATISH KUMAR
Digitally signed by ACHYUTHAVENKATA SATISH KUMAR
Date: 2021.04.22 13:09:12 +05'30'

A V Satish Kumar
Partner
Membership No. 26526

Place: Bangalore
Date: 22nd April,2021

For and on behalf of the Board of Directors of
GMR Power Infra Limited

MOHAN SIVARAMAN
Digitally signed by MOHAN SIVARAMAN
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Date: 2021.04.22 11:22:14 +05'30'

Mohan Sivaraman
Director
DIN:07895711

Place: New Delhi
Date: 22nd April,2021

HARVINDER MANOCHA
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DN: c=IN, st=Delhi, 2.5.4.20=306c8b0e1a14fa554931294e0e6d7a3ead715293ac02f899087f7a768c916cb6, postalCode=110019, street=59 PKT DGROUND FLOOR NARMADA APRT ALAKNANDA, serialNumber=4494addc7df3cda5de05adb6940b6d6a714da6743247179e6e3a5b04ee5c615b, o=Personal, cn=HARVINDER MANOCHA, pseudonym=da35e92f5d00844961237bcad87d3c14
Date: 2021.04.22 11:27:58 +05'30'

Harvinder Manocha
Director
DIN: 03272052

Walker Chandiok & Co LLP
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Outer Circle,
New Delhi – 110 001
India

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Independent Auditor's Report

To the Members of GMR Power and Urban Infra Limited

Report on the Audit of the Financial Statements

Opinion

1. We have audited the accompanying financial statements of GMR Power and Urban Infra Limited ('the Company'), which comprise the Balance Sheet as at 31 March 2021, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, of the state of affairs of the Company as at 31 March 2021, and its loss (including other comprehensive income), its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

3. We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Information other than the Financial Statements and Auditor's Report thereon

4. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Director's Report, but does not include the financial statements and our auditor's report thereon.

   Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

   In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

   The Director's Report is not made available to us at the date of this auditor's report. We have nothing to report in this regard.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Independent Auditor's Report to the members of GMR Power and Urban Infra Limited on the financial statements for the year ended 31 March 2021 (cont'd)

Responsibilities of Management for the Financial Statements

5. The accompanying financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Ind AS specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

6. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

8. As part of an audit in accordance with Standards on Auditing, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

   - Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;

   - Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls;

   - Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management;

   - Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Independent Auditor's Report to the members of GMR Power and Urban Infra Limited on the financial statements for the year ended 31 March 2021 (cont'd)

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

9. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Other Matter

10. The financial statements of the Company for the year ended 31 March 2020 were audited by the predecessor auditor, Girish Murthy & Kumar, who have expressed an unmodified opinion on those financial statements vide their audit report dated 12 June 2020.

Report on Other Legal and Regulatory Requirements

11. Based on our audit, we report that the Company has not paid or provided for any managerial remuneration during the year. Accordingly, reporting under section 197(16) of the Act is not applicable.

12. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure A a statement on the matters specified in paragraphs 3 and 4 of the Order.

13. Further to our comments in Annexure A, as required by section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

    a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the accompanying financial statements;

    b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

    c) the financial statements dealt with by this report are in agreement with the books of account;

    d) in our opinion, the aforesaid financial statements comply with Ind AS specified under section 133 of the Act;

    e) on the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2021 from being appointed as a director in terms of section 164(2) of the Act;

    f) we have also audited the internal financial controls with reference to financial statements of the Company as on 31 March 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date and our report dated 29 April 2021 as per Annexure B expressed unmodified opinion; and

    g) with respect to the other matters to be included in the Auditor's Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:

        i. the Company does not have any pending litigations which would impact its financial position as at 31 March 2021;

        ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2021;

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Independent Auditor's Report to the members of GMR Power and Urban Infra Limited on the financial statements for the year ended 31 March 2021 (cont'd)

iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2021; and

iv. the disclosure requirements relating to holdings as well as dealings in specified bank notes were applicable for the period from 8 November 2016 to 30 December 2016, which are not relevant to these financial statements. Hence, reporting under this clause is not applicable.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:24:24 +05:30

Manish Agrawal
Partner
Membership No.: 507000

UDIN: 21507000AAAABQ8995

Place: New Delhi
Date: 29 April 2021

Annexure A to the Independent Auditor's Report of even date to the members of GMR Power and Urban Infra Limited on the financial statements for the year ended 31 March 2021

Annexure A

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, and to the best of our knowledge and belief, we report that:

(i) The Company does not have any property, plant and equipment. Accordingly, the provisions of clause 3(i) of the Order are not applicable.

(ii) The Company does not have any inventory. Accordingly, the provisions of clause 3(ii) of the Order are not applicable.

(iii) The Company has not granted any loan, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or other parties covered in the register maintained under Section 189 of the Act. Accordingly, the provisions of clauses 3(iii)(a), 3(iii)(b) and 3(iii)(c) of the Order are not applicable.

(iv) In our opinion, the Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.

(v) In our opinion, the Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) The Central Government has not specified maintenance of cost records under sub-section (1) of Section 148 of the Act, in respect of Company's services. Accordingly, the provisions of clause 3(vi) of the Order are not applicable.

(vii) (a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, goods and services tax, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they become payable.

(b) There are no dues in respect of income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax and goods and services tax that have not been deposited with the appropriate authorities on account of any dispute.

(viii) The Company has no loans or borrowings payable to a financial institution or a bank or government and no dues payable to debenture-holders during the year. Accordingly, the provisions of clause 3(viii) of the Order are not applicable.

(ix) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) and did not have any term loans outstanding during the year. Accordingly, the provisions of clause 3(ix) of the Order are not applicable.

(x) No fraud by the Company or on the company by its officers or employees has been noticed or reported during the period covered by our audit.

(xi) The Company has not paid or provided for any managerial remuneration. Accordingly, the provisions of Clause 3(xi) of the Order are not applicable.

(xii) In our opinion, the Company is not a Nidhi Company. Accordingly, provisions of clause 3(xii) of the Order are not applicable.

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Annexure A to the Independent Auditor's Report of even date to the members of GMR Power and Urban Infra Limited on the financial statements for the year ended 31 March 2021

(xiii) In our opinion, the Company has not entered into any transactions with the related parties. Accordingly, provisions of clause 3(xiii) of the Order are not applicable.

(xiv) During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures.

(xv) In our opinion, the Company has not entered into any non-cash transactions with the directors or persons connected with them covered under Section 192 of the Act.

(xvi) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:24:24 +05:30

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Manish Agrawal
Partner
Membership No.: 507000

UDIN: 21507000AAAABQ8995

Place: New Delhi
Date: 29 April 2021

Annexure B to the Independent Auditor's Report of even date to the members of GMR Power and Urban Infra Limited on the financial statements for the year ended 31 March 2021

Annexure B

Independent Auditor's Report on the internal financial controls with reference to the financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

1. In conjunction with our audit of the financial statements of GMR Power and Urban Infra Limited ('the Company') as at and for the year ended 31 March 2021, we have audited the internal financial controls with reference to financial statements of the Company as at that date.

Responsibilities of Management for Internal Financial Controls

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of the Company's business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility for the Audit of the Internal Financial Controls with Reference to Financial Statements

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2021, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI..

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm's Registration No.: 001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:24:24 +05:30

WALKER CHANDIOK & CO LLP * CHARTERED ACCOUNTANTS *

Manish Agrawal
Partner
Membership No.: 507000

UDIN: 21507000AAAABQ8995

Place: New Delhi
Date: 29 April 2021

GMR Power And Urban Infra Limited
CIN No -U45400MH2019PLC325541
Balance Sheet as at 31 March 2021
(All amounts are in Rs. Hundred, unless otherwise stated)

	Note	31 March 2021	31 March 2020
Assets			
Current assets			
Financial assets			
Cash and cash equivalents	3	708.33	1,132.57
Other current assets	4	-	277.00
Total current assets		**708.33**	**1,409.57**
Total assets		**708.33**	**1,409.57**
Equity and liabilities			
Equity			
Equity share capital	5	10,000.00	10,000.00
Other equity	6	(41,775.98)	(39,077.74)
Total equity		**(31,775.98)**	**(29,077.74)**
Current liabilities			
Financial liabilities			
Trade payables	7		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		32,371.81	30,487.31
Other current liabilities	8	112.50	-
Total current liabilities		**32,484.31**	**30,487.31**
Total equity and liabilities		**708.33**	**1,409.57**

Summary of significant accounting policies and other explanatory information. 2

The accompanying notes are an integral part of the financial statements.

This is the Balance Sheet referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:21:04 +05:30

Manish Agrawal
Partner
Membership No.: 507000

Place : New Delhi
Date : 29 April 2021

For and on behalf of board of directors of
GMR Power And Urban Infra Limited

MADDULA VENKATA SRINIVAS

M V Srinivas
Director
DIN: 02477894

SURESH BAGRODIA

Suresh Bagrodia
Director
DIN: 05201062

SHASHANK NAGAR
Digitally signed by SHASHANK NAGAR
Date: 2021.04.29 16:13:27 +05'30'

Shashank Nagar
Company Secretary

Place : New Delhi
Date : 29 April 2021

GMR POWER AND URBAN INFRA LTD.

GMR Power And Urban Infra Limited
CIN No -U45400MH2019PLC325541
Statement of Profit and Loss for the year ended 31 March 2021
(All amounts are in Rs. Hundred, unless otherwise stated)

	Note	For the year ended 31 March 2021	Period from 17 May 2019 to 31 March 2020
Revenue			
Revenue from operations		-	-
Total income		-	-
Expenses			
Other expenses	9	2,698.24	39,077.74
Total expenses		**2,698.24**	**39,077.74**
Loss before tax		**(2,698.24)**	**(39,077.74)**
Tax expense	10	-	-
Loss for the year/period		**(2,698.24)**	**(39,077.74)**
Other comprehensive income		-	-
Total comprehensive income for the year/period		**(2,698.24)**	**(39,077.74)**
Earnings per equity share (face value of Rs. 10 each)			
Basic and diluted (Rs. per share)	11	(2.70)	(39.08)
Summary of significant accounting policies and other explanatory information.	2		

The accompanying notes are an integral part of the financial statements.

This is the Statement of Profit and Loss referred to in our report of even date

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:21:04 +05:30

Manish Agrawal
Partner
Membership No.: 507000

Place : New Delhi
Date : 29 April 2021

For and on behalf of board of directors of
GMR Power And Urban Infra Limited

MADDULA VENKATA SRINIVAS

M V Srinivas
Director
DIN: 02477894

SURESH BAGRODIA

Suresh Bagrodia
Director
DIN: 05201062

SHASHANK NAGAR
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Date: 2021.04.29 16:13:55 +05'30'

Shashank Nagar
Company Secretary

Place : New Delhi
Date : 29 April 2021

GMR POWER AND URBAN INFRA LTD.

GMR Power And Urban Infra Limited
CIN No -U45400MH2019PLC325541
Cash Flow Statement for the year ended 31 March 2021
(All amounts are in Rs. Hundred, unless otherwise stated)

	For the year ended 31 March 2021	Period from 17 May 2019 to 31 March 2020
Cash flows from operating activities		
Loss before tax	(2,698.24)	(39,077.74)
Operating loss before working capital changes	**(2,698.24)**	**(39,077.74)**
Working capital changes:		
Decrease in other assets	277.00	-
Increase in trade payables	1,884.50	30,210.31
Increase in other current liabilities	112.50	-
Net cash used in operating activities (A)	**(424.24)**	**(8,867.43)**
Cash flows from investing activities	-	-
Net cash flows from investing activities (B)	**-**	**-**
Cash flows from financing activities		
Proceeds from issue of equity share capital	-	10,000.00
Net cash flows from financing activities (C)	**-**	**10,000.00**
Net (decrease)/increase in cash and cash equivalents (A+B+C)	(424.24)	1,132.57
Cash and cash equivalents at the beginning of the year	1,132.57	-
Cash and cash equivalents at the end of the year	**708.33**	**1,132.57**
Cash and cash equivalent comprises of (refer note 3) :		
Balance in bank – current accounts	708.33	1,132.57
	708.33	**1,132.57**

The accompanying notes are an integral part of the financial statements.

This is the Cash Flow Statement referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:21:04 +05:30

Manish Agrawal
Partner
Membership No.: 507000

Place : New Delhi
Date : 29 April 2021

For and on behalf of the Board of Directors of
GMR Power And Urban Infra Limited

MADDULA VENKATA SRINIVAS

M V Srinivas
Director
DIN: 02477894

SURESH BAGRODIA

Suresh Bagrodia
Director
DIN: 05201062

SHASHANK NAGAR
Digitally signed by SHASHANK NAGAR
Date: 2021.04.29 16:14:22 +05'30'

Shashank Nagar
Company Secretary

Place: New Delhi
Date : 29 April 2021

GMR POWER AND URBAN INFRA LTD.

GMR Power And Urban Infra Limited
CIN No -U45400MH2019PLC325541
Statement of Changes in Equity for the year ended 31 March 2021
(All amounts are in Rs. Hundred, unless otherwise stated)

Equity share capital*

Particulars	17 May 2019 (date of incorporation)	Issued during the period	Balance as at 31 March 2020	Issued during the year	Balance as at 31 March 2021
Equity share capital	-	10,000.00	10,000.00	-	10,000.00

Other equity**

Particulars	**Reserves and surplus**
	Retained earnings
Balance as at 17 May 2019	-
Loss for the period	(39,077.74)
Balance as at 31 March 2020	**(39,077.74)**
Loss for the year	(2,698.24)
Balance as at 31 March 2021	**(41,775.98)**

*Refer note 5 for details.
**Refer note 6 for details.

The accompanying notes are an integral part of the Financial Statements.

This is the Statement of Changes in Equity referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:21:04 +05:30

Manish Agrawal
Partner
Membership No.: 507000

Place : New Delhi
Date : 29 April 2021

For and on behalf of board of directors of
GMR Power And Urban Infra Limited

MADDULA VENKATA SRINIVAS

M V Srinivas
Director
DIN: 02477894

SURESH BAGRODIA

Suresh Bagrodia
Director
DIN: 05201062

SHASHANK NAGAR
Digitally signed by SHASHANK NAGAR
Date: 2021.04.29 16:14:50 +05'30'

Shashank Nagar
Company Secretary

Place : New Delhi
Date : 29 April 2021

GMR POWER AND URBAN INFRA LTD.

1 Corporate information

GMR Power And Urban Infra Limited ('GPUIL' or 'the Company') is a public limited Company incorporated under the provisions of the Companies Act, 2013 on 17 May 2019. The Company is domiciled in India and has its registered office located at Naman Center 7th Floor, Opp. Dena Bank, Plot No.C-31 G Block, Bandra Kurla Complex, Mumbai, Maharashtra- 400051.

2.1 Basis of preparation

The financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values (refer accounting policy regarding financial instruments), the provisions of the Companies Act, 2013 (the 'Act'). The Ind AS are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements for the year ended 31 March 2021 were authorized and approved for issue by the Board of Directors on 29 April 2021. The revision to financial statements is permitted by Board of Directors after obtaining necessary approvals or at the instance of regulatory authorities as per provisions of the Act.

The financial statements are presented in Indian Rupees (INR).

2.2 Recent accounting pronouncement

On 24 March 2021, the Ministry of Corporate Affairs ('MCA') through a notification, amended Schedule III of the Companies Act, 2013. The amendments revise Division I, II and III of Schedule III and are applicable from 1 April 2021. Key amendments relating to division II which relate to companies whose financial statements are required to comply with Companies (Indian Accounting Standards) Rules 2015 are :

Balance sheet:
1) Lease liabilities should be separately disclosed under the head 'financial liabilities', duly distinguished as current or non current.
2) Certain additional disclosures in the statement of changes in equity such as changes in equity share capital due to prior period errors and restated balances at the begining of the current reporting period.
3) Specified format for disclosure of shareholding of promoters.
4) Specified format for ageing schedule of trade receivables, trade payables, capital work in progress and intangible asset under development.
5) If a company has not used funds for the specific purpose for which it was borrowed from banks and financial institutions, then disclosure of details of where it has been used.
6) Specific dislcosure under 'additional regulatory requirement' such as compliance with approved schemes of arrangements, compliance with number of layers of companies, title deeds of immovable property not held in name of a company, loans and advances to promoters, directors, key managerial personnel (KMP) and related parties, details of benami property etc.

Statement of Profit and Loss:
1) Additional disclosures relating to Corporate Social Responsibility (CSR), undisclosed income and crypto or virtual currency specified under the head 'additional information' in the notes forming part of the financial statements.

2.3 Significant accounting policies

The significant accounting policies applied by the Company in the preparation of its Financial Statements are listed below. Such accounting policies have been applied consistently to all the year/period presented in these Financial Statements, unless otherwise indicated below.

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:
a) Expected to be realised or intended to be sold or consumed in normal operating cycle
b) Held primarily for the purpose of trading
c) Expected to be realised within twelve months after the reporting period, or
d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:
a) It is expected to be settled in normal operating cycle
b) It is held primarily for the purpose of trading
c) It is due to be settled within twelve months after the reporting period, or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period
All other liabilities as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction cost and where such values are different from the fair value, at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the Statement of Profit and Loss.

(i) Financial assets
Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

De-recognition of financial assets

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the financial asset expire, or it transfers the financial asset and the transfer qualifies for de-recognition under Ind AS 109.

(ii) Financial liabilities

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss.

For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

GMR POWER AND URBAN INFRA LTD.

De-recognition of financial liabilities
A financial liability is de-recognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

Offsetting of financial instruments
Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

c. Cash and cash equivalents
Cash and cash equivalents comprise cash in bank, cash on hand, demand deposits and other short-term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

d. Income taxes
Tax expense recognised in Statement of Profit and Loss comprises the sum of deferred tax and current tax except the ones recognised in other comprehensive income or directly in equity.

Current tax is determined as the tax payable in respect of taxable income for the period and is computed in accordance with relevant tax regulations. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity).

Deferred tax is recognised in respect of temporary differences between carrying amount of assets and liabilities for financial reporting purposes and corresponding amount used for taxation purposes. Deferred tax assets on unrealised tax loss are recognised to the extent that it is probable that the underlying tax loss will be utilised against future taxable income. This is assessed based on the Company's forecast of future operating results, adjusted for significant non-taxable income and expenses and specific limits on the use of any unused tax loss. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date. Deferred tax relating to items recognised outside Statement of Profit and Loss is recognised outside Statement of Profit and Loss (either in other comprehensive income or in equity).

e. Provisions, contingent liabilities and contingent assets
Provisions are recognised only when there is a present obligation, as a result of past events, and when a reliable estimate of the amount of obligation can be made at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates. Provisions are discounted to their present values, where the time value of money is material.

Contingent liability is disclosed for:
• Possible obligations which will be confirmed only by future events not wholly within the control of the Company or
• Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are disclosed only when inflow of economic benefits therefrom is probable and recognized only when realization of income is virtually certain.

f. Earnings per share
Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

GMR POWER AND URBAN INFRA LTD.

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		31 March 2021	31 March 2020
3	**Cash and cash equivalents**		
	Balances with banks - in current accounts	708.33	1,132.57
		708.33	**1,132.57**
4	**Other current assets**		
	Other advances	-	277.00
		-	**277.00**

5 Equity share capital

Authorised	31 March 2021		31 March 2020	
	Number	Amount	Number	Amount
50,000,000 equity shares of Rs.10 each	**50,000,000**	**5,000,000.00**	**50,000,000**	**5,000,000.00**

(a) Issued, subscribed and fully paid-up	31 March 2021		31 March 2020	
	Number	Amount	Number	Amount
Outstanding at the beginning of the year/period	100,000	10,000.00	-	-
Add: Issued during the year/period	-	-	100,000	10,000.00
Outstanding at the end of the year/period	**100,000**	**10,000.00**	**100,000**	**10,000.00**

(b) Terms/ rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity is entitled to one vote per share. The Company declares and pays dividends in Indian Rupees.

In the event of liquidation of the Company the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(c) Details of shareholders holding more than 5% shares in the Company

Name of shareholder	31 March 2021		31 March 2020	
	No of Shares	Amount	No of Shares	Amount
GMR Infrastructure Limited*	100,000	10,000.00	100,000	10,000.00

*including nominee shares.

(d)Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

The Company has not made any buy-back of shares, nor has there been an issue of shares by way of bonus share or issue of share pursuant to contract without payment being received in cash since the incorporation of the Company.

		31 March 2021	31 March 2020
6	**Other equity**		
	Retained earnings		
	Deficit in Statement of Profit and Loss	(39,077.74)	-
	Loss for the year/period	(2,698.24)	(39,077.74)
	Balance at the end of the year	**(41,775.98)**	**(39,077.74)**
7	**Trade payables**		
	Total outstanding dues of micro enterprises and small enterprises (refer note (i) below)	-	-
	Total outstanding dues of creditors other than micro enterprises and small enterprises*	32,371.81	30,487.31
		32,371.81	**30,487.31**

*This includes amount of Rs. 30,322.31 hundred which is payable to related party (refer note 13).

(i) Disclosure as per Section 22 of "The Micro, Small and Medium Enterprises Development Act, 2006"	31 March 2021	31 March 2020
The principal amount and the interest due thereon remaining unpaid to any supplier:		
- Principal Amount	-	-
- Interest thereon	-	-
The amount of interest paid by the buyer in terms of section 16, along with the amounts of the payment made to the supplier beyond the appointed day.	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this Act	-	-
The amount of interest accrued and remaining unpaid	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small investor	-	-

		31 March 2021	31 March 2020
8	**Other current liabilities**		
	Other liabilities	112.50	-
		112.50	**-**

GMR POWER AND URBAN INFRA LTD.

9 Other expenses

	For the year ended 31 March 2021	Period from 17 May 2019 to 31 March 2020
Rates and taxes	53.10	38,923.02
Auditor's remuneration (refer note(i) below)	1,820.00	150.00
Bank charges	109.30	4.72
Legal and professional charges	715.84	-
	2,698.24	**39,077.74**
(i) Auditor's remuneration*		
Audit fee	1,230.00	150.00
Other services	590.00	-
	1,820.00	**150.00**

*inclusive of taxes

10 Tax expense

Particulars	For the year ended 31 March 2021	Period from 17 May 2019 to 31 March 2020
Income tax expense reported in the Statement of Profit and Loss	-	-

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 26% and the reported tax expense in the statement of profit and loss are as follows:

Reconciliation of tax expense and the accounting profit multiplied by India's tax rate		
Loss before tax	(2,698.24)	(39,077.74)
Accounting loss before income tax	**(2,698.24)**	**(39,077.74)**
At India's statutory income tax rate of 26%	(701.54)	(10,160.21)
Tax effect of amounts which are not deductible (taxable) in calculating taxable income:		
Unrecognised deferred tax on unabsorbed losses	(701.54)	(10,160.21)
Tax expense	**-**	**-**

The Company has decided not to recognise deferred tax asset on carry-forward losses in the absence of convincing evidence which demonstrates probability of realization of deferred tax asset in the near future.

11 Earnings per share (EPS)

Basic EPS is calculated by dividing the profit/ loss for the year attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted EPS is calculated by dividing the profit attributable to equity shareholders (after making adjustments for convertible securities) by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity shares. However, there are no such convertible securities issued by the Company and hence the diluted EPS is equal to the basic EPS.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the year ended 31 March 2021	Period from 17 May 2019 to 31 March 2020
Face value of equity shares (Rs. per share)	10	10
Loss attributable to equity shareholders	(2,698.24)	(39,077.74)
Weighted average number of equity shares used for computing earning per share (basic and diluted)	100,000	100,000
EPS- basic and diluted (Rs)	**(2.70)**	**(39.08)**

** Previous period earnings per equity share is not annualised*

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GMR POWER AND URBAN INFRA LTD.

12 Financial risk management

(i) Financial instruments by category

Particulars	31 March 2021	31 March 2020
	Amortised cost*	**Amortised cost***
Financial assets		
Cash and cash equivalents	708.33	1,132.57
Total financial assets	**708.33**	**1,132.57**
Financial liabilities		
Trade payables	32,371.81	30,487.31
Total financial liabilities	**32,371.81**	**30,487.31**

** The carrying value of the amortised cost financial assets and financial liabilities approximate to the fair value on the respective reporting dates.*

(ii) Risk management

The Company's activities expose it to credit risk and liquidity risk. The Company's board of directors has overall responsibility for the establishment and oversight of the Company's risk management framework. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact.

(A) Credit risk

Credit risk is the risk that a counterparty fails to discharge its obligation to the Company. The Company's exposure to credit risk is influenced mainly by cash and cash equivalents measured at amortised cost. The Company continuously monitors defaults of counterparties and incorporates this information into its credit risk controls.

i) Credit risk management

Cash and cash equivalents

Credit risk is considered low because the Company deals with highly rated banks and financial institution.

ii) Credit risk rating

The Company assesses and manages credit risk of financial assets based on following categories arrived on the basis of assumptions, inputs and factors specific to the class of financial assets.

A: Low credit risk

B: High credit risk

The Company provides for expected credit loss based on the following:

Asset group	Basis of categorisation	Provision for expected credit loss
A: Low credit risk	Cash and cash equivalents	12 month expected credit loss

Based on business environment in which the Company operates, a default on a financial asset is considered when the counter party fails to make payments within the agreed time period as per contract. Loss rates reflecting defaults are based on actual credit loss experience and considering differences between current and historical economic conditions.

Credit rating	Particulars	31 March 2021	31 March 2020
A: Low credit risk	Cash and cash equivalents	708.33	1,132.57

(B) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due.

Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity groupings based on their contractual maturities.

31 March 2021	Less than 1 year	More than 1 year	Total
Trade payables	32,371.81	-	**32,371.81**

31 March 2020	Less than 1 year	More than 1 year	Total
Trade payables	30,487.31	-	**30,487.31**
Total	**30,487.31**	**-**	**30,487.31**

GMR POWER AND URBAN INFRA LTD.

13 Related party transactions :

a) Name of related parties and their relationship

Relationship	Name of party
Holding Company	GMR Infrastructure Limited

b) Transactions during the year

Nature of transaction	Holding Company
Rates and taxes (paid of behalf of the Company)	
1 April 2020 to 31 March 2021	-
17 May 2019 to 31 March 2020	38,822.31
Payment made during the period	
1 April 2020 to 31 March 2021	-
17 May 2019 to 31 March 2020	8,500.00
Issue of equity share capital	
1 April 2020 to 31 March 2021	-
17 May 2019 to 31 March 2020	10,000.00

b) Balances outstanding as at end of the year

Nature of transaction	Holding Company
Trade payables	
31 March 2021	30,322.31
31 March 2020	30,322.31
Equity share capital	
31 March 2021	10,000.00
31 March 2020	10,000.00

14 GMR Power and Urban Infra Limited (GPUIL) in its board meeting held on 27 August 2020, had approved the Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited (GPIL) and GMR Infrastructure Limited (GIL) and GPUIL and their respective shareholders. The Scheme involves vertical split demerger of the Non-Airport Business (Energy, EPC, Urban Infrastructure, etc.) of GIL into GPUIL, as a going concern, along-side amalgamation of GMR Power Infra Limited (GPIL) with GIL, as a step preceding demerger and the appointed date for the same has been proposed to be 1 April 2021. Post the Scheme being effective, all existing shareholders of GIL will continue their same shareholding in GIL and they will also become shareholder of GPUIL in the same proportion after issue of additional shares of GPUIL.The Scheme has been filed with National Company Law Tribunal for its approval.

15 The Company has incurred net loss of Rs. 2,698.24 hundred for the year ended 31 March 2021 and has accumulated losses amounting to Rs. 41,775.98 hundred as at 31 March 2021. The management of the Company, as detailed in note 14 has approved the Scheme of Amalgamation and Arrangement and is confident that the Company will be able to generate adequate positive cash flows in order to meet its present and future obligations in the ordinary course of business through provision of its services. Accordingly, these financial statements have been prepared on a going concern basis.

16 The Company does not have any contigent liabilities and commitments as at 31 March 2021 and 31 March 2020 respectively.

17 The Company's primary business segment is reflected based on principal business activities carried on by the Company. As per Indian Accounting Standard 108 as notified under the Companies (Indian Accounting Standards) Rules, 2015 as specified in Section 133 of the Companies Act, 2013, the Company operates in one reportable business segment as the Company has not yet commenced its business operations and is primarily operating in India and hence, considered as single geographical segment.

18 Capital management

The Company’s objective when managing capital are to maintain positive cash flow position. The Company’s strategy is to maintain a reasonable current ratio. The current ratio are as follows:

	31 March 2021	31 March 2020
Current assets	708.33	1,409.57
Current liabilities	32,484.31	30,487.31
Current ratio	0.02	0.05

19 Previous period’s figures have been regrouped / reclassified, wherever necessary to confirm to current year classification.

This is the summary of significant accounting policies and other explanatory information referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
ICAI Firm Registration No.001076N/N500013

Digitally signed by Manish Agrawal
Date: 2021.04.29 20:21:04 +05:30

Manish Agrawal
Partner
Membership No.: 507000

Place : New Delhi
Date : 29 April 2021

For and on behalf of the board of directors
GMR Power And Urban Infra Limited

MADDULA VENKATA SRINIVAS

M V Srinivas
Director
DIN: 02477894

SURESH BAGRODIA

Suresh Bagrodia
Director
DIN: 05201062

SHASHANK NAGAR
Digitally signed by SHASHANK NAGAR
Date: 2021.04.29 16:15:21 +05'30'

Shashank Nagar
Company Secretary

Place : New Delhi
Date : 29 April 2021

GMR POWER AND URBAN INFRA LTD.

Walker Chandiok &Co LLP

Walker Chandiok & Co LLP
21st Floor, DLF Square
Jacaranda Marg, DLF Phase II
Gurugram - 122 002
India

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F +91 124 462 8001

Independent auditor's certificate on the proposed accounting treatment included in the draft composite scheme of arrangement pursuant to SEBI circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 dated 3 January 2018 (and as further amended from time to time), sections 230 to 232 of the Companies Act, 2013, and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

To,
The Board of Directors,
GMR Infrastructure Limited
New Udaan Bhawan, Opp. Terminal – 3
Indira Gandhi International Airport
New Delhi - 110037

1. This certificate is issued in accordance with the terms of our engagement letter dated 31 July 2020 with GMR Infrastructure Limited ('the Company' or 'the Demerged Company').

2. We, the statutory auditors of the Company, have examined the proposed accounting treatment specified in Clause 20 and clause 31.1 of the draft composite scheme of amalgamation and arrangement between the Company, GMR Power Infra Limited ('Transferor Company') and GMR Power and Urban Infra Limited ('the Transferee Company') and their respective shareholders (hereinafter referred to as the 'Draft Scheme') as approved by the Board of Directors in their meeting held on 27 August 2020, in terms of the provisions of the Securities and Exchange Board of India ('the SEBI') circular no. CFD/DIL3/CIR/2017/21 dated 10 March 2017 read with SEBI Circular No. CFD/DIL3/CIR/2018/2 dated 3 January 2018 (and as further amended from time to time) ('the SEBI circulars'), Sections 230 to 232 of the Companies Act, 2013 ('the Act'), and the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ('the rules') with reference to its compliance with the accounting standards prescribed under section 133 of the Act, read with relevant rules issued thereunder (the 'applicable accounting standards') and other generally accepted accounting principles in India. The relevant extract of Draft Scheme, as attached herewith in Appendix I, has been initialed and stamped by us for identification purpose only.

Management's Responsibility

3. The responsibility for the preparation of the Draft Scheme, and its compliance with the relevant laws and regulations, including the applicable accounting standards and other generally accepted accounting principles in India, is that of the Board of directors of the companies involved. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation of the Draft Scheme, and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

4. The Management is also responsible for ensuring that the Company complies with the requirements of Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and circulars issued thereunder, and the applicable accounting standards, in relation to the Draft Scheme, and for providing all relevant information to the National Company Law Tribunal ('NCLT'), the SEBI, and the BSE Limited, and the National Stock Exchange of India Limited (hereinafter referred to as 'the stock exchanges').

Auditor's Responsibility

5. Pursuant to the requirements of the relevant laws and regulations, it is our responsibility to provide a reasonable assurance as to whether the proposed accounting treatment specified in Clause 20 and Clause 31.1 of the Draft Scheme complies with the applicable accounting standards and other generally accepted accounting principles in India.

6. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

Opinion

8. Based on our examination as above and according to the information and explanations given to us, along with the representations provided by the Management, in our opinion:
   a. the proposed accounting treatment specified in clause 20 of the Draft Scheme attached herewith and stamped by us for identification only, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and circulars issued thereunder, and with the Indian Accounting Standards (Ind AS) as notified under Section 133 of the Act and other generally accepted accounting principles in India;
   b. the proposed accounting treatment specified in clause 31.1 of the aforesaid Draft Scheme, is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and circulars issued thereunder, and with the Indian Accounting Standards (Ind AS) as notified under Section 133 of the Act and other generally accepted accounting principles in India; Further, the treatment specified for the adjustment/reduction of balances forming part of reserves of the Demerged Company, including securities premium, on account of transfer of net assets or liabilities to the Resulting Company, as the case may be, is in compliance with Ind AS (to the extent applicable) and other generally accepted accounting principles in India.

Restriction on distribution or use

9. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the requirements of the provisions of the SEBI circulars, Sections 230 to 232 of the Act, and Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, for onward submission to the SEBI, the stock exchanges, and National Company Law Tribunal along with the Draft Scheme. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as auditors of the Company.

10. This certificate is issued at the request of the Company's management for onward submission to the SEBI, the stock exchanges and National Company Law Tribunal along with the Draft Scheme. Accordingly, this certificate may not be suitable for any other purpose, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Neeraj Sharma
Partner
Membership No. 502103
UDIN: 20502103AAAABT3791

Place: New Delhi
Date: 27 August 2020

Corporate Office:
New Udaan Bhawan, Ground Floor
Opp. Terminal-3, IGI Airport
New Delhi-110037, India
CIN L45203MH1996PLC281138
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Appendix 1

Accounting treatment in the books of Amalgamated Company

A. On the Scheme becoming effective, the Amalgamated Company shall account for Amalgamation in accordance with "Pooling of interest method" laid down by Appendix C of Ind AS 103 (Business combinations of entities under common control) notified under the provisions of the Act.

B. The Amalgamated Company shall record all the assets, liabilities and reserves of the Amalgamating Company, vested in the Amalgamated Company pursuant to the Scheme, at their existing carrying amounts.

C. The carrying amount of investments in the equity shares of Amalgamating Company as appearing in the books of the Amalgamated Company shall stand cancelled.

D. If and to the extent there are inter corporate loans, deposits or balances as between the Amalgamated Company and the Amalgamating Company, the obligations in respect thereof, shall stand cancelled and there shall be no obligation/rights in that behalf.

E. In case of any difference in accounting policies between the Amalgamated Company and the Amalgamating Company, the accounting policies followed by the Amalgamated Company will prevail and the impact of the difference will be quantified and adjusted to the reserves of GIL to ensure that the financial statements of the Amalgamated Company reflect the financial position on the basis of consistent accounting policies.

F. All the cost and expenses incurred in connection with the Scheme and to put it into operation and any other expenses or charges attributable to the implementation of Scheme shall be debited to the statement of profit and loss of the Amalgamated Company

G. The financial information in the financial statements in respect of prior periods shall be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination.

H. The identity of the reserves, including retained earnings, shall be preserved and shall appear in the financial statements of the Amalgamated Company in the same form in which they appeared in the financial statements of the Amalgamating Company.

I. The difference between the value of assets over the value of liabilities and reserves of the Amalgamating Company transferred to the Amalgamated Company pursuant to the Scheme, after adjusting any differences arising on the cancellation of investment in equity share capital of the Amalgamating Company as per Clause [19.1] and inter-company balances as per Clause [12.3] above, will be transferred to the capital reserve of the Amalgamated Company and presented separately from other Capital Reserve in the books of GIL with disclosure of its nature and purpose in the notes to the financial statements of GIL.

GMR INFRASTRUCTURE LIMITED

Registered Office:
Naman Centre, 7th Floor
Opp. Dena Bank, Plot No. C-31
G Block, Bandra Kurla Complex
Bandra (East), Mumbai
Maharashtra, India - 400051

Accounting treatment in the books of Demerged Company

In accordance with the applicable accounting standards, the Act and generally accepted accounting principles in India, the Demerged Company shall provide the following accounting treatment in its books of account:

On the Scheme becoming effective, all the assets and liabilities pertaining to Demerged Undertaking (difference between the assets and liabilities hereinafter referred to as "Net assets"), shall cease to be the assets and liabilities of the Demerged Company and be transferred to the Resulting Company at carrying value in accordance with the Scheme. Accordingly, such Net assets would be de-recognized in the books of the Demerged Company with effect from the Effective Date.

A. The Demerged Company shall adjust the difference between the carrying value of assets and liabilities to its reserves in the following order:
   (a) adjustments shall be first made to de-recognize specific reserve balances pertaining to the Demerged Undertaking, to the extent identifiable.
   (b) after taking effect of (a) above, in case of:
      (i) unadjusted debits, adjustments shall be made as follows:
         1) to securities premium account, to the extent of balance therein; and then
         2) to retained earnings.
      (ii) unadjusted credits, adjustments shall be recognized as capital reserve account.

B. The adjustment/utilization of the securities premium, if any, as stated in the Clause 31.1(b)(i)(1) above and reduction thereof will be effected as a part of the Scheme, in accordance with Section 52 of the Act and the sanction order to this Scheme by the NCLT shall be deemed to be also the order under the applicable provisions of the Act, for confirming the utilization /reduction of securities premium account. The reduction in the securities premium account of the Demerged Company, shall be effected as an integral part of the Scheme, without any further act, instrument or deed on the part of the Demerged Company or its shareholders and without any approval or acknowledgement of any third party, and provisions of Section 66 of the Act shall not be required to be followed for such reduction. It is expressly clarified that the consent of the shareholders and the creditors of the Demerged Company to the Scheme shall be deemed to be sufficient for the purpose of effecting the above reduction of the securities premium account of the Demerged Company.

C. All costs and expenses incurred in connection with the Scheme and to put it into operation and any other expenses or charges attributable to the implementation of the Scheme shall be debited to the statement of profit and loss of the Demerged Company;

D. Notwithstanding the above, the Board of the Demerged Company is authorised to account any of the balances for any amendments/ clarifications to the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act read with Companies (Indian Accounting Standard) Rules, 2015, and in accordance with the other generally accepted accounting principles in India.

For GMR Infrastructure Limited

Saurabh Chawla
Chief Financial Officer

Place: New Delhi
Date: 27 August 2020

GMR INFRASTRUCTURE LIMITED

SIGN

GIRISH

MURTHY & KUMAR

Chartered Accountants

Independent Auditors' Certificate on the proposed accounting treatment in the draft composite scheme of arrangement pursuant to Securities and Exchange Board of India circular no.CFD/DIL3/CIR/2017/21 dated 10th March 2017 with SEBI circular no.CFD/DIL,3/CIR/2018/2 dated 3rd January 2018, Section 230 to Section 232 of the Companies Act, 2013 and the Companies (Compromises, Arrangements and Amalgamation) Rules 2016

To,
The Board of Directors,
GMR Power and Urban Infra Limited
Naman Centre, 7th Floor,
Opp. Dena Bank, Plot No.C-31,
G Block, Bandra Kurla Complex,
Bandra (East),
Mumbai, – 400051.

1 We, the statutory auditors of **GMR Power and Urban Infra Limited**, (hereinafter referred to as "the **Company**"), have examined the proposed accounting treatment specified in Clause 31.3 of the draft Composite Scheme of Amalgamation and Arrangement between the Company, GMR Infrastructure Limited ("**Demerged Company**"), and GMR Power Infra Limited ("**Transferor Company**") and their respective shareholders (hereinafter referred to as the 'Draft Scheme')as approved by the Board of Directors in their meeting held on August 27, 2020, in terms of the provisions of the Securities and Exchange Board of India ('the SEBI') circular no.CFD/DIL3/CIR/2017/21 dated 10th March 2017 read with SEBI circular no.CFD/DIL.3/CIR/2018/2 dated 3rd January 2018 (and as further amended from time to time) ('the SEBI Circulars'), section 230 to section 232 of the Companies Act, 2013 ('the Act') and the Companies (Compromises, Arrangements and Amalgamation) Rules 2016 ('the Rules') with reference to its compliance with the applicable Accounting Standards prescribed under section 133 of the Act, read with relevant rules issued thereunder and other Generally Accepted Accounting Principles in India. The relevant extract of the Draft Scheme, as attached at Appendix 1, has been initialed and stamped by us for identification purpose only.

Management's Responsibility

GIRISH MURTHY & KUMAR
4502, High Point IV
45, Palace Road,
Bangalore-1.
CHARTERED ACCOUNTANTS

2 The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting

Standards as aforesaid, is that of the Board of Directors of the Companies involved. This responsibility includes the design, implementation and the maintenance of internal controls relevant to the preparation of the Draft Scheme and applying an appropriate basis of preparation, and making estimates that are reasonable in the circumstances.

3 The management is also responsible for ensuring that the Company complies with the requirements of the Act, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued thereunder, the applicable Accounting Standards, in relation to the Draft Scheme, and for providing all relevant information to the National Company Law Tribunal ('NCLT') the SEBI and the Stock Exchanges.

Auditors' Responsibility

4 Pursuant to the requirements of the relevant and regulations, it is our responsibility to provide a reasonable assurance as to whether the proposed accounting treatment specified in clause 31.3 of the Draft Scheme complies with the applicable accounting standards and other generally accepted accounting principles in India.

5 We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the Institute of Chartered Accountants of India.

6 Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company.

Conclusion

7 Based on our examination as above and according to the information and explanations given to us, in our opinion

a. the proposed accounting treatment specified in clause 31.3 of the Draft Scheme is in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the circulars issued thereunder, and with Indian Accounting Standards ('Ind AS') as notified under section 133 of the Companies Act, 2013 and other generally accepted accounting principles in India.

Restriction on Use

b. This Certificate is issued at the request of the management of GMR Power and Urban Infra Limited in pursuance of proviso to Section 232 of the Companies Act, 2013 for onward submission with the National Company Law Tribunal ("**NCLT**"), or any other statutory body for the sole purposes of sanctioning of the Draft Scheme. This Certificate should not be used for any other purpose without our prior written consent.

For **Girish Murthy & Kumar**
Chartered Accountants
ICAI Firm registration number: 000934S

A.V.

SATISH KUMAR A.V
Partner
Membership No.: 026526
UDIN : 20026526AAAADN2259

GIRISH MURTHY & KUMAR CHARTERED ACCOUNTANTS 4502, High Point IV 45, Palace Road, Bangalore-1.

Place of signature: Bangalore
Date: 27th August 2020.

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E CSD-GROUP@gmrgroup.in

APPENDIX 1

ACCOUNTING TREATMENT IN THE BOOKS OF RESULTING COMPANY

In accordance with the applicable accounting standards, Act and generally accepted accounting principles in India, the Resulting Company shall the provide the following accounting treatment in its books of accounts:

A. On the Scheme becoming effective , the Resulting Company shall account for the Demerger as common control business combination in accordance with the “Pooling of Interest method”, as per Appendix C of Ind-AS 103 ‘Business combinations” notified under the provisions of the Act read with relevant rules framed thereunder and other applicable accounting standards prescribed under the Act.

B. The assets and liabilities pertaining to Demerged undertaking, transferred to the Resulting Company under the Scheme shall be recorded in the books of the Resulting Company at the values and in the same form as recorded in the books of Demerged Company subject to consistent accounting policies.

C. The reserves adjusted by the Demerged Company shall appear in the financial statements of the Resulting Company in the same form in which they appeared in the financial statements of the Demerged Company. The difference, if any, between the amount recorded as share capital issued, reserves transferred in the aforementioned manner and the assets and liabilities transferred by the Demerged Company to the Resulting Company shall be transferred to capital reserve and shall be presented separately from other capital reserves with disclosure of its nature and purpose in the notes.

D. The consideration issued to the **shareholders of the Demerged Company** in the form of equity shares of the Resulting Company shall be credited to the share capital account at the nominal value of the equity shares issued by it.

E. If and to the extent there are inter-corporate loans, deposits or balances as between the Resulting Company and Demerged Company, the obligations in respect thereof shall, stand cancelled and there shall be no obligation/rights in that behalf.

F. The financial information in the financial statements in respect of prior periods shall be restated as if the business combination had occurred from the beginning of the preceding period in the financial statements, irrespective of the actual date of the combination. However, if common control had occurred after that date, the prior period information shall be restated only from that date

G. Upon the Scheme coming into effect, all equity shares of the Resulting Company held by the Demerged Company (directly and/ or through nominees) shall stand cancelled without any further application, act or deed. It is clarified that no new shares shall be issued or payment made in cash or in kind whatsoever by the Resulting Company to the Demerged Company in lieu of such shares of the Resulting Company. For avoidance of doubt, it is clarified that the reduction of share capital of Resulting Company pursuant to such cancellation shall be effected as an integral part of this Scheme and Section 66 of the Act shall not apply to the Resulting Company to effectuate such reduction of capital.

for GMR Power and Urban Infra Limited

Srinivas

M V Srinivas
Director, (DIN: 02477894)

Date: August 27, 2020
Place: New Delhi

GIRISH MURTHY & KUMAR CHARTERED ACCOUNTANTS
4502, High Point IV 45, Palace Road, Bangalore-1.

GMR Infrastructure Limited

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To
The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers
Dalal Street
Mumbai - 400001
BSE script code: 532754

Sub: Application under Regulation 37 of the SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company"), GMR Power and Urban Infra Limited ("GPUIL") and their respective shareholders ("Scheme")

It is hereby certified that the draft scheme of amalgamation and arrangement involving GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company") , GMR Power and Urban Infra Limited ("GPUIL") and their respective shareholders does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time ('the Circular'), including the following:

Sl.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes

GMR INFRASTRUCTURE LIMITED

Registered Office:
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Requirements of the Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Complied The documents have been submitted vide our September 22, 2020 application dated with BSE and NSE.
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Yes, will be complied in accordance with the circular.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes Copy of Valuation Report is attached as Annexure 3
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes Copy of Auditors' certificate is attached as Annexure 10
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The requirement relating to provisions of approval of public shareholders through e-voting is not required. Undertaking certified by the Auditor clearly stating the reasons for non - applicability of sub para 9(A) is attached as Annexure 13.

GMR INFRASTRUCTURE LIMITED

Registered Office:
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T. Venkat Ramana
Company Secretary

Grandhi Kiran Kumar
Managing Director & CEO

Certified that the transactions / accounting treatment provided in the draft scheme of amalgamations and arrangement involving GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company"), GMR Power and Urban Infra Limited ("GPUIL") are in compliance with all the Accounting Standards applicable to a listed entity.

Saurabh Chawla
Chief Financial Officer
(Executive Director- Finance & Strategic Initiatives)

GMR INFRASTRUCTURE LIMITED

Grandhi Kiran Kumar
Managing Director & CEO

GMR Infrastructure Limited

Corporate Office:
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Dated : 22.09.2020

To,
Manager - Listing Compliance
National Stock Exchange of
India Limited 'Exchange
Plaza'. C-1, Block G,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051
Scrip Code: GMRINFRA

Sub: Application under Regulation 37 of the SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company"), GMR Power and Urban Infra Limited ("GPUIL") and their respective shareholders ("Scheme")

It is hereby certified that the draft scheme of amalgamation and arrangement involving GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company") , GMR Power and Urban Infra Limited ("GPUIL") and their respective shareholders does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time ('the Circular'), including the following:

SN	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR	Corporate governance requirements	Yes
2	Regulation 11 of LODR	Compliance with securities laws	Yes
Requirements of the Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Complied The documents have been submitted vide our application dated September 22, 2020 with BSE and NSE.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, will be complied in accordance with the circular.

GMR INFRASTRUCTURE LIMITED

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(c)	Para (I)(A)(4)(a)	Submission of Valuation Report	Yes- Copy of Valuation Report is attached as Annexure 2
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes Copy of Auditors' certificate is attached as Annexure 7
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The requirement relating to provisions of approval of public shareholders through e-voting is not required. Undertaking from the Auditor clearly stating the reasons for non - applicability of sub para 9(A) is attached as Annexure 9.

T. Venkat Ramana
Company Secretary

Grandhi Kiran Kumar
Managing Director & CEO

Certified that the transactions / accounting treatment provided in the draft scheme of amalgamation and arrangement involving GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company"), GMR Power and Urban Infra Limited ("GPUIL") are in compliance with all the Accounting Standards applicable to a listed entity.

Saurabh Chawla
Chief Financial Officer
(Executive Director- Finance & Strategic Initiatives)

Grandhi Kiran Kumar
Managing Director & CEO

GMR INFRASTRUCTURE LIMITED

GMR Infrastructure Limited

Corporate Office:
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To
The General Manager
Department of Corporate Services
BSE Limited
P.J. Towers
Dalal Street
Mumbai - 400001
BSE script code: 532754

Sub: Application under Regulation 37 of the SEBI (Listing and Obligations and Disclosure Requirements) Regulations, 2015 for the proposed Scheme of Amalgamation and Arrangement amongst GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company"), GMR Power and Urban Infra Limited ("GPUIL") and their respective shareholders ("Scheme")

It is hereby certified that the draft scheme of amalgamation and arrangement involving GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company") , GMR Power and Urban Infra Limited ("GPUIL") and their respective shareholders does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 as amended from time to time ('the Circular'), including the following:

Sl.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes

GMR INFRASTRUCTURE LIMITED

Registered Office:
Plot No. C-31, G Block
7th Floor, Naman Centre
Bandra Kurla Complex (Opp. Dena Bank)
Bandra(East), Mumbai-400 051

GMR
Corporate Office:
New Udaan Bhawan, Opp. Terminal-3
Indira Gandhi International Airport
New Delhi-110037
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Requirements of the Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Complied The documents have been submitted vide our September 22, 2020 application dated with BSE and NSE.
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Yes, will be complied in accordance with the circular.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes Copy of Valuation Report is attached as Annexure 3
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes Copy of Auditors' certificate is attached as Annexure 10
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The requirement relating to provisions of approval of public shareholders through e-voting is not required. Undertaking certified by the Auditor clearly stating the reasons for non - applicability of sub para 9(A) is attached as Annexure 13.

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T. Venkat Ramana
Company Secretary

Grandhi Kiran Kumar
Managing Director & CEO

Certified that the transactions / accounting treatment provided in the draft scheme of amalgamations and arrangement involving GMR Power Infra Limited ("GPIL"), GMR Infrastructure Limited ("GIL" or the "Company"), GMR Power and Urban Infra Limited ("GPUIL") are in compliance with all the Accounting Standards applicable to a listed entity.

Saurabh Chawla
Chief Financial Officer
(Executive Director- Finance & Strategic Initiatives)

GMR INFRASTRUCTURE LIMITED

Grandhi Kiran Kumar
Managing Director & CEO

GMR

Registered Office:
Naman Centre, 7th Floor
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Holding of Specified securities
Pre-arrangement Shareholding Pattern

1. Name of Listed Entity :**GMR Power and Urban Infra Limited**
2. Scrip Code/Name of Scrip/Class of Security :**Not Applicable**
3. Share Holding Pattern Filed under :**Regulation 31(1)(b)**
   a. if under 31(1)(b) then indicate the report for quarter ending :**June 30, 2020**
   b. if under 31(1)(c) then indicate date of allotment/extinguishment :**NA**

4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

	Particulars	YES*	NO*
a	Whether the Listed Entity has issued any partly paid up shares		NO
b	Whether the Listed Entity has issued any Convertible Securities or Warrants?		NO
c	Whether the Listed Entity has any shares against which depository receipts are issued?		NO
d	Whether the Listed Entity has any shares in locked-in?		NO
e	Whether any shares held by promoters are pledge or otherwise encumbered?		NO
f	Whether the listed entity has any significant beneficial owner?		NO

*if the Listed Entity selectes the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5 The tabular format for disclosure of holding of specified securities is as follows:

GMR INFRASTRUCTURE LIMITED

GMR Power And Urban Infra Ltd.

Table I - Summary Statement holding of specified securities

Category	Category of Share	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	1	99994	0	0	99994	0.00	99994	0	99994	0.00	0	0.00	0	0.00	NA	NA	0
(B)	Public	6	6	0	0	6	0.00	6	0	6	0.00	-	0.00	0	0.00	NA	NA	0
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
(C2)	Shares held by Employes Trusts	o	o	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	Total:	7	100000	0	0	100000	0.00	100000	0	100000	0.00	0	100.00	0	0.00	0	0.00	0

GMR INFRASTRUCTURE LIMITED

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total								
(1)	Custodian/ DR Holder																		
(a)	Name of DR Holder (if available)	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Employee Benefit Trust(under SEBI Share based Employee benefit Regulations, 2014)		0	0	0	0	0	0.00	0		0	0.00	0	0.00	0	0	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total NonPromoter- Non Public Shareholding (C)= (C)(1)+(C)(2)			0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0

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Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Indian																	
(a)	Individuals/Hindu undivided Family	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Central Government/State Government(s)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other	1	99994	0	0	99994	0.00	99994	0	99994	0.00	0	0.00	0	0.00	0	0.00	0
	GMR Infrastructure Limited	1	99994	0	0	99994	0.00	99994	0	99994	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(1)	1	99994	0	0	99994	0.00	99994	0	99994	0.00	0	0.00	0	0.00	0	0.00	0
(2)	Foreign																	
(a)	Individuals (Non-Resident Individuals/Foreign Individuals	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
													0.00					
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	1	99994	0	0	99994	0.00	99994	0	99994	0.00	0	0.00	0	0.00	0	0.00	0

GMR INFRASTRUCTURE LIMITED

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Table III - Statement showing shareholding pattern of the Public shareholder

Cat eg ory	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares	
								Class X	Class Y	Total								
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Institutions																	
(a)	Mutual Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Foreign Portfolio Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(f)	Financial Institutions/Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(g)	Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(h)	Provident Funds/Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Foreign Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	FOREIGN NATIONALS	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(1)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**NA**	**NA**	**0**
(2)	Central Government/State Government(s)/President of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(2)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**NA**	**NA**	**0**
(3)	Non-Institutions																	
(a)	i.Individual shareholders holding nominal share capital up to Rs.2 lakhs	4	4	0	0	4	0.00	4	0	4	0.00	0	0.00	0	0.00	NA	NA	0
	ii.Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(b)	NBFCs Registered with RBI	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Overseas Depositories (Holding DRs)(Balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Any Other												0.00					
	CLEARING MEMBERS	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	BODIES CORPORATES	2	2	0	0	2	0.00	2	0	2	0.00	0	0.00	0	0.00	NA	NA	2
	NON RESIDENT INDIANS	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	NON RESIDENT INDIAN NON REPATRIABLE	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	TRUSTS	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	QUALIFIED INSTITUTIONAL BUYER	0	0			0	0.00	0		0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(3)	**6**	**6**	**0**	**0**	**6**	**0.00**	**6**	**0**	**6**	**0.00**	**0**	**0.00**	**0**	**0**	**NA**	**NA**	**0**
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	**6**	**6**	**0**	**0**	**6**	**0.00**	**6**	**0**	**6**	**0.00**	**0**	**0.00**	**0**	**0**	**NA**	**NA**	**0**

Details of shareholders acting as person in Concert including their Shareholding (No. And %) :

Details of Shares which remain unclaimed may be given hear along with details such as number of Shareholders, Outstanding shares held in demat/unclaimed suspense account, Voting Rights which are forezent etc.

GMR INFRASTRUCTURE LIMITED

GMR Power And Urban Infra Ltd.

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Table V- Statement showing details of significant beneficial owners (SBOs)

Sr. No	Details of the SBO (I)			Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*: (III)		Date of creation / acquisition of significant beneficial interest# (IV)
	Name	PAN/ Passport No. in case of a foreign national	Nationality	Name	PAN / Passport No. in case of a foreign national	Nationality	Whether by virtue of:		
							Shares	%	
							Voting rights	%	
							Rights on distributable dividend or any other distribution	%	
							Exercise of control		
							Exercise of significant influence		
None of the shareholders of the Company hold more than 10% shares/voting rights in the Company, except the holding company viz. 'GMR Infrastructure Limited (GIL) through its nominees, which holds 100% of the paid-up equity share capital of the Company. Accordingly, the provisions of the Companies (Significant Beneficial Owners) Rules, 2018 does not apply to the Company, except for intimation of Corporate Identification Number of holding reporting company i.e., GIL in e-form BEN-2 with Ministry of Corporate Affairs. Further, the Ultimate Holding Company i.e., GMR Enterprises Private Limited CIN U74900TN2007PTC102389 has filed e-form BEN-2 disclosing its SBOs.									

* In case the nature of the holding/ exercise of the right of a SBO falls under multiple categories specified under (a) to (e) under Column III, multiple rows for the same SBO shall be inserted accordingly for each of the categories.
# This column shall have the details as specified by the listed entity under Form No. BEN-2 as submitted to the Registrar.

GMR INFRASTRUCTURE LIMITED

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E CSD-GROUP@gmrgroup.in

Holding of Specified securities

Post Arrangement Shareholding Pattern

1.	Name of Listed Entity	**:GMR Power and Urban Infra Limited**
2.	Scrip Code/Name of Scrip/Class of Security	**: Not Applicable**
3.	Share Holding Pattern Filed under	**:Not Applicable**
	a. if under 31(1)(b) then indicate the report for quarter ending	**: June 30, 2020**
	b. if under 31(1)(c) then indicate date of allotment/extinguishment	**:NA**

4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

	Particulars	YES*	NO*
a	Whether the Listed Entity has issued any partly paid up shares		NO
b	Whether the Listed Entity has issued any Convertible Securities or Warrants?	YES	
c	Whether the Listed Entity has any shares against which depository receipts are issued?		NO
d	Whether the Listed Entity has any shares in locked-in?		NO
e	Whether any shares held by promoters are pledge or otherwise encumbered?	YES	
f	Whether the listed entity has any significant beneficial owner?		NO

*if the Listed Entity selectes the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5 The tabular format for disclosure of holding of specified securities is as follows:

GMR INFRASTRUCTURE LIMITED

Table I - Summary Statement holding of specified securities

Cate gory	Category of Share	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)*	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	20	395446918	0	0	395446918	65.52	395446918	0	395446918	65.52	0	0.00	0	0.00	297680694	75.28	395446918
(B)	Public	372714	208147610	0	0	208147610	34.48	208147610	0	208147610	34.48	-	0.00	0	0.00	NA	NA	208076459
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
(C2)	Shares held by Employes Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	Total:	372734	603594528	0	0	603594528	100.00	603594528	0	603594528	100.00	0	0.00	0	0.00	297680694	75.28	603523377

Note: *The Demerged Company issued and allotted USD 300,000,000 principal amount of 7.5 per cent foreign currency convertible bonds (FCCBs), convertible into fully paid up equity shares of the Company having face value of Re. 1 each (the "Conversion Shares") at a price of Rs. 18 per equity share to "Kuwait Investment Authority" on December 10, 2015. After considering into the optional conversion price as Rs. 18 per shares, FCCBs may be converted into 1112341611 Equity shares (Approximately). Further, to the extent outstanding FCCBs vesting into the Resulting Company as per the scheme post capital structure may modified.

*Total 2 OCDs aggregating to Rs. 1148395370 may be converted into equity shares as per respective pricing formula. The 2 OCDs may be converted into 70888603 equity shares of Re. 1/- each (Approximately) as per respective pricing formula . Further, to the extent outstanding OCDs vesting into the Resulting Company as per the scheme post capital structure may modified.

The following post scheme share capital details assumes the issued, subscribed and paid-up capital of GIL as on June 30, 2020. Please note that the actual post scheme share capital is subject to variation, including on account of further issuances pursuant to the approval of the Board of Directors of the Demerged Company dated August 27, 2020, and the approval of the shareholders of Demerged Company dated September 21, 2020, for raising of funds through issuance and allotment of equity shares, non-convertible debentures along with warrants and/or convertible securities other than warrants ("Securities") to qualified institutional buyers ("QIBs") through one or more qualified institutions placements ("QIP"), pursuant to and in accordance with Chapter VI of the SEBI ICDR Regulations, as applicable, in one or more tranches. Any alteration in the capital structure due to any such event will suitably be reflected in the Scheme before it is filed with the National Company Law Tribunal, Mumbai, and will be intimated to Stock Exchanges. Further, post-scheme share capital is also subject to treatment of fractional entitlements in terms of Clause 30.6 of the Scheme

GMR INFRASTRUCTURE LIMITED

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Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities: No of Voting Rights: Class X	Class Y	Total	Total as a % of (A+B+C)	No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares: No.	As a % of total Shares held	Number of Shares pledged or otherwise encumbered: No.	As a % of total Shares held	Number of equity shares held in dematerialized form
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Indian																	
(a)	Individuals/Hindu undivided Family	12	966007	0	0	966007	0.16	966007	0	966007	0.16	0	0.00	0	0.00	0	0.00	966007
	MALLIKARJUNA RAO GRANDHI (HUF)	1	147800	0	0	147800	0.02	147800	0	147800	0.02	0	0.00	0	0.00	0	0.00	147800
	GRANDHI BUTCHI SANYASI RAJU (HUF)	1	29250	0	0	29250	0.00	29250	0	29250	0.00	0	0.00	0	0.00	0	0.00	29250
	KIRANKUMAR GRANDHI (HUF)	1	20000	0	0	20000	0.00	20000	0	20000	0.00	0	0.00	0	0.00	0	0.00	20000
	SRINIVAS BOMMIDALA (HUF)	1	20000	0	0	20000	0.00	20000	0	20000	0.00	0	0.00	0	0.00	0	0.00	20000
	MALLIKARJUNA RAO GRANDHI	1	25333	0	0	25333	0.00	25333	0	25333	0.00	0	0.00	0	0.00	0	0.00	25333
	G VARALAKSHMI	1	94266	0	0	94266	0.02	94266	0	94266	0.02	0	0.00	0	0.00	0	0.00	94266
	SRINIVAS BOMMIDALA	1	25166	0	0	25166	0.00	25166	0	25166	0.00	0	0.00	0	0.00	0	0.00	25166
	KIRANKUMAR GRANDHI	1	67216	0	0	67216	0.01	67216	0	67216	0.01	0	0.00	0	0.00	0	0.00	67216
	GRANDHI RAGINI	1	251370	0	0	251370	0.04	251370	0	251370	0.04	0	0.00	0	0.00	0	0.00	251370
	G B S RAJU	1	25166	0	0	25166	0.00	25166	0	25166	0.00	0	0.00	0	0.00	0	0.00	25166
	B RAMA DEVI	1	25590	0	0	25590	0.00	25590	0	25590	0.00	0	0.00	0	0.00	0	0.00	25590
	GRANDHI SMITHA RAJU	1	234850	0	0	234850	0.04	234850	0	234850	0.04	0	0.00	0	0.00	0	0.00	234850
(b)	Central Government/State Government(s)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other	8	394480911	0	0	394480911	65.36	394480911	0	394480911	65.36	0	0.00	0	0.00	0	0.00	394480911
	GMR ENTERPRISES PRIVATE LIMITED	1	310114315	0	0	310114315	51.38	310114315	0	310114315	51.38	0	0.00	0	0.00	253499197	81.74	310114315
	VARALAKSHMI ENTERPRISES LLP	1	670498	0	0	670498	0.11	670498	0	670498	0.11	0	0.00	0	0.00	670498	100.00	670498
	GMR INFRA VENTURES LLP	1	3132182	0	0	3132182	0.52	3132182	0	3132182	0.52	0	0.00	0	0.00	0	0.00	3132182
	GMR BUSINESS AND CONSULTANCY LLP	1	80563517	0	0	80563517	13.35	80563517	0	80563517	13.35	0	0.00	0	0.00	43511000	54.01	80563517
	Cadence Retail Private Limited	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	GRANDHI BUCHI SANYASI RAJU AND SATYAVATHI SMITHA TRUST - Mr. G.B.S. Raju, Trustee	1	100	0	0	100	0.00	100	0	100	0.00	0	0.00	0	0.00	0	0.00	100
	GRANDHI KIRAN KUMAR AND RAGINI TRUST - Mr. G. Kiran Kumar, Trustee	1	100	0	0	100	0.00	100	0	100	0.00	0	0.00	0	0.00	0	0.00	100
	GRANDHI VARALAKSHMI MALLIKARJUNA RAO TRUST - Mr. G. Mallikarjuna Rao, Trustee	1	100	0	0	100	0.00	100	0	100	0.00	0	0.00	0	0.00	0	0.00	100
	SRINIVAS BOMMIDALA AND RAMADEVI TRUST - Mr. Srinivas Bommidala, Trustee	1	100	0	0	100	0.00	100	0	100	0.00	0	0.00	0	0.00	0	0.00	100
	Sub-Total (A)(1)	**20**	**395446918**	**0**	**0**	**395446918**	**65.52**	**395446918**	**0**	**395446918**	**65.52**	**0**	**0.00**	**0**	**0.00**	**297680694**	**75.28**	**395446918**
(2)	Foreign																	
(a)	Individuals (Non-Resident Individuals/Foreign Individuals	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
													0.00					
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**20**	**395446918**	**0**	**0**	**395446918**	**65.52**	**395446918**	**0**	**395446918**	**65.52**	**0**	**0.00**	**0**	**0.00**	**297680694**	**75.28**	**395446918**

GMR INFRASTRUCTURE LIMITED

Table III - Statement showing shareholding pattern of the Public shareholder

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares	
								Class X	Class Y	Total								
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Institutions																	
(a)	Mutual Funds	11	3875882	0	0	3875882	0.64	3875882	0	3875882	0.64	0	0.00	0	0.00	NA	NA	3875882
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Foreign Portfolio Investors	90	125201719	0	0	125201719	20.74	125201719	0	125201719	20.74	0	0.00	0	0.00	NA	NA	125201719
	LETKO BROSSEAU EMERGING MARKETS EQUITY FUND	1	7750000	0	0	7750000	1.28	7750000	0	7750000	1.28	0	0.00	0	0.00	NA	NA	7750000
	DVI FUND MAURITIUS LTD	1	53719146	0	0	53719146	8.90	53719146	0	53719146	8.90	0	0.00	0	0.00	NA	NA	53719146
	ASN INVESTMENTS LIMITED	1	43906992	0	0	43906992	7.27	43906992	0	43906992	7.27	0	0.00	0	0.00	NA	NA	43906992
(f)	Financial Institutions/Banks	12	19611436	0	0	19611436	3.25	19611436	0	19611436	3.25	0	0.00	0	0.00	NA	NA	19611436
	LIC OF INDIA HEALTH PLUS FUND	1	10367314	0	0	10367314	1.72	10367314	0	10367314	1.72	0	0.00	0	0.00	NA	NA	10367314
(g)	Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(h)	Provident Funds/Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(i)	Any Other (Kuwait Investment Authority & Doosan Power Systems India Private Limited)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0
	Foreign Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	FOREIGN NATIONALS	2	10200	0	0	10200	0.00	10200	0	10200	0.00	0	0.00	0	0.00	NA	NA	10200
	Sub Total (B)(1)	**115**	**148699236**	**0**	**0**	**148699236**	**24.64**	**148699236**	**0**	**148699236**	**24.64**	**0**	**0.00**	**0**	**0.00**	**NA**	**NA**	**148699236**
(2)	Central Government/State Government(s)/President of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(2)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**NA**	**NA**	**0**
(3)	Non-Institutions																	
(a)	i.Individual shareholders holding nominal share capital up to Rs.2 lakhs	366926	30751758	0	0	30751758	5.09	30751758.3	0	30751758	5.09	0	0.00	0	0.00	NA	NA	30680608
	ii.Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	83	15171743	0	0	15171743	2.51	15171743	0	15171743	2.51	0	0.00	0	0.00	NA	NA	15171743
	JHUNJHUNWALA RAKESH RADHESHYAM	1	8500000	0	0	85000000	14.08	85000000	0	85000000	14.08	0	0.00	0	0.00	NA	NA	85000000
													0.00					
(b)	NBFCs Registered with RBI	8	24630	0	0	24630	0.00	24630	0	24630	0.00	0	0.00	0	0.00	NA	NA	24630
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Overseas Depositories (Holding DRs)(Balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Any Other												0.00					
	CLEARING MEMBERS	221	448966	0	0	448966	0.07	448966	0	448966	0.07	0	0.00	0	0.00	NA	NA	448966
	BODIES CORPORATES	1412	11126660	0	0	11126660	1.84	11126660	0	11126660	1.84	0	0.00	0	0.00	NA	NA	11126660
	NON RESIDENT INDIANS	2406	1045975	0	0	1045975	0.17	1045975	0	1045975	0.17	0	0.00	0	0.00	NA	NA	1045975
	NON RESIDENT INDIAN NON REPATRIABLE	1531	389059	0	0	389059	0.06	389059	0	389059	0.06	0	0.00	0	0.00	NA	NA	389059
	TRUSTS	9	6370	0	0	6370	0.00	6370	0	6370	0.00	0	0.00	0	0.00	NA	NA	6370
	QUALIFIED INSTITUTIONAL BUYER	3	483213			483213	0.08	483213		483213	0.08	0	0.00	0	0.00	NA	NA	483213
	Sub Total (B)(3)	**372599**	**59448374**	**0**	**0**	**59448374**	**9.85**	**59448374**	**0**	**59448374**	**9.85**	**0**	**0.00**	**0**	**0**	**NA**	**NA**	**59377223**
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	**372714**	**208147610**	**0**	**0**	**208147610**	**34.48**	**208147610**	**0**	**208147610**	**34.48**	**0**	**0.00**	**0**	**0**	**NA**	**NA**	**208076459**

Details of shareholders acting as person in Concert including their Shareholding (No. And %) :
Details of Shares which remain unclaimed may be given hear along with details such as number of Shareholders, Outstanding shares held in demat/unclaimed suspense account, Voting Rights which are forezent etc.
No of Cases: 13
No of Shares : 16192

GMR INFRASTRUCTURE LIMITED

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total								
(1)	Custodian/ DR Holder																		
(a)	Name of DR Holder (if available)	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Employee Benefit Trust(under SEBI Share based Employee benefit Regulations, 2014)		0	0	0	0	0	0.00	0		0	0.00	0	0.00	0	0	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total NonPromoter- Non Public Shareholding (C)= (C)(1)+(C)(2)			0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0

GMR INFRASTRUCTURE LIMITED

Table V- Statement showing details of significant beneficial owners (SBOs)

Sr. No	Details of the SBO (I)			Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*: (III)		Date of creation / acquisition of significant beneficial interest# (IV)
	Name	PAN/ Passport No. in case of a foreign national	Nationality	Name	PAN / Passport No. in case of a foreign national	Nationality	Whether by virtue of:		
							Shares	%	
							Voting rights	%	
							Rights on distributable dividend or any other distribution	%	
							Exercise of control		
							Exercise of significant influence		
None of the shareholders of the Company hold more than 10% shares/voting rights in the Company, except the holding company viz. 'GMR Enterprises Private Limited (GEPL) through other subsidiary companies, which holds 64.73% of the paid-up equity share capital of the Company. Accordingly, the provisions of the Companies (Significant Beneficial Owners) Rules, 2018 does not apply to the Company, except for intimation of Corporate Identification Number of GEPL in e-form BEN-2 with Ministry of Corporate Affairs. Thus, the declaration 'Whether the listed entity has any significant beneficial owner? is marked as 'No'.									

* In case the nature of the holding/ exercise of the right of a SBO falls under multiple categories specified under (a) to (e) under Column III, multiple rows
for the same SBO shall be inserted accordingly for each of the categories.
This column shall have the details as specified by the listed entity under Form No. BEN-2 as submitted to the Registrar.

Note: Based on the present shareholding of GMR Infrastructure Limited as on June 30, 2020

GMR Power And Urban Infra Ltd.

GMR INFRASTRUCTURE LIMITED

Corporate Office:
New Shakti Bhawan Building 302
New Udaan Bhawan Complex
Opp. Terminal-3, IGI Airport
New Delhi-110037
CIN: U40102MH2011PLC291663
T +91 11 49882200
W www.gmrgroup.in

Holding of Specified securities

1.	Name of Entity	**GMR Power Infra Limited**
2.	Scrip Code/Name of Scrip/Class of Security	**Not Appplicable**
3.	Share Holding Pattern Filed under	**:Regulation 31(1)(b)**
	a. if under 31(1)(b) then indicate the report for quarter ending	**:NA**
	b. if under 31(1)(c) then indicate date of allotment/extinguishment	**:NA**

4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

	Particulars	YES*	NO*
a	Whether the Listed Entity has issued any partly paid up shares		NA
b	Whether the Listed Entity has issued any Convertible Securities ~~or~~ Warrants?		NA
c	Whether the Listed Entity has any shares against which depository receipts are issued?		NA
d	Whether the Listed Entity has any shares in locked-in?		NA
e	Whether any shares held by promoters are pledge or otherwise encumbered?		NA
f	Whether the listed entity has any significant beneficial owner?		NA

*if the Listed Entity selectes the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5 The tabular format for disclosure of holding of specified securities is as follows:

GMR Power Infra Limited

GMR INFRASTRUCTURE LIMITED

ISO 14001 REGISTERED

Regd. Office:
701, 7th Floor,
Naman Centre, Plot No. C-31, Bandra Kurla Complex, Bandra East, Mumbai - 400051

Table I - Summary Statement holding of specified securities

Cate gory	Category of Share	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	8	1699660	0	0	1699660	100.00	1699660	0	1699660	100.00	0	100.00	0	0.00			0
(B)	Public					0	0.00	0	0	0	0.00	-	0.00	0	0.00	NA	NA	
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
(C2)	Shares held by Employes Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	Total:	8	1699660	0	0	1699660	100.00	1699660	0	1699660	100.00	0	100.00	0	0.00	0	0.00	0

GMR INFRASTRUCTURE LIMITED

GMR Power Infra Limited

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities: No of Voting Rights: Class X	Class Y	Total	Total as a % of (A+B+C)	No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares: No.	As a % of total Shares held	Number of Shares pledged or otherwise encumbered: No.	As a % of total Shares held	Number of equity shares held in dematerialized form
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Indian																	
(a)	Individuals/Hindu undivided Family			0	0				0		0.00		0.00	0	0.00			
(b)	Central Government/State Government(s)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other	8,50,000	8,50,000	0	0	8,50,000	50.01	8,50,000	0	8,50,000	50.01	0	0.00	0	0.00	0	0.00	0
	GMR Infrastructure Limited	8,49,485	8,49,485	0	0	8,49,485	49.98	8,49,485	0	8,49,485	49.98	0	0.00	0	0.00	0	0.00	0
	Dhruvi Securities Private Limited (Nominee of GIL)	1	1	0	0	1	0.00	1	0	1	0.00	0	0.00	0	0.00	0	0.00	0
	GMR Business Process and Services Private Limited (Nominee of GIL)	1	1	0	0	1	0.00	1	0	1	0.00	0	0.00	0	0.00	0	0.00	0
	GMR Corporate Affairs Private Limited (Nominee of GIL)	1	1	0	0	1	0.00	1	0	1	0.00	0	0.00	0	0.00	0	0.00	0
	GMR Aerostructure Private Limited (Nominee of GIL)	1	1	0	0	1	0.00	1	0	1	0.00	0	0.00	0	0.00	0	0.00	0
	Mr. S.N. Barde (Nominee of GIL)	1	1	0	0	1	0.00	1	0	1	0.00	0	0.00	0	0.00	0	0.00	0
	GMR Generation Assets Limited	510	510			510	0.03	510	0	510	0.03	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(1)	**850000**	**850000**	0	0	**850000**	**50.01**	**850000**	0	**850000**	**50.01**	0	0.00	0	0.00	0	0.00	0
(2)	Foreign																	
(a)	Individuals (Non-Resident Individuals/Foreign Individuals	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
													0.00					
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other	8,49,660	8,49,660	0	0	8,49,660	49.99	8,49,660	0	849660	49.99	0	0.00	0	0.00	0	0.00	0
	GMR Energy Projects (Mauritius) Limited	8,49,660	8,49,660	0	0	8,49,660	49.99	8,49,660	0	8,49,660	49.99	0	0	0	0	0	0	0
	Sub-Total (A)(2)	**849660**	**849660**	0	0	**849660**	**49.99**	**849660**	0	**849660**	**49.99**	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**1699660**	**1699660**	0	0	**1699660**	**100.00**	**1699660**	0	**1699660**	**100.00**	0	0.00	0	0.00	0		0

GMR INFRASTRUCTURE LIMITED

GMR Power Infra Limited

Table III - Statement showing shareholding pattern of the Public shareholder

Categ ory	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares	
								Class X	Class Y	Total								
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Institutions																	
(a)	Mutual Funds			0	0				0			0		0	0.00	NA	NA	
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Foreign Portfolio Investors			0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	
(f)	Financial Institutions/Banks			0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	
(g)	Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	
(h)	Provident Funds/Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Foreign Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	Sub Total (B)(1)															**NA**	**NA**	
(2)	Central Government/State Government(s)/President of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(2)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**NA**	**NA**	**0**
(3)	Non-Institutions																	
(a)	i.Individual shareholders holding nominal share capital up to Rs 2 lakhs	0	0	0	0	0	0.00	0	0	0	0.00	0		0	0.00	NA	NA	306806077
	ii.Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	0	0	0	0	0	0.00	0	0	0	0.00	0		0	0.00	NA	NA	0
(b)	NBFCs Registered with RBI			0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Overseas Depositories (Holding DRs)(Balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Any Other												0.00					
	Sub Total (B)(3)															**NA**	**NA**	
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**		**0.00**	**0**	**0**	**NA**	**NA**	**0**

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total								
(1)	Custodian/ DR Holder																		
(a)	Name of DR Holder (if available)	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Employee Benefit Trust(under SEBI Share based Employee benefit Regulations, 2014)		0	0	0	0	0	0.00	0		0	0.00	0	0.00	0	0	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total NonPromoter- Non Public Shareholding (C)= (C)(1)+(C)(2)			0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0

Table V- Statement showing details of significant beneficial owners (SBOs)

Sr. No	Details of the SBO (I)			Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*: (III)		Date of creation / acquisition of significant beneficial interest# (IV)
	Name	PAN/ Passport No. in case of a foreign national	Nationality	Name	PAN / Passport No. in case of a foreign national	Nationality	Whether by virtue of:		
							Shares	%	
							Voting rights	%	
							Rights on distributable dividend or any other distribution	%	
							Exercise of control		
							Exercise of significant influence		
None of the shareholders of the Company hold more than 10% shares/voting rights in the Company, except the holding company viz. 'GMR Infrastructure Limited (GIL) along with its subsidiaries companies namely GMR Generation Assets Limited and GMR Energy Projects (Mauritius) Limited, which holds 100% of the paid-up equity share capital of the Company. Accordingly, the provisions of the Companies (Significant Beneficial Owners) Rules, 2018 does not apply to the Company, except for intimation of Corporate Identification Number of holding reporting company i.e., GIL in e-form BEN-2 with Ministry of Corporate Affairs. Further, the Ultimate Holding Company i.e., GMR Enterprises Private Limited CIN U74900TN2007PTC102389 has filed e-form BEN-2 disclosing its SBOs.									

* In case the nature of the holding/ exercise of the right of a SBO falls under multiple categories specified under (a) to (e) under Column III, multiple rows
for the same SBO shall be inserted accordingly for each of the categories.
This column shall have the details as specified by the listed entity under Form No. BEN-2 as submitted to the Registrar.

GMR Power Infra Limited

GMR INFRASTRUCTURE LIMITED

GMR Power Infra Limited

GMR
Corporate Office:
New Shakti Bhawan Building 302
New Udaan Bhawan Complex
Opp. Terminal-3, IGI Airport
New Delhi-110037
CIN: U40102MH2011PLC291663
T +91 11 49882200
W www.gmrgroup.in

Holding of Specified securities
Post Arrangement Shareholding Pattern

1. Name of Entity — GMR Power Infra Limited
2. Scrip Code/Name of Scrip/Class of Security — Post shareholding pattern is Not Applicable as GPIL will stand amalgamated with GIL pursuant to the scheme

3. Share Holding Pattern Filed under :Regulation 31(1)(b)
   a. if under 31(1)(b) then indicate the report for quarter ending : NA
   b. if under 31(1)(c) then indicate date of allotment/extinguishment :NA

4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

	Particulars	YES*	NO*
a	Whether the Listed Entity has issued any partly paid up shares		NA
b	Whether the Listed Entity has issued any Convertible Securities or Warrants?		NA
c	Whether the Listed Entity has any shares against which depository receipts are issued?		NA
d	Whether the Listed Entity has any shares in locked-in?		NA
e	Whether any shares held by promoters are pledge or otherwise encumbered?		NA
f	Whether the listed entity has any significant beneficial owner?		NA

5 The tabular format for disclosure of holding of specified securities is as follows:

GMR Power Infra Limited
GMR Infrastructure Limited

ISO 14001 REGISTERED
DNV
MGMT. SYS. RvA C 475
DNV Certification B.V., The Netherlands

Regd. Office:
701, 7th Floor,
Naman Centre, Plot No. C-31,
Bandra Kurla Complex, Bandra
East, Mumbai - 400051

Table I - Summary Statement holding of specified securities

Cate gory	Category of Share	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00			
(B)	Public					0	0.00	0	0	0	0.00	-	0.00	0	0.00	NA	NA	
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
(C2)	Shares held by Employes Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	Total:	0	0	0	0	0	0.00	0	0	0	0.00	0	100.00	0	0.00	NA	NA	0

GMR INFRASTRUCTURE LIMITED

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Indian																	
(a)	Individuals/Hindu undivided Family			0	0			0	0		0.00		0.00	0	0.00			
(b)	Central Government/State Government(s)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(1)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(2)	Foreign						0	0		0	0							
(a)	Individuals (Non-Resident Individuals/Foreign Individuals	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
							0	0		0	0		0.00					
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
							0	0		0	0							
(e)	Any Other	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0		0

GMR Power Infra Limited

GMR INFRASTRUCTURE LIMITED

Table III - Statement showing shareholding pattern of the Public shareholder

Categ ory	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares	
								Class X	Class Y	Total								
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Institutions																	
(a)	Mutual Funds			0	0				0			0		0	0.00	NA	NA	
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Foreign Portfolio Investors			0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	
(f)	Financial Institutions/Banks			0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	
(g)	Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	
(h)	Provident Funds/Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Foreign Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	Sub Total (B)(1)															NA	NA	
(2)	Central Government/State Government(s)/President of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(2)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	0	**0.00**	**0**	**0.00**	**NA**	**NA**	**0**
(3)	Non-Institutions																	
(a)	i Individual shareholders holding nominal share capital up to Rs.2 lakhs			0	0	0	0.00	0	0	0	0.00	0		0	0.00	NA	NA	306806077
	ii Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs			0	0	0	0.00	0	0	0	0.00	0		0	0.00	NA	NA	0
(b)	NBFCs Registered with RBI			0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Overseas Depositories (Holding DRs)(Balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Any Other												0.00					
	Sub Total (B)(3)															NA	NA	
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**		**0.00**	**0**	**0**	**NA**	**NA**	**0**

GMR Power Infra Limited

GMR INFRASTRUCTURE LIMITED

GMR

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total								
(1)	Custodian/ DR Holder																		
(a)	Name of DR Holder (if available)	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Employee Benefit Trust(under SEBI Share based Employee benefit Regulations, 2014)		0	0	0	0	0	0.00	0		0	0.00	0	0.00	0	0	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total NonPromoter- Non Public Shareholding (C)= (C)(1)+(C)(2)			0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0

Table V- Statement showing details of significant beneficial owners (SBOs)

Sr. No	Details of the SBO (I)			Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*: (III)		Date of creation / acquisition of significant beneficial interest# (IV)
	Name	PAN/ Passport No. in case of a foreign national	Nationality	Name	PAN / Passport No. in case of a foreign national	Nationality	Whether by virtue of:		
							Shares	%	
							Voting rights	%	
							Rights on distributable dividend or any other distribution	%	
							Exercise of control		
							Exercise of significant influence		
Not Applicable									

* In case the nature of the holding/ exercise of the right of a SBO falls under multiple categories specified under (a) to (e) under Column III, multiple rows for the same SBO shall be inserted accordingly for each of the categories.

This column shall have the details as specified by the listed entity under Form No. BEN-2 as submitted to the Registrar.

GMR Power Infra Limited

GMR INFRASTRUCTURE LIMITED

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New Delhi-110037
CIN: L45203MH1996PLC281138
T +91 11 42532600
F +91 11 47197181
W www.gmrgroup.in
E Gil.Cosecy@gmrgroup.in

Holding of Specified securities
Pre-Arrangement Share Holding Pattern

1.	Name of Listed Entity	**:GMR Infrastructure Limited**
2.	Scrip Code/Name of Scrip/Class of Security	**: 532754 / GMRINFRA / Equity Shares**
3.	Share Holding Pattern Filed under	**:Regulation 31(1)(b)**
	a. if under 31(1)(b) then indicate the report for quarter ending	**: June 30, 2020**
	b. if under 31(1)(c) then indicate date of allotment/extinguishment	**:NA**

4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

	Particulars	YES*	NO*
a	Whether the Listed Entity has issued any partly paid up shares		NO
b	Whether the Listed Entity has issued any Convertible Securities or Warrants?	YES	
c	Whether the Listed Entity has any shares against which depository receipts are issued?		NO
d	Whether the Listed Entity has any shares in locked-in?		NO
e	Whether any shares held by promoters are pledge or otherwise encumbered?	YES	
f	Whether the listed entity has any significant beneficial owner?		NO

*if the Listed Entity selectes the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5 The tabular format for disclosure of holding of specified securities is as follows:

GMR INFRASTRUCTURE LIMITED

Registered Office:
Plot No. C-31, G Block
7th Floor, Naman Centre
Bandra Kurla Complex (Opp. Dena Bank)
Bandra(East), Mumbai-400 051

Table I - Summary Statement holding of specified securities

Category	Category of Share	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	20	3954469176	0	0	3954469176	65.52	3954469176	0	3954469176	65.52	0	65.52	0	0.00	2976806942	75.28	3954469176
(B)	Public	372714	2081476099	0	0	2081476099	34.48	2081476099	0	2081476099	34.48	-	34.48	0	0.00	NA	NA	2080764593
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
(C2)	Shares held by Employes Trusts	o	o	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	Total:	372734	6035945275	0	0	6035945275	100.00	6035945275	0	6035945275	100.00	0	100.00	0	0.00	2976806942	75.28	6035233769

Note: 1) The Company issued and allotted USD 300,000,000 principal amount of 7.5 per cent foreign currency convertible bonds (FCCBs), convertible into fully paid up equity shares of the Company having face value of Re. 1 each (the "Conversion Shares") at a price of Rs. 18 per equity share to "Kuwait Investment Authority" on December 10, 2015. The Bonds may be converted into the shares in accordance with the terms of the Bonds after 18 months. The optional conversion price in respect of FCCB is Rs. 18 per share. After considering into the optional conversion price is as Rs. 18 per shares, FCCBs are converted into 1112341611 Equity shares (Approximately)

2) Total 2 OCDs aggregating to Rs. 1148395370 may be converted into equity shares as per respective pricing formula. The 2 OCDs may converted into 70888603 equity shares of Re. 1/- each (Approximately) as per respective pricing formula .

GMR INFRASTRUCTURE LIMITED

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)		(IX)			(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Indian																	
(a)	Individuals/Hindu undivided Family	12	9660070	0	0	9660070	0.16	9660070	0	9660070	0.16	0	0.13	0	0.00	0	0.00	9660070
	MALLIKARJUNA RAO GRANDHI (HUF)	1	1478000	0	0	1478000	0.02	1478000	0	1478000	0.02	0	0.02	0	0.00	0	0.00	1478000
	GRANDHI BUTCHI SANYASI RAJU (HUF)	1	292500	0	0	292500	0.00	292500	0	292500	0.00	0	0.00	0	0.00	0	0.00	292500
	KIRANKUMAR GRANDHI (HUF)	1	200000	0	0	200000	0.00	200000	0	200000	0.00	0	0.00	0	0.00	0	0.00	200000
	SRINIVAS BOMMIDALA (HUF)	1	200000	0	0	200000	0.00	200000	0	200000	0.00	0	0.00	0	0.00	0	0.00	200000
	MALLIKARJUNA RAO GRANDHI	1	253330	0	0	253330	0.00	253330	0	253330	0.00	0	0.00	0	0.00	0	0.00	253330
	G VARALAKSHMI	1	942660	0	0	942660	0.02	942660	0	942660	0.02	0	0.01	0	0.00	0	0.00	942660
	SRINIVAS BOMMIDALA	1	251660	0	0	251660	0.00	251660	0	251660	0.00	0	0.00	0	0.00	0	0.00	251660
	KIRANKUMAR GRANDHI	1	672160	0	0	672160	0.01	672160	0	672160	0.01	0	0.01	0	0.00	0	0.00	672160
	GRANDHI RAGINI	1	2513700	0	0	2513700	0.04	2513700	0	2513700	0.04	0	0.03	0	0.00	0	0.00	2513700
	G B S RAJU	1	251660	0	0	251660	0.00	251660	0	251660	0.00	0	0.00	0	0.00	0	0.00	251660
	B RAMA DEVI	1	255900	0	0	255900	0.00	255900	0	255900	0.00	0	0.00	0	0.00	0	0.00	255900
	GRANDHI SMITHA RAJU	1	2348500	0	0	2348500	0.04	2348500	0	2348500	0.04	0	0.03	0	0.00	0	0.00	2348500
(b)	Central Government/State Government(s)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other	8	3944809106	0	0	3944809106	65.36	3944809106	0	3944809106	65.36	0	54.64	0	0.00	0	0.00	3944809106
	GMR ENTERPRISES PRIVATE LIMITED	1	3101143150	0	0	3101143150	51.38	3101143150	0	3101143150	51.38	0	42.96	0	0.00	2534991967	81.74	3101143150
	VARALAKSHMI ENTERPRISES LLP	1	6704975	0	0	6704975	0.11	6704975	0	6704975	0.11	0	0.09	0	0.00	6704975	100.00	6704975
	GMR INFRA VENTURES LLP	1	31321815	0	0	31321815	0.52	31321815	0	31321815	0.52	0	0.43	0	0.00	0	0.00	31321815
	GMR BUSINESS AND CONSULTANCY LLP	1	805635166	0	0	805635166	13.35	805635166	0	805635166	13.35	0	11.16	0	0.00	435110000	54.01	805635166
	Cadence Retail Private Limited	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	GRANDHI BUCHI SANYASI RAJU AND SATYAVATHI SMITHA TRUST - Mr. G.B.S. Raju, Trustee	1	1000	0	0	1000	0.00	1000	0	1000	0.00	0	0.00	0	0.00	0	0.00	1000
	GRANDHI KIRAN KUMAR AND RAGINI TRUST - Mr. G. Kiran Kumar, Trustee	1	1000	0	0	1000	0.00	1000	0	1000	0.00	0	0.00	0	0.00	0	0.00	1000
	GRANDHI VARALAKSHMI MALLIKARJUNA RAO TRUST - Mr. G. Mallikarjuna Rao, Trustee	1	1000	0	0	1000	0.00	1000	0	1000	0.00	0	0.00	0	0.00	0	0.00	1000
	SRINIVAS BOMMIDALA AND RAMADEVI TRUST - Mr. Srinivas Bommidala, Trustee	1	1000	0	0	1000	0.00	1000	0	1000	0.00	0	0.00	0	0.00	0	0.00	1000
	Sub-Total (A)(1)	**20**	**3954469176**	**0**	**0**	**3954469176**	**65.52**	**3954469176**	**0**	**3954469176**	**65.52**	**0**	**54.78**	**0**	**0.00**	**2976806942**	**75.28**	**3954469176**
(2)	Foreign																	
(a)	Individuals (Non-Resident Individuals/Foreign Individuals	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
													0.00					
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**20**	**3954469176**	**0**	**0**	**3954469176**	**65.52**	**3954469176**	**0**	**3954469176**	**65.52**	**0**	**54.78**	**0**	**0.00**	**2976806942**	**75.28**	**3954469176**

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Table III - Statement showing shareholding pattern of the Public shareholder

Cat eg ory	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares	
								Class X	Class Y	Total								
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Institutions																	
(a)	Mutual Funds	11	38758815	0	0	38758815	0.64	38758815	0	38758815	0.64	0	0.54	0	0.00	NA	NA	38758815
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Foreign Portfolio Investors	90	1252017188	0	0	1252017188	20.74	1252017188	0	1252017188	20.74	0	17.34	0	0.00	NA	NA	1252017188
	LETKO BROSSEAU EMERGING MARKETS EQUITY FUND	1	77500000	0	0	77500000	1.28	77500000	0	77500000	1.28	0	1.07	0	0.00	NA	NA	77500000
	DVI FUND MAURITIUS LTD	1	537191459	0	0	537191459	8.90	537191459	0	537191459	8.90	0	7.44	0	0.00	NA	NA	537191459
	ASN INVESTMENTS LIMITED	1	439069922	0	0	439069922	7.27	439069922	0	439069922	7.27	0	6.08	0	0.00	NA	NA	439069922
(f)	Financial Institutions/Banks	12	196114361	0	0	196114361	3.25	196114361	0	196114361	3.25	0	2.72	0	0.00	NA	NA	196114361
	LIC OF INDIA HEALTH PLUS FUND	1	103673136	0	0	103673136	1.72	103673136	0	103673136	1.72	0	1.44	0	0.00	NA	NA	103673136
(g)	Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(h)	Provident Funds/Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(i)	Any Other (Kuwait Investment Authority & Doosan Power Systems India Private Limited)	0	0	0	0	0	0.00	0	0	0	0.00	1183230214	16.39	0	0	0	0	0
	Foreign Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	FOREIGN NATIONALS	2	102000	0	0	102000	0.00	102000	0	102000	0.00	0	0.00	0	0.00	NA	NA	102000
	Sub Total (B)(1)	**115**	**1486992364**	**0**	**0**	**1486992364**	**24.64**	**1486992364**	**0**	**1486992364**	**24.64**	**1183230214**	**36.99**	**0**	**0.00**	**NA**	**NA**	**1486992364**
(2)	Central Government/State Government(s)/President of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(2)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**NA**	**NA**	**0**
(3)	Non-Institutions																	
(a)	i.Individual shareholders holding nominal share capital up to Rs.2 lakhs	366926	307517583	0	0	307517583	5.09	307517583	0	307517583	5.09	0	4.26	0	0.00	NA	NA	306806077
	ii.Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	83	151717426	0	0	151717426	2.51	151717426	0	151717426	2.51	0	2.10	0	0.00	NA	NA	151717426
	JHUNJHUNWALA RAKESH RADHESHYAM	1	85000000	0	0	85000000	1.41	85000000	0	85000000	1.41	0	1.18	0	0.00	NA	NA	85000000
(b)	NBFCs Registered with RBI	8	246301	0	0	246301	0.00	246301	0	246301	0.00	0	0.00	0	0.00	NA	NA	246301
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Overseas Depositories (Holding DRs)(Balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Any Other												0.00					
	CLEARING MEMBERS	221	4489656	0	0	4489656	0.07	4489656	0	4489656	0.07	0	0.06	0	0.00	NA	NA	4489656
	BODIES CORPORATES	1412	111266597	0	0	111266597	1.84	111266597	0	111266597	1.84	0	1.54	0	0.00	NA	NA	111266597
	NON RESIDENT INDIANS	2406	10459752	0	0	10459752	0.17	10459752	0	10459752	0.17	0	0.14	0	0.00	NA	NA	10459752
	NON RESIDENT INDIAN NON REPATRIABLE	1531	3890590	0	0	3890590	0.06	3890590	0	3890590	0.06	0	0.05	0	0.00	NA	NA	3890590
	TRUSTS	9	63703	0	0	63703	0.00	63703	0	63703	0.00	0	0.00	0	0.00	NA	NA	63703
	QUALIFIED INSTITUTIONAL BUYER	3	4832127			4832127	0.08	4832127		4832127	0.08	0	0.07	0	0.00	NA	NA	4832127
	Sub Total (B)(3)	**372599**	**594483735**	**0**	**0**	**594483735**	**9.85**	**594483735**	**0**	**594483735**	**9.85**	**0**	**8.23**	**0**	**0**	**NA**	**NA**	**593772229**
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	**372714**	**2081476099**	**0**	**0**	**2081476099**	**34.48**	**2081476099**	**0**	**2081476099**	**34.48**	**1183230214**	**45.22**	**0**	**0**	**NA**	**NA**	**2080764593**

Details of shareholders acting as person in Concert including their Shareholding (No. And %) :

Details of Shares which remain unclaimed may be given hear along with details such as number of Shareholders, Outstanding shares held in demat/unclaimed suspense account, Voting Rights which are forezent etc.

No of Cases: 13

No of Shares : 17924

GMR INFRASTRUCTURE LIMITED

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total								
(1)	Custodian/ DR Holder																		
(a)	Name of DR Holder (if available)	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Employee Benefit Trust(under SEBI Share based Employee benefit Regulations, 2014)		0	0	0	0	0	0.00	0		0	0.00	0	0.00	0	0	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total NonPromoter- Non Public Shareholding (C)= (C)(1)+(C)(2)			0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0

GMR INFRASTRUCTURE LIMITED

Table V- Statement showing details of significant beneficial owners (SBOs)

Sr. No	Details of the SBO (I)			Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*: (III)		Date creation / acquisition of significant beneficial interest # (IV)
	Name	PAN/ Passport No. in case of a foreign national	Nationality	Name	PAN / Passport No. in case of a foreign national	Nationality	Whether by virtue of:		
							Shares	%	
							Voting rights	%	
							Rights on distributable dividend or any other distribution	%	
							Exercise of control		
							Exercise of significant influence		
None of the shareholders of the Company hold more than 10% shares/voting rights in the Company, except the holding company viz. 'GMR Enterprises Private Limited (GEPL) through other subsidiary companies, which holds 64.73% of the paid-up equity share capital of the Company. Accordingly, the provisions of the Companies (Significant Beneficial Owners) Rules, 2018 does not apply to the Company, except for intimation of Corporate Identification Number of GEPL in e-form BEN-2 with Ministry of Corporate Affairs. Thus, the declaration 'Whether the listed entity has any significant beneficial owner?' is marked as 'No'.									

* In case the nature of the holding/ exercise of the right of a SBO falls under multiple categories specified under (a) to (e) under Column III, multiple rows
for the same SBO shall be inserted accordingly for each of the categories.
This column shall have the details as specified by the listed entity under Form No. BEN-2 as submitted to the Registrar.

GMR INFRASTRUCTURE LIMITED

Corporate Office:
New Udaan Bhawan, Opp. Terminal-3
Indira Gandhi International Airport
New Delhi-110037
CIN: L45203MH1996PLC281138
T +91 11 42532600
F +91 11 47197181
W www.gmrgroup.in
E Gil.Cosecy@gmrgroup.in

Holding of Specified securities
Post Arrangement Share Holding Pattern

1.	Name of Listed Entity	:GMR Infrastructure Limited
2.	Scrip Code/Name of Scrip/Class of Security	: 532754 / GMRINFRA / Equity Shares
3.	Share Holding Pattern Filed under	:Regulation 31(1)(b)
	a. if under 31(1)(b) then indicate the report for quarter ending	: June 30, 2020
	b. if under 31(1)(c) then indicate date of allotment/extinguishment	:NA

4. Declaration : The Listed entity is required to submit the following declaration to the extent of submission of information:

	Particulars	YES*	NO*
a	Whether the Listed Entity has issued any partly paid up shares		NO
b	Whether the Listed Entity has issued any Convertible Securities or Warrants?	YES	
c	Whether the Listed Entity has any shares against which depository receipts are issued?		NO
d	Whether the Listed Entity has any shares in locked-in?		NO
e	Whether any shares held by promoters are pledge or otherwise encumbered?	YES	
f	Whether the listed entity has any significant beneficial owner?		NO

*if the Listed Entity selectes the option 'NO' for the questions above, the columns for the partly paid up shares, Outstanding Convertible Securities/Warrants, depository receipts, locked-in shares, No of shares pledged or otherwise encumbered by promoters, as applicable, shall not be displayed at the time of dissemination on the Stock Exchange website. Also wherever there is 'No' declared by Listed entity in above table the values will be considered as 'Zero' by default on submission of the format of holding of specified securities.

5 The tabular format for disclosure of holding of specified securities is as follows:

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7th Floor, Naman Centre
Bandra Kurla Complex (Opp. Dena Bank)
Bandra(East), Mumbai-400 051

Table I - Summary Statement holding of specified securities

Cate gory	Category of Share	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (VII) = (IV)+(V)+(VI)	Shareholding as a % of total no of shares (As a % of (A+B+C2))	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total	No.	As a % of total Shares held	
								Class X	Class Y	Total								
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(A)	Promoter & Promoter Group	20	3954469176	0	0	3954469176	65.52	3954469176	0	3954469176	65.52	0	54.78	0	0.00	2976806942	75.28	3954469176
(B)	Public	372714	2081476099	0	0	2081476099	34.48	2081476099	0	2081476099	34.48	1,18,32,30,214	45.22	0	0.00	NA	NA	2080764593
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	NA	NA	0
(C1)	Shares underlying DRs	0	0	0	0	0	NA	0	0	0	0.00	0	NA	0	0.00	NA	NA	0
(C2)	Shares held by Employes Trusts	o	o	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	Total:	372734	6035945275	0	0	6035945275	100.00	6035945275	0	6035945275	100.00	1183230214	100.00	0	0.00	2976806942	75.28	6035233769

Note: 1) The Demerged Company issued and allotted USD 300,000,000 principal amount of 7.5 per cent foreign currency convertible bonds (FCCBs), convertible into fully paid up equity shares of the Company having face value of Re. 1 each (the "Conversion Shares") at a price of Rs. 18 per equity share to "Kuwait Investment Authority" on December 10, 2015. After considering the optional conversion price of Rs. 18 per shares, FCCBs may be converted into 1112341611 Equity shares (Approximately). Further, to the extent outstanding FCCBs vesting into the Resulting Company as per the scheme post capital structure may modified.

2) Total 2 OCDs aggregating to Rs. 1148395370 may be converted into equity shares as per respective pricing formula. The 2 OCDs may be converted into 70888603 equity shares of Re. 1/- each (Approximately) as per respective pricing formula . Further, to the extent outstanding OCDs vesting into the Resulting Company as per the scheme post capital structure may modified.

3) The following post scheme share capital details assumes the issued, subscribed and paid-up capital of GIL as on June 30, 2020. Please note that the actual post scheme share capital is subject to variation, including on account of further issuances pursuant to the approval of the Board of Directors of the Demerged Company dated August 27, 2020, and the approval of the shareholders of Demerged Company dated September 21, 2020, for raising of funds through issuance and allotment of equity shares, non-convertible debentures along with warrants and/or convertible securities other than warrants ("Securities") to qualified institutional buyers ("QIBs") through one or more qualified institutions placements ("QIP"), pursuant to and in accordance with Chapter VI of the SEBI ICDR Regulations, as applicable, in one or more tranches. Any alteration in the capital structure due to any such event will suitably be reflected in the Scheme before it is filed with the National Company Law Tribunal, Mumbai, and will be intimated to Stock Exchanges. Further, post-scheme share capital is also subject to treatment of fractional entitlements in terms of Clause 30.6 of the Scheme

GMR INFRASTRUCTURE LIMITED

Table II - Statement showing shareholding pattern of the Promoter and Promoter Group

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
								Class X	Class Y	Total								
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Indian																	
(a)	Individuals/Hindu undivided Family	12	9660070	0	0	9660070	0.16	9660070	0	9660070	0.16	0	0.13	0	0.00	0	0.00	9660070
	MALLIKARJUNA RAO GRANDHI (HUF)	1	1478000	0	0	1478000	0.02	1478000	0	1478000	0.02	0	0.02	0	0.00	0	0.00	1478000
	GRANDHI BUTCHI SANYASI RAJU (HUF)	1	292500	0	0	292500	0.00	292500	0	292500	0.00	0	0.00	0	0.00	0	0.00	292500
	KIRANKUMAR GRANDHI (HUF)	1	200000	0	0	200000	0.00	200000	0	200000	0.00	0	0.00	0	0.00	0	0.00	200000
	SRINIVAS BOMMIDALA (HUF)	1	200000	0	0	200000	0.00	200000	0	200000	0.00	0	0.00	0	0.00	0	0.00	200000
	MALLIKARJUNA RAO GRANDHI	1	253330	0	0	253330	0.00	253330	0	253330	0.00	0	0.00	0	0.00	0	0.00	253330
	G VARALAKSHMI	1	942660	0	0	942660	0.02	942660	0	942660	0.02	0	0.01	0	0.00	0	0.00	942660
	SRINIVAS BOMMIDALA	1	251660	0	0	251660	0.00	251660	0	251660	0.00	0	0.00	0	0.00	0	0.00	251660
	KIRANKUMAR GRANDHI	1	672160	0	0	672160	0.01	672160	0	672160	0.01	0	0.01	0	0.00	0	0.00	672160
	GRANDHI RAGINI	1	2513700	0	0	2513700	0.04	2513700	0	2513700	0.04	0	0.03	0	0.00	0	0.00	2513700
	G B S RAJU	1	251660	0	0	251660	0.00	251660	0	251660	0.00	0	0.00	0	0.00	0	0.00	251660
	B RAMA DEVI	1	255900	0	0	255900	0.00	255900	0	255900	0.00	0	0.00	0	0.00	0	0.00	255900
	GRANDHI SMITHA RAJU	1	2348500	0	0	2348500	0.04	2348500	0	2348500	0.04	0	0.03	0	0.00	0	0.00	2348500
(b)	Central Government/State Government(s)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Financial Institutions/Banks	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(d)	Any Other	8	3944809106	0	0	3944809106	65.36	3944809106	0	3944809106	65.36	0	54.64	0	0.00	0	0.00	3944809106
	GMR ENTERPRISES PRIVATE LIMITED	1	3101143150	0	0	3101143150	51.38	3101143150	0	3101143150	51.38	0	42.96	0	0.00	2534991967	81.74	3101143150
	VARALAKSHMI ENTERPRISES LLP	1	6704975	0	0	6704975	0.11	6704975	0	6704975	0.11	0	0.09	0	0.00	6704975	100.00	6704975
	GMR INFRA VENTURES LLP	1	31321815	0	0	31321815	0.52	31321815	0	31321815	0.52	0	0.43	0	0.00	0	0.00	31321815
	GMR BUSINESS AND CONSULTANCY LLP	1	805635166	0	0	805635166	13.35	805635166	0	805635166	13.35	0	11.16	0	0.00	435110000	54.01	805635166
	Cadence Retail Private Limited	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	GRANDHI BUCHI SANYASI RAJU AND SATYAVATHI SMITHA TRUST - Mr. G.B.S. Raju, Trustee	1	1000	0	0	1000	0.00	1000	0	1000	0.00	0	0.00	0	0.00	0	0.00	1000
	GRANDHI KIRAN KUMAR AND RAGINI TRUST - Mr. G. Kiran Kumar, Trustee	1	1000	0	0	1000	0.00	1000	0	1000	0.00	0	0.00	0	0.00	0	0.00	1000
	GRANDHI VARALAKSHMI MALLIKARJUNA RAO TRUST - Mr. G. Mallikarjuna Rao, Trustee	1	1000	0	0	1000	0.00	1000	0	1000	0.00	0	0.00	0	0.00	0	0.00	1000
	SRINIVAS BOMMIDALA AND RAMADEVI TRUST - Mr. Srinivas Bommidala, Trustee	1	1000	0	0	1000	0.00	1000	0	1000	0.00	0	0.00	0	0.00	0	0.00	1000
	Sub-Total (A)(1)	**20**	**3954469176**	**0**	**0**	**3954469176**	**65.52**	**3954469176**	**0**	**3954469176**	**65.52**	**0**	**54.78**	**0**	**0.00**	**2976806942**	**75.28**	**3954469176**
(2)	Foreign																	
(a)	Individuals (Non-Resident Individuals/Foreign Individuals	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(b)	Government	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(c)	Institutions	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
													0.00					
(d)	Foreign Portfolio Investor	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
(e)	Any Other	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Sub-Total (A)(2)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**	**0.00**	**0**
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	**20**	**3954469176**	**0**	**0**	**3954469176**	**65.52**	**3954469176**	**0**	**3954469176**	**65.52**	**0**	**54.78**	**0**	**0.00**	**2976806942**	**75.28**	**3954469176**

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Table III - Statement showing shareholding pattern of the Public shareholder

Categ ory	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding converttible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
								No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares	
								Class X	Class Y	Total								
	(I)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)				(X)	(XI)	(XII)		(XIII)		(XIV)
(1)	Institutions																	
(a)	Mutual Funds	11	38758815	0	0	38758815	0.64	38758815	0	38758815	0.64	0	0.54	0	0.00	NA	NA	38758815
(b)	Venture Capital Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(c)	Alternate Investment Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Foreign Portfolio Investors	90	1252017188	0	0	1252017188	20.74	1252017188	0	1252017188	20.74	0	17.34	0	0.00	NA	NA	1252017188
	LETKO BROSSEAU EMERGING MARKETS EQUITY FUND	1	77500000	0	0	77500000	1.28	77500000	0	77500000	1.28	0	1.07	0	0.00	NA	NA	77500000
	DVI FUND MAURITIUS LTD	1	537191459	0	0	537191459	8.90	537191459	0	537191459	8.90	0	7.44	0	0.00	NA	NA	537191459
	ASN INVESTMENTS LIMITED	1	439069922	0	0	439069922	7.27	439069922	0	439069922	7.27	0	6.08	0	0.00	NA	NA	439069922
(f)	Financial Institutions/Banks	12	196114361	0	0	196114361	3.25	196114361	0	196114361	3.25	0	2.72	0	0.00	NA	NA	196114361
	LIC OF INDIA HEALTH PLUS FUND	1	103673136	0	0	103673136	1.72	103673136	0	103673136	1.72	0	1.44	0	0.00	NA	NA	103673136
(g)	Insurance Companies	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(h)	Provident Funds/Pension Funds	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(i)	Any Other (Kuwait Investment Authority & Doosan Power Systems India Private Limited)	0	0	0	0	0	0.00	0	0	0	0.00	1183230214	16.39	0	0	0	0	0
	Foreign Bodies Corporate	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	NA	NA	0
	FOREIGN NATIONALS	2	102000	0	0	102000	0.00	102000	0	102000	0.00	0	0.00	0	0.00	NA	NA	102000
	Sub Total (B)(1)	**115**	**1486992364**	**0**	**0**	**1486992364**	**24.64**	**1486992364**	**0**	**1486992364**	**24.64**	**1183230214**	**36.99**	**0**	**0.00**	**NA**	**NA**	**1486992364**
(2)	Central Government/State Government(s)/President of India	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
	Sub Total (B)(2)	**0**	**0**	**0**	**0**	**0**	**0.00**	**0**	**0**	**0**	**0.00**	0	**0.00**	**0**	**0.00**	**NA**	**NA**	**0**
(3)	Non-Institutions																	
(a)	i.Individual shareholders holding nominal share capital up to Rs.2 lakhs	366926	307517583	0	0	307517583	5.09	307517583	0	307517583	5.09	0	4.26	0	0.00	NA	NA	306806077
	ii.Individual shareholders holding nominal share capital in excess of Rs. 2 Lakhs	83	151717426	0	0	151717426	2.51	151717426	0	151717426	2.51	0	2.10	0	0.00	NA	NA	151717426
	JHUNJHUNWALA RAKESH RADHESHYAM	1	85000000	0	0	85000000	1.41	85000000	0	85000000	1.41	0	1.18	0	0.00	NA	NA	85000000
(b)	NBFCs Registered with RBI	8	246301	0	0	246301	0.00	246301	0	246301	0.00	0	0.00	0	0.00	NA	NA	246301
(c)	Employee Trusts	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(d)	Overseas Depositories (Holding DRs)(Balancing figure)	0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	NA	NA	0
(e)	Any Other												0.00					
	CLEARING MEMBERS	221	4489656	0	0	4489656	0.07	4489656	0	4489656	0.07	0	0.06	0	0.00	NA	NA	4489656
	BODIES CORPORATES	1412	111266597	0	0	111266597	1.84	111266597	0	111266597	1.84	0	1.54	0	0.00	NA	NA	111266597
	NON RESIDENT INDIANS	2406	10459752	0	0	10459752	0.17	10459752	0	10459752	0.17	0	0.14	0	0.00	NA	NA	10459752
	NON RESIDENT INDIAN NON REPATRIABLE	1531	3890590	0	0	3890590	0.06	3890590	0	3890590	0.06	0	0.05	0	0.00	NA	NA	3890590
	TRUSTS	9	63703	0	0	63703	0.00	63703	0	63703	0.00	0	0.00	0	0.00	NA	NA	63703
	QUALIFIED INSTITUTIONAL BUYER	3	4832127			4832127	0.08	4832127		4832127	0.08	0	0.07	0	0.00	NA	NA	4832127
	Sub Total (B)(3)	**372599**	**594483735**	**0**	**0**	**594483735**	**9.85**	**594483735**	**0**	**594483735**	**9.85**	**0**	**8.23**	**0**	**0**	**NA**	**NA**	**593772229**
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)	**372714**	**2081476099**	**0**	**0**	**2081476099**	**34.48**	**2081476099**	**0**	**2081476099**	**34.48**	**1183230214**	**45.22**	**0**	**0**	**NA**	**NA**	**2080764593**

Details of shareholders acting as person in Concert including their Shareholding (No. And %) :

Details of Shares which remain unclaimed may be given hear along with details such as number of Shareholders, Outstanding shares held in demat/unclaimed suspense account, Voting Rights which are forezent etc.

No of Cases: 13

No of Shares : 17924

GMR INFRASTRUCTURE LIMITED

Table IV - Statement showing shareholding pattern of the Non Promoter- Non Public shareholder

Category	Category & Name of the Shareholder	PAN	No of Shareholders	No of fully paid up equity shares held	No of Partly paid-up equity shares held	No of Shares Underlying Depository Receipts	Total No of Shares Held (IV+V+VI)	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2	Number of Voting Rights held in each class of securities				No of Shares Underlying Outstanding convertible securities (Including Warrants)	Shareholding as a % assuming full conversion of convertible Securities (as a percentage of diluted share capital) (VII)+(X) As a % of (A+B+C2)	Number of Locked in Shares		Number of Shares pledged or otherwise encumbered		Number of equity shares held in dematerialized form
									No of Voting Rights			Total as a % of (A+B+C)			No.	As a % of total Shares held	No.	As a % of total Shares held	
									Class X	Class Y	Total		-						
(1)	Custodian/ DR Holder																		
(a)	Name of DR Holder (if available)	-	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(2)	Employee Benefit Trust(under SEBI Share based Employee benefit Regulations, 2014)		0	0	0	0	0	0.00	0		0	0.00	0	0.00	0	0	0	0	0
	Sub-Total (A)(2)		0	0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0.00	0	0.00	0
	Total NonPromoter- Non Public Shareholding (C)= (C)(1)+(C)(2)			0	0	0	0	0.00	0	0	0	0.00	0	0.00	0	0	0	0	0

Table V- Statement showing details of significant beneficial owners (SBOs)

Sr. No	Details of the SBO (I)			Details of the registered owner (II)			Details of holding/ exercise of right of the SBO in the reporting company, whether direct or indirect*: (III)		Date creation / acquisition of significant beneficial interest # (IV)
	Name	PAN/ Passport No. in case of a foreign national	Nationality	Name	PAN / Passport No. in case of a foreign national	Nationality	Whether by virtue of:		
							Shares	%	
							Voting rights	%	
							Rights on distributable dividend or any other distribution	%	
							Exercise of control		
							Exercise of significant influence		
None of the shareholders of the Company hold more than 10% shares/voting rights in the Company, except the holding company viz. 'GMR Enterprises Private Limited (GEPL) through other subsidiary companies, which holds 64.73% of the paid-up equity share capital of the Company. Accordingly, the provisions of the Companies (Significant Beneficial Owners) Rules, 2018 does not apply to the Company, except for intimation of Corporate Identification Number of GEPL in e-form BEN-2 with Ministry of Corporate Affairs. Thus, the declaration 'Whether the listed entity has any significant beneficial owner?' is marked as 'No'.									

* In case the nature of the holding/ exercise of the right of a SBO falls under multiple categories specified under (a) to (e) under Column III, multiple rows
for the same SBO shall be inserted accordingly for each of the categories.
This column shall have the details as specified by the listed entity under Form No. BEN-2 as submitted to the Registrar.

GMR INFRASTRUCTURE LIMITED

THIS IS A DISCLOSURE DOCUMENT ("ABRIDGED PROSPECTUS" OR "DISCLOSURE DOCUMENT") PERTAINING TO GMR POWER INFRA LIMITED (GPIL) IN COMPLIANCE WITH THE REQUIREMENTS OF PARAGRAPH (I)(A)(3)(a) OF SEBI CIRCULAR NO. CFD/DIL3/CIR/2017/21 dated MARCH 10, 2017 AND CIRCULAR NO. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated DECEMBER 22, 2020 ("SEBI Circulars") ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI)

THIS HAS BEEN ISSUED IN RELATION TO THE COMPOSITE SCHEME OF AMALGAMATION AND ARRANGMENT AMONGST GMR POWER INFRA LIMITED (**"AMALGAMATING COMPANY"/ "GPIL"/** or the **"COMPANY"**), GMR INFRASTRUCTURE LIMITED (**"AMALGAMATED COMPANY"/ "DEMERGED COMPANY"/ "GIL**") AND GMR POWER AND URBAN INFRA LIMITED (**"RESULTING COMPANY"/ "GPUIL"**) AND THEIR RESPECTIVE SHAREHOLDERS UNDER SECTION 230 T0 232 READ WITH SECTION 66 (TO THE EXTENT APPLICABLE) AND OTHER APPLICABLE PROVISION OF THE COMPAINES ACT, 2013 AND RULES FRAMED THERE UNDER (HEREIN AFTER REFERRED TO AS "SCHEME")

THIS DISCLOSURE DOCUMENT CONTAINS 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES.

This Disclosure Document has been prepared in the format specified for Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable.

Nothing in this Disclosure Document constitutes an offer or an invitation by or on behalf of GMR Power Infra Limited, GMR Infrastructure Limited AND GMR Power and Urban Infra Limited to subscribe for or purchase any of the securities

Capitalised terms not defined herein shall have the same meaning as defined in the Notice.

GMR POWER INFRA LIMITED
Corporate Identity Number: U40102MH2011PLC291663
Registered Office: 701, 7th Floor, Naman Centre, Plot No. 31, Bandra Kurla Complex, Bandra East, Mumbai-400051, Maharashtra
Tel – +91 22 4202 8000; Fax – +91 22 4202 8004
Contact Person: Mr. Mohan Sivaraman
E-mail: Mohan.Sivaraman@gmrgroup.in, Website: www.gmrgroup.in

PROMOTER OF THE COMPANY
GMR Infrastructure Limited (GIL), GMR Generation Assets Limited (GGAL) and GMR Energy Projects Mauritius Limited (GEPML)

SCHEME DETAILS AND PROCEDURE
The proposed composite scheme of amalgamation and arrangement is presented under Sections 230 to 232, Section 66 (to the extent applicable) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, in the manner provided for in the Scheme thereof. The Scheme, *inter alia,* provides (a) for amalgamation of GPIL with GIL without winding up and the cancellation of equity shares of GPIL;

(b) followed by the demerger of the Demerged Undertaking (*as defined in the Scheme)*, comprising of the EPC Business (*as defined in the Scheme*) and the Urban Infrastructure Business (*as defined in Scheme*) of GIL, into GPUIL, and

(c) various other matters consequential or otherwise integrally connected therewith; each in the manner as more particularly described in the Scheme.

The proposed composite scheme of amalgamation and arrangement was approved by the Board of Directors of GMR Power Infra Limited on August 27, 2020, by the Board of Directors of GMR Infrastructure Limited on August 27, 2020 and by the Board of Directors of GMR Power and Urban Infra Limited on August 27, 2020.

Pursuant to the Amalgamation (*as defined in the Scheme*), as the entire share capital of GPIL is held by GIL (directly and/ or indirectly through subsidiaries and nominees), no consideration shall be payable. Shares held by GIL, its subsidiaries and nominees in GPIL shall stand cancelled without any further act, application or deed.

Details about the basis for the Share Entitlement Ratio (SER) in accordance with the Scheme, the valuation report and fairness opinion are available on the website of the GMR Infrastructure Limited i.e. www.gmrgroup.in, BSE i.e. www.bseindia.com and NSE i.e. www.nseindia.com.

PROCEDURE:

Pursuant to the provisions of the Scheme, post receipt of approval of the National Company Law Tribunal ("NCLT") and upon certified copies of the sanction order(s) of the NCLT approving the Scheme being filed with the relevant Registrar of Companies, the amalgamation of the GPIL with GIL and the dissolution of GPIL shall be done without winding up along with the cancellation of the equity shares of GPIL held by the GIL, its nominees, GGAL and GEPM.

ELIGIBILITY FOR THE ISSUE

- This Disclosure Document is prepared in compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with the Abridged Prospectus as provided in Part E of Schedule VI of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
- Amalgamating Company is directly and indirectly, wholly owned subsidiary of Amalgamated company. The Amalgamating Company shall stand dissolved without winding up and the shares held by the Amalgamated Company, its nominees and its subsidiaries, i.e., GEMPL and GGAL in the Amalgamating Company shall stand cancelled without any further act, application or deed pursuant to the Scheme to be sanctioned by NCLT under sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the SEBI Circulars and subject to and in accordance with the terms of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, the regulations 26(1) or 26(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable.

INDICATIVE TIMETABLE

This Disclosure Document is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the National Company Law Tribunal, hence the time frame cannot be established with certainty.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors mentioned in this Disclosure Document carefully before taking an investment decision. For taking an investment decision, investor must rely on their own examination of the Amalgamating Company, including the risk involved. The Equity Shares have not been recommended or approved by the Securities Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or the Document. Specific attention of the investors is invited to the section titled "**Scheme Details and Procedure"** beginning on page 1 and section titled "**Internal Risk Factors"** beginning on page 6 of this Disclosure Document.

REGISTERED MERCHANT BANKER

Price Information of Book Running Lead Manager – Not Applicable
The details of the Registered Merchant Banker appointed in compliance with the SEBI Circulars is as follows:

Name of Registered Merchant and contact details (telephone and email id)	**FEDEX SECURITIES PRIVATE LIMITED** (*Formally known as Fedex Securities Limited)* **Address:** B7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai 400057, Maharashtra, India. **Tel No:** +91 81049 85249; **Fax No**: 022 2618 6966; **Email:** mb@fedsec.in ; **Website:** www.fedsec.in; **Contact Person:** Yash Kadakia

STATUTORY AUDITOR AND OTHER DETAILS

Name of Statutory Auditor & contact details	**Girish Murthy & Kumar, Chartered Accountant** **Address:** 4502, High Point –IV,45, Palace Road, Bangalore-560001 **Firm Reg. No.**: 000934S **Email Id**: gmkauditors@gmail.com **Contact Person:** [Mr. A.V. Satish Kumar
Name of Syndicate Members	Not Applicable
Name of the Registrar to the Issue and contact details (telephone and email id)	Not Applicable
Name of the Credit Rating Agency and the rating or grading obtained	Not Applicable
Name of Debenture Trustee	Not Applicable
Self-Certified Syndicate Banks	Not Applicable
Non-Syndicate Registered Brokers	Not Applicable

PROMOTERS OF THE COMPANY

GMR Infrastructure Limited (GIL), GMR Generation Assets Limited (GGAL) and GMR Energy Projects Mauritius Limited (GEPML) are Promoters of the Company. Both GEPML and GGAL are, directly or indirectly, subsidiaries of GIL.

GMR Infrastructure Limited (GIL), a public limited company incorporated on May 10, 1996 under the Companies Act, 1956 bearing CIN L45203MH1996PLC281138 is the current Promoter of the Company. The registered office of the Company is situated at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051, Maharashtra.

GIL is engaged in the infrastructure business and primarily undertakes the business of handling Engineering, Procurement and Construction (EPC) solutions in infrastructure sector as a division, and operates in airports, energy, transportation and urban infrastructure business sectors through various subsidiaries, associates and jointly controlled entities. The equity shares of GIL are listed on the Stock Exchanges.

GGAL is promoted as a Special Purpose Vehicle (SPV) by GMR Infrastructure Limited, Holding Company, to develop and operate 2.1 MW wind power project in Moti Sindhodi, Gujarat. The project has been developed by Suzlon Energy on turnkey basis and was commissioned on 04.07.2011. Generation of power has started from the above project, and the entire power is being sold to Gujarat Urja Vikas Nigam Ltd as per PPA terms.

GEPML is incorporated in the Republic of Mauritius, is an indirect subsidiary of GMR Infrastructure Limited. The Company hold a category 1 Global business license under the Financial Services Act 2007 and is regulated by Financial Services Commission. It provides operations support and technical services relating to power projects of GMR Group and also act as an investment holding company.

BUSINESS OVERVIEW AND STRATEGY

GPIL is a public limited company incorporated on February 25, 2011 under the provisions of the Companies Act, 1956 with its registered office at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051, Maharashtra. GPIL is primarily engaged in the business of generating power from renewable sources. The equity shares of GPIL are currently not listed on any stock exchange.

GPIL is primarily engaged in the business of generating power from renewable sources. The Company has commissioned a wind power project of 1.25 MW on December 15, 2011 in Muthiampatti, Tamil Nadu. The wind turbine and generator has been procured from Suzlon Energy Limited. The Company had signed Power Purchase Agreement with Tamil Nadu Generation & Distribution Company Limited (TANGEDCO) on December 08, 2011 for supply of power for a period of 20 years. Additionally, the Company holds investments in GMR Energy Trading Limited.

Pursuant to this scheme, all the estate, assets, investments, properties, rights, claims, title, interest, and authorities, including all accretions to and appurtenances comprised in GPIL, shall stand transferred to and vested in GIL as a going concern.

BOARD OF DIRECTORS

Sr. No.	Name	Designation (Independent / Whole time/ Executive/ Nominee)	Experience including current/past position held in other firms
1.	Mr. Manikala Gopal Rao	Director	He has overall 33- years of experience in legal matters relating to the business of steel, power, oil and gas, mining, shipping, ports, telecom, construction, BPO and mobile stores including domestic and international project contracts, infrastructure projects, commercial contracts, project finance, etc. He was appointed as Director of the Company in December 2013. He has been associated with GMR Group since 2013. Previously, he was with Essar Group, Dena Bank, Industrial Investment Bank of India, Airports Authority of India and Andhra Pradesh State Finance Corporation.
2.	Mr. Nikhil Dujari	Additional Director	He is a Graduate in Commerce and has done his CA and CWA and brings with him a rich experience of over 23 years. He started his career with Ernst and Young and after investing over 8 formative years with them from an Articled Assistant to a Manager joined Price Waterhouse in its Assurance Practice. Four years later he moved to Alstom as the India head of Controlling and moved on to become the Area Finance Director of their Equipment Service and Maintenance Business after which he moved on to head the finance function with Case New Holland for three years. He was the CFO of Everest Industries Limited which is one of the oldest corporates in the Country prior to joining GMR. He has well rounded experience in all dimensions of Finance, Accounting, taxes, Audit, Treasury, Investor relations, Budgeting, Financial Planning and Analysis, Structuring of contracts etc.
3.	Mr. Mohan Sivaraman	Director	He has been working as Sector Head HR (Executive Vice President) of GMR Energy Ltd since 2010. He has about 26 years of experience in handling HR functions in the Indian Energy Sector, both in the public & private sectors. He has spent about ten years at the beginning of his career in central PSUs like NHPC and POWERGRID at their corporate office and units across India. Before joining GMR, he worked with JSW Energy as Head of HR & Admin at their plant at Bellary in Karnataka and Corporate Office at Mumbai, growing from Manager to Assistant Vice President level in ten years. As a Head of HR of the organisation, he has played a crucial role in transforming JSW Energy from a single location/single asset of 260 MW capacity to multi-location assets of 4000 MW capacity, pan India. As Sector Head HR of GMR Energy & International Airports he is responsible for talent acquisition, talent management, learning & development, performance management, organisation development, leadership development & succession planning, employee engagement, HR operations and employee relations.

OBJECTS OF THE ISSUE/ RATIONAL OF THE SCHEME

The rationale for the Scheme is, *inter alia*, as follows:

- Presently, GIL, directly and/or indirectly through subsidiaries and joint ventures, houses various infrastructure development and operations activities of the group across different verticals i.e., airports, EPC, energy, transportation and urban infrastructure. The Airport Business (as defined in the Scheme) has a distinct operating model from that of the Urban Infrastructure Business (as defined in the Scheme) and the EPC Business (as defined in the Scheme) of GIL, and each of these provide a strong growth opportunity in the foreseeable future. These businesses have, since their inception, attained a significant size and scale in their respective segments.
- As these businesses approach their next phase of growth, it would be strategically apt to segregate the Urban Infrastructure Business and EPC Business from the Airport Business, to enable them to move forward independently, with greater focus and specialization, building further on their respective capabilities and their strong brand presence.
- The Scheme would benefit these businesses on account of the potential synergies and incremental operational efficiencies from combining the similar and related businesses under GIL (in case of the Airport Business) and under GPUIL (in case of Urban Infrastructure Business and EPC Business) respectively, enabling these businesses to create further value and allowing investors to allocate their portfolio into separate entities, focused on the distinct business of airport (under GIL) and urban infrastructure and EPC (under GPUIL), which aims to unlock shareholder value.
- The reorganization would lead to a simplified organization structure assisting shareholders and investors to better understand and evaluate both businesses independently as investment options and potentially lead to a higher value illumination of each of these businesses including by way of attracting long term sectoral / thematic and marquee investors and sovereign wealth funds particularly in the airports, energy and transportation sectors.
- Given that the infrastructure business has attained significant maturity, the proposed Scheme will enable GIL and its shareholders to achieve its ultimate objective of segregation of the airport business from the remaining businesses and to achieve clear bifurcation of these businesses for unlocking the value of each vertical and pave way for focused growth with a view to create significant stakeholder value. It is expected that the combined airport business resulting out of such restructuring will have better prospects of growth and will enable management to vigorously pursue a focused growth strategy.
- The proposed Scheme will also help to streamline the entire management structure and channelize resources to focus on the growing businesses. A lean management structure will also lead to focused administration and prospectively a reduction in costs for accounting, compliance, auditing, board meetings, secretarial procedures and administration, etc.
- The proposed Scheme will allow an exhaustive review of the group holding structure and operations at all levels within the Company with a view to reduce duplicity of costs and resources which can be more efficiently utilized elsewhere. This measure will also help in rationalising and optimising manpower costs which will lead to sustainable growth in future. The Scheme will facilitate an integrated approach to internal policies, including those pertaining to manning norms, remuneration, employee benefits, workplace rules and policies.
- The proposed Scheme will also stabilize the operating cost of entities and result in synergies, efficient utilization of capabilities and resources.
- Accordingly, the Scheme is expected to be in the best interests of the Companies (as defined in the Scheme) and their respective shareholders, employees, and creditors.

Details of means of finance: Not Applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issue, if any, of the Company in the preceding 10 years: Not Applicable

Terms of Issuance of convertible Security, if any: Not Applicable

Pre-scheme Shareholding Pattern of GPIL:

Equity Shares

Sr. No.	Particulars	Pre-Scheme number of shares*	Pre-Scheme % Holding
1.	Promoter & Promoter Group	16,99,660	100%
2.	Public	Nil	Nil
	Total	**16,99,660**	**100.00%**

*****Upon the Composite Scheme becoming effective, GPIL, the Amalgamating Company would merge into Amalgamated Company and the entire issued capital of the Amalgamating Company would get cancelled.*

Number/ amount of equity shares proposed to be sold by selling shareholders, if any: Not Applicable

AUDITED FINANCIALS

Standalone Financials (In Rs. Crores)

Particulars	Latest Period FY 2020-21	FY 2019-20	FY 2018-19	FY 2017-18	FY 2016-17	FY 2015-16
	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS	Ind AS
	Audited	Audited	Audited	Audited	Audited	Audited
Total income from operations (net)	0.40	0.51	0.93	1.16	0.89	0.48
Net Profit/ (Loss) before tax and extraordinary items	(1.83)	(1.69)	(1.35)	(1.29)	(1.77)	(2.09)
Net Profit/ (Loss) after tax and extraordinary items	(1.83)	(1.69)	(1.35)	(1.29)	(1.77)	(2.26)
Equity Share Capital	1.70	1.70	1.70	1.70	1.70	1.70
Reserves and Surplus	(10.09)	(8.25)	(6.56)	(5.22)	(3.93)	(2.16)
Net worth	(8.39)	(6.56)	(4.87)	(3.52)	(2.23)	(0.46)
Basic earnings per share (Rs.)	(10.75)	(9.95)	(7.94)	(7.59)	(10.39)	(13.27)
Diluted earnings per share (Rs.)	(10.75)	(9.95)	(7.94)	(7.59)	(10.39)	(13.27)
Return on net worth (%) *	(21.79%)	(25.78%)	(27.74%)	(36.67%)	(79.23%)	487.44%)
Net asset value per share (Rs.)**	(49.34)	(38.59)	(28.64)	(20.70)	(13.11)	(2.72)

**Return on net worth – [(Profit/loss for the period) / Closing Net worth *100].*
*** Net asset value per share = [Net worth / Number of equity shares outstanding at the end of the year]*
Consolidated Financials: As per the Companies Act, 2013, the Company currently does not have any subsidiary companies.

INTERNAL RISK FACTORS

- The proposed Scheme is subject to the approval of the NCLT, Mumbai, regulatory authorities and shareholders and creditors of GIL. In the event that these approvals are delayed or not received, we may be unable or face delay to effect the amalgamation of the Company with GIL.
- The key risk faced by the wind power projects is wind variability. Wind power is primarily dependent on wind speeds exposing it to the vagaries of nature. Wind speeds may vary from year to year and display seasonality within a year.
- As the entire power generated from the power plant is contracted to TANGEDCO, there is a concentration risk of dependence on a single customer.
- The Company is required to renew, maintain or obtain statutory and regulatory permits, accreditations and registrations for operations from time to time. Any delay or inability to obtain them may have an adverse impact on the business.
- Pursuant to the Scheme, all assets and liabilities of GPIL are being transferred to GIL. Risks regarding business, financial, tax and regulatory matters in GPIL may have an adverse impact on GIL.
- There are risks arising out of counterparty risks i.e. receipt of the proceeds from power sales in full and/ or on time, and any shortfall or delay in receipt of sales proceeds will impact the performance of the Company.

- The Company and/or its subsidiaries have interest-bearing loans payable as well as loans receivable and any change in interest rates will have a material impact on the financial performance of the Company.
- The Company experienced losses in prior periods and may continue to do so in the future, which could have a material adverse effect on our business, prospects, financial condition, cash flows and results of operations.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved

As on the date of this Disclosure Document, the Company does not have any pending litigation.

B. Brief details of top 5 material outstanding litigations against the company and amount involved-

Nil

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any

Nil

D. Brief details of outstanding criminal proceedings against Promoters:

(1) GMR Generation Assets Limited - Nil

(2) GMR Energy Projects Mauritius Limited – Nil

(3) GMR Infrastructure Limited –

a. A first information report ("FIR") dated November 15, 2016 was filed by Manish Choudhary ("Complainant") against GIL and its certain employees before the station house officer, Police Station, Shastri Nagar, Jodhpur alleging commission of offences of cheating and criminal conspiracy under the Indian Penal Code, 1860. The grounds of FIR were non-payment of certain outstanding amount due to M/s Homax under a contract entered into between GIL and M/s Homax, which was subsequently terminated. Consequent to final report submitted by the investigating officer stating no cause of action arose in the jurisdiction of the Judicial Magistrate, Jodhpur, the Complainant filed a protest petition before the Magistrate Court which was dismissed and direction was given to the police station at Maharajpur, Kanpur to register a FIR for further investigation.

The Complainant aggrieved by the dismissal of the protest petition filed a criminal revision petition before the court of the Additional District and Sessions Judge- V, Jodhpur ("Sessions Court") which was also dismissed by an order dated February 2, 2019. The Complainant thereafter filed a criminal miscellaneous petition before the Rajasthan High Court. The matter is currently pending before the Rajasthan High Court.

b. The Complainant filed another FIR dated February 10, 2017 against GIL and its certain employees before the Police Station, Shastri Nagar, Jodhpur, for cheating towards invocation of Bank Guarantee by GIL. The investigating officer did not find any incriminating evidence against GIL and filed the final report for closure of the second FIR. The Complainant filed a protest petition before the Magistrate Court which was also dismissed. Aggrieved by the dismissal of the protest petition, the Complainant has filed a criminal revision petition before the Sessions Court. The matter is pending before the Sessions Court.

c. GIL has also filed a FIR no. 256/2018 against Mr. Manish Chaudhary (the Complainant) and others under Section 420, 406 and 120B of IPC at Police Station, Maharajpur, District Kanpur which is currently investigated by the Police.

d. Certain complainants have filed five separate complaints between April, 2018 to March, 2021 before the Motor Accidents Claims Tribunal ("MACT") against GIL, the drivers of the vehicles involved in the alleged accidents and others, alleging the commission of an offence under the Motor Vehicles Act, 1988, causing death or injuries on account of which the aggregate compensation claim under such complaints is approximately Rs. 2.84 crores. These matters are currently pending before the MACT.

DECLARATION BY THE COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/ regulations issued by the Government of India or the guidelines/ regulations issued by Securities and Exchange Board of India established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Disclosure Document is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Disclosure Document are true and correct.

For GMR Power Infra Limited

Mohan Sivaraman
Director
DIN: 07895711

GMR POWER INFRA LIMITED

Date: 26/08/2021
Place: New Delhi

FEDEX SECURITIES PVT LTD
(Formerly Known as Fedex Securities Limited)
MERCHANT BANKING DIVISION

B Wing, Jay Chambers, 3rd Floor
Nanda Patkar Road,
Vile Parle (East), Mumbai 400 057.
Tel : +91 2613 6460 / 61
+91 81049 85249
E-mail: mb@fedsec.in • www.fedsec.in
CIN : U67120MH1996PTC102140

Date: August 26, 2021

To,
Board of Directors,
GMR Power Infra Limited,
Naman Center 7th Floor, Opp. Dena Bank,
Plot No.C-31 G Block, Bandra Kurla Complex,
Mumbai 400051, Maharashtra, India.

Subject: - Certificate on adequacy and accuracy of disclosure in the format of "Abridged Prospectus" ("Disclosure Document") pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 with respect to the Composite Scheme of Arrangement amongst GMR Power Infra Limited ("Applicant Company 1" / "Amalgamating Company"/ "GPIL"), GMR Infrastructure Limited ("Applicant Company 2" / "Amalgamated Company"/ "Demerged Company"/ "GIL") and GMR Power and Urban Infra Limited ("Applicant Company 3" / "Resulting Company"/ "GPUIL") and their respective shareholders and creditors under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (hereinafter refer to as "Scheme").

Dear Sir/Madam,

We, Fedex Securities Private Limited ***("We" or "Fedex")***, SEBI Registered Category – I, Merchant Banker have been appointed by GMR Infrastructure Limited for the purpose of preparing and certifying the adequacy and accuracy of the disclosures made in the Abridged Prospectus / Disclosure Document dated August 26, 2021 of GMR Power Infra Limited in compliance Annexure I, Paragraph 3(a) of SEBI Circular Number CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ***("SEBI Circulars")*** issued by Securities and Exchange Board of India (SEBI) in relation to the captioned Scheme, state and confirm as follows:

We have relied on the information, undertakings, certifications, documents and explanations provided to us by GPIL, its Directors and its Promoters while finalizing the Abridged Prospectus (Disclosure Document) of the subject captioned;

On the basis of the above, we hereby confirm that:

The information contained in the Disclosure Document is prepared in the format prescribed for Abridged Prospectus provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, which will be circulated to the Members

FEDEX SECURITIES PVT. LTD. MUMBAI

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of GIL at the time of seeking their consent in the explanatory statement in the Notice in accordance with the SEBI circular is accurate and adequate.

Report Limitations:

1. This Certificate is a specific purpose certificate issued in terms of and compliance with SEBI Circulars and hence it should not be used for any other purpose or transaction.
2. We express no opinion and accordingly accepts no responsibility for or as to the price at which the equity shares of the Company will trade following the Scheme.
3. This Certificate contains the certification on adequacy and accuracy of disclosure of information in the Abridged Prospectus (Disclosure Document) pertaining to the unlisted entity GPIL and is not an opinion on the proposed Scheme or its success. Further, this certificate does not guarantee the implication/approval of the proposed Scheme.
4. To the extent of our scope of work, we have relied on the information furnished and explanations provided to us and have not carried out our independent audit of the financial and legal information. Hence, we are unable to express our opinion on the fairness of the financial and legal information.
5. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.

For Fedex Securities Private Limited
(Formerly Known as Fedex Securities Limited)

Yash Kadakia
President-Merchant Banking
Place: Mumbai

THIS IS A DISCLOSURE DOCUMENT ("DISCLOSURE DOCUMENT") PERTAINING TO GMR POWER AND URBAN INFRA LIMITED (GPUIL) IN COMPLIANCE WITH REQUIREMENTS OF PARAGRAPH I(A)(3)(a) OF CIRCULAR NO. CFD/DIL3/CIR/2017/21 dated MARCH 10, 2017 and CIRCULAR NO. SEBI/HO/CFD/DIL1/CIR/P/2020/249 DATED DECEMBER 22, 2020 ("SEBI Circulars") ISSUED BY THE SECURITIES AND EXCHANGE BOARD OF INDIA (SEBI) THIS HAS BEEN ISSUED IN RELATION TO THE COMPOSITE SCHEME OF ARRANGEMENT PROPOSED TO BE ENTERTED INTO AMONGST GMR POWER INFRA LIMITED (**"AMALGAMATING COMPANY" or "GPIL"**), GMR INFRASTRUCTURE LIMITED (**"AMALGAMATED COMPANY" or "DEMERGED COMPANY" or "GIL**"/ or the "**COMPANY**") AND GMR POWER AND URBAN INFRA LIMITED (**"RESULTING COMPANY" or "GPUIL"**) AND THEIR RESPECTIVE SHAREHOLDERS UNDER SECTIONS 230 T0 232 READ WITH SECTION 66 (TO THE EXTENT APPLICABLE) AND OTHER APPLICABLE PROVISION OF THE COMPAINES ACT, 2013 ("**ACT**") AND RULES FRAMED THEREUNDER (HEREINAFTER REFERRED TO AS "SCHEME"). THIS DISCLOSURE DOCUMENT CONTAINS 8 PAGES. PLEASE ENSURE THAT YOU HAVE RECEIVED ALL THE PAGES. This Disclosure Document has been prepared in the format specified for the Abridged Prospectus as provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, to the extent applicable. Nothing in this Disclosure Document constitutes an offer or an invitation by or on behalf of GMR Power Infra Limited, GMR Infrastructure Limited or GMR Power and Urban Infra Limited to subscribe for or purchase any of the securities. Capitalised terms not defined herein shall have the same meaning as defined in the Notice.

GMR POWER AND URBAN INFRA LIMITED
Corporate Identity Number (CIN): U45400MH2019PLC325541
Registered Office: Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G-Block, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India.
Tel – +91 22 4202 8000; Fax – +91 22 4202 8004
Contact Person: Maddula Srinivas Venkata
E-mail: srinivas.mv@gmrgroup.in, Website: www.gmrgroup.in

PROMOTER OF THE COMPANY
GMR Infrastructure Limited (GIL)
SCHEME DETAILS AND PROCEDURE
The proposed composite scheme of amalgamation and arrangement is presented under Sections 230 to 232, Section 66 (to the extent applicable) and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, in the manner provided for in the Scheme thereof. The Scheme, *inter alia,* provides (a) for amalgamation of GPIL with GIL without winding up and the cancellation of equity shares of GPIL; (b) followed by the demerger of the Demerged Undertaking (*as defined in the Scheme)*, comprising of the

EPC Business (*as defined in the Scheme*) and the Urban Infrastructure Business (*as defined in Scheme*) of GIL, into GPUIL, and

(c) various other matters consequential or otherwise integrally connected therewith; each in the manner as more particularly described in the Scheme.

The proposed composite scheme of amalgamation and arrangement was approved by the Board of Directors of GMR Power Infra Limited on August 27, 2020, by the Board of Directors of GMR Infrastructure Limited on August 27, 2020 and by the Board of Directors of GMR Power and Urban Infra Limited on August 27, 2020.

Pursuant to the Demerger (*as defined in the Scheme*), equity shares shall be issued and allotted by GPUIL to the members of the Company, whose names appear in the register of members of the Company on the Record Date, holding fully paid up equity shares in the Company, or to such of their respective heirs, executors, administrators or other legal representative or other successors in title in accordance with the Share Entitlement Ratio, i.e., 1 (one) fully paid up equity shares of GPUIL of face value Rs. 5 (Rupees Five only) be issued and allotted for every 10 (ten) fully paid up equity shares having a face value of Re. 1 (Rupees One only) each held in the Company. Details about the basis for the Share Entitlement Ratio, the valuation report and fairness opinion are available on the websites of the GMR Infrastructure Limited i.e., www.gmrgroup.in, BSE Limited i.e., www.bseindia.com and National Stock Exchange of India Limited i.e., www.nseindia.com.

The equity shares issued and allotted by GPUIL pursuant to the Scheme, will be listed and/ or admitted to trading on the Stock Exchanges, subject to entering into such arrangements and giving such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations for GPUIL, GPUIL for complying with the formalities / requirements of the Stock Exchanges.

PROCEDURE:

Pursuant to the provisions of the Scheme, post receipt of approval of the National Company Law Tribunal ("NCLT") and upon certified copies of the sanction order(s) of the NCLT approving the Scheme being filed with the relevant Registrar of Companies, the Resulting Company shall issue and allot equity shares to shareholders of the Company, as on the Record Date, as per the Share Entitlement Ratio set out in the Scheme. The Equity Shares so allotted is to be listed subject to obtaining requisite approvals on the Stock Exchanges pursuant to an exemption application under rule 19(7) of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") for relaxation of strict application of rule 19(2)(b) of the SCRR, with the Stock Exchanges.

Further, the procedure with respect to public issue/ offer would not be applicable as the scheme does not involve issue of any equity shares to public at large, except to the shareholders of the Company. Hence, the procedure with respect to General Information Document (GID) is **not applicable** and this Disclosure Document must be read accordingly.

ELIGIBILITY FOR THE ISSUE

- This Disclosure Document is prepared in compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with the Abridged Prospectus as provided in Part E of Schedule VI of the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
  The equity shares sought to be listed are proposed to be allotted by the Resulting Company to the shareholders of Demerged Company pursuant to the Scheme to be sanctioned by NCLT under sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, the SEBI Circulars and subject to and in accordance with the terms of Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Hence, the regulations 26(1) or 26(2) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 are not applicable.

INDICATIVE TIMETABLE

This Disclosure Document is filed pursuant to the Scheme and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the National Company Law

Tribunal, the time frame cannot be established with certainty.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors mentioned in this Disclosure Document carefully before taking an investment decision. For taking an investment decision, investors must rely on their own examination of the Resulting Company, including the risks involved. The Equity Shares have not been recommended or approved by the Securities Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of the Scheme or the Document. Specific attention of the investors is invited to the section titled "**Scheme Details and Procedure**" beginning of page 1 and section titled "**Internal Risk Factors"** beginning on page 6 of this Disclosure Document.

REGISTERED MERCHANT BANKER

Price Information of Book Running Lead Manager – Not Applicable

The details of the Registered Merchant Banker appointed under the SEBI Circulars is as follows:

Name of Registered Merchant Banker and contact details (telephone and email id)	**FEDEX SECURITIES PRIVATE LIMITED** (*Formally known as Fedex Securities Limited)* **Address:** B7, 3rd Floor, Jay Chambers, Dayaldas Road, Vile Parle (East), Mumbai 400057, Maharashtra, India. **Tel No:** +91 81049 85249; **Fax No**: 022 2618 6966; **Email:** mb@fedsec.in; **Website:** www.fedsec.in; **Contact Person:** Yash Kadakia

STATUTORY AUDITOR AND OTHER DETAILS

Name of Statutory Auditor & contact details	**Walker Chandiok & Co LLP,** (Chartered Accountants) **Address:** L-41, Connaught Circus, New Delhi - 110001 **Tel No.:** +91 11 45002219 **Firm Reg. No.** 001076N/N500013 **Email Id:** Manish.Agrawal@walkerchandiok.in **Contact Person:** Manish Agrawal
Name of Syndicate Members	Not Applicable
Name of the Registrar to the Issue and contact details (telephone and email id)	Not Applicable
Name of the Credit Rating Agency and the rating or grading obtained	Not Applicable
Name of Debenture Trustee	Not Applicable
Self-Certified Syndicate Banks	Not Applicable
Non-Syndicate Registered Brokers	Not Applicable

PROMOTER OF THE RESULTING COMPANY

GMR Infrastructure Limited, a public limited company incorporated on May 10, 1996 under the Companies Act, 1956 bearing CIN L45203MH1996PLC281138 is the current Promoter of the Resulting Company. The registered office of the Company is situated at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051, Maharashtra.
GIL is engaged in the infrastructure business and primarily undertakes the business of handling Engineering, Procurement and Construction solutions in infrastructure sector as a division, and operates in airports, energy, transportation and urban infrastructure business sectors through various subsidiaries, associates and jointly controlled entities. The equity shares of GIL are listed on the Stock Exchanges.

BUSINESS OVERVIEW AND STRATEGY

GPUIL is a public limited company incorporated on May 17, 2019 under the provisions of the Companies Act, 2013 and is wholly owned subsidiary of GIL with its registered office at Naman Centre, 7th Floor, Opp. Dena Bank, Plot No. C-31, G Block, Bandra Kurla Complex, Bandra East, Mumbai – 400051, Maharashtra. The equity shares of GPUIL are currently not listed on any stock exchange.

GPUIL is incorporated with the object of acquiring of interest, right, title, permission, license for building, operating and for any other purposes in infrastructural facilities and services and to promote, develop, acquire rights, concessions, titles, interest in and operate in any manner whatsoever as free trade zone, free economic zones, processing zones or any other such zones, towns and cities in accordance with guidelines/authority for the time being in force and to sell, lease on hire grant rights, title interest, licenses, franchises, easement and otherwise dispose of in any manner whatsoever with infrastructural facilities and services or any rights, titles, concessions acquired therein to any person whether in India or abroad. Pursuant to this scheme, all the businesses, undertakings, activities, operations, and properties forming part of the Company comprising of the EPC Business and the Urban Infrastructure Business shall stand transferred to GPUIL on a going concern basis.

BOARD OF DIRECTORS

Sr. No.	Name	Designation (Independent / Whole time/ Executive/ Nominee)	Experience including current/past position held in other firms
1.	Mr. Saurabh Chawla	Non-Executive Director	Aged 56 years, he is the Executive Director- Finance & Strategy in the category of CFO of GMR Infrastructure Limited. He holds a bachelor's degree in commerce from the University of Delhi and a master's degree in business administration from the Pace University, New York. Prior to joining GIL in the year 2019, he was associated with DLF Limited, Moser Baer India Limited and Intellistudent Services Private Limited.
2.	Mr. Suresh Bagrodia	Non-Executive Director	Aged 53 years, he is an associate member of the Institute of Chartered Accountant of India, who have extensive experience of over 32 years in financial management and business strategy with different companies. Currently he is associated with GMR Group as Group CFO- Operation. Prior to joining our group in the year 2018, he had worked with Telenor (India) and Vodafone India Limited.
3.	Mr. Maddula Srinivas Venkata	Non-Executive Director	Aged 52 years, he is graduate from Bachelor of Commerce and member of Institute of Cost & Works Accountants of India. He has over 25 years of overall experience in the field of finance and Accounts. He has been associated with GMR group for the past 22 years. Currently, he is associated as Vice-President (VP), GMR Infrastructure Limited, Finance & Accounts. Prior to becoming the VP, he was holding the post of Associate Vice-President GMR Group.

OBJECTS OF THE ISSUE/ RATIONAL OF THE SCHEME

The rationale for the Scheme is, *inter alia*, as follows:

- Presently, GIL, directly and/or indirectly through subsidiaries and joint ventures, houses various infrastructure development and operations activities of the group across different verticals i.e., airports, EPC, energy, transportation and urban infrastructure. The Airport Business (as defined in the Scheme) has a distinct operating model from that of the Urban Infrastructure Business (as defined in the Scheme) and the EPC Business (as defined in the Scheme) of GIL, and each of these provide a strong growth opportunity in the foreseeable future. These businesses have, since their inception, attained a significant size and scale in their respective segments.
- As these businesses approach their next phase of growth, it would be strategically apt to segregate the Urban Infrastructure Business and EPC Business from the Airport Business, to enable them to move

forward independently, with greater focus and specialization, building further on their respective capabilities and their strong brand presence.

- The Scheme would benefit these businesses on account of the potential synergies and incremental operational efficiencies from combining the similar and related businesses under GIL (in case of the Airport Business) and under GPUIL (in case of Urban Infrastructure Business and EPC Business) respectively, enabling these businesses to create further value and allowing investors to allocate their portfolio into separate entities, focused on the distinct business of airport (under GIL) and urban infrastructure and EPC (under GPUIL), which aims to unlock shareholder value.
- The reorganization would lead to a simplified organization structure assisting shareholders and investors to better understand and evaluate both businesses independently as investment options and potentially lead to a higher value illumination of each of these businesses including by way of attracting long term sectoral / thematic and marquee investors and sovereign wealth funds particularly in the airports, energy and transportation sectors.
- Given that the infrastructure business has attained significant maturity, the proposed Scheme will enable GIL and its shareholders to achieve its ultimate objective of segregation of the airport business from the remaining businesses and to achieve clear bifurcation of these businesses for unlocking the value of each vertical and pave way for focused growth with a view to create significant stakeholder value. It is expected that the combined airport business resulting out of such restructuring will have better prospects of growth and will enable management to vigorously pursue a focused growth strategy.
- The proposed Scheme will also help to streamline the entire management structure and channelize resources to focus on the growing businesses. A lean management structure will also lead to focused administration and prospectively a reduction in costs for accounting, compliance, auditing, board meetings, secretarial procedures and administration, etc.
- The proposed Scheme will allow an exhaustive review of the group holding structure and operations at all levels within the Company with a view to reduce duplicity of costs and resources which can be more efficiently utilized elsewhere. This measure will also help in rationalising and optimising manpower costs which will lead to sustainable growth in future. The Scheme will facilitate an integrated approach to internal policies, including those pertaining to manning norms, remuneration, employee benefits, workplace rules and policies.
- The proposed Scheme will also stabilize the operating cost of entities and result in synergies, efficient utilization of capabilities and resources.
- Accordingly, the Scheme is expected to be in the best interests of the Companies (as defined in the Scheme) and their respective shareholders, employees, and creditors.

Details of means of finance: Not Applicable

Details and reasons for non-deployment or delay in deployment of proceeds or changes in utilization of issue proceeds of past public issues/rights issue, if any, of the Company in the preceding 10 years: Not Applicable

Terms of Issuance of convertible Security, if any: Not Applicable

Name of monitoring agency, if any: Since there is no issue of equity shares to the public at large except to the existing shareholders of Demerged Company, pursuant to the Scheme, the appointment of a monitoring agency is not required.

Pre-scheme Shareholding Pattern of GPUIL:

Equity Shares

Sr. No.	Particulars	Pre-Scheme number of shares	Pre-Scheme % Holding
1.	Promoter & Promoter Group*	99,994	99.99
2.	Public**	6	0.01

	Total (A+B)	1,00,000	100.00

******Upon the Scheme of Amalgamation and Arrangement becoming effective, the promoters and promoter group of GMR Power and Urban Infra Limited shall be identified in accordance with the 'SEBI ICDR Regulations'*
*** Nominee of GMR Infrastructure Limited*

Number/ amount of equity shares proposed to be sold by selling shareholders, if any: Not Applicable

AUDITED FINANCIALS

Standalone Financials (In Rs. Crores)

Particulars	Latest Period FY 2020-21*(Audited)	FY 2019-20* (Audited)
Total income from operations (net)	-	-
Net Profit/ (Loss) before tax and extraordinary items	(0.03)	(0.39)
Net Profit/ (Loss) after tax and extraordinary items	(0.03)	(0.39)
Equity Share Capital	0.10	0.10
Reserves and Surplus	(0.42)	(0.39)
Net worth	(0.32)	(0.29)
Basic earnings per share (Rs.)	(2.70)	(39.08)
Diluted earnings per share (Rs.)	(2.70)	(39.08)
Return on net worth (%) **	(8.49)	(134.39)
Net asset value per share (Rs.)***	(31.78)	(29.08)

**Prepared in accordance with Ind-AS*
***Return on net worth – [(Profit/loss for the period) / Closing Net worth *100]*
**** Net asset value per share = [Net worth / Number of equity shares outstanding at the end of the year]*

Consolidated Financials: As per the Companies Act, 2013, the Resulting Company currently does not have any subsidiary companies.

INTERNAL RISK FACTORS

- The proposed Scheme is subject to the approval of the NCLT, Mumbai and shareholders and creditors of GIL. If the proposed Scheme does not receive the requisite approvals, the objects and benefits mentioned in the Scheme will not be achieved.
- Pandemic like ongoing Covid-19 can adversely affect the operations and results of GPUIL and/ or its subsidiaries, after demerger.
- GPUIL is entering a new business after the Demerger. Pursuant to the Scheme, as part of the Demerged Undertaking (*as defined in the Scheme*), requisite personnel operating the demerged business, will also be a part of GPUIL. GPUIL cannot assure that it will be able to successfully foray in or continue to be profitable in the business. The inability to effectively develop and operate its business may have an adverse impact on GPUIL's financial conditions and result of operations. The contingent liabilities upon happening of certain contingency.
- There may be certain risks and uncertainty in the integration of business of Demerged Undertaking, which may impact the result of operations and profitability.
- An inability to manage the growth in scale of our operations could affect the in the business of the Resulting Company.
- Equity Shares to be issued pursuant to the Scheme shall be listed on BSE Limited & National Stock Exchange of India Limited, which would be subject to approvals from the said Stock Exchanges and other necessary compliance. In the event that these approvals are delayed, the listing of the equity shares may get impacted. Listing of the Equity Shares does not guarantee that a trading market for the Equity Shares will develop.
- The Company may have competition from existing players which may impact the growth of the Company.
- Changes in the regulatory environment in which GPUIL operates could have a material adverse effect on its business, financial conditions, results of operations and prospectus. The regulatory and policy environment in which GPUIL operates is also evolving and subject to change which may adversely affect its business,

results of operations and prospects, to the extent that GPUIL is unable to suitably respond to and comply with any such change in applicable law and policy.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION

A. Total number of outstanding litigations against the company and amount involved

As on the date of this Disclosure Document, the Company does not have any pending litigation

B. Brief details of top 5 material outstanding litigations against the company and amount involved-

Nil

C. Regulatory Action, if any – disciplinary action taken by SEBI or stock exchanges against the Promoters in last 5 financial years including outstanding action, if any

Nil

D. Brief details of outstanding criminal proceedings against Promoters

1. A first information report ("FIR") dated November 15, 2016 was filed by Manish Choudhary ("Complainant") against GIL and its certain employees before the station house officer, Police Station, Shastri Nagar, Jodhpur alleging commission of offences of cheating and criminal conspiracy under the Indian Penal Code, 1860. The grounds of FIR was non-payment of certain outstanding amount due to M/s Homax under a contract entered into between GIL and M/s Homax, which was subsequently terminated. Consequent to final report submitted by the investigating officer stating no cause of action arose in the jurisdiction of the Judicial Magistrate, Jodhpur, the Complainant filed a protest petition before the Magistrate Court which was dismissed and direction was given to the police station at Maharajpur, Kanpur to register a FIR for further investigation.

   The Complainant aggrieved by the dismissal of the protest petition filed a criminal revision petition before the court of the Additional District and Sessions Judge- V, Jodhpur ("Sessions Court") which was also dismissed by an order dated February 2, 2019. The Complainant thereafter filed a criminal miscellaneous petition before the Rajasthan High Court. The matter is currently pending before the Rajasthan High Court.

2. The Complainant filed another FIR dated February 10, 2017 against GIL and its certain employees before the Police Station, Shastri Nagar, Jodhpur, for cheating towards invocation of Bank Guarantee by GIL. The investigating officer did not find any incriminating evidence against GIL and filed the final report for closure of the second FIR. The Complainant filed a protest petition before the Magistrate Court which was also dismissed. Aggrieved by the dismissal of the protest petition, the Complainant has filed a criminal revision petition before the Sessions Court. The matter is pending before the Sessions Court.

3. GIL has also filed a FIR no. 256/2018 against Mr. Manish Chaudhary (the Complainant) and others under Section 420, 406 and 120B of IPC at Police Station, Maharajpur, District Kanpur which is currently investigated by the police.

4. Certain complainants have filed five separate complaints between April, 2018 to March, 2021 before the Motor Accidents Claims Tribunal ("MACT") against GIL, the drivers of the vehicles involved in the alleged accidents and others, alleging the commission of an offence under the Motor Vehicles Act, 1988, causing death or injuries on account of which the aggregate compensation claim under such complaints is approximately Rs. 2.84 crores. These matters are currently pending before the MACT.

GMR

DECLARATION BY THE RESULTING COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/ regulations issued by the Government of India or the guidelines/ regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Disclosure Document is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Disclosure Document are true and correct.

For GMR Power and Urban Infra Limited

Srinivas

GMR Power And Urban Infra Ltd.

Maddula Srinivas Venkata
Director
DIN: 02477894

Date: 26/08/2021
Place: New Delhi

FEDEX SECURITIES PVT LTD
(Formerly Known as Fedex Securities Limited)
MERCHANT BANKING DIVISION

B Wing, Jay Chambers, 3rd Floor
Nanda Patkar Road,
Vile Parle (East), Mumbai 400 057.
Tel : +91 2613 6460 / 61
+91 81049 85249
E-mail: mb@fedsec.in • www.fedsec.in
CIN : U67120MH1996PTC102140

Date: August 26, 2021

To,
Board of Directors,
GMR Power and Urban Infra Limited,
Naman Center 7th Floor, Opp. Dena Bank,
Plot No.C-31 G Block, Bandra Kurla Complex,
Mumbai 400051, Maharashtra, India.

Subject: - Certificate on adequacy and accuracy of disclosure in the format of "Abridged Prospectus" ("Disclosure Document") pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 with respect to the Composite Scheme of Arrangement amongst GMR Power Infra Limited ("Applicant Company 1" / "Amalgamating Company"/ "GPIL"), GMR Infrastructure Limited ("Applicant Company 2" / "Amalgamated Company"/ "Demerged Company"/ "GIL") and GMR Power and Urban Infra Limited ("Applicant Company 3" / "Resulting Company"/ "GPUIL") and their respective shareholders and creditors under Section 230 to 232 read with Section 66 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (hereinafter refer to as "Scheme").

Dear Sir/Madam,

We, Fedex Securities Private Limited ***("We" or "Fedex")***, SEBI Registered Category – I, Merchant Banker have been appointed by GMR Infrastructure Limited for the purpose of preparing and certifying the adequacy and accuracy of the disclosures made in the Abridged Prospectus / Disclosure Document dated August 26, 2021 of GMR Power and Urban Infra Limited in compliance Annexure I, Paragraph 3(a) of SEBI Circular Number CFD/DIL3/CIR/2017/21 dated March 10, 2017 and SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 ***("SEBI Circulars")*** issued by Securities and Exchange Board of India (SEBI) in relation to the captioned Scheme, state and confirm as follows:

We have relied on the information, undertakings, certifications, documents and explanations provided to us by GPUIL, its Directors and its Promoters while finalizing the Abridged Prospectus (Disclosure Document) of the subject captioned;

On the basis of the above, we hereby confirm that:

The information contained in the Disclosure Document is prepared in the format prescribed for Abridged Prospectus provided in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, which will be circulated to the Members of GIL at the time of seeking their consent in the explanatory statement in the Notice in accordance with the SEBI circular is accurate and adequate.

Report Limitations:

FEDEX SECURITIES PVT. LTD. MUMBAI

Yashak

1. This Certificate is a specific purpose certificate issued in terms of and compliance with SEBI Circulars and hence it should not be used for any other purpose or transaction.
2. We express no opinion and accordingly accepts no responsibility for or as to the price at which the equity shares of the Company will trade following the Scheme.
3. This Certificate contains the certification on adequacy and accuracy of disclosure of information in the Abridged Prospectus (Disclosure Document) pertaining to the unlisted entity GPUIL and is not an opinion on the proposed Scheme or its success. Further, this certificate does not guarantee the implication/approval of the proposed Scheme.
4. To the extent of our scope of work, we have relied on the information furnished and explanations provided to us and have not carried out our independent audit of the financial and legal information. Hence, we are unable to express our opinion on the fairness of the financial and legal information.
5. We shall not be liable for any losses whether financial or otherwise or expenses arising directly or indirectly out of the use of or reliance on the information set out here in this report.

For Fedex Securities Private Limited
(Formerly Known as Fedex Securities Limited)

Yash Kadakia
President-Merchant Banking
Place: Mumbai