

GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN: U45200KA2005PLC049327

Registered Office: 25/1, SKIP House, Museum Road, Bangalore – 560 025, Karnataka
Corporate office: GMR T&UI office, Terminal-2, Opp. Departure Gate No.1, IGI Airport, New
Delhi110037

E-mail: highways.secretarial@gmrgroup.in

Website: www.gmrpui.com

Phone No.: 080 - 40432000; Fax No.: 080 - 40432333

Director's Report

Dear Shareholders,

Your Directors have pleasure in presenting the 18th Annual Report together with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2023.

FINANCIAL PERFORMANCE SUMMARY

The financial highlights of your Company, for the year ended March 31, 2023 are as presented below:

(₹ in Lakh)

<u>Particulars</u>	<u>March 31, 2023</u>	<u>March 31, 2022</u>
Gross Income	14,298.47	10,375.84
Expenditure	4,601.91	4,122.01
Earnings before interest, depreciation and tax	9,696.56	6,253.83
Depreciation & amortization expense	136.43	128.32
Profit before Interest	9,560.13	6,125.51
Finance costs	4,232.31	4,153.50
Profit/ (Loss) before Tax	5,327.82	1,972.01
Tax Expense	932.70	343.81
Profit/ (Loss) after Tax	4,395.12	1,628.20
Re-measurement gains (losses) on defined benefit plan	10.21	(4.23)
Total Comprehensive income for the year	4,405.33	1,623.97
Earning per shares (EPS)	3.18	1.13

During the year ended March 31, 2023, your Company has made a profit of ₹ 4,405.33 Lakh as compared to ₹ 1,623.97 Lakh during the previous year. Increase in profits during the Financial Year 2022-23 is mainly on account of increase in other income.

STATE OF COMPANY'S AFFAIRS AND FUTURE OUTLOOK

The Company was incorporated as a Special Purpose Vehicle (SPV) on October 18, 2005 to develop and maintain the 102 kms stretch on National Highway 7 connecting Adloor Yellareddy and Gundla Pochanpalli in the then state of Andhra Pradesh (currently State of Telangana). The concession was awarded by National Highways Authority of India (NHA) on Build, Operate and Transfer (BOT) Annuity Basis to the consortium based on its lowest annuity quote of ₹108.36 Crore (payable semi-annually). GPEL has entered into a Concession Agreement (CA) with NHAI on March 31, 2006 for the project. The project achieved Commercial Operations Date (COD) on March 26, 2009. GPEL received its first annuity from NHAI in September 2009.

Your Company has entered into 15th year of commercial operations. The riding quality is appreciable and within limit specified under the Concession Agreement. Greenery is well maintained across the project. Two improvement works i.e. Construction of ROB and Construction of Vehicular underpass has been taken up by the Company under Change of Scope as required by NHAI. Vehicular underpass has been completed and ROB work is in progress. This will enhance the safety of road users.

Continuous efforts are being put in to enhance the safety of road users by involving various stake holders. The Company has achieved 100 % Lane Availability and the operations of the Company were satisfactory. Also, various Corporate Social Responsibility activities have been organized in association with GMRVF to benefit the people.

CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year under review, there was no change in the nature of business of the Company.

DIVIDEND

To augment the resources for the Company's business and as a matter of prudence, the Board of Directors have not recommended any dividend for the Financial Year 2022-23.

TRANSFER TO RESERVES

Amount, if any, which Company proposes to carry to any Reserves: **NIL**

HOLDING COMPANY SUBSIDIARIES/ JOINT VENTURES/ ASSOCIATE COMPANIES

During the year under review, GMR Power and Urban Infra Limited along with GMR Highways Limited, GMR Energy Limited and other nominees, remains the holding company by virtue of its effective holding of 99.84% of capital of the Company.

Your Company does not have any Subsidiary, Joint Ventures or Associate Companies of its own, hence, the statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/ Joint Ventures, as required to be provided in Form-AOC 1, is not applicable.

Since your Company does not have Subsidiary, Joint Venture or Associate Company, this section is not applicable.

SHARE CAPITAL

Authorized Share Capital

The Authorized Share Capital of the Company is ₹ 184,00,00,000 (Indian Rupees One Hundred Eighty Four Crore Only) divided into 13,81,00,000 (Thirteen Crore Eighty One Lakh) Equity Shares of ₹ 10/- (Indian Rupees Ten Only) each and 45,90,000 (Forty Five Lakh Ninety Thousand) Non-cumulative Convertible Preference Shares of ₹ 100/- (Indian Rupees Hundred Only) each.

During the year under review, there was no change in the Authorized, Issued and Paid up Share Capital of the Company

Issued, Subscribed and Paid Up Share Capital

The Issued, Subscribed and Paid-up capital of the Company ₹ 182,50,00,000 (Indian Rupees One Hundred Eighty Two crore and Fifty Lakhs only) divided into 13,80,00,000 (Thirteen Crore Eighty Lakhs) Equity Shares of ₹ 10/- (Indian Rupees Ten Only) each and 44,50,000 (Forty Four Lakh Fifty Thousand) Non-cumulative Convertible Preference Shares of ₹ 100/- (Indian Rupees Hundred Only) each.

During the year under review, the Company has not issued any shares with differential voting rights nor has granted any stock option or sweat equity. As on March 31, 2023, none of the Directors of the Company hold any instrument convertible into Equity Shares of the Company. Accordingly, there has been no change in the Paid-up Equity Share Capital of the Company during the year under review.

Composite Scheme of amalgamation and arrangement for amalgamation of GMR Power Infra Limited ('GPIL') with the GMR Infrastructure Limited ('GIL') and demerger of Engineering Procurement and Construction ('EPC') business and Urban Infrastructure Business of GIL (including Energy business) into GMR Power and Urban Infra Limited ('GPUIL') ("The Scheme") was approved by the Hon'ble National Company Law Tribunal, Mumbai Bench ("the Tribunal") vide its order dated December 22, 2021 (CTC of the order received on December 24, 2021). The said Tribunal order was filed with the Registrar of Companies by GIL, GPIL and GPUIL on December 31, 2021 thereby making the Scheme effective. After the scheme becoming effective, GPUIL becomes the Holding Company. Accordingly, shares held by GIL has been transferred to GPUIL.

DEBENTURES LISTING WITH STOCK EXCHANGE

The Company had issued 6,500 (Six Thousand Five Thousand only) Rated, taxable, Listed, Redeemable, Non-Convertible Debentures (NCDs) of ₹ 10,00,000 (Rupees Ten Lakhs Only) each, aggregating to ₹ 650,00,00,000/- (Indian Rupees Six Hundred Fifty Crore Only) on a Private Placement basis on July 27, 2010. Out of the total 6,500 NCDs, the Company has already redeemed 4,784 NCDs so far and the number of outstanding NCDs as on date are 1,716.

DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Presently, the Company's Board comprises of 5 Directors, comprising of Two Non- Executive Directors, One Executive Director and Two Non- Executive Independent Directors. The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, expertise, diversity, and Independence. The Board provides leadership, strategic guidance, an

objective and independent view to the Company's management while discharging its fiduciary duties, thereby ensuring that the management adheres to the high standards of ethics, transparency and disclosure. The Directors on the Board of the Company are as follows:

S.L No	Name of Director and Key Managerial Personnel	Designation
1	Mrs. Ramadevi Bommidala	Whole Time Director
2	Mrs. Ragini Grandhi	Non-Executive Director
3	Mr. Mohan Rao Murthy	Independent Director
4	Mr. Arun Kumar Sharma	Non-Executive Director
5	Mr. Bajrang Lal Gupta	Independent Director
6	Mr. Paramjeet Singh	Company Secretary
7.	Mr. Amit Kumar Agarwal	Chief Financial officer
8.	Mr. Adimoolam Paranthaman	Manager

Changes in Composition of Directors and Key Managerial Personnel

During the year under review, the following Directors/Key Managerial Personnel were appointed/ resigned:

Changes in Directors	<ol style="list-style-type: none"> 1. Mr. Arun Kumar Sharma, Director (DIN 02281905) of the Company, who retired by Rotation and being eligible for re-appointment was re-appointed as Director of the Company. 2. Mr. Mohan Rao Murthy (DIN: 02506274) was appointed as Independent Director of the Company w.e.f. September 01, 2022 by passing of ordinary resolution at the ensuing Annual General Meeting. 3. Mrs. Ramadevi Bommidala (DIN 00575031) appointed as Whole Time Director of the Company w.e.f. August 01, 2022 at Annual General Meeting held on August 30, 2022 for a period of 3 years. 4. Mrs. Grandhi Ragini was appointed as a Whole Time Director for a period of 3 years w.e.f May 01, 2019 and her tenure expires on April 30, 2022. Thereafter the Board of Directors appointed her as a Non-Executive Women director of the Company. 5. Mr. Kodukula Ayyanna Somayajulu was appointed as an Independent Director of the Company for second term of 5 years w.e.f. September 08, 2017 and his term is completed on September 07, 2022.
Changes in KMP's	Mr. Paranthaman Adimoolam re-appointed as Manager of the Company w.e.f. February 23, 2022 for a period of 3 years. The proposal for approval of his re-appointment has been included in the Notice of the ensuing Annual General Meeting. There is no changes in KMPs
Proposals for forthcoming AGM	Ms. Grandhi Ragini, would retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offers himself for re-appointment. The Board of Directors on the recommendation of Nomination & Remuneration Committee in their meeting held July 24,

	2023 recommends her re-appointment. The proposal for his re-appointment has been included in the Notice of the ensuing Annual General Meeting.
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STATEMENT REGARDING OPINION OF THE BOARD W.R.T. INTEGRITY, EXPERTISE AND EXPERIENCE (INCLUDING THE PROFICIENCY) OF INDEPENDENT DIRECTOR APPOINTED DURING THE YEAR

Mr. Bajrang Lal Gupta appointed as an Independent Director for second term with effect from September 01, 2021 to hold office for a term of five (5) years and the same was approved by the members of the Company at the Annual General Meeting held on August 31, 2021. In the opinion of the Board Mr. Bajrang Lal Gupta possesses integrity, expertise and experience (including proficiency) required for appointment of Independent Director.

Mr. Mohan Rao Murthy appointed as an Independent Director with effect from September 01, 2022 respectively to hold office for a term of five (5) years and the same was approved by the members of the Company at the Annual General Meeting held on August 30, 2022. In the opinion of the Board Mr. Mohan Rao Murthy possesses integrity, expertise and experience (including proficiency) required for appointment of Independent Director.

NUMBER OF MEETINGS OF THE BOARD

Board Meeting

The Board of Directors met 4 times during the financial year 2022-23 i.e. on April 29, 2022, July 20, 2022, October 20, 2022 and January 19, 2023. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013 and Articles of Association of the Company. The details of the attendance of the Directors are provided below:

Sr. No	Name of Directors	Category of Director(s)	No. of Board Meetings entitled to attend	No. of Board Meetings attended
1.	Mrs. Ramadevi Bommidala*	Whole-time Director	2	Nil
2	Mrs. Ragini Grandhi	Director	4	1
3	Mr. Arun Kumar Sharma	Director	4	4
4	Mr. Mohan Rao Murthy	Independent Director	4	4
5	Mr. Bajrang Lal Gupta	Independent Director	4	4
6	Mr. Kodukula Ayyanna Somayajulu**	Independent Director	4	2

*Mrs. Ramadevi Bomidala appointed w.e.f August 01, 2022.

** Mr. Kodukula Ayyanna Somayajulu completed his tenure of 5 years on September 07, 2022 as Independent Director

AUDIT COMMITTEE

Audit Committee of the Company was duly constituted for the Financial Year 2022-2023 in terms of Section 177 of the Companies Act, 2013, read with Rule 6 of Companies (Meetings of Board and its Powers) Rules, 2014.

The composition of the Committee during the year is mentioned below:

1. Mr. B.L Gupta
2. Mr. Mohan Rao M.
3. Mr. Arun Kumar Sharma

All the members of Audit Committee are financially literate.

The Audit committee met 4 times during the financial year 2022-22 i.e. April 29, 2022, July 20, 2022, October 20, 2022 and January 19, 2023. The details of the attendance of the Committee Members are provided below:

Sr. No	Name of Members	Designation	No. of Committee Meeting entitled to attend	No. of Committee Meeting attended
1	Bajrang Lal Gupta *	Chairman	4	4
2	Arun Kumar Sharma	Member	4	4
3	Mohan Rao Murthy	Member	4	2
4	K.A Somayajulu**	Member	4	2

*Mohan Rao Murthy was appointed as an Independent Director w.e.f. 01.09. 2022

**Mr. Mr. Kodukula Ayyanna Somayajulu completed his tenure of 5 years on September 07, 2022 as Independent Director

All recommendations made by the Audit Committee have been duly adopted/approved by the Board.

ESTABLISHMENT OF VIGIL MECHANISM

In terms of Section 177(9) of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules, 2014, your Company has formulated and established a vigil mechanism for its directors and employees to report genuine concerns. Company's vigil mechanism is in the form of a 'Whistle Blower Policy'.

The Company believes in conducting the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

This policy provides a platform to the directors and employees of the Company to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy. It also provides the mechanism for stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

Company's vigil mechanism provides adequate safeguard against the victimization of employees and directors who wish to avail the vigil mechanism to deal with the instance of fraud, mismanagement, unethical behaviour, if any. It is ensured that no unfair treatment is meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this Policy.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee was duly constituted for the Financial Year 2020-2021 in terms of Section 178 of the Companies Act, 2013 and it has also adopted a Managerial Remuneration Policy.

The composition of the Committee during the year is mentioned below:

1. Mr. B.L Gupta
2. Mr. Mohan Rao M.
3. Mr. Arun Kumar Sharma

The Committee met 2 times during the Financial Year 2022-2023 i.e. April 29, 2022 and July 20, 2022. The details of the attendance of the Committee Members are provided below:

Sr. No	Name of Members	Designation	No. of Committee Meeting entitled to attend	No. of Committee Meeting attended
1	Bajrang Lal Gupta *	Chairman	2	2
2	Arun Kumar Sharma	Member	2	2
3	Mohan Rao Murthy	Member	2	2
4	K.A Somayajulu**	Member	2	2

*Mohan Rao Murthy was appointed as an Independent Director w.e.f. 01.09. 2022

**Mr. Kodukula Ayyanna Somayajulu completed his tenure of 5 years on September 07, 2022 as Independent Director

COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The Company has formulated a Policy which, inter-alia, enumerates appointment and remuneration of the Directors, Key Managerial Personnel and other employees including criteria for determining qualifications, positive attributes, independence of a director and other matters as provided under Section 178(3) of the Companies Act, 2013 read with Rules framed thereunder.

The Nomination and Remuneration Policy is annexed as **Annexure VIII** available on the Company's website at <https://www.gmrpui.com/pdf/Nomination-and-remuneration-committee-policy.pdf>

STAKEHOLDERS RELATIONSHIP COMMITTEE

The provisions of Section 178(5) of the Companies Act, 2013 pertaining to constitution of Stakeholders Relationship Committee are not applicable to Company.

ANNUAL RETURN

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2023 is available on the Company's website at <https://gmrpui.com/pdf/GPEL-Annual-Return-2022-23.pdf>

DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and there has been no change in the circumstances affecting their status as Independent Directors of the Company.

The Independent Directors have confirmed that they have complied with the Code for Independent Directors prescribed in Schedule IV to the Act and also complied with the Code of Conduct for directors and senior management personnel, formulated by the Company.

DEPOSITS

Since Company has not accepted any deposits covered under Chapter V (Acceptance of Deposits by the Companies) of the Companies Act, 2013 read with the Rules framed thereunder; the details required to be given in terms of Rule 8 (5)(v) & (vi) of Companies (Accounts) Rules, 2014 are not applicable.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In accordance with the provisions as prescribed under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 regarding the disclosure of names of the top ten employees in terms of remuneration drawn and the name of every employees who were in receipt of remuneration not less than one crore and two lakh rupees, if employed throughout the year, or remuneration not less than eight lakh and fifty thousand rupees per month, if employed for any part of that year are provided under **Annexure-I**.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

The details of Conservation of Energy, Technology absorption and Foreign Exchange earnings or outgo are given in **Annexure II**.

AUDITORS AND AUDITORS' REPORT

Statutory Auditors

M/s. Chaturvedi & Shah LLP, Chartered Accountants, (ICAI Firm Registration No. 101720W), were appointed as Statutory Auditors at the Annual General Meeting of the company held on 27th August, 2018 for a period of 5 years commencing from F.Y. 2018-19 up to FY 2022-23.

The Board of Director based upon the recommendation of Audit Committee in their meeting held on July 24, 2023 and subject to approval of shareholder in ensuing Annual General Meeting had re-appointed M/s. Chaturvedi & Shah LLP, Chartered Accountants, (Regn. No. 101720W) for a further period of 5 years commencing from conclusion of ensuing AGM till conclusion of 23rd AGM.

Qualification / Reservation/ Adverse Remark or Disclaimer in the Auditors' Report

The Auditors Report does not contain any Qualification/Reservation/Adverse Remark, however certain matters were emphasized by the Statutory Auditors in their report which along with Management Response are given below:

Emphasis of Matter

- a. *We draw attention to Note No. 32 to the accompanying standalone financial statements, with regard to non-giving effect to the order of the Honorable High Court of Delhi dated April 06, 2022 by upholding Company's contentions, with regard to applicability of overlay work only on increase in roughness index of roads, pending finality. We are informed that the National Highways Authority of India (NHAI) challenged the order in the appellate court, in view of the matter being sub-judice and pending finality and clarity the Company has not given financial effect to the impact of the order.*

Explanation given by the Management:

Note No. 32:

The Company had received a penalty notice from National Highways Authority of India (NHAI) levying a penalty of ₹ 1,031.00 Lakhs for delay in completion of First Periodic Maintenance of the Project, which was subsequently enhanced by CAG to ₹ 2,344.00 Lakhs. NHAI had subsequently deducted ₹ 1,078.62 Lakhs as penalty and damages while releasing 18th Annuity in March 2018 and from 22nd Annuity an amount of ₹ 1,430.48 Lakhs with further deduction of an amount of ₹ 197.90 Lakhs from 25th Annuity towards non-fulfilment of O&M Obligations and non-curing of deficiencies in the time specified in Service Concession Agreement (CA) which is considered recoverable in the opinion of the management.

The Company had invoked Arbitration proceedings against NHAI in respect of the dispute on applicability of carrying out periodic maintenance (overlay work) of the road project once in every five years in the Concession Agreement. On January 14, 2020, the Hon'ble Tribunal had pronounced the award wherein it had not agreed with the contention of the Company that overlay is to be carried out as and when the roughness index exceeds 2000 mm/km and had held that the Company has to carry out overlay irrespective of the condition of the road. In view of the finding, the Tribunal had directed the Company to commence second overlay work with effect from April 01, 2020 and complete by December 31, 2020 and also complete the third overlay work by April 01, 2025. The NHAI had challenged the award before the Hon'ble High Court of Delhi with regard to extending the timeline to commence and complete the second overlay work and third overlay work stating that such concession is not in accordance with Concession Agreement.

The Arbitral Tribunal had further directed NHAI to refund the amount of ₹ 1,078.62 Lakhs which was wrongly deducted from the annuity along with interest @12% p.a. from the date of deduction. The Arbitral Tribunal had also directed NHAI to pay ₹ 30.00 Lakhs towards costs of litigation and the entire amount of fee paid to the Arbitrators by the Company on behalf of NHAI. NHAI had challenged the award with regard to directions for refund of amount before the Hon'ble High Court of Delhi.

Aggrieved by the findings of the Tribunal, to the limited issue of requirement of overlay upon every 5 years, the Company had filed an application under Section 34 of the Arbitration and Conciliation Act, 1996 before Hon'ble High Court of Delhi by challenging the award to the extent of wrong interpretation of clause 4.3.1 of schedule "I" to CA and rejection of claims for reimbursement of cost of overlay incurred by the company which under given circumstance was not required pending disposal of appeal.

The Hon'ble Delhi High Court vide its order dated April 06, 2022 had upheld the Company's contentions and held that the overlay is to be carried out as and when the roughness index

exceeds 2000 mm/km and rejected the arbitration order which had held that the Company has to carry out overlay irrespective of the condition of the road every five years. It has further upheld the Company's claim in respect of the cost incurred on the first major maintenance and directed that the quantification of the claim to be done by the arbitrator appointed by it. The awards of tribunal on other matters favourable to the Company was further upheld by the High Court.

NHAI has filed an appeal under section 37(1)(c) of the Arbitration and Conciliation Act, 1996 against the order of Single Judge of Hon'ble Delhi High Court before the Division bench of Hon'ble Delhi High Court and Court has directed on July 11, 2022 to maintain status quo of arbitration proceeding i.e. no stay on judgement and the matter has not yet attained finality. The implication of the favourable order to the Company would have affected the carrying value of Service Concession Receivables by reduction of outflows on overlay cost which would have resulted in significant modification gain to the Company on reversal of those provisions. In view of NHAI's petition before the division bench of Hon'ble Delhi High Court against the order of single judge of Hon'ble Delhi High Court, the matter being sub-judice and pending finality and clarity, the Company has not affected the impact of the order in the financial asset pertaining to the service concession agreement and has carried the provision for overlay cost in the books considering that there would be outflows with regard to the second and third major maintenance (overlay work) for arriving at the financial income and modification gains and has not reversed the provisions done for overlay works. The impact of the modification gain and reversal of provision for overlay cost if any, would be given effect on finality of NHAI's petition before the division bench of Hon'ble Delhi High Court.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company had appointed M/s. VAPN & Associates, Company Secretaries in whole time practice, New Delhi to conduct the Secretarial Audit for the Financial Year 2022-23. The Secretarial Audit Report, in Form MR-3, for the Financial Year 2022-23, is annexed as **Annexure III**.

There are no qualifications, reservations or adverse remarks in the report of the Secretarial Auditors which require any clarification/explanation.

The Board of Directors, based on the recommendation of the Audit Committee, had appointed M/s. VAPN & Associates, Company Secretaries in whole time practice, New Delhi, to conduct the Secretarial Audit of the Company for the Financial Year 2023-24.

Cost Auditors

The Board of Directors, based on the recommendation of the Audit Committee, had appointed M/s G.R. & Co., Cost Accountant as the Cost Auditor for the financial year 2022-23 for auditing the cost records of the Company. M/s G.R. & Co. has submitted the Cost Audit Report for financial year 2022-23 which is annexed as **Annexure IV**. There are no qualifications, reservations or adverse remarks in the said Cost Audit Report.

The Board of Directors, based on the recommendation of the Audit Committee, had appointed M/s G.R. & Co. for the financial year 2022-23 for auditing the cost records of the Company maintained pursuant to Section 148(1) of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended.

The item for obtaining requisite approval of the shareholders for the fees payable to the Cost Auditors for conducting the audit for the financial year 2023-24 has been included in the notice of Annual General Meeting.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The Company is engaged in the business of providing Infrastructural facilities and hence, it is exempted from the provisions of Section 186, except sub-section (1), of the Companies Act, 2013 under sub-section (11) of the said section w.r.t. loans made, guarantee given and security provided or any investment made by it.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The Company presents a detailed landscape of all related party transactions (RPT) before the Audit Committee, specifying the nature, value, and terms and conditions of the transactions. All the transactions with related parties were reviewed and approved by the Audit Committee. Transactions with related parties are conducted in a transparent manner keeping the interest of the Company and Stakeholders at utmost priority. The Company has framed a Policy on Related Party Transaction for the purpose of identification and monitoring of such transactions.

During the year under review, transactions with the related parties were carried out in accordance with the Related Party Transaction Policy of the Company and applicable provisions of the Companies Act, 2013. The particulars required to be disclosed pursuant to Rule 8(2) of the Companies (Accounts) Rules, 2014, in prescribed Form AOC- 2, is enclosed herewith as **Annexure-V**.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the company to which the financial statements relate and the date of the report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) read with Section 134(5) of the Companies Act, 2013, the Directors, based on their knowledge and belief and according to the information and explanation/certifications obtained from the management, confirm in respect of the audited financial statements for the year ended March 31, 2023 that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY FOR THE COMPANY INCLUDING IDENTIFICATION OF ELEMENTS OF RISK, IF ANY, WHICH IN THE OPINION OF THE BOARD MAY THREATEN THE EXISTENCE OF THE COMPANY.

The Company has a detailed Risk Management Policy duly approved by the Audit Committee and Board. The risk analysis is carried out with the help of Enterprises Risk Management team of the Group in line with the Risk Management Policy of the Company. The Company's Risk Management framework is in line with the current best practices and effectively addresses the emerging challenges in a dynamic business environment which incorporate therein the specific elements of risk associated with the business of the Company. In today's challenging and competitive environment strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative.

As a matter of Policy, risks are assessed and steps as appropriate are taken to mitigate the same.

DISCLOSURE ON CORPORATE SOCIAL RESPONSIBILITY

During the year under review, the **Corporate Social Responsibility Committee (CSR Committee)** of the Board duly complied with the requirements of the Companies Act, 2013 read with Rules framed thereunder.

The Composition of the CSR Committee during the year as mentioned below:

1. Mr. Bajrang Lal Gupta
2. Mr. Arun Kumar Sharma
3. Mr. Mohan Rao M.

The CSR Committee met one time during the financial year 2022-23, the details of which are given below:

Sr. No	Name of Members	Designation	No. of Committee Meeting entitled to attend	No. of Meetings attended
1	K.A Somayajulu*	Chairman	1	1
2	Mr. Mohan Rao Murthy	Member	1	1
3	Mr. Arun Kumar Sharma	member	1	1

*Mr. Kodukula Ayyanna Somayajulu completed his tenure of 5years on September 07, 2022 as Independent Director

DETAILS ABOUT THE POLICY DEVELOPED & IMPLEMENTED

The Corporate Social Responsibility Report for the financial year 2022-23 is enclosed as Annexure VI to the report and Companies CSR Policy, Policy is also available on the website of the Company at <https://www.gmrpui.com/pdf/Corporate-Social-Responsibility-Committee-Policy.pdf>

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

The GMR Group's social responsibility initiatives are implemented through GMR Varalakshmi Foundation (GMRVF), the CSR arm of the GMR Group. The activities cover awareness about Preventive Health Care & Sanitation, Promoting Education including Vocational Skills and Promoting Empowerment, Community Development & Livelihoods.

During the year under review, the Company spent ₹ 26,89,650/- on CSR activities through GMR Varalakshmi Foundation i.e. 2% of the average net profits of the Company made during the 3 immediately preceding financial years in terms of Section 135(5) of the Companies Act, 2013 read with the Rules framed thereunder.

The requisite disclosures as prescribed under the provision of Section 135 of the Companies Act, 2013 read with rules made there under is annexed as **Annexure VII**.

STATEMENT INDICATING THE MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

The Companies Act, 2013 has mandated the need to ensure effectiveness of the Board governance and requires a statement indicating the manner in which formal annual evaluation has been made by the Board of its own performance and that of its Committees and individual Directors.

The mechanism to evaluate the performance of Board, its committee and Directors, as per the statutory requirement, was considered and adopted by the Board in its Meeting held in July 31, 2015.

In order to do the evaluation, structured questionnaires / performance evaluations forms were considered by the Board for evaluating itself/ Committees and individual Directors, which were broadly based on certain specific parameters. During the year under review, the Board and Nomination and Remuneration committee has carried out evaluation of individual Directors and performance of their Committees.

Independent Directors' Meeting

Pursuant to the Act, the independent directors must hold at least one meeting in a year without the presence of non-independent directors and members of the Management. Accordingly, independent directors of the Company met on 27th June 2023:

- I. To reviewed the performance of non-independent directors and the Board as a whole;
- II. To assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties;
- III. Any other matter, the Independent Directors may want to discuss and

All the All independent directors were present at the meeting.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

There were no significant material orders passed by the Regulators/ Courts/ Tribunals which would impact the going concern status and future operations of the Company.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company monitors and ensures efficient communication between various sites and corporate office; efficiently manages the information system and reviews the IT systems; ensures accurate & timely recording of transactions; stringently checks the compliance with prevalent statutes, management policies & procedures in addition to securing adherence to applicable accounting standards and policies.

The internal control system of the Company provides for adherence to approved procedures, policies, guidelines and authorization. In order to ensure that all checks and balances are in place and all the internal control systems and procedures are in order, regular and exhaustive internal audit is conducted by M/s. Bhaskara Rao & Co., Chartered Accountants for the Financial year 2022-23. Internal Audit Reports prepared M/s. M. Bhaskara Rao & Co. were reviewed by the Audit Committee on quarterly basis which were then placed before the Board.

DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

During the period under review, no such fraud was reported by the Statutory Auditors.

Disclosure in terms of the Listing Agreement for Debt Securities

Pursuant to Regulation 53(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the issue of Non-Convertible Debentures (NCD's) listed on National Stock Exchange (NSE), the following disclosures are being made:

S. No.	In the accounts of an issuer who is a-	Disclosures of amounts at the year end and the maximum amount of loans/ advances/ investments Outstanding during the year 2022-23:
1.	GMR Highways Limited – (Holding Company)	Loan given and outstanding as at 31.03.2023, Rs. 11809.92 Lakh Maximum Amount outstanding during the year, Rs. 11809.92 Lakh
2.	GMR Power and Urban Infra Limited-(Holding Company)	Loan given and outstanding as at 31.03.2023, Rs. 12,150.56 Lakh Maximum Amount outstanding during the year, Rs. 12,150.56 Lakh

3.	Dhruvi Securities Pvt. Ltd- (Fellow subsidiary Company)	Loan given and outstanding as at 31.03.2023, Rs. 177 Lakh
		Maximum Amount outstanding during the year, Rs. 177 Lakh
4.	GMR SEZ and Port Holdings Private Limited - (Fellow subsidiary Company)	Loan given and outstanding as at 31.03.2023, Rs. 2,510 Lakh
		Maximum Amount outstanding during the year, Rs. 2,510 Lakh
5.	GMR Ambala-Chandigarh Expressways Private Limited – (Fellow subsidiary Company)	Loan given and outstanding as at 31.03.2023, Rs. 266.53 Lakh
		Maximum Amount outstanding during the year, Rs. 266.53 Lakh

Details of Debenture Trustee:

Name of the Debenture Trustee	M/s Axis Trustee Services Limited
Address	The Debenture Trustee - Axis Trustee Services Limited The Ruby, 2nd Floor, SW, 29, Senapati Bapat Marg, Dadar West, Mumbai- 400028 Telephone No-022-62260054/62260050
Contact Person-	Mr. Sameer Kabra – Assistant General Manager

DISCLOSURE AS PER THE SEXUAL HARASSMENT AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company is committed to provide a safe and dignified work environment for its employees which is free of discrimination, intimidation and abuse.

The Company has adopted a Policy for Prevention of Sexual Harassment of Women at Workplace in line with the requirements of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“Act”).

The objective of this policy is to provide protection against sexual harassment of women at work place and for redressal of complaints of any such harassment.

The Company has a duly constituted Internal Committee (IC) and your Directors further state that during the year under review, no case was filed or complaint was received pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 As required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, a statement showing the number of complaints filed during the financial year and the number of complaints pending as on the end of the financial year is shown as under:

Category	No. of complaints pending at the beginning of FY	No. of complaints filed during the FY	No of complaints pending as on end of FY
Sexual Harassment	Nil	Nil	Nil

SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems are adequate and operating effectively

CORPORATE GOVERNANCE

Your Company stands committed to the key elements of good corporate governance, transparency, disclosure and independent supervision to increase value to the stakeholders

IBC CODE & ONE-TIME SETTLEMENT

There is no proceeding pending against the Company under the Insolvency and Bankruptcy Code, 2016 (IBC Code). There has not been any instance of one-time settlement of the Company with any Bank or Financial Institution.

CREDIT RATINGS

The Company has been assigned a credit rating of CARE BB-; Stable (Double B Minus; Outlook: Stable) by CARE Ratings Limited on rated, listed, secured, redeemable NCDs.

ACKNOWLEDGEMENTS

Your Directors take this opportunity to express their sincere thanks and gratitude to the Government of India, Government of Telangana, National Highways Authority of India and other Central and State Government Agencies, Life Insurance Corporation of India, Bank of Baroda (formerly Dena Bank), Kotak Mahindra Bank, Axis Trustee Services Limited and Statutory Auditors M/s Chaturvedi & Shah LLP, Chartered Accounts for their support.

Your Directors also place on record their sincere appreciation & gratitude of the contributions made by the employees of the Company at all levels through their hard work, dedication, solidarity and support and express their gratitude to the Promoters and Holding Companies for their continual support.

For and on behalf of the Board

Sd/-
Arun Kumar Sharma
Director
DIN 02281905

Sd/-
Bajrang Lal Gupta
Director
DIN 07175777

Date: 24.07.2023
Place: New Delhi

Annexure I

Particulars of Employees and related disclosures

Name	Designation	Gross Remuneration (₹ in lakh)	Nature of Employment (Whether contractual or otherwise)	Qualification	Experience (Yrs.)	Date of Commencement of Employment	Age (Yrs.)	Last Employment
Mr. O Bangaru Raju	Managing Director	1.80	Permanent	CA	41.63	01.05.2019	66	Suryavamsi Spinning Mills Ltd.
Mr. Amit Kumar	CFO	0.61	Permanent	CA	21	22.01.2015	43	Essar Constructions Limited.
Mrs. B. Ramadevi	Whole Time Director	0.54	Permanent	-	1	01.08.2022	50	-
Mr. Barathi Renganathan	Project Manager	0.36	Permanent	B.E.	31.53	08.09.2010	52	Theme Engineering Services Pvt Ltd
Mr. Venkata Satya Sarabha Srikanth	Project Manager	0.28	Permanent	B.E.	30.21	15.12.2007	54	KMC Limited
Ms. Priyanka Sharma	Heads Internal Communication & Content	0.19	Permanent	MBA	19.7	05.05.2008	44	KSA Technopark
Mr. Paranthaman Adimoolam	Manager	0.17	Permanent	B. Tech	35.41	02.11.1999	52	Simplex Concrete Piles Ltd
Mr. N V V s Rao	Associate Manager - O&M	0.14	Permanent	B. Tech	26.82	27.03.2006	46	Nagarajuna Construction Co Ltd
Mr. Phani Kiran Anala	Secretary - BCM Office	0.13	Permanent	B.Com	21.4	23.02.2019	43	Business Corporate Advisory Services LLP
Mr. Lakshman Oduri	Junior Manager	0.13	Permanent	-	23.15	06.09.2010	44	Soma Enterprises Limited

Note: None of the employee mentioned above holds any share of the Company, nor is a relative of any Director of the Company.

GMR Pochanpalli Expressways Limited

Particulars of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings & Outgo

(A) Conservation of Energy:

(i) The steps taken or impact on conservation of energy:

The Company has implemented various power conservation measures at project site and ensures that these measures function effectively and continuously. These measures include installation of Automatic power factor controller, Timers and Servo Stabilizers.

Additional charges were levied by the electricity board when the power factor falls below 0.90. The Automatic power factor controller helps to maintain the power factor at 0.95 and above. Further, there were power fluctuations at many of the connections and were causing damages to the lighting fixtures and equipment. The servo stabilizers were installed to stabilize the power and save the loss due to damage of fixtures and equipment. Due to the automatic timers, the glowing duration of the highway lights are being optimized.

(ii) The steps taken by the Company for utilising alternate sources of energy:

For Utilizing alternate sources of energy - solar lights have been installed at various locations on the Expressway. Solar LED lights were installed at selected locations in the project such as, truck lay byes and at junctions. The solar lights fixed with timers are functioning effectively and considerably, adding to the power conservation and savings.

(iii) Installation of LED lights:

The Company has replaced all existing conventional highway lights (Sodium Vapor Lamps) by using LED retrofit lights. . Retrofitting without investment helps in saving energy at a very nominal price as compared to complete replacement of HPSV unit with new LED unit, at the same time is Environmental friendly.

(iii) The Capital Investment on energy conservation Equipments - NIL

(B) Technology Absorption:

(i) GSM Sim based Connectivity: Company has proposed to adopt wireless connectivity for the HTMS – ECBs (Highway Traffic Management System – Emergency Call boxes). Previously these were connected through optical fiber. However due to repeat fiber cuts due to works by various Government departments, the functionality of these equipment was affected. Hence, GSM based sim-card technology connectivity is implemented.

(ii) KentCam: Kentcam is a monitoring system with camera. This is fixed in Route Patrolling vehicle and the highway can be remotely accessed and monitored through mobile apart from the Route Patrol team.

(iii) the benefits derived like product improvement, cost reduction, product development or import substitution:

(iv) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

(a) the details of technology imported: Nil

(b) the year of import: Nil

(c) whether the technology been fully absorbed: Nil

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Nil

(iv) the expenditure incurred on Research and Development: Nil

(C) Foreign exchange earnings and Outgo:

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows - NIL

FORM NO. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
GMR Pochanpalli Expressways Limited
CIN: U45200KA2005PLC049327
25/1, SKIP House, Museum Road,
Bangalore, Karnataka -560025, India

We have conducted the Secretarial Audit pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, on the compliance of applicable statutory provisions and the adherence to good corporate practices by **GMR Pochanpalli Expressways Limited** (hereinafter called "**the Company**") during the financial year from 1st April, 2022 to 31st March, 2023 ("**the year**" / '**audit period**' / '**period under review**').

We conducted the Secretarial Audit in a manner that provided us a reasonable basis for evaluating the Company's corporate conducts / statutory compliances and expressing our opinion thereon.

We are issuing this report based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company, the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has during the audit period covering the Financial Year ended on 31st March, 2023, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We report that, we have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the Financial Year ended on 31st March, 2023 according to the provisions of (as amended):

- (i) The Companies Act, 2013 ("**the Act**") and the Rules made there under read with notifications, exemptions and clarifications thereto;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("**SCRA**") and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;

- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment, External Commercial Borrowings - ***[Not Applicable to the Company during the period under review];***
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended: -
- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011– ***[Not Applicable to the Company during the period under review];***
- (b) The Securities and Exchange Board of India (Prohibitions of Insider Trading) Regulations, 2015– ***[Not Applicable to the Company during the period under review];***
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018– ***[Not Applicable to the Company during the period under review];***
- (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021– ***[Not Applicable to the Company during the period under review];***
- (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client– ***[Not Applicable to the Company during the period under review];***
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009– ***[Not Applicable to the Company during the period under review];***
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018– ***[Not Applicable to the Company during the period under review];***
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015– ***[Applicable to the extent of listing of debt securities with NSE Limited during the period under review];***
- (vi) Other Applicable Acts:
- (a) Maternity Benefits Act, 1961;
- (b) Payment of Wages Act, 1936, and rules made thereunder;
- (c) The Minimum Wages Act, 1948, and rules made thereunder;
- (d) Employees' State Insurance Act, 1948, and rules made thereunder;
- (e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder;
- (f) The Payment of Bonus Act, 1965, and rules made thereunder;
- (g) Payment of Gratuity Act, 1972, and rules made thereunder;
- (h) The Contract Labour (Regulation & Abolition) Act, 1970; and

We have also examined compliance with the applicable clauses of the following: -

- (i) The Secretarial Standards with regards to meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and;
- (ii) The Listing Agreement entered by the Company with NSE Limited- (***Applicable to the extent of listing of debt securities with NSE Limited during the Audit Period under review***).

During the period under review, the Company has complied with the provisions of the applicable Acts, Rules, Regulations, Guidelines, Secretarial Standards etc. as mentioned above.

We further report that:

1. The Board of Directors of the Company is duly constituted with required numbers of Executive Directors, Non-Executive Directors, and Independent Directors.
2. Adequate notice is given to all directors to schedule the meetings of the Board. Except where consent of the directors was received for scheduling meeting at a shorter notice, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions at Board Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.
4. We further report that based on review of compliance mechanism established by the Company, we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.
5. We further report that during the review period, no major action having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. above have taken place.

For VAPN & Associates

Practicing Company Secretaries
ICSI Unique Code: P2015DE045500
Peer Review Certificate No.975/2020

Sd/-

Prabhakar Kumar

Partner

FCS No: 5781 | COP No: 10630
ICSI UDIN: F005781E000583457

Date: 11/07/2023

Place: New Delhi

Note: This report is to be read with letter of even date by the secretarial auditor, which is annexed as '**Annexure A**' and forms an integral part of this report

To,
The Members,
GMR Pochanpalli Expressways Limited
CIN: U45200KA2005PLC049327
25/1, SKIP House, Museum Road,
Bangalore, Karnataka -560025, India

Our Secretarial Audit Report (Form MR-3) of even date for the period from 1st April 2022 to 31st March 2023, is to be read along with this letter.

1. The Company's management is responsible for the maintenance of secretarial records and compliance with the relevant provisions of corporate and other applicable laws, rules, regulations, guidelines, and standards. Our responsibility is to express an opinion on the secretarial records produced for our audit.
2. We have followed such audit practices and processes as we considered appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records.
3. We have verified the secretarial records furnished to us on a test basis to see whether the correct facts are reflected therein. We also examined the compliance procedures followed by the Company on a test basis. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
4. While forming an opinion on compliance and issuing this report:
 - (a) We have considered compliance-related action taken by the Company for the period from 1st April 2022 to 31st March 2023.
 - (b) We have taken an overall view, based on the compliance procedures and practices followed by the Company.
5. We have not verified the correctness and appropriateness of the Financial Statement (including attachments and annexures thereto), financial records, and books of accounts of the Company, as they are subject to audit by the Auditors of the Company, appointed under Section 139 of the Act.
6. We have obtained and relied on the Management's representation about the compliance of laws, rules, and regulations and happening of events, wherever required.
7. Our Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For VAPN & Associates
Practicing Company Secretaries
ICSI Unique Code: P2015DE045500
Peer Review Certificate No.975/2020

Sd/-
Prabhakar Kumar
Partner

FCS No: 5781 | COP No: 10630
ICSI UDIN: F005781E000583457

Date: 11/07/2023
Place: New Delhi

**FORM CRA- 3
FORM OF COST AUDIT REPORT**

[Pursuant to rule 6(4) of the companies (cost account and audit) rules, 2014)]

To,

**The Board of Directors of GMR Pochanpalli Expressways Limited
25/1, SKIP House,
Museum Road,
Bangalore – 560 025**

I, Geetha R, having been appointed as a cost auditor under section 148(3) of companies act 2013 (18 of 2013) of GMR Pochanpalli Expressways Limited having its registered office at # 25/1, SKIP House, Museum Road, Bangalore – 560025 (hereinafter referred to as company), have audited the cost records maintained under section 148 of the said act, in compliance with the cost audit standards for the year 2022-23 maintained by the company.

- i. The audit of the cost records have been made in conformity with the Cost Auditing Standards issued by the Institute of Cost Accountants of India.
- ii. I have obtained all the information and explanation, which to the best of my knowledge and belief were necessary for the purpose of audit.
- iii. In my opinion, proper cost records, as per the rule 5 of the companies (cost records and audit) Rules 2014 have been maintained by the company in respect service under reference.
- iv. In my opinion, proper returns adequate for the purpose of the cost audit have been received from the branches not visited by me.
- v. In my opinion and to the best of my information, the said books and records give the information required by the companies Act, 2013, in the manner so required.
- vi. In my opinion, company have adequate system of internal audit of cost records which to my opinion is commensurate to its nature and size of its business.
- vii. In my opinion, information, statements annexure to this cost audit report gives a true and fair view of the cost of rendering of service, cost of sale, margin and other information relating to the service under reference.
- viii. In my opinion, the Company has provided the required certified cost statements and schedules for each service.
- ix. Detailed service-wise cost statements and schedules thereto in respect of the service under reference of the company duly audited and certified by me are kept in the company

Sd/-

DATE: 24.07.2023
PLACE: BANGALORE

NAME OF COST ACCOUNTANT: GEETHA.R
MEMBERSHIP NUMBER : 30294

FORM NO. AOC -2**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

SL. No.	Name(s) of the related party & nature of relationship	GMR Highways Limited, Holding Company	GMR Highways Limited, Holding Company
(a)	Nature of contracts / arrangements/transactions	Periodic Maintenance Agreement	3 rd Major Maintenance Works
(b)	Duration of the contracts / arrangements/ transactions	5 years	5 years
(c)	Salient terms of the contracts or arrangements or transaction including the value, if any	Periodic Maintenance Agreement was executed with effect from April 01, 2015 at a base rate of Rs. 102.84 crore with due escalation @5% for which accounting provision of Rs. 25 crore per year to be made in accounts.	3 rd Major Maintenance Agreement executed with effect from April 01, 2024 at an estimated value of Rs. 130 Crore for which accounting provision of Rs. 26 Crore per year will be made in the books of accounts.
(d)	Justification for entering into such contracts or arrangements or transactions	As the work was to be carried out after a period of 5 years, the other contractors were not willing to give a firm quote at the time of Board approval. Accordingly, the Company entered into an agreement with GMR Highways Limited for carrying out this work.	As the work was to be carried out after a period of 5 years, the other contractors were not willing to give a firm quote at the time of Board approval. Accordingly, the Company entered into an agreement with GMR Highways Limited for carrying out this work.
(e)	Date of approval by the Board	31.07.2015	18.06.2020
(f)	Amount paid as advances, if any	Rs 127,325,681/-	NIL
(g)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	16.09.2015	16.07.2020

SL. No.	Name(s) of the related party & nature of relationship	Mr. O. Bangaru Raju, Director of Holding Company
(a)	Nature of contracts/arrangements/transactions	Appointed as President (operations)
(b)	Duration of the contracts / arrangements / transactions	Continuing
(c)	Salient terms of the contracts or arrangements or transaction including the value, if any	Appointed as President (Operations) of the Company w.e.f. May 01, 2019 at a remuneration of upto Rs.

		2,00,00,000/- p.a. and subsequently w.e.f. May 01, 2020, remuneration is increased to upto Rs. 3,40, 00, 000/- p.a.
(d)	Justification for entering into such contracts or arrangements or transactions'	With his vast experience, Mr. O. Bangaru Raju has the ability of an advisor of the business, industry and can add value in the areas of strategy, human resources and will be able to supervise the execution of all the Operation and & Maintenance activities related to the company's road project and other activities relating to infrastructural facilities.
(e)	Date of approval by the Board	07.05.2019 and 18.06.2020
(f)	Amount paid as advances, if any	Nil
(g)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	15.05.2019 and 16.07.2020

2. Details of material contracts or arrangement or transactions at arm's length basis: NIL

For and on behalf of the Board

Date: 24.07.2023
Place: New Delhi

Sd/-
Arun Kumar Sharma
Director
DIN: 02281905

Sd/-
Bajrang Lal Gupta
Director
DIN: 07175777

Corporate Social Responsibility (CSR) Policy of GMR Pochanpalli Expressways Limited (GPEL)

PREAMBLE

The Ministry of Corporate Affairs has enacted the Companies Act, 2013 replacing the old law, the Companies Act, 1956, regulating the Companies in India.

As per Section 135 of the Companies Act, 2013 (Act) read with the Companies (Corporate Social Responsibility) Rules, 2014 (CSR Rules), every Company having net worth of Rs. 500 Crore or more or turnover of Rs. 1,000 Crore or more or a Net Profit of Rs. 5 Crore or more during the immediately preceding Financial Year shall constitute a Corporate Social Responsibility Committee of the Board and shall continue to have such Committee till the time company requires to have such Committee under Section 135 of the Act read with CSR Rules or as may be decided by the Board.

The Section also requires to formulate a CSR Policy, which shall indicate the activities to be undertaken by the Companies as specified in Schedule VII of the Companies Act, 2013.

Further, the section also requires that the Board of Directors shall ensure that the company spends, in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.

The Company has been working with the communities neighboring Pochanpalli Expressways Region. The key thrust areas are (i) Education; (ii) Health, Hygiene & Sanitation; (iii) Empowerment, Livelihoods and Community Development. Implementation of various activities under these three verticals is being carried out directly by the Company or with the professional support of M/s GMR Varalakshmi Foundation (**Implementing Agency**) from planning to execution.

In the above background and as mandated by provisions of the Companies Act, 2013, the following is the CSR Policy of the Company.

Corporate Social Responsibility (CSR) Policy

The Company forming part of GMR Group has adopted the CSR Policy of GMR Group. GMR Group (the Group) recognizes that its business activities have wide impact on the societies in which it operates and therefore an effective practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organizations.

The Company is driven by Group's vision to make a difference, specifically to society by contributing to the economic development of the country and improving the quality of life of the local communities. Towards this vision, the Group including the Company, through GMR Varalakshmi Foundation (GMRVF), partners with the communities around the businesses to drive various initiatives in the areas of (i) Education, (ii) Health, Hygiene and Sanitation, (iii) Empowerment, Livelihood and Community Development.

Guiding Principles for selection & Implementation of projects / programs under CSR Policy:

The Company will carry out its CSR activities on its own or contribute funds to GMRVF or any other eligible implementing agency, to carry on activities / multiyear projects or programs as indicated below. While the geographic focus of the CSR activities can be in and around the business operational area, the company can support activities in any part of India, as per the Annual Action Plan, approved by the CSR Committee and the Board.

i) Education:

- Support for promotion of education of all kinds (school education, technical, higher, vocational and adult education), to all ages and in various forms, with a focus on vulnerable and under-privileged;
- Education for girl child and the underprivileged by providing appropriate infrastructure and groom them as future citizens and contributing members of society;

ii) Health, Hygiene and Sanitation:

- Ambulance services, mobile medical units, health awareness programs and camps, medical check-ups, HIV/AIDS awareness initiatives, health care facilities and services, sanitation facilities;
- Eradicating hunger, poverty and malnutrition, promotion of health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation, and making available safe drinking water;
- Reducing child mortality and improving maternal health;

iii) Empowerment & Livelihoods and Community Development:

- Employment enhancing vocational skills training, marketing support and other initiatives for youth, women, elderly, rural population and the differently abled, and livelihood enhancement projects;
- promoting gender equality, empowering women, working for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- Assist in skill development by providing direction and technical expertise for empowerment;
- Encouraging youth and children to form clubs and participate in community development activities such as like cleanliness drives, plantation drives, etc.;

iv) Environmental sustainability:

- ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga;

v) Heritage and Culture:

- protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;

vi) Benefit to Armed Forces:

- measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;

vii) **Sports:**

- training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;

viii) **Contribution to Funds set up by Government:**

- Contribution to the Prime Minister's National Relief Fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief, and funds for the welfare of the Scheduled Castes, Scheduled Tribes, other backward classes, minorities and women;

ix) **Contribution towards Science and Technology:**

- Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government;
- Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and Autonomous Bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organization (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).;

x) **Rural Development:**

- rural development projects;

xi) **Slum Area Development:**

Explanation: 'Slum Area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.

xii) **Disaster management:**

- Disaster Management, including relief, rehabilitation and reconstruction activities.

xiii) such other activities included in Schedule VII of the Companies Act, 2013 as may be identified by CSR Committee/Board from time to time, which are not expressly prohibited.

It may be noted that the above activities are indicative and are activities that the company may at any point of time engages but all such activities may not be taken up by the Company during

the year. While the activities undertaken in pursuance of the CSR policy must be relatable to Schedule VII of the Companies Act 2013, the entries in the said Schedule VII must be interpreted liberally so as to capture the essence of the subjects enumerated in the said Schedule. The items enlisted in the amended Schedule VII of the Act, are broad-based and are intended to cover a wide range of activities.

The expenditure incurred for the following activities shall not be treated as CSR activity by the Company:

- (i) Activities undertaken in pursuance of the normal course of business;
- (ii) activities undertaken outside India (*except for training of Indian sports personnel representing any state or union territory at national level or India at international level*);
- (iii) activities that benefit exclusively the employees of the company;
- (iv) Contribution to political parties;
- (v) Activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services;
- (vi) Expenses incurred by companies for the fulfillment of any Act/ Statute of regulations (such as Labour Laws, Land Acquisition Act, etc.)

Surplus from CSR Activities:

Any surplus arising out of the CSR activity shall:

- (i) not form part of business profits of the Company;
- (ii) should be ploughed back into the same project from which it has generated or shall be transferred to Unspent CSR Account of the Company, maintained separately for such surplus;
- (iii) Should be spent within 3 years from the date of such transfer to the Unspent CSR Account or transfer to a Fund specified in Schedule VII within a period of 6 months from the expiry of the financial year as decided by the CSR Committee and as per the Annual Action plan of the company;
- (iv) Should not form part of Excess amount available for set-off with CSR obligation in immediately succeeding financial years.

Monitoring of CSR Activities

At the beginning of each financial year, the Board/CSR Committee of the Board will prepare a list of CSR Projects/ Activities/Programs which the Company proposes to undertake during the financial year, specifying the modalities of execution in the areas/sectors chosen with implementation schedules for approval of the Board.

The Board/CSR Committee of the Board will devise a mechanism for various CSR Projects / Programs / Activities undertaken by the Company including conduct of impact studies of CSR Projects / Programs on a periodic basis, through independent third party agencies according to the CSR Rules.

The Board/CSR Committee will convene a meeting at least once every year to approve and review the progress of CSR projects, if applicable and monitor, review and evaluate the operations of the CSR Programs at such frequency as it may deem fit to ensure orderly and efficient implementation of the CSR Programs in accordance with the CSR Policy. The

composition of CSR committee, the CSR Policy and Projects approved by the Board will be uploaded on the Company's website so that it is available in the public domain.

The Company's approach to the above CSR activities or projects may also be based on partnership with the Government or like-minded not for profit organizations, agencies, etc.

The Company may carry out an impact assessment to know the results of its CSR activities being undertaken by the Company and review periodically to identify and assess the gaps, if any, in the approach and attend to mid-course corrections.

Annual Action Plan:

The CSR activities can be undertaken either specific for a one year or can undertake period to multi-year projects. The Board/ CSR Committee of the Board, if any, every year will approve/recommend an Annual Action Plan respectively. This Annual Action plan with detail the following:

(a) The list of CSR projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;

(b) The manner of execution of such projects or programs;

(c) The modalities of utilization of funds and implementation schedules for the projects or programs;

(d) Monitoring and reporting mechanism for the projects or programs;

(e) Details of need and impact assessment, if any, for the projects undertaken by the company: Provided that Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

AMENDMENT:

Any amendment or modification in the Companies Act, 2013 and any other applicable regulations relating to the CSR Policy shall automatically be applicable to the Company.

BACKGROUND OF GMRVF

About GMR Varalakshmi Foundation:

GMR Varalakshmi Foundation (GMRVF) is the Corporate Social Responsibility arm of the GMR Group. Its mandate is to develop social infrastructure and enhance the quality of lives of communities, especially those around the locations where the Group has a presence. Its Vision is to make sustainable impact on the human development of underserved communities through initiatives in education, health and livelihoods.

GMRVF is a Section 8 (not-for-profit) company registered under Section 12A and 80G of the Income Tax Act, 1961 and with requisite track record as required under the Companies Act, 2013, read with the applicable Rules. It is governed by a Board chaired by the Group Chairman, GMR Group. It has its own professional staff drawn from top educational and social work institutions. GMRVF has been in existence for nearly two decades.

GMRVF is organized in three wings: The Education Wing sets up and runs quality educational institutions, from pre-school to post-graduate level, towards making quality education accessible to all sections of the community, especially in under-served areas; the Health Wing sets up and runs healthcare establishments to provide quality healthcare in under-served areas; the Community Services Wing works with underprivileged communities to enhance their lives and livelihoods. The Community Services Wing has staff of qualified and experienced social work professionals.

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR 2022-23

1. **Brief outline on CSR Policy of the Company:** Refer Section: Corporate Social Responsibility (CSR) in the Board's Report

2. **Composition of the CSR committee:**

S.No.	Name of Member	Designation	Number of meetings held during the year	Number of meetings attended during the year
1.	Mr. Bajrang Lal Gupta	Chairman	1	1
2.	Mr. Mohan Rao Murthy	Member	1	1
3.	Mr. Arun Kumar Sharma	Member	1	1

3. **Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company**

Composition of the CSR committee shared above and is available on the Company's website on	https://www.gmrpui.com/adloor-gundla-pochannpalli/
CSR Policy	https://www.gmrpui.com/pdf/Corporate-Social-Responsibility-Committee-Policy.pdf
CSR projects	https://gmrpui.com/pdf/Annual-CSR-Activity-Report-GPEL-2022-23.pdf

4. **Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):** Not Applicable for the financial year under review.

5. **Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any:**

S.No.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be setoff for the financial year, if any (in Rs.)
NIL			

6. **Average net profit of the Company as per Section 135(5):** ₹ 1344.82 Lakh

7. (a) **Two percent of average net profit of the Company as per section 135(5):** ₹ 26.89 Lakh

(b) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years:** NIL

(c) **Amount required to be set off for the financial year, if any:** NIL

(d) **Total CSR obligation for the financial year (7a+7b-7c):** ₹ 26.89 Lakh

8. (a) **CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year. (Rs. Lakh)	Amount Unspent (Rs. Lakh)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
15.47	NIL	-	-	NIL	-

(b) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project	Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation – Through Implementing Agency	
				District	District					Name	CSR Registration Number
NIL											

(c) Details of CSR amount spent against other than ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)		
Sl. No	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project	Amount spent for the project (in Lakh)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency		
				State	District		Name	CSR Registration Number	
1	Preventive Health Care & Sanitation	Schedule VII-i	Yes	Telangana & Andhra Pradesh	Medak, Medchal, Kamareddy, Yadadri-Bhuvanagiri, Nalgonda	3.54	No	GMR Varalakshmi Foundation	CSR0000 0851

					districts and NTR District				
2	Promoting Education including Vocational Skills	Schedule VII-ii	Yes	Telangana & Andhra Pradesh	Medak, Medchal, Kamareddy, Yadadri-Bhuvanagiri, Nalgonda districts and NTR District	11.68	No	GMR Varalakshmi Foundation	CSR0000 0851
3	Promoting Empowerment, Community Development & Livelihoods	Schedule VII-iii	Yes	Telangana & Andhra Pradesh	Medak, Medchal, Kamareddy, Yadadri-Bhuvanagiri, Nalgonda districts and NTR District	10.55	No	GMR Varalakshmi Foundation	CSR0000 0851

(d) Amount spent in Administrative Overheads: ₹ 1.13 Lakh

(e) Amount spent on Impact Assessment, if applicable: Nil

**(f) Total amount spent for the Financial Year: ₹ 26.90 Lakh
(8b+8c+8d+8e)**

(g) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	26.90 Lakh
(ii)	Total amount spent for the Financial Year	26.90 Lakh
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135(6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding financial years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer.	
1.	-	NIL	-	-	NIL	-	-

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
SI No	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs)	Cumulative amount spent at the end of reporting Financial Year. (in Rs.)	Status of the project - Completed /Ongoing
NIL								

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year(asset-wise details):

(a) Date of creation or acquisition of the capital asset(s): None

(b) Amount of CSR spent for creation or acquisition of capital asset: NIL

(c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable

(d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

For and on behalf of the Board

Sd/-
Arun Kumar Sharma
Director
DIN: 02281905

Sd/-
B.L Gupta
Chairman
DIN: 07175777

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF GMR POCHANPALLI EXPRESSWAYS LIMITED

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying standalone financial statements of **GMR POCHANPALLI EXPRESSWAYS LIMITED** (the "Company"), which comprise the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date and notes to the standalone financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) 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 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 ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made 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 opinion on the standalone financial statements.

Emphasis of Matters

We draw attention to Note no. 32 to the accompanying standalone financial statements with regard to non-giving effect to the order of the Honourable High Court of Delhi dated April 06, 2022 by upholding Company's contentions, with regard to applicability of overlay work only on increase in roughness index of roads, pending finality. We are informed that the National Highways Authority of India (NHAI) has already challenged the order in the appellate Court, in view of the matter being sub-judice and pending finality and clarity, the Company has not given financial effect to the impact of the order.

Our opinion is not modified in respect of above matter.

Contd...2



Key Audit Matters

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. We have determined the matters described below to be the key audit matters to be communicated in our report.

For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Provision for periodic major maintenance

- Provision for periodic major maintenance of project roads requires technical evaluations and critical accounting estimates and judgments.

We have obtained an assurance over the appropriateness of management's assumptions and methods applied in the calculating the provision for periodic major maintenance by carrying out the following procedures, amongst others:

- Obtained the management's calculation of the provision for periodic major maintenance of project roads which is made in accordance with technical evaluation and the Company's policy and checked the assumptions made by the management and discussed with its technical team.
- We have perused agreement entered between the parties concerned for major maintenance.
- We have also considered the appropriateness of the provision based on the Company's historical experience by evaluating the managements' assumptions against provision for periodic major maintenance of project roads with reference to historical track record.
- We have discussed with those in charged with governance and perused the legal opinion on the implications of the Order of Hon'ble High Court of Delhi on the carrying amount of provision in the books and requirements of reversals if any.
- Performed discussion with those charged with governance with regard to the significant management judgement that has been considered in assessing appropriateness and adequacy of the provision made in books in this regard.
- Ensured appropriateness of the disclosures in the standalone financial statements in accordance with the relevant requirements of Ind As.

Contd...3



Information other than the standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of other information. The other information comprises the information included in Board's Report including Annexures to Board's Report, but does not include the standalone financial statements and our auditor's report thereon. The report containing other information is 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 will 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 the report containing other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

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, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards 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 statement 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, the management of the Company 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 the management of the Company either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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 Standard on Auditing (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 standalone financial statements.

Contd...4



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 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.
- 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

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.

Contd...5



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

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the 'Annexure A', a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, based on our audit 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 Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 as amended;
 - e) The matters described in the Emphasis of Matters, in our opinion, may not have an adverse effect on the functioning of the Company;
 - f) On the basis of the written representations received from the directors as on March 31, 2023 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
 - g) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure B';
 - h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors and manager during the year is in accordance with the provisions of section 197 of the Act;

Contd...6



- 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:
- i. The Company has disclosed the impact of pending litigations on its financial position to the extent quantifiable in its standalone financial statements - Refer Note No. 31 and 32 to the standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses. Refer Note No. 35 to the standalone financial statements;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. a) Management has represented to us that, to the best of its knowledge and belief, (other than as disclosed in the notes to the accounts) no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - b) Management has represented to us that, to the best of its knowledge and belief, (other than as disclosed in the notes to the accounts) no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - c) Based on our audit procedures conducted that are considered reasonable and appropriate in the circumstances, nothing has come to our attention that cause us to believe that the representation given by the management as mentioned above under paragraph (2)(i)(iv) (a) & (b) contain any material misstatement.

Contd...7



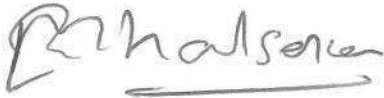
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v. The Company has neither declared nor paid any dividend during the year.

for CHATURVEDI & SHAH LLP

Chartered Accountants

Firm Registration Number: 101720W / W100355



Lalit R Mhalsekar

Partner

Membership Number: 103418

UDIN: 23103418BGXVHW1624

Place: Mumbai

Date: April 27, 2023



ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

In terms of the Annexure referred to in our report to the members of **GMR POCHANPALLI EXPRESSWAYS LIMITED** ('the Company') on the standalone financial statements for the year ended March 31, 2023, we report that:

- i) a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment (PPE).
(B) The Company has maintained proper records showing full particulars of intangible assets.
- b) The Company has a regular program of physical verification of its Property Plant and Equipment (PPE) by which PPE are verified every three years, in accordance with this program, the PPE were verified during FY 2020-21 and no material discrepancies were noticed on such verification. In our opinion, the periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the company does not own any freehold immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) and the Company does not have any lease/sublease deed on leasehold land registered in the name of the company.
- d) According to information and explanations given to us and books of accounts and records examined by us, Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year
- e) According to information, explanations and representation given to us by the management, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- ii) a) According to the information and explanation given to us and on the basis of our examination of the records of the Company, in our opinion, physical verification of the inventories have been conducted at reasonable intervals by the management having regard to the size and nature of business of the Company and nature of its inventory, the coverage and procedures of such verification by the management is appropriate. As explained to us and on the basis of the records examined by us, the value of the discrepancies noticed on physical verification by management did not exceed 10% or more in aggregate of each class of inventory.
- b) According to the information and explanations given to us, at any point of time of the year, the Company has not been sanctioned any working capital facility from banks or financial institutions and hence reporting under Paragraph 3 (ii) (b) of the Order is not applicable.
- iii) As per the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has granted interest bearing unsecured loans to bodies corporate. During the year the Company has not made investments in, provided any guarantee or security to companies, firms, limited liability partnerships or any other parties other than unsecured loan to bodies corporate as mentioned above.

Contd... 2



-2-

- a) As per the information and explanation given to us and on the basis of our examination of the records of the Company, we state that the:

A) Details of loan granted to subsidiaries, joint ventures and associates:

Nature of parties	Aggregate amount of loans granted during the year	Balance outstanding as at balance sheet date in respect of loans granted
Associates/Fellow subsidiaries	Rs. Nil	Rs.2,953.53 Lakhs

As represented to us, the Company has not provided guarantees or security to subsidiaries, joint ventures, and associates

B) Details of loan granted to parties other than subsidiaries, joint ventures and associates:

Nature of parties	Aggregate amount of loans granted during the year	Balance outstanding as at balance sheet date in respect of loans granted
Promoters	Rs. 150 Lakhs	Rs.23,960.48 Lakhs

As represented to us, the Company has not provided guarantees or security to parties other than subsidiaries, joint ventures, and associates

- b) In our opinion and according to the information and explanation given to us and on the basis of our examination of the records of the Company, the terms and conditions on which the loans had been granted were not, prima facie, prejudicial to the company's interest. The Company, during the year has not made any investments and provided guarantees or security to parties.
- c) In our opinion and according to the information and explanation given to us and on the basis of our examination of the records of the Company, in respect of loans granted, the schedule of repayment of principal and payment of interest has been stipulated in the original/renewal agreements. In respect of repayment of the principal, in case of five parties, the principal amount when it is due for payment has been not been paid and has been renewed/extended/fresh loans granted to the same parties aggregating to Rs.26,914.01 Lakhs and interest accrued thereon of Rs. 10,119.39 Lakhs as on March 31, 2023 is pending recovery.
- d) In our opinion and according to the information and explanation given to us and on the basis of our examination of the records of the Company, there were no overdue amounts remaining outstanding at the year end for more than ninety days.
- e) In our opinion and according to the information and explanation given to us and on the basis of our examination of the records of the Company, the loans granted to bodies corporate has been renewed/extended/fresh loan granted to the same parties aggregating to Rs.26,914.01 Lakhs and the percentage of the aggregate to the loans granted during the year is 100.00% with interest accrued there on at the time of renewal was Rs. 9,689.80 Lakhs. The party-wise details are given below:

Contd... 3



Name of the party	Aggregate amount of existing loans renewed or extended or settled by fresh loans (Rs. in Lakhs)	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
GMR Highways Limited	11,809.92	43.88%
GMR Power and Urban Infra Limited	12,150.56	45.15%
GMR SEZ & Port Holdings Limited	2,510.00	9.33%
GMR Ambala Chandigarh Expressways Private Limited	266.53	0.98%
Dhruvi Securities Private Limited	177.00	0.66%

- f) In our opinion and according to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans either repayable on demand or without specifying any terms or period of repayment, hence requirement of paragraph 3 (iii) (f) is not applicable.
- iv) In our opinion and according to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has complied with the provisions of Sections 185 of the Act in respect of grant of loans, providing guarantees and securities, as applicable. Further, the Company is an infrastructure Company and accordingly section 186 of the Act is not applicable.
- v) In our opinion and according to the information and explanation given to us, the Company has not accepted any deposits and amounts which are deemed to be deposits within the meaning of Section 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). There are no orders from Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal. Accordingly, the provision of paragraph 3(v) of the Order is not applicable to the Company.
- vi) We have broadly reviewed the books of account maintained by the company, pursuant to the Rules made by the Central Government of India, the maintenance of cost records as prescribed under sub-section (1) of section 148 of the Act and we are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

Contd... 4



- vii) a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, during the year the Company has generally been regular in depositing the amounts deducted / accrued in the books of account in respect of undisputed statutory dues including employee's state insurance, provident fund, income-tax, goods and service tax, cess and other material statutory dues as applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of provident fund, employees' state insurance, goods and service tax, cess and other material statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable. Refer Note no. 36 of the standalone financial statements for computation and payment of Minimum Alternate Tax (MAT) under Section 115JB of the Income Tax Act, 1961.

- b) According to the information and explanation given to us and records of the Company, there are no dues of income tax, goods and service tax or cess or other material statutory dues which have not been deposited on account of any dispute except the following:

Nature of Statute	Nature of dues	Years to which it pertains	Amount under dispute	Forum where dispute is pending
Income tax Act, 1961	Disallowance of certain expenses and deductions, non-grant of deduction under section 80IA, section 80G and non-grant of set off of brought forward losses etc.	AY 2020-21	Rs.132.61 Lakhs	CIT (Appeals) Bangalore

- viii) In our opinion and according to the information, explanations and representation given to us by the management, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix) a) In our opinion and according to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of debentures to a financial institutions and banks. Further, the Company has not taken any loan from banks and financial institutions or other parties during the year.
- b) In our opinion and according to the information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence requirement of paragraph 3(ix)(c) of the Order is not applicable to the Company.

Contd... 5



- d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, and on the basis of our examination of the records of the Company, company has not raised any short term funds during the year hence requirement of paragraph 3(ix)(d) of the Order is not applicable to the Company.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures hence requirement of paragraph 3(ix)(e) of the Order is not applicable to the Company.
- f) According to the information and explanations given to us and on the basis of our examination of the records of the company, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies hence requirement of paragraph 3(ix)(f) of the Order is not applicable to the Company.
- x) a) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not raised money by way of initial public offer or further public offer (including debt instruments) hence requirement of paragraph 3(x)(a) of the Order is not applicable to the Company.
- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year.
- xi) a) Based on the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- b) According to the information and explanations given to us, no report under sub-section 12 of section 143 of the Act has been filed by auditors in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- 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)(a) to (c) of the Order is not applicable.
- xiii) In our opinion and 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 standalone financial statements as required by the applicable accounting standards.

Contd... 6



- xiv) a) In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, the Company has adequate internal audit system commensurate with the size and nature of its business.
- b) We have reviewed and considered the reports of the Internal Auditors for the period under audit.
- xv) In our opinion and 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 any non-cash transactions with directors or persons connected to its directors as referred to in Section 192 of the Act.
- xvi) a) To the best of our knowledge and as explained, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.
- b) In our opinion, and according to the information and explanations provided to us and on the basis of our examination of the records of the Company, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year as per the Reserve bank of India Act 1934.
- c) In our opinion, and according to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- d) As represented by the management of the Company, the Group has two Core Investment Company (CIC) as part of the Group as per the definition of Group contained in the Core Investment Companies (Reserve Bank) Directions, 2016.
- xvii) In our opinion, and according to the information and explanations provided to us, Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii) There has been no resignation of the statutory auditors during the year. Accordingly, paragraph 3(xvii) of the Order is not applicable.
- xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our review of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

Contd... 7

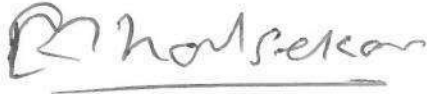


- xx) a) In our opinion and as per the information and explanations received by us by the management of the Company, the Company does not have any unspent amount in respect of other than ongoing projects, which is required to be transferred to a Fund specified in Schedule VII to the Companies Act within a period of six months of the expiry of the financial year in compliance with second proviso to sub-section (5) of section 135 of the said Act.
- b) In our opinion and as per the information and explanations received by us by the management of the Company, the Company does not have any unspent amount in respect of ongoing projects, which is required to be transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, paragraph 3(xx)(b) of the Order is not applicable.
- xxi) In our opinion, Company is not required to prepare the consolidated financial statement under sub section 3 of section 129 of the Act. Therefore, provisions of Paragraph 3 (xxi) of the Order is not applicable to the Company.

for CHATURVEDI & SHAH LLP

Chartered Accountants

Firm Registration Number: 101720W / W100355



Lalit R Mhalsekar

Partner

Membership Number: 103418

UDIN: 23103418BGXVHW1624

Place: Mumbai

Date: April 27, 2023



ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

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')

We have audited the internal financial controls over financial reporting of **GMR POCHANPALLI EXPRESSWAYS LIMITED** ("the Company") as of March 31, 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal controls 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. 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 Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements. 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 Standalone Financial Statements 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 with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, 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 Standalone 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 with reference to Standalone Financial Statements.

Contd... 2



Meaning of Internal Financial Controls with reference to standalone financial statements

A company's internal financial control with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to standalone financial statements 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 Standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone financial statements.

Inherent Limitations of Internal Financial Controls with reference to standalone financial statements

Because of the inherent limitations of internal financial controls with reference to standalone 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 standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements 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, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls over financial reporting were operating effectively as at March 31, 2023, 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.

for CHATURVEDI & SHAH LLP

Chartered Accountants

Firm Registration Number: 101720W / W100355



Lalit R Mhalsekar

Partner

Membership Number: 103418

UDIN: 23103418BGXVHW1624

Place: Mumbai

Date: April 27, 2023



GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLC049327

BALANCE SHEET AS AT MARCH 31, 2023

Particulars	Note	Rupees in Lakhs	
		March 31, 2023	March 31, 2022
ASSETS			
Non-current Assets			
Property, plant and equipment	2	65.87	67.48
Other intangible assets	3	14.38	12.37
Right of use Assets	4	-	116.07
Financial Assets			
Loans	5	2,510.00	2,510.00
Other financial assets	6	9,148.71	8,855.05
Other non-current assets	7	5,381.26	3,323.84
Income tax assets (net)	8	139.10	139.10
Total Non-Current Assets		17,259.32	15,023.91
Current Assets			
Inventories	9	15.13	39.71
Financial Assets			
Cash and cash equivalents	10	5,567.32	4,122.47
Bank balances other than above	11	2,433.97	1,941.50
Loans	5	24,404.01	24,595.47
Other financial assets	6	14,316.87	14,439.78
Other current assets	7	5,539.45	7,879.47
Total Current Assets		52,276.75	53,018.40
TOTAL ASSETS		69,536.07	68,042.31
EQUITY AND LIABILITIES			
EQUITY			
Equity share capital	12	13,800.00	13,800.00
Other equity	13	16,053.08	11,647.75
Total Equity		29,853.08	25,447.75
LIABILITIES			
Non-current Liabilities			
Financial Liabilities			
Borrowings	14	17,899.03	22,155.73
Lease Liabilities	15	-	-
Provisions	16	5,777.98	3,474.35
Other non-current liabilities	19	483.18	295.94
Deferred tax liabilities (net)	20	-	-
Total Non-current Liabilities		24,160.19	25,926.02
Current Liabilities			
Financial Liabilities			
Borrowings	14	4,556.40	4,325.79
Trade payables			
a) Total outstanding dues of micro enterprises and small enterprises	17	144.08	156.03
b) Total outstanding dues of creditors other than (a) above	17	2,006.17	1,845.05
Lease Liabilities	15	275.23	437.73
Other financial liabilities	18	836.32	1,023.61
Other current liabilities	19	1,376.30	600.64
Provisions	16	5,101.21	7,542.31
Current tax liabilities (net)	20	1,227.09	737.38
Total Current Liabilities		15,522.80	16,668.54
TOTAL EQUITY AND LIABILITIES		69,536.07	68,042.31

Significant accounting policies

1

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration Number : 101720W / W100355

Lalit R Mhalsekar

Lalit R Mhalsekar

Partner

Membership No.: 103418



Date : April 27, 2023

Place : Mumbai

For and on behalf of the Board of Directors of

GMR Pochanpalli Expressways Limited

Arun Kumar Sharma

Arun Kumar Sharma

Director

DIN: 02281905

Amit Kumar

Amit Kumar

Chief Financial Officer

Membership no. 500164

Date : April 27, 2023

Place : New Delhi



Bajrang Lal Gupta

Bajrang Lal Gupta

Director

DIN: 07175777

Paramjeet Singh

Paramjeet Singh

Company Secretary

Membership no. A18789

GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLC049327

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Note	Rupees in Lakhs	
		March 31, 2023	March 31, 2022
INCOME			
Revenue from operations	21	5,777.38	6,305.89
Other income	22	8,521.09	4,069.55
Total Income		14,298.47	10,375.84
EXPENSES			
Operating expenses	23	1,664.25	1,947.01
Employee benefits expense	24	557.93	687.82
Finance costs	25	4,232.31	4,153.50
Depreciation and amortization expense	26	136.43	128.32
Other expenses	27	2,379.73	1,487.18
Total Expenses		8,970.65	8,403.83
Profit before tax		5,327.82	1,972.01
Tax Expense:			
Current Tax	20	932.70	343.81
Deferred tax	20	-	-
		932.70	343.81
Profit for the year		4,395.12	1,628.20
OTHER COMPREHENSIVE INCOME			
<i>Items that will not be reclassified to profit or loss in subsequent periods:</i>			
Re-measurement gains (losses) on defined benefit plans		10.21	(4.23)
Income tax effect		-	-
Other comprehensive income/(expenses) for the year, net of tax		10.21	(4.23)
Total comprehensive income for the year		4,405.33	1,623.97
Earnings per equity share: (face value of equity shares of Rs.10 each)			
Basic	28	3.18	1.13
Diluted	28	3.18	1.13

Significant accounting policies

1

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration Number : 101720W / W100355

Lalit R Mhalsekar

Partner

Membership No.: 103418



Date : April 27, 2023

Place : Mumbai

For and on behalf of the Board of Directors of

GMR Pochanpalli Expressways Limited
Arun Kumar Sharma

Director

DIN: 02281905

Amit Kumar

Chief Financial Officer

Membership no. 500164

Date : April 27, 2023

Place : New Delhi

Bajrang Lal Gupta

Director

DIN: 07175777

Paramjeet Singh

Company Secretary

Membership no. A18789



GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLC049327

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023**A. Equity Share Capital**

Particulars	Note	Rupees in Lakhs	
		March 31, 2023	March 31, 2022
Balance at the beginning of the year	12	13,800.00	13,800.00
Changes in equity share capital during the year	12	-	-
Balance at the end of the year	12	13,800.00	13,800.00

B. Other Equity

Particulars	Equity component of financial instruments preference shares	Reserves and surplus		Total [Refer Note No.13]
		Debtenture redemption reserve	Retained earnings	
Changes in equity for the year ended March 31, 2022				
Balance as at April 1, 2021	3,620.95	9,259.44	(2,856.61)	10,023.78
Profit for the year			1,628.20	1,628.20
Other comprehensive income				
Re-measurement gains/(loss) on defined benefit plans			(4.23)	(4.23)
Balance as at March 31, 2022	3,620.95	9,259.44	(1,232.64)	11,647.75
Changes in equity for the year ended March 31, 2023				
Balance as at April 1, 2022	3,620.95	9,259.44	(1,232.64)	11,647.75
Profit for the year			4,395.12	4,395.12
Other comprehensive income				
Re-measurement gains/(loss) on defined benefit plans			10.21	10.21
Balance as at March 31, 2023	3,620.95	9,259.44	3,172.69	16,053.08

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached.

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration Number : 101720W / W100355

Lalit R Mhalsekar

Partner

Membership No.: 103418



Date : April 27, 2023

Place : Mumbai

For and on behalf of the Board of Directors of
GMR Pochanpalli Expressways Limited

Arun Kumar Sharma

Director

DIN: 02281905

Amit Kumar

Chief Financial Officer

Membership no. 500164

Date : April 27, 2023

Place : New Delhi

Bajrang Lal Gupta

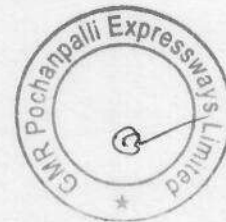
Director

DIN: 07175777

Paramjeet Singh

Company Secretary

Membership no. A18789



GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLC049327

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
A CASH FLOW FROM OPERATING ACTIVITIES:		
Profit before tax	5,327.82	1,972.01
Adjustments For:		
Depreciation and amortisation	136.43	128.32
Interest and finance charges	4,232.31	4,153.50
Major maintenance expenses	1,872.42	1,562.85
Profit on sale of property plant and equipment	(3.78)	-
Profit on sale of Investment	-	(0.14)
Advances written off	32.77	-
Reameasurements of defined benefit plans	10.21	(4.23)
Interest income on bank deposit and others	(3,606.58)	(3,250.15)
Reversal of modification loss on Loan to related parties	-	(366.95)
Modification loss/(gain) on service concession asset	(3,432.90)	-
Modification gain on right of use assets	-	(45.04)
Fair value loss on financial instruments at fair value through profit or loss /provided for	1,456.00	817.01
Excess provision written back	(1,471.54)	-
Adjustments for Movement in Working Capital:	4,553.16	4,967.18
Decrease / (increase) in financial assets	(227.86)	169.62
Decrease / (increase) in other current/non-current assets	(388.27)	53.40
Decrease / (increase) in Inventories	24.58	(17.61)
Increase / (decrease) in trade payables	175.36	(445.52)
Increase / (decrease) in other current/non-current liabilities	1,020.91	(277.73)
Increase / (decrease) in Provision	(1,060.77)	(1,258.93)
Cash From/(used In) Operating activities	4,097.11	3,190.41
Tax (paid)/refund	(442.99)	(152.59)
Net Cash From/(used In) Operating activities	3,654.12	3,037.82
B CASH FLOW FROM INVESTING ACTIVITIES:		
Purchase of property, plant and equipment and intangible assets	(20.76)	(49.01)
Sale of property, plant and equipment	3.78	-
Decrease/(increase) in current Investments in mutual funds	-	34.11
Interest Income on bank deposit and others	644.09	830.38
Decrease/(increase) in Loan to Related Parties	191.46	(542.93)
Decrease/(increase) in Other Bank Balance	(492.47)	(1,206.52)
Annuity received (net of payment) under service concession agreement	4,193.38	4,116.44
Cash From/(used In) Investing Activities	4,519.48	3,182.47
C CASH FLOW FROM FINANCING ACTIVITIES:		
Repayment of debentures	(4,338.00)	(4,784.00)
Payment of Lease Liability	(169.90)	(220.62)
Interest and finance charges paid	(2,220.85)	(2,638.93)
Cash From/(used In) Financing Activities	(6,728.75)	(7,643.55)
D Net Increase / decrease in Cash and Cash Equivalents [A+B+C]	1,444.85	(1,423.26)
Cash and Cash Equivalents as at beginning of the year	4,122.47	5,545.73
Cash and Cash Equivalents as at end of the year	5,567.32	4,122.47



GMR POCHANPALLI EXPRESSWAYS LIMITED
CIN - U45200KA2005PLC049327

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Components of Cash and Cash Equivalents:		
Cash in hand		
Balances with banks	0.32	-
- Current account		
- Fixed deposits	975.75	392.36
Total	4,591.25	3,730.11
	5,567.32	4,122.47

Notes:

1 The above statement of cash flows has been prepared under the 'Indirect Method' as set out in the Ind AS-7 on Statement of Cash Flows as referred to in Section 133 of the Companies Act, 2013.

2 Changes in liabilities arising from financing activities

Particulars	Rupees in Lakhs			
	Opening balance	Non-cash / accruals / fair value changes	Cash flows - repayments	Closing balance
For the year ended March 31, 2023				
Liability portion of preference shares	2,805.51	299.70	-	3,105.21
Long-term external borrowings	23,676.01	12.21	(4,338.00)	19,350.22
Interest accrued on long-term external borrowings	1,023.61	1,933.43	(2,120.72)	836.32
Lease liability	437.73	7.40	(169.90)	275.23
For the year ended March 31, 2022				
Liability portion of preference shares	2,534.74	270.77	-	2,805.51
Long-term external borrowings	28,445.22	14.79	(4,784.00)	23,676.01
Interest accrued on long-term external borrowings	1,230.15	2,341.00	(2,547.54)	1,023.61
Lease liability	1,145.82	(487.47)	(220.62)	437.73

3 The previous year/period figures have been regrouped and rearranged wherever necessary.

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration Number : 101720W / W100355

Lalit R Mhalsekar

Lalit R Mhalsekar

Partner

Membership No.: 103418

For and on behalf of the Board of Directors of
GMR Pochanpalli Expressways Limited

Arun Kumar Sharma
Arun Kumar Sharma
Director
DIN: 02281905

Amit Kumar
Amit Kumar
Chief Financial Officer
Membership no. 500164

Date : April 27, 2023
Place : New Delhi

Bajrang Lal Gupta
Bajrang Lal Gupta
Director
DIN: 07175777

Parajit Singh
Parajit Singh
Company Secretary
Membership no. A18789

Date : April 27, 2023

Place : Mumbai



GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLC049327

1 Company Overview and Significant Accounting Policies:

1.1 Company Overview

GMR Pochanpalli Expressways Limited (the Company) is engaged in development of highways on build, operate and transfer model on annuity basis. This entity is a Special Purpose Vehicle which has entered into a Concession Agreement with National Highways Authority of India for carrying out the project of Design, Construction, Development, Improvement, Operation and Maintenance for rehabilitation and strengthening of existing 2-lane portion from km 367.000 (Adloor Yellareddy) to km 447.000 (Kalkallu), covering 80.745 kms, and Improvement, operation and maintenance of kms 447.000 (Kalkallu) 464.000 (Gundla Pochanpalli) covering 17.00 kms on NH-7 in the state of Andhra Pradesh, lanes under a concession on build, operate and transfer through with private sector participation thereof.

The Company is public limited company incorporated and domiciled in India and has its registered office at 'Sri Sri House', Museum Road, Bangalore, Karnataka - 560025. The Company's office for business is at Toopran, Andhra Pradesh.

The Company's Holding Company is GMR Highways Limited while ultimate Holding Company is GMR Power & Urban Infra Limited /GMR Enterprises Private Limited.

The standalone financial statements of the Company for the year ended March 31, 2023 were authorised for issue in accordance with a resolution of the Board of Directors on April 27, 2023.

1.2 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.

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 standalone financial statements are presented in 'Indian Rupees' (INR) which is also the Company's functional currency and all values are disclosed to the nearest Rupees in Lakhs with two decimals (INR 00,000.00), except when otherwise indicated.

Summary of significant accounting policies

a) Use of estimates

The preparation of these financial statements in conformity with the recognition and measurement principles of IND AS requires the management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities and the disclosure of contingent liabilities at the end of the reporting period and revenues and expenses during 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.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

b) Current versus non-current classification

Assets and Liabilities in the balance sheet have been classified as either current or non-current based upon the requirements of Schedule III notified under the Companies Act, 2013.

An asset has been classified as current if

(a) it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle; or

(b) it is held primarily for the purpose of being traded; or

(c) it is expected to be realized within twelve months after the reporting date; or

(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date. All other assets have been classified as non-current.

A liability has been classified as current when

(a) it is expected to be settled in the Company's normal operating cycle; or

(b) it is held primarily for the purpose of being traded; or

(c) it is due to be settled within twelve months after the reporting date; or

(d) the Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. All other liabilities have been classified 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.



GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLCO49327

1 Company Overview and Significant Accounting Policies:

c) Fair value measurement

- ↳ The Company measures financial instruments 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:
 - ↳ i) In the principal market for the asset or liability, or
 - ↳ ii) 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 prices (unadjusted) in active markets for identical assets or liabilities

↳ Level 2 — Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices)

↳ Level 3 — Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

↳ For assets and liabilities that are recognised in the 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.

d) Revenue Recognition

Revenue from operations:

↳ Finance income for concession arrangements under financial asset model is recognized using the effective interest method. Revenues from operations and maintenance services and overlay services are recognized concession arrangements in each period as and when services are rendered.

↳ Effective from April 01, 2018, the Company has adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to the contracts that were not completed as of April 01, 2018. In accordance with the cumulative catch up transition method, the comparatives have not been retrospectively adjusted and continues to be reported as per Ind AS 18 "Revenue".

↳ Revenue is measured based on the consideration that is specified in a contract with a customer or is expected to be received in exchange for the products or services and excludes amounts collected on behalf of third parties. Revenue is recognized upon transfer of control of promised products or services to customers. To recognize revenues, the Company applies the following five step approach: (1) identify the contract with a customer, (2) identify the performance obligations in the contract, (3) determine the transaction price, (4) allocate the transaction price to the performance obligations in the contract, and (5) recognize revenues when a performance obligation is satisfied.

↳ The revenue is recognised when (or as) the performance obligation is satisfied, which typically occurs when (or as) control over the products or services is transferred to a customer.

↳ Contract modifications are accounted for when additions, deletions or changes are approved either to the contract scope or contract price. The accounting for modifications of contracts involves assessing whether the services added to an existing contract are distinct and whether the pricing is at the standalone selling price. Services added that are not distinct are accounted for on a cumulative catch-up basis, while those that are distinct are accounted for prospectively, either as a separate contract, if the additional services are priced at the standalone selling price, or as a termination of the existing contract and creation of a new contract if not priced at the standalone selling price.

↳ 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 initially recognised as revenue earned on account of service concession arrangements where revenue is recognised over the period of time as receipt of consideration is conditional on successful completion of performance obligations such as periodic maintenance services under the service concession arrangements. Once the performance obligation is fulfilled, the contract assets are classified as receivable under service concession arrangements.



GMR POCHANPALLI EXPRESSWAYS LIMITED

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1 Company Overview and Significant Accounting Policies:

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. Amount received from customer as per the half yearly annuity stipulated under the service concession arrangements to recognise revenue once the periodic maintenance services is completed and performance obligations are achieved.

Finance income and other income:

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition. Interest income is included in other income in the statement of profit and loss.

On disposal of current investments, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss. Such income is included under the head "other income" in the statement of profit and loss.

Dividend income is accounted for in the year in which the right to receive the same is established by the reporting date.

e) Property, Plant & Equipment...

Property, Plant & Equipment are stated at acquisition cost less accumulated depreciation and cumulative impairment. 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.

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.

When significant parts of plant and equipment are required to be replaced at intervals, Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in profit or loss as incurred.

The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met. Refer significant accounting judgements, estimates and assumptions and provisions for further information about the recorded decommissioning provision.

Gains or losses arising from de-recognition of tangible assets are measured as the difference between the net disposable proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

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.

Any remaining carrying amount of the cost of the previous inspection (as distinct from physical parts) is derecognised.

Machinery spares which are specific to a particular item of PPE and whose use is expected to be irregular are capitalized as fixed assets.

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.

Depreciation on PPE is provided on straight line method, up to the cost of the asset (net of residual value), in accordance with the useful lives prescribed under Schedule II to the Companies Act, 2013 which are as below:

Plant and equipment	4-15 years
Office equipment	5 years
Furniture and fixtures	10 years
Vehicles	8-10 years
Computers	3 years

Depreciation on additions is being provided on a pro-rata basis from the date of such additions. Similarly, depreciation on assets sold/dropped off during the year is being provided up to the dates on which such assets are sold/dropped off. Modification or extension to an existing asset, which is of capital nature and which becomes an integral part thereof is depreciated prospectively over the remaining useful life of that asset.

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.



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1 Company Overview and Significant Accounting Policies:

f) Intangible assets

- Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in an amalgamation in the nature of purchase is their fair value as at the date of amalgamation. Following initial recognition, intangible assets are carried at cost less accumulated amortization 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. 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 or loss when the asset is derecognised.

g) Financial Assets - Receivable towards the concession arrangement from the grantor

- When the arrangement has a contractual right to receive cash or other financial asset from the grantor specifically towards the concession arrangement (in the form of grants) during the construction period or otherwise, such a right, to the extent eligible, is recorded as financial asset in accordance with Ind AS 109 "Financial Instruments," at amortized cost.

h) Taxes

- 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 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 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 after tax holiday period, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.
- Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any carry forward of 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.
- 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 asset to be recovered.
- 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 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.

i) Borrowing costs

- Borrowing Cost includes interest and amortization of ancillary costs incurred in connection with the arrangement of borrowings. 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 capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur.

j) Inventories

- Raw materials, components, stores and spares are valued at lower of cost and net realizable value on First In First Out basis.
- Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.



GMR POCHANPALLI EXPRESSWAYS LIMITED

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1 Company Overview and Significant Accounting Policies:

k) 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 is the lessee

Right-of-use assets

Till year ended March 31, 2019, 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 office premises. 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 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 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 is the 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.

Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

There is no transitional effect on adoption of Ind AS 116 as at April 1, 2019.

l) Impairment

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. Where 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.

The company bases its impairment calculation on detailed budgets and forecast calculations which are prepared separately for each of the company's cash generating units to which the individual assets are allocated. These budgets and forecast calculations are generally covering a period of five years. For longer periods, a long term growth rate is calculated and applied to project future cash flows after the fifth year.



1 Company Overview and Significant Accounting Policies:

- ↳ Impairment losses of continuing operations are recognized in the statement of profit and loss, except for previously revalued tangible fixed assets, where the revaluation was taken to revaluation reserve. In this case, the impairment loss is recognized in the revaluation reserve up to the amount of any previous revaluation.
- ↳ After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.
- ↳ An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's or CGU's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the assets recoverable amount since the last impairment loss was recognized. 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 recognized for the asset in prior years. Such reversal is recognized in the statement of profit and Loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

m) Provisions, contingent liabilities, contingent assets and capital commitments

↳ Contingent Liabilities

- ↳ 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 financial statements. Contingent assets are only disclosed when it is probable that the economic benefits will flow to the entity.

↳ 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's 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.

n) Retirement and other Employee Benefits

- ↳ Short term employee benefits and defined contribution plans.
- ↳ 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 is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund.
- ↳ The Company recognizes contribution payable to the provident fund scheme 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.

↳ Compensated absences

- ↳ 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 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.

↳ Defined benefit plans

↳ Gratuity

- ↳ 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.
- ↳ The company recognizes termination benefit as a liability and an expense when the company has a present obligation as a result of 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. If the termination benefits fall due more than 12 months after the balance sheet date, they are measured at present value of future cash flows using the discount rate determined by reference to market yields at the balance sheet date on government bonds.



GMR POCHANPALLI EXPRESSWAYS LIMITED

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1 Company Overview and Significant Accounting Policies:

◀ Remeasurements

- ◀ 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:

- ◀ > The date of the plan amendment or curtailment, and
- ◀ > The date that the Group recognises related restructuring costs

◀ Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

◀ o) Financial Instruments

◀ A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

◀ i) 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, initial transaction costs that are attributable to the acquisition of the financial asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are only classified as Debt Instruments at amortised cost.

Debt Instruments at amortised cost

A debt instrument is measured at the amortised cost when 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.

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 currently applies to trade and other receivables.

Derecognition

A financial asset (or where applicable, a part of a financial asset or part of a Company's portfolio of financial assets) is primarily derecognised (i.e. removed from the balance sheet) when:

- > The rights to receive cash flows from the asset have expired, or
- > The company has transferred, and its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows to 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 future payments that the company may be required to make.

Transfer of financial assets

The company transfers financial assets to other entities, including structured entities (SEs) established to isolate the financial assets from its balance sheet. When the company transfers financial assets to an SE and retains or is exposed to, either directly or indirectly, to significant risks and rewards of ownership of the transferred financial assets, the company continues to recognise the transferred financial assets in its balance sheet.

When the company transfers financial assets to an SE and does not retain or become exposed to, either directly or indirectly, to significant risks and rewards of ownership of the transferred financial assets, the company derecognises the transferred financial assets.

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1 Company Overview and Significant Accounting Policies:

- ◀ 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, the company reverses the



GMR POCHANPALLI EXPRESSWAYS LIMITED

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1 Company Overview and Significant Accounting Policies:

p) Cash and cash equivalents

- ✓ Cash and cash equivalent in the balance sheet comprise cash at banks and in hand and the short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value. Bank Overdrafts are shown with in borrowings under Current Liabilities in the Balance Sheet.
- ✓ For the purpose of the statement of cashflows, 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.

q) Foreign currencies

- ✓ The financial statements are presented in INR, which is also the company's functional currency.
- ✓ 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 measured in terms of historical cost in a foreign currency are not retranslated.
- ✓ Exchange differences arising on the retranslation or settlement of other monetary items are included in the statement of profit and loss for the period.

r) Earnings per share

- ✓ Basic Earnings Per Share is 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.

s) Corporate Social Responsibility Expenditure

- ✓ The Company charges its Corporate Social Responsibility Expenditure during the year, to the Statement of Profit and Loss.

t) 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.

1.3 Key accounting judgements, estimates and assumptions

- ✓ The preparation of the company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts 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 estimate and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which are estimate is revised and future periods affected.
- ✓ Significant judgements and the estimates relating to the carrying values of assets and liabilities, provision for employee benefits and others provisions, commitments and contingencies and fair value measurements of investments.

i) Critical Accounting 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 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.



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1 Company Overview and Significant Accounting Policies:

a) Income tax

- Significant management judgement is required to determine the amount of deferred tax that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies considering the tax holiday period available to infrastructure undertaking. Refer note no.20.04

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. 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 no.29 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. [Refer note no.31]

d) 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 the interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates in India.

ii) Significant judgements :

a) Provision for periodic maintenance (overlay activities)

- As per the terms of concession agreement, the Company is required to carry out periodic major maintenance of project roads once in every five years which requires technical evaluation and critical assumptions, accounting estimates and judgements. The management has estimated the cost to be incurred on such periodic maintenance to recognise the provision as per the requirements of Ind AS 37. Further details are given in note no.16

b) Expected Credit Loss on Loans:

- With respect to loans and deposits given to Group Companies, the Company has not considered any increase in credit risk, considering the assurances through support letters given by the Holding Company to pay the amount inspite of cases of delay in payments by the Group Companies. The expected credit losses have not been provided other than those provided for based on its modification losses in lieu of ECL. The Company has also assessed the credibility of the Group Companies and that of the Holding Company and is of the view that it does not expect any financial loss in respect of the said loans and deposits. Refer note no.5.

1.4 Introduction of new standards and amendments to existing standards

- Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 31, 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

i. Ind AS 1 - Presentation of Financial Statements

- This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies and include corresponding amendments to Ind AS 107 and Ind AS 34. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the financial statements.

ii. Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors

- This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statements.

iii. Ind AS 12 - Income Taxes

- This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. Also there is corresponding amendment to Ind AS 101. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its financial statement.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

2 Property, plant and equipment

Particulars	Rupees in Lakhs					Total
	Plant and machinery	Computers	Office Equipments	Vehicles	Furniture and Fixtures	
Gross block						
As at April 01, 2021	55.22	1.26	6.66	35.64	0.63	99.41
Additions	21.17	0.66	0.27	8.08	6.30	36.48
Disposals / Adjustments	-	-	-	-	-	-
As at March 31, 2022	76.39	1.92	6.93	43.72	6.93	135.89
Additions	0.84	11.65	3.47	-	-	15.96
Disposals / Adjustments	-	-	-	(6.98)	-	(6.98)
As at March 31, 2023	77.23	13.57	10.40	36.74	6.93	144.87
Depreciation						
As at April 01, 2021	33.74	0.84	3.76	17.36	0.61	56.31
Charge for the year	5.91	0.47	1.13	3.31	1.28	12.10
Disposals / Adjustments	-	-	-	-	-	-
As at March 31, 2022	39.65	1.31	4.89	20.67	1.89	68.41
Charge for the year	9.91	0.46	1.40	4.05	1.75	17.57
Disposals / Adjustments	-	-	-	(6.98)	-	(6.98)
As at March 31, 2023	49.56	1.77	6.29	17.74	3.64	79.00
Net block						
As at March 31, 2022	36.74	0.61	2.04	23.05	5.04	67.48
As at March 31, 2023	27.67	11.80	4.11	19.00	3.29	65.87

Notes:

- Deemed Cost: The Company during the Financial Year 2016-17, had first time adopted Indian Accounting Standards ('Ind AS') under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. The Company had elected to use its previous GAAP carrying value as at April 01, 2015 being the opening balance sheet date for the purpose of first time adoption of Indian Accounting Standards as per Para D7AA of Ind AS 101, 'First-time Adoption of Indian Accounting Standards'. Accordingly the value of gross block disclosed above includes carrying value of assets at the transition date (i.e., April 01, 2015) which is considered as deemed cost.
- Assets are owned and are used for own use, unless otherwise mentioned.
- For charges created on property, plant and equipments refer note no.14



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

3 Other Intangible Assets

Particulars	Rupees in Lakhs	
	Software	Total
Gross block		
As at April 01, 2021	-	-
Additions	-	-
Disposals / Adjustments	12.53	12.53
As at March 31, 2022	-	-
Additions	12.53	12.53
Disposals / Adjustments	4.80	4.80
As at March 31, 2023	-	-
	17.33	17.33
Depreciation		
As at April 01, 2021	-	-
Charge for the year	0.16	0.16
Disposals / Adjustments	-	-
As at March 31, 2022	0.16	0.16
Charge for the year	2.79	2.79
Disposals / Adjustments	-	-
As at March 31, 2023	2.95	2.95
Net block		
As at March 31, 2022	12.37	12.37
As at March 31, 2023	14.38	14.38

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

4 Right of use Assets

Particulars	Rupees in Lakhs	
	Leashold Buildings	Total
Gross block		
As at April 1, 2021		
Additions	1,044.66	1,044.66
Disposals / Adjustments	-	-
As at March 31, 2022	(464.29)	(464.29)
Additions	580.37	580.37
Disposals / Adjustments	-	-
As at March 31, 2023	580.37	580.37
Depreciation		
As at April 1, 2021		
Charge for the year	348.22	348.22
Disposals / Adjustments	116.08	116.08
As at March 31, 2022	-	-
Additions	464.30	464.30
Disposals / Adjustments	116.07	116.07
As at March 31, 2023	580.37	580.37
Net block		
As at March 31, 2022		
As at March 31, 2023	116.07	116.07

The aggregate depreciation expense on ROU assets is included under depreciation and amortization expense in the statement of Profit and Loss.

For details of lease liability, refer note no.15 below.

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GMR POCHANPALLI EXPRESSWAYS LIMITED

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

5 Loans

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Non-current:		
Carried at amortised cost		
Loan Receivables – considered good - secured		
Loan Receivables – considered good - unsecured	-	-
Loans and advances to:		
Related parties [Refer note no.40 and note (a) below]	2,510.00	2,510.00
Loan Receivables which have significant increase in credit risk [Refer note no. (b) below]	-	-
Loan Receivables – credit impaired [Refer note no. (b) below]	-	-
Total	2,510.00	2,510.00
Current:		
Carried at amortised cost		
Loan Receivables – considered good - secured		
Loan Receivables – considered good - unsecured		
Loans and advances to:		
Related parties [Refer note no.40 and note (a) below]	24,404.01	24,595.47
Loan Receivables which have significant increase in credit risk [Refer note no. (b) below]	-	-
Loan Receivables – credit impaired [Refer note no. (b) below]	-	-
Total	24,404.01	24,595.47
Total	26,914.01	27,105.47

Notes:

- a) Details of loan given to related parties:
- (i) An unsecured loan of Rs.10,629.00 Lakhs (March 31, 2022 : Rs.10,820.46 Lakhs) given to GMR Highways Limited (including loan given to GMR Tambaram Tindivanam Expressways Limited and GMR Tuni Anakapalli Expressways Limited merged w.e.f August 11, 2022 with GMR Highways Limited as per the NCLT, Mumbai Bench-IV, CP(CAA)/207/MB/2021 in CA(CAA)/11/(MB)/2021 Merger order dated 03.08.2022) shall be repayable within 1 year from date of renewed agreement.
 - (ii) An unsecured loan of Rs.12,150.56 Lakhs (March 31, 2022 : Rs.12,150.56 Lakhs) given to GMR Power and Urban Infra Limited (earlier GMR Infrastructure Ltd) shall be repayable within 1 year from date of renewed agreement.
 - (iii) An unsecured loan of Rs.177.00 Lakhs (March 31, 2022 : Rs.177.00 Lakhs) given to GMR Securities Limited shall be repayable within 1 year in terms of renewed agreement.
 - (iv) An unsecured loan of Rs.861.00 Lakhs (March 31, 2022 : Rs.861.00 Lakhs) given to GMR Tambaram Tindivanam Expressways Limited merged w.e.f August 11, 2022 with GMR Highways Limited as per the NCLT, Mumbai Bench-IV, CP(CAA)/207/MB/2021 in CA(CAA)/11/(MB)/2021 Merger order dated 03.08.2022.
 - (v) An unsecured loan of Rs.319.92 Lakhs (March 31, 2022 : Rs.319.92 Lakhs) given to GMR Tuni Anakapalli Expressways Limited merged w.e.f August 11, 2022 with GMR Highways Limited as per the NCLT, Mumbai Bench-IV, CP(CAA)/207/MB/2021 in CA(CAA)/11/(MB)/2021 Merger order dated 03.08.2022.
 - (vi) Loan granted during earlier years along with interest accrued of Rs.2,510.00 Lakhs to GMR SEZ and Port Holdings Private Limited has been converted to long term loan during FY 2021-22, shall be repayable within 3 years or further extended period as mutually agreed between the parties.
 - (vii) An unsecured loan of Rs.266.53 Lakhs (March 31, 2022 : 266.53 Lakhs) given to GMR Ambala Chandigarh Expressways Private Limited shall be repayable within 1 year from date of renewed agreement.
- b) The Company has undertaken an assessment of these loans considering the creditworthiness of the borrower along with the support letter of holding company GMR Power & Urban Infra Ltd (GPUIL) [earlier, GMR Infrastructure Ltd (GIL)] to make good the amounts on defaults if any by the Group Companies. In view of such assessment and obtaining of the support letter received from GPUIL, the management is of the opinion that the loans are good and no credit impairment is foreseen which requires credit losses to be recognized other than those considered in the modification losses. GPUIL has ensured that they will be able to provide sufficient funds to these Group Companies to make payment of the loans / deposits along with interest accrued thereon and accordingly the loans / deposits given by the Company are considered good and no further provision is considered necessary in the accompanying financial statements. Further, the company being a special purpose vehicle, going to be merged with holding company on completion of the service concession period.
- c) There are no loans receivables which are credit impaired or which have a significant increase in credit risk based on the information available with the Company.
- d) There are no Loans or Advances in the nature of loans are granted to promoters, Directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person, that are (a) repayable on demand or (b) without specifying any terms or period of repayment.
- e) The fair value of Non current and current loans are not materially different from the carrying value presented.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

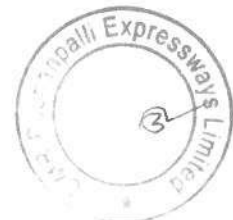
6 Other financial assets

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Non-current:		
Carried at amortised cost		
Unsecured, considered good		
Receivable under service concession arrangements		
Interest accrued on loan to related parties [Refer note no.40]	6,830.16	8,799.26
Security deposits	305.36	44.72
with others		
Deposit with government departments and exchanges *	0.31	0.31
Total	12.88	10.76
Current:		
Carried at amortised cost		
Unsecured, considered good		
Receivable under service concession arrangements		
Receivable towards change of scope work and claims receivable	3,732.19	3,943.47
Security deposits	402.79	176.94
with others		
Interest accrued on loan to related parties (net of modification loss) [Refer note no.40]	-	0.11
Interest accrued on deposits with banks	7,495.81	6,204.20
Amount receivable towards sale of CCD's (net) [Refer note nos.(b) below]	62.09	35.07
Penalty paid under protest [Refer note no.32]	2,273.00	2,273.00
	2,623.99	2,623.99
Total	16,589.87	15,256.78
Less: Provision for doubtful non-trade receivables	(2,273.00)	(817.00)
Total	14,316.87	14,439.78
Total	23,465.58	23,294.83

* - includes Recovery Expense Fund (REF) with National Stock Exchange of India Ltd of Rs.2.85 Lakhs [March 31, 2022 : Rs.2.85 Lakhs]

Notes:

- a) GMR Power and Urban Infra Limited[^] (GPUIL/holding Company) [erstwhile holding Company GMR Infrastructure Ltd (GIL)] had divested during the FY 2020-21 its entire 51% equity stake along with its subsidiaries held in Kakinada SEZ Ltd (KSEZ) to Aurobindo Realty & Infrastructure Pvt Ltd (ARIPL). In terms of the divestment plan, GIL (now GPUIL[^]) along with KSEZ, GMR SEZ & Port Holdings Limited and Kakinada Gateway Port Limited had entered into Securities Sale and Purchase Agreement (SSPA) with ARIPL, on September 24, 2020, as amended on March 31, 2021. The Company along with GIL, KSEZ and other group companies had entered into a Memorandum of Understanding (MOU) on March 31, 2021 with ARIPL. In terms of this MOU and debenture subscription agreement entered with Kakinada SEZ Limited on March 31, 2021, the Company had converted a portion of existing loan amounting to Rs.3,729.57 Lakhs into 3,72,95,676, 12% Compulsorily Convertible Debentures (CCD's) of Rs.10 each for a period of 29 years.
- b) The Company had entered into Debenture Purchase Agreement (DPA) on March 31, 2021 with Aurobindo Realty & Infrastructure Pvt Ltd (ARIPL) and Kakinada SEZ Ltd (KSEZ). In terms of DPA, the company had agreed to sell 3,72,95,676 CCD's on closing date for a total consideration of Rs.4,181.97 Lakhs (including contingent consideration payable by ARIPL of Rs.3,147.85 Lakhs on achievement of milestones) subject to terms and conditions set out in DPA. Total consideration including additional payment of Rs.3,147.85 Lakhs payable as per Annexure I of DPA is based on achievement of certain agreed milestones primarily related to the sale of 2,500 acres of the land parcels at specified prices during the financial years ended March 31, 2023. These milestones are market dependent and are not under management control. The receivable/investment on CCD's had been fair valued as on March 31, 2021 by the Company at Rs.3,307.12 Lakhs (including upfront consideration of Rs.1,034.12 Lakhs) from an expert valuer who had considered various assumptions and scenarios on achievement of milestones with probable outcomes which was significantly dependent on future development in KSEZ and Governments approvals.
- The Company's investment in KSEZ CCD's was transferred in the name of ARIPL on August 20, 2021 against the consideration received of Rs.1,034.12 Lakhs and the balance amount receivable towards sale of investment in CCD's in KSEZ of Rs.1,456.00 Lakhs (net of fair valuation loss) being contingent consideration was classified as 'Other Current Financial Assets'.
- Milestone as stipulated in the agreement, could not be achieved by the end of March 31, 2023, the recoverability of amount receivable is not certain. Accordingly, the company during the year, has charged of the balance amount receivable of Rs. 1,456.00 Lakhs.
- [^] transactions with GMR Infrastructure Limited [GIL] is transferred in the name of GMR Power and Urban Infra Limited [GPUIL] w.e.f. January 01, 2022 in terms of the Composite Scheme of Arrangements approved by the National Company Law Tribunal (NCLT) vide its Order dated December 22, 2021.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

7 Other assets

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Non-current:		
Unsecured, considered good		
Deferred Contract assets under service concession arrangements [Refer note (a) below]	5,314.99	3,255.33
Prepaid expenses	66.27	68.51
Total	5,381.26	3,323.84
Current:		
Unsecured, considered good		
Advances other than capital advances		
Advance to suppliers of goods/services		
to related parties [Refer note no.40]		
to others	1,311.95	1,396.60
Advance to employees for expenses	182.46	107.27
Deferred Contract assets under service concession arrangements [Refer note (a) below]	1.15	15.28
Prepaid expenses	3,396.51	6,094.26
Balances with government departments	71.41	192.68
Total	5,759.97	7,338.38
Total	10,920.71	11,203.31

Notes

a) Contract assets are initially recognised as revenue earned on account of service concession arrangements where revenue is recognised over the period of time as receipt of consideration is conditional on successful completion of performance obligations such as periodic maintenance services under the service concession arrangements. Once the performance obligation is fulfilled, the deferred contract assets are classified as receivable under service concession arrangements.

8 Income tax assets (net)

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Non-current:		
Advance income tax and tax deducted at source (net) [refer note no.20.03]	139.10	139.10
Total	139.10	139.10

9 Inventories

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Stores and spares [Refer note (b) below]	15.13	39.71
Total	15.13	39.71

Notes:

- a) Inventories are valued at lower of cost or net realizable value.
 b) For charges created on inventories refer note no.14.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

10 Cash and cash equivalents

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Cash in hand		
Balances with banks	0.32	-
- Current account		
- Fixed deposits	975.75	392.36
Total	4,591.25	3,730.11
Note:	5,567.32	4,122.47

Note:

a) For charges created on cash and bank balances refer note no.14.

b) Fixed Deposit includes Rs.3,116.01 Lakhs earmarked for remittance of NCD redemption & Interest on NCD due on April 15, 2023.

11 Other bank balances

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Fixed deposit with banks	2,433.97	1,941.50
Total	2,433.97	1,941.50

Note:

a) For charges created on cash and bank balances refer note no.14.

b) Includes margin deposit of Rs.2,009.86 Lakhs [March 31, 2022 : Rs.1,551.70 Lakhs] kept against bank guarantee.

c) Includes debenture redemption investment of Rs.354.00 Lakhs [March 31, 2022 : Rs.650.99 Lakhs] deposited to the extent of 15% of debenture maturing during the year.

d) The fair value of other bank balances are not materially different from the carrying value presented.

Break-up of financial assets

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Financial assets carried at amortised cost		
Loans to group companies	26,914.01	27,105.47
Security deposit	0.31	0.42
Receivable under service concession	12,562.35	12,742.73
Cash and cash equivalents	5,567.32	4,122.47
Fixed deposit with banks (including interest accrued)	2,496.06	1,976.57
Other financial assets	10,840.83	10,516.61
Financial assets measured at fair value		
Total	58,380.88	56,464.27



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

12 Equity share capital

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Authorised		
13,81,00,000 [March 31, 2022 : 13,81,00,000 equity shares of Rs.10 each]	13,810.00	13,810.00
45,90,000 [March 31, 2022 : 45,90,000 preference shares of Rs.100 each]	4,590.00	4,590.00
Issued, subscribed and fully paid-up	18,400.00	18,400.00
13,80,00,000 [March 31, 2022 : 13,80,00,000 equity shares of Rs.10 each]	13,800.00	13,800.00
Total	13,800.00	13,800.00

Notes:

a) Reconciliation of Shares Outstanding at the beginning and end of the reporting year

	March 31, 2023		March 31, 2022	
	Numbers	Rupees in Lakhs	Numbers	Rupees in Lakhs
Equity shares of Rs. 10 each				
Balance at the beginning of the year	13,80,00,000	13,800.00	13,80,00,000	13,800.00
Shares issued during the year	-	-	-	-
Balance at the end of the year	13,80,00,000	13,800.00	13,80,00,000	13,800.00
Preference shares of Rs. 100 each*				
Balance at the beginning of the year	44,50,000	4,450.00	44,50,000	4,450.00
Shares issued during the year	-	-	-	-
Balance at the end of the year	44,50,000	4,450.00	44,50,000	4,450.00

*- equity component of preference shares of Rs.3,620.95 Lakhs (March 31, 2022: Rs.3,620.95 Lakhs) is classified under Other Equity (refer note no.13) and liability portion for preference shares is classified as Long term Borrowings (refer note no.14).

b) Terms 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 pay dividend in Indian rupees. The dividend proposed by the Board of director is subject to the approval of the shareholder in ensuing Annual General meeting. In event of liquidation of the Company, the holders of equity shares would 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) Terms to Preference Shares

8% Redeemable, Non-cumulative and Non-Convertible preference shares of Rs.100 each. Preference Shares are redeemable at premium at the option of the Board of Directors of the Company on October 15, 2026, with one day prior notice to the preference shareholders. Refer note nos.13 and 14 for equity and liabilities portion of Preference Shares.

d) Details of the shareholders holding more than 5% shares of the Company

Name of Shareholder	Numbers	% of holding
Equity shares of Rs. 10 each		
March 31, 2023		
GMR Highways Limited, the immediate holding Company	13,59,29,996	98.50%
March 31, 2022		
GMR Highways Limited, the immediate holding Company	13,59,29,996	98.50%
Preference shares of Rs.100 each		
March 31, 2023		
GMR Power and Urban Infra Limited, the ultimate holding Company w.e.f. 01.01.2022^	44,50,000	100.00%
GMR Infrastructure Limited, the ultimate holding Company till 31.12.2021^	-	-
March 31, 2022		
GMR Infrastructure Limited, the ultimate holding Company till 31.12.2021^	44,50,000	100.00%



NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

e) Shares held by holding/ ultimate holding company and/ or their subsidiaries/ associates

Name of Shareholder	Numbers	Rupees in Lakhs
Equity shares of Rs. 10 each		
March 31, 2023		
GMR Highways Limited, the immediate holding Company	13,59,29,996	13,593.00
GMR Power and Urban Infra Limited, the ultimate holding Company w.e.f. 01.01.2022 [^]	13,80,000	138.00
GMR Energy Limited, a subsidiary of GPUI and fellow subsidiary	6,90,000	69.00
March 31, 2022		
GMR Highways Limited, the immediate holding Company	13,59,29,996	13,593.00
GMR Power and Urban Infra Limited, the ultimate holding Company w.e.f. 01.01.2022 [^]	13,80,000	138.00
GMR Energy Limited, a subsidiary of GPUIL and fellow subsidiary	6,90,000	69.00
Preference shares of Rs.100 each		
March 31, 2023		
GMR Power and Urban Infra Limited, the ultimate holding Company w.e.f. 01.01.2022 [^]	44,50,000	4,450.00
March 31, 2022		
GMR Power and Urban Infra Limited, the ultimate holding Company w.e.f. 01.01.2022 [^]	44,50,000	4,450.00

f) Shareholding of promoters as at March 31, 2023

Name of the promoter	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of total shares	% change during the year
Fully paid up equity shares of INR 10 each					
GMR Power and Urban Infra Limited [^]	13,80,000	-	13,80,000	1.00%	0.00%
GMR Energy Limited	6,90,000	-	6,90,000	0.50%	0.00%
GMR Highways Limited	13,59,29,996	-	13,59,29,996	98.50%	0.00%
GMR Business Process and Services Pvt. Ltd. representing and for the benefit of GMR Highways Ltd.	1	-	1	0.00%	0.00%
Dhruvi Securities Ltd. representing and for the benefit of GMR Highways Ltd.	1	-	1	0.00%	0.00%
GMR Aerostructure Services Limited representing and for the benefit of GMR Highways Ltd.	1	-	1	0.00%	0.00%
GMR Corporate Affairs Pvt. Ltd. representing and for the benefit of GMR Highways Ltd.	1	-	1	0.00%	0.00%
Preference shares of Rs.100 each					
GMR Power and Urban Infra Limited [^]	44,50,000	-	44,50,000	100.00%	0.00%

[^] w.e.f. January 01, 2022, the shares held by GMR Infrastructure Limited is transferred in the name of GMR Power and Urban Infra Limited in terms of the Composite Scheme of Arrangements approved by the National Company Law Tribunal (NCLT) vide its Order dated December 22, 2021.

g) 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.

h) The Company has not issued shares for consideration other than cash, during the period of five years immediately preceding the reporting date.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

13 Other equity

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Equity component of Preference shares		
Opening balance		
Add: Adjustment for the year	3,620.95	3,620.95
Closing balance	3,620.95	3,620.95
Debenture Redemption Reserve		
Opening balance		
Add: Transferred from the statement of profit and loss [refer note (a) below]	9,259.44	9,259.44
Closing balance	9,259.44	9,259.44
Surplus / (deficit) in the statement of Profit and Loss		
Opening balance		
Add: Profit for the year	(1,229.51)	(2,857.71)
Less: Transferred to Debenture redemption reserve during the year [refer note (a) below]	4,395.12	1,628.20
Closing balance	3,165.61	(1,229.51)
Other comprehensive income		
Opening balance		
Remeasurements gains/(loss) on defined benefit plans, net of tax effect	(3.13)	1.10
Closing balance	10.21	(4.23)
Total	16,053.08	11,647.75

Nature and purpose of reserve:

a) Debenture Redemption Reserve:

The Company has created Debenture Redemption Reserve (DRR) more than 25% of outstanding non-convertible debentures out of the profits of the company available for payment of dividend for the purpose of redemption of debentures in accordance with the provisions of the Companies Act, 2013 and Companies (Specification of definitions details) Rules, 2014, as amended.

b) Retained Earnings

Retained Earnings represents the amount that can be distributed by the Company as dividends, considering the requirements of the Companies Act, 2013. No dividends are distributed by the Company during the year.

c) Equity component of Preference shares

Equity component of Preference shares represents the difference in carrying value and fair value of Preference Shares issued to its parent on initial recognition. Fair value is determined by discounting the estimating the cash flows expected over the term of the instrument using an applicable discount rate. The equity component of related party transactions are adjusted to the carrying amount on account of extinguishment of liability.

d) Other Comprehensive Income represents Re-measurement gains (losses) on defined benefit plans and its income tax effects if any.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

14 Borrowings

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Long-term borrowings:-		
Secured, at amortized cost		
Non-convertible debenture [Refer note (a) below]	14,793.82	19,350.22
Unsecured, at amortized cost		
Liability component of compound financial instruments		
Non-cumulative non-convertible preference shares issued to the ultimate holding company [Refer Note (b) below]	3,105.21	2,805.51
Total	17,899.03	22,155.73
Short-term borrowings:		
Secured, at amortized cost		
Current maturities of Non-convertible debenture [Refer note (a) below]	4,556.40	4,325.79
Total	4,556.40	4,325.79
Total	22,455.43	26,481.52

Notes:

a) Secured non-convertible debenture:

During the financial year 2009-2010, the Company has issued 9.38% 6,500 Rated, taxable, listed, redeemable, non-convertible Debentures (NCDs) of the face value of Rs.10,00,000 each which are listed on The National Stock Exchange of India. Debentures are repayable in 34 half yearly unequal instalments commencing from April 15, 2010 to October 15, 2026.

i) Terms of Security

The listed, redeemable, non-convertible debentures are secured by way of first charge on all the assets of the Company both movable and immovable properties, both present and future (including future annuity receivable) but excluding project assets (unless permitted by National Highways Authority of India (NHAI) under the Concession agreement).

ii) Maturity profile of 9.38% redeemable non-convertible Debentures of face value of Rs.10,00,000/- each are given below:

No. of Debentures	Date of redemption	Rupees in Lakhs
227.90	15-10-2026	2,279.00
269.10	15-04-2026	2,691.00
218.90	15-10-2025	2,189.00
265.00	15-04-2025	2,650.00
257.20	15-10-2024	2,572.00
242.40	15-04-2024	2,424.00
235.60	15-10-2023	2,356.00
221.00	15-04-2023	2,210.00

b) Non-cumulative non-convertible Preference shares:

The Company had issued 44,50,000 8% Redeemable, Non-cumulative and Non-Convertible preference shares of Rs.100 each. Preference Shares are redeemable at premium at the option of the Board of Directors of the Company on October 15, 2026, with one day prior notice to the preference shareholders.

As these Preference share are non-cumulative and the Company is not under obligation to pay dividend, only fair value of redemption value has been considered as financial liability using a market rate for an equivalent instrument. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on redemption. The remainder of the proceeds is recognised and included in Equity. Refer note no.13 for equity portion of Preference Shares.

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Opening balance		
Add: Issued during the year	4,450.00	4,450.00
Closing balance	-	-
Less: Equity component transferred to Other Equity	4,450.00	4,450.00
Financial liability portion of preference shares	3,620.95	3,620.95
Add: Notional Interest recognized up to date	829.05	829.05
Liability portion of non convertible preference shares	2,276.16	1,976.46
	3,105.21	2,805.51



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

15 Lease Liabilities

Operating lease commitments - Company as a Lessee : The Company has entered into certain cancellable and non-cancellable operating lease agreements mainly for office premises. The lease rentals paid during the year and the maximum obligation on the long term non-cancellable operating lease payable are as follows:

The following is the break-up of current and non-current lease liabilities as at March 31, 2023 and March 31, 2022:

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Non-current lease liabilities	-	-
Current lease liabilities*	275.23	437.73
Total	275.23	437.73

* includes lease liability due but not paid as at balance sheet date of Rs.275.23 Lakhs (March 31, 2022: 298.03 Lakhs)

The movement in lease liabilities during the year ended March 31, 2023 and March 31, 2022 is as follows:

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Opening balance	-	1,145.82
Additions/(reversal on modification of lease terms)	437.73	(464.29)
Interest on lease liability	-	21.86
Modification gain on right of use assets	7.39	(45.04)
Payment of lease liabilities	-	(220.62)
Closing balance	(169.89)	437.73

Details regarding the contractual maturities of lease liabilities as at March 31, 2023 and March 31, 2022 on an undiscounted basis is as follows:

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Repayable on demand/due	-	-
Less than one year	275.23	-
One to five years	-	445.12
More than five years	-	-
Total	275.23	445.12

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

Following amount has been recognised in statement of profit and loss:

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Amortisation on right to use asset	116.07	116.07
Interest on lease liability	7.39	21.86
Expenses related to short term/low value lease (included under other expenses)	3.24	4.95
Total	126.70	142.88

Note : For right of use assets refer note no.4 above.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

16 Provisions

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Non-current:		
Provision for gratuity [Refer note no.39(b)]	5.73	43.97
Provision for leave encashment	51.49	78.26
Provision for periodic maintenance	5,720.76	3,352.12
Total	5,777.98	3,474.35
Current:		
Provision for variable performance pay	54.61	42.71
Provision for superannuation	1.27	1.20
Provision for leave encashment	45.33	45.90
Provision for periodic maintenance	5,000.00	7,452.50
Total	5,101.21	7,542.31
Total	10,879.19	11,016.66

Note:

(a) Provision for periodic maintenance (overlay activities)

The Company has contractual obligation to maintain, replace or restore infrastructure, except for any enhancement element. Cost of such obligation is measured at the best estimate of the expenditure required to settle the obligation at the balance sheet date and recognized/spread over the periods upto the beginning of the subsequent financial year estimated to be carried out. The provisions accordingly for the second periodic maintenance has been straight-lined upto the financial year ending March 31, 2020. First periodic maintenance (overlay) activities have been completed during the FY 2013-14 and next overlay activities will be carried on attaining finality of litigation as detailed in Note no.32 below. With regard to periodic maintenance to be carried out over the balance period, the company has straight-lined the re-estimated project cost to complete and accordingly made provision for present value of such straight-lined projected cost which is shown under non-current provision as on balance sheet date. Based on revised estimation of project cost, the excess provision which is no longer required is reversed during the year.

(b) Movement of provision for periodic maintenance

Particulars	Rupees in Lakhs			
	March 31, 2023		March 31, 2022	
	Non-current	Current	Non-current	Current
Opening Balance	3,352.12	7,452.50	1,497.72	8,716.56
Accretion during the year	2,368.64	-	1,854.40	-
Excess provision reversed during the year	-	(1,445.34)	-	-
Utilised/Reversed during the year	-	(1,007.16)	-	(1,264.06)
Closing Balance	5,720.76	5,000.00	3,352.12	7,452.50

17 Trade payables

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Current:		
Carried at amortised cost:		
Dues of micro enterprises and small enterprises [Refer Notes (a) below]	144.08	156.03
Dues of creditors other than micro enterprises and small enterprises		
Payable to related parties [Refer note no.40 below]	1,790.48	1,671.86
Dues to others	215.69	173.19
Total	2,150.25	2,001.08

Notes:

(a) Details of dues of micro enterprises and small enterprises

Dues to related parties [Refer note no.40]	117.93	89.30
Dues to others	26.15	66.73
Total	144.08	156.03



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

b) Trade payables ageing analysis

Trade payable ageing as at March 31, 2023							Rupees in Lakhs
Particulars	Amount not Due	Outstanding for following periods from due date of payment				Total	
		< 1 year	1-2 years	2-3 years	> 3 years		
Total outstanding dues of micro enterprises and small enterprises [MSME]	0.85	136.95	4.58	-	1.70	144.08	
Total outstanding dues of creditors other than MSME	53.88	1,943.84	1.51	3.55	3.39	2,006.17	
Disputed dues of MSME	-	-	-	-	-	-	
Disputed dues of creditors other than MSME	-	-	-	-	-	-	
Total	54.73	2,080.79	6.09	3.55	5.09	2,150.25	

Trade payable ageing as at March 31, 2022							Rupees in Lakhs
Particulars	Amount not Due	Outstanding for following periods from due date of payment				Total	
		< 1 year	1-2 years	2-3 years	> 3 years		
Total outstanding dues of micro enterprises and small enterprises [MSME]	5.32	150.71	-	-	-	156.03	
Total outstanding dues of creditors other than MSME	43.76	1,718.24	32.75	29.74	20.56	1,845.05	
Disputed dues of MSME	-	-	-	-	-	-	
Disputed dues of creditors other than MSME	-	-	-	-	-	-	
Total	49.08	1,868.95	32.75	29.74	20.56	2,001.08	

c) The Management is in continuous process of obtaining confirmations from its vendors regarding their registrations under the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). Under the MSMED Act, 2006 which came into force with effect from October 2, 2006, certain disclosures are required to be made relating to Micro, Small and Medium Enterprises. On the basis of information and records available with the company, the following disclosures are made for the amounts due to Micro, Small and Medium Enterprises. Further, in view of the management, the impact of interest, if any, that may be payable in accordance with the provision of the Act are not expected to be material. The Company has not received any claim for interest from any supplier under the said Act.

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
The principal amount due thereon remaining unpaid to any supplier as at the end of each accounting year	144.08	156.03
The interest amount due thereon remaining unpaid to any supplier as at the end of each accounting year	-	-
The amount of interest paid by the buyer under MSMED Act, 2006	-	-
Amounts of the payment made to the supplier beyond the appointed day during each accounting year	-	-
The amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	-	-
The amount of interest accrued but not accounted and remaining unpaid at the end of accounting year; and	4.91	3.81
The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	-	-

d) The Company is in the process of reconciling the outstanding balances with vendors and any changes in the balance upon reconciliation shall be given effect in the ensuing year and the management is of the opinion that there will not be any significant effect on such reconciliation.

e) The fair value of Trade payables is not materially different from the carrying value presented.

f) Terms and conditions of the above financial liabilities:

Trade payables are non-interest bearing and are normally settled on 60 days terms.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

18 Other financial liabilities

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Current		
Other financial current liabilities at amortized cost		
Interest accrued but not due on debt		
Total	836.32	1,023.61
	836.32	1,023.61
Break-up of financial liabilities		
Particulars	March 31, 2023	March 31, 2022
Financial liabilities carried at amortised cost		
Borrowings		
Lease liability	19,350.22	23,676.01
Liability component of preference share capital	275.23	437.73
Trade payables	3,105.21	2,805.51
Interest accrued but not due on debt	2,150.25	2,001.08
Total	836.32	1,023.61
	25,717.23	29,943.94

19 Other liabilities

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Non-current:		
Deferred contract revenue under service concession arrangement [Refer note (a) below]		
Total	483.18	295.94
	483.18	295.94
Current:		
Deferred contract revenue under service concession arrangement [Refer note (a) below]		
Statutory dues	308.77	554.02
Total	1,067.53	46.62
Total	1,376.30	600.64
	1,859.48	896.58

Notes:

a) Deferred contract revenue represents amount received from customer as per the 'yearly' annuity stipulated under the service concession arrangements to recognise revenue once the periodic maintenance services is completed and performance obligations are achieved.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

20 Income Tax

The major components of income tax expense

20.01 Income tax expense in the statement of profit and loss comprises for the year:

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Profit or loss section		
Current Tax [Refer note no.36 below]	932.70	343.81
Deferred Tax [Refer note no.20.04 below]	-	-
Income tax for earlier years	-	-
Tax expense / (credit) to Statement of Profit and Loss	932.70	343.81
Other comprehensive income section (OCI)		
Deferred tax related to items recognised in OCI during in the year:		
Re-measurement gains (losses) on defined benefit plans	-	-
Tax expense / (credit) to Other Comprehensive Income	-	-
Tax expense / (credit) to Total Comprehensive Income	932.70	343.81

20.02 Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for the year:

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Profit before tax (PBT)	5,327.82	1,972.01
Applicable tax rate	29.12%	29.12%
Tax effect of income / (loss) (a)	1,551.46	574.25
Adjustments:		
Tax effect on non-taxable income	-	(0.15)
Tax effect on non-deductible expenses	10.86	(33.37)
Deduction under section 80IA [Refer note no.20.04(a) below]	(947.61)	(370.81)
Impact of minimum alternate tax credit	166.95	(332.45)
(b)	(769.80)	(736.78)
Deferred tax asset / (liability) is not recognised as the same will be reversed during section 80IA period [Refer note no.20.04 below] (d)	781.66	(162.53)
(c)=(a+b)	151.04	506.34
Tax expense/(credit) for the year (e)=(c+d)	932.70	343.81
Income tax for earlier years (f)	-	-
Tax expense / (credit) to Statement of Profit and Loss (g)=(e-f)	932.70	343.81
Effective tax rate for the year (e)/PBT	17.51%	17.43%

20.03 Provision for Income tax / Non-current tax assets

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Net current income tax asset/ (liability) at the beginning	598.28	407.06
Current tax payable for the year	932.70	343.81
Current taxes (paid)/refund (net)	(442.99)	(152.59)
Net current income tax asset/ (liability) at the end *	1,087.99	598.28
* - refer note no.36		
The details of income tax assets and income tax liabilities		
Provision for Income tax (net)	1,227.09	737.38
Income tax assets (net)	(139.10)	(139.10)
Net current income tax asset/ (liability) at the end	1,087.99	598.28



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

20 Income Tax

20.04 Major components of deferred tax assets and liabilities

Particulars	As at		For the year ended		Rupees in Lakhs	
	April 01, 2021	March 31, 2022	March 31, 2022	March 31, 2023	As at March 31, 2023	
Deferred tax liability						
Service concession assets	2,583.52	(368.20)	2,215.32	661.68	2,877.00	
Right of use assets	202.80	(169.00)	33.80	(33.80)	-	
Borrowings	13.91	(4.30)	9.61	(3.56)	6.05	
Equity Component of preference shares	1,054.42	-	1,054.42	-	1,054.42	
Fair value of investments through profit or loss	0.01	(0.01)	-	-	-	
Total	3,854.66	(541.51)	3,313.15	624.32	3,937.47	
Deferred tax asset						
Property, plant and equipments	21.69	(3.07)	18.62	(3.34)	15.28	
Right of use lease liability	222.48	(181.80)	40.68	(40.68)	-	
Liability portion of preference shares	496.70	78.85	575.55	87.27	662.82	
Loans	97.25	(97.25)	-	-	-	
Interest accrued on Loan to related Parties	327.29	138.23	465.52	209.55	675.07	
Fair value of investments / receivables through profit or loss	123.02	237.91	360.93	423.99	784.92	
Provision for major maintenance	1,536.94	(217.13)	1,319.81	121.92	1,441.73	
Provision for leave encashment	38.95	(2.79)	36.16	(7.97)	28.19	
Provision for gratuity	11.09	1.71	12.80	(11.13)	1.67	
Provision for bonus	11.34	10.17	21.51	(4.25)	17.26	
Total	2,886.75	(35.17)	2,851.58	775.36	3,626.94	
Net deferred tax (assets) / liability	967.91	(506.34)	461.57	(151.04)	310.53	
Deferred tax asset/(liability) not recognised [Refer note (a) below]	(967.91)	506.34	(461.57)	151.04	(310.53)	
Net deferred tax (assets) / liability	-	-	-	-	-	

Note:

(a) The Company, being Infrastructure Company, enjoys the benefit of tax holiday period for 10 years out of first 20 years of operations. In initial years of operations, the Company has incurred losses and hence had not claimed the benefit of tax holiday period. The Management expects that all deferred tax liabilities originated as on balance sheet date pertains basically to infrastructure undertaking which is covered under section 80IA of the Income tax Act, 1961. As per the management projections these differences which are originated are getting reversed within the Section 80IA tax holiday period and resulting in insignificant deferred tax asset as at the end of the Section 80IA tax holiday period which incidentally is also the end of the project period. Accordingly, the company has not recognised the resulting deferred tax liability/asset that is expected to reverse during the tax holiday period.

20.05 The unused business loss and allowances is allowable in future period against taxable profit Rs. Nil

20.06 The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**21 Revenue from operations**

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Operations and maintenance income	3,426.78	3,602.45
Finance income on financial assets	2,350.60	2,703.44
Total	5,777.38	6,305.89

Notes:

a) Effective April 1, 2018, the Company adopted Ind AS 115 "Revenue from Contracts with Customers" using the cumulative catch-up transition method, applied to contracts that were not completed as of April 1, 2018. In accordance with the cumulative catch-up transition method, the comparatives have not been retrospectively adjusted.

In the Service Concession agreement the Company has applied the guidance in Ind AS 115, by applying the revenue recognition criteria for each distinct performance obligation. The arrangement with the grantor generally meets the criteria for considering regular maintenance and periodic maintenance services as two distinct performance obligations. For allocating the transaction price, the Company has measured the revenue in respect of each performance obligation of the contract at its relative standalone price using the expected cost plus margin approach. For periodical maintenance (overlays) and related services, the performance obligations are satisfied only when the services are rendered since the customer generally obtains the control of the work as it progresses through the company accounts for the provision for periodic maintenance as a best estimate is recognised and measured over the period of time in terms of Ind AS 37.

b) Disaggregate revenue information for the year ended March 31, 2023 and March 31, 2022:

The Company has presented disaggregated revenue from contracts with customers (under service concession arrangements) for the year ended March 31, 2023 by offerings and is of the opinion that, this disaggregation best depicts the nature, amount, timing of revenues and cash flows that are affected by the industry markets and other economic factors.

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Revenue by offering		
Operations and maintenance		
Financial asset	3,426.78	3,602.45
Total	2,350.60	2,703.44
	5,777.38	6,305.89

The Company has not identified any disaggregated revenues based on contract types.

c) Performance obligations:

Revenue from periodic maintenance (overlay) are recognised as per the service concession arrangements.

The performance obligation provides the aggregate amount of transaction that is pending to be performed and transaction price yet to be recognised as at end of the reporting period. The Company has applied the practical expedient as given in Ind AS 115 as the performance obligation on periodic maintenance as a part of a concession agreement that has an original expected duration of more than one year. The aggregate value of performance obligation that are unsatisfied as at March 31, 2023 is Rs.8,711.50 Lakhs. The company will recognise revenue on completion of the performance obligation on attaining finality of pending litigation [refer note no.32]. Pending the same the performance obligations are recognised as provisions without corresponding recognition of revenue in terms of Ind AS 115.

Assets and liabilities under service concession arrangements on which performance obligation is not satisfied are classified as contract assets and contract liabilities respectively. Refer note nos.7 and 19 above.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**22 Other income**

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Interest Income on Bank Deposit and others	125.21	84.06
Interest on loan to related parties	3,481.37	2,156.00
Reversal of modification loss on Loan to related parties	-	366.95
Modification gain on service concession asset	3,432.90	-
Modification gain on right of use assets	-	45.04
Profit on sale of Investments	-	0.14
Profit on sale of property plant and equipment	3.78	-
Reversal of excess provision for leave encashment	-	13.07
Excess provision written back*	1,471.54	-
Scrap Sale	6.28	-
Insurance claim received	-	394.53
Other non-operating income	0.01	0.07
Total	8,521.09	4,069.95

* - includes reversal of excess provision for periodic maintenance no longer required Rs.1,445.35 Lakhs [March 31, 2022 : Rs.Nil]

23 Operating expenses

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Sub-contracting expenses	1,664.25	1,947.01
Total	1,664.25	1,947.01
Details of sub-contracting expenses		
Highway maintenance expenses	564.14	588.78
Toll/Highway management services	92.95	94.17
Periodic maintenance expenses	1,007.16	1,264.06
Concession fee [Re.1, (March 31, 2022 : Re.1)]	-	-
Total	1,664.25	1,947.01

24 Employee benefit expenses

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Salaries, perquisites & allowance	499.93	634.24
Contribution to provident and other funds	42.40	40.69
Gratuity expense	5.73	5.39
Staff welfare expenses	9.87	7.50
Total	557.93	687.82



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

25 Finance costs

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Interest measured at amortised cost		
Interest on debts and borrowings		
Interest others	1,933.43	2,341.00
Other borrowing cost	2,186.76	1,640.48
Total	112.12	172.02
	4,232.31	4,153.50
Details of finance cost (Interest measured at amortised cost)		
Interest on debts and borrowings		
Interest on debentures		
Interest others	1,933.43	2,341.00
Unwinding interest on liability portion of preference shares		
Interest loss on modification of Loan to related parties	299.70	270.77
Unwinding Interest on periodic maintenance provision	1,383.22	1,056.28
Interest on lease liability	496.23	291.56
Interest on delay in payment of statutory dues	7.39	21.87
Other borrowing cost	0.22	-
Modification charge on service concession asset		
Bank and other finance charges	-	65.84
Total	112.12	106.18
	4,232.31	4,153.50

26 Depreciation and amortization expense

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Depreciation of property, plant and equipment [Refer note no.2]		
Amortization of intangible assets	17.57	12.09
Amortization of right of use assets [Refer note no.4]	2.79	0.16
Total	116.07	116.07
	136.43	128.32



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

27 Other expenses

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Consumption of Stores and Spares		
Utility Expenses (including Electricity charges)	81.54	16.32
Rent	104.02	88.21
License fee and Trademark fee	3.24	4.95
Rates and taxes	20.45	21.19
Insurance	0.49	1.39
Repairs and maintenance	124.87	118.64
- Plant and Machinery		
- Others	2.63	0.05
Safety expense	72.32	56.74
Vehicle running expense	0.21	2.98
Travelling and conveyance	29.57	29.04
Communication costs	65.27	36.29
Printing and stationery	9.57	11.39
Legal and professional fees	1.22	2.63
Manpower outsourcing	247.81	182.35
Directors' sitting fees	51.57	43.98
Payment to auditors [Refer note no. (a) below]	3.13	3.13
Advertisement and business promotion	12.75	8.72
Advances written off	2.61	1.48
Staff recruitment and training cost	32.77	-
Bank charges	0.08	-
Security Charges	0.44	0.35
Corporate Social responsibility Expenses	21.96	15.52
Fair value loss/provision on financial instruments at fair value through profit or loss [Refer note no.6(b)]	26.91	15.47
General expenses	1,456.00	817.01
Total	2,379.73	1,487.18

Notes:

a) Details of payment to auditors

Statutory audit fee (including fee for limited review, interim financial reporting)	5.85	6.90
Tax audit fee	1.00	1.18
Certification charges	5.90	0.64
Total	12.75	8.72

b) Fair value loss/provision on financial instruments at fair value through profit or loss:

Amount receivable towards sale of compulsorily convertible debentures provided for during the year [Refer note no.6(b)]	1,456.00	817.00
Investment in mutual funds	-	0.01
Total	1,456.00	817.01

28 Earning per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year. There is no dilutive potential ordinary shares as at March 31, 2023 and March 31, 2022. Thus, diluted EPS equals basic EPS.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	March 31, 2023	March 31, 2022
a) Nominal value of Equity shares (in Rupees per share)	10.00	10.00
b) Weighted average number of Equity shares at the year end (in Nos)	13,80,00,000	13,80,00,000
c) Profit attributable to equity holders of the Company for basic earnings (Rupees in Lakhs)	4,395.12	1,628.20
d) Basic/Diluted Earning per share of Rs 10/- each (in Rs.) [(c)/(b)]	3.18	1.18



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

29 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 Notes to the financial statements.

29.01 Financial instruments by category

Financial instruments comprise financial assets and financial liabilities.

The carrying value and fair value of financial instruments by categories are as follows

Particulars	Refer note no.	As at March 31, 2023			As at March 31, 2022			Rupees in Lakhs
		Amortised cost	Fair value through profit or loss	Fair value through OCI	Amortised cost	Fair value through profit or loss	Fair value through OCI	
Financial assets:								
Loans to group companies	5	26,914.01	-	-	27,105.47	-	-	
Security deposit	6	0.31	-	-	0.42	-	-	
Receivable under service concession	6	12,562.35	-	-	12,742.73	-	-	
Cash and cash equivalents	10	5,567.32	-	-	4,122.47	-	-	
Other bank balances (including interest accrued)	11	2,496.06	-	-	1,976.57	-	-	
Other financial assets	6	10,840.83	-	-	10,516.61	-	-	
Total		58,380.88	-	-	56,464.27	-	-	
Financial liabilities:								
Borrowings (including interest accrued)	14	20,186.54	-	-	24,699.62	-	-	
Liability component of preference share capital	14	3,105.21	-	-	2,805.51	-	-	
Trade payables	17	2,150.25	-	-	2,001.08	-	-	
Lease liability	15	275.23	-	-	437.73	-	-	
Other financial liabilities	18	-	-	-	-	-	-	
Total		25,717.23	-	-	29,943.94	-	-	

Fair values

The following methods and assumptions were used to estimate the fair values:

The fair values of the unquoted mutual funds are based on NAV available at the reporting date.

29.02 Fair value hierarchy

The Company held the following assets and liabilities measured at fair value. The Company uses the following hierarchy for determining and disclosing the fair value of assets and liabilities by valuation technique

- Level 1: quoted (unadjusted) 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; and
- Level 3: valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

a) The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2023:

Particulars	Rupees in Lakhs			
	Total	Level 1	Level 2	Level 3
Assets measured at fair value through profit or loss:	-	-	-	-
Liabilities measured at fair value through profit or loss:	-	-	-	-

b) The following table presents fair value hierarchy of assets and liabilities measured at fair value on a recurring basis as of March 31, 2022:

Particulars	Rupees in Lakhs			
	Total	Level 1	Level 2	Level 3
Assets measured at fair value through profit or loss:	-	-	-	-
Liabilities measured at fair value through profit or loss:	-	-	-	-

During the year ended March 31, 2023 and March 31, 2022 there were no Assets/Liabilities measured at fair value through profit or loss and no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

The Board of Directors considers the fair value of all other financial assets and liabilities to approximate their carrying value at the balance sheet date.

In view of all financial assets and liabilities are carried at amortised cost, there are no financial assets and liabilities to be fair valued under the fair value hierarchy.

30 Financial risk management

Financial Risk Factors

The Company's principal financial liabilities, comprise borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets is Loan receivables, Receivable under SCA, Cash and Cash equivalents, Investment and other bank balance.

In the course of its business, the Company's exposed to market risk, credit risk and liquidity risk. The company's senior management oversees the management of these risks. The Company's senior management is supported by audit committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The Company's senior management ensure that the company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the company's policies and risk objectives. The risk management policy is approved by the Board of Directors. The risk management frame work aims to :

- i) create a stable business planning environment by reducing the impact of currency and interest rate fluctuation on the Company's business plans.
- ii) achieve greater predictability to earnings by determining the financial value of the expected earnings in advance.

30.01 Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and price risk, such as equity price risk. Financial instruments affected by market risk include loans and borrowings, deposits, and derivative financial instruments. The sensitivity analysis in the following sections relate to the position as at March 31, 2023 and March 31, 2022.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post-retirement obligations, provisions.

The following assumptions have been made in calculating the sensitivity analysis.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2023 and March 31, 2022.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023**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 does not have exposure to the risk of changes in market interest rates in view of the Company's long-term debt obligations with fixed interest rates. Borrowings at fixed rates expose the Company to fair value interest rate risk. In respect of deployment of funds by the company, loans/deposits to the related parties the interest rate risk has been considered by the company by fixing the terms for those loans for a period not exceeding one year which may be renewed with rates reflecting current market scenario.

The Company analyses its interest rate exposure on a dynamic basis. The Company's policy is to manage its interest cost using only interest free/ fixed rate debts from related parties.

Interest rate sensitivity:

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. 50 basis points represents management's assessment of reasonably possible change in interest rate. With all other variables held constant, the Company's profit/(loss) before tax is affected through the impact interest rate of borrowings is as follows:

Particulars	Type of currency	Increase/ decrease in basis points	Rupees in Lakhs			
			Effect on profit before tax		Effect on total equity	
			March 31, 2023	March 31, 2022	March 31, 2023	March 31, 2022
Increase of profit	INR	(+)50	80.79	103.06	80.79	103.06
Decrease of profit	INR	(-)50	(80.79)	(103.06)	(80.79)	(103.06)

30.02 Commodity price risk

The Company is affected by the price volatility of certain commodities which is moderated by optimising the procurement for operating activities which require continuous procurement of road operation and maintenance materials. Therefore the Company monitors its purchases closely to optimise the price.

30.03 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 receivables under concession agreement/other receivables, loans, investments, cash and cash equivalents provided by the Company. The carrying value of financial assets represents the maximum credit risk, which may be affected by the changes in the credit risk of the counter parties.

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

30.04 Liquidity risk

- ◁ Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure that it will always have sufficient liquidity to meet its liabilities when they become due without incurring unacceptable losses or risking damage to the Company's reputation.
- ◁ Prudent liquidity risk management implies maintaining sufficient cash and marketable securities, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. The Company's treasury department is responsible for liquidity, funding as well as settlement management.
- ◁ Management monitors rolling forecasts of the Company's liquidity reserve on the basis of expected cash flow. This is generally carried out at by the Company in accordance with practice and limits set by the Company. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these; monitoring balance sheet liquidity ratios against internal and external regulatory requirements; and maintaining debt financing plans. The Company also issues preference shares to the parent company/ group companies from time to time to ensure a liquidity balance.
- ◁ The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company believes that the working capital is sufficient to meet its current requirements.
- ◁ As at March 31, 2023, the Company had a working capital of Rs.36,753.95 Lakhs including cash and cash equivalents of Rs.5,567.32 Lakhs. As at March 31, 2022, the Company had a working capital of Rs.36,349.86 Lakhs including cash and cash equivalents of Rs.4,122.47 Lakhs.
- ◁ The following are the contractual maturities of non-derivative financial liabilities, including the estimated interest payment on an undiscounted basis which therefore differs from both carrying value and fair value. Floating rate interest is estimated using the prevailing interest rate at the year end.

Financial Liabilities Particulars	Financial liabilities carrying value	Total amount payable	Repayable on demand/not due	Due within 1 year	Due between 1 to 5 years	Rupees in Lakhs
						Due after 5 years
As at March 31, 2023						
Borrowings	19,350.22	19,371.00	-	4,566.00	14,805.00	-
Lease liability	275.23	275.23	275.23	-	-	-
Interest accrued on debt	836.32	836.32	-	836.32	-	-
Preference shares	3,105.21	4,450.00	-	-	4,450.00	-
Trade payable	2,150.25	2,150.25	54.73	2,080.79	14.73	-
Other financial liabilities	-	-	-	-	-	-
Total	25,717.23	27,082.80	329.96	7,483.11	19,269.73	-
As at March 31, 2022						
Borrowings	23,676.01	23,709.00	-	4,338.00	19,371.00	-
Lease liability	437.73	445.12	-	445.12	-	-
Interest accrued on debt	1,023.61	1,023.61	-	1,023.61	-	-
Preference shares	2,805.51	4,450.00	-	-	4,450.00	-
Trade payable	2,001.08	2,001.08	49.08	1,868.95	83.05	-
Other financial liabilities	-	-	-	-	-	-
Total	29,943.94	31,628.81	49.08	7,675.68	23,904.05	-

Excessive risk concentration

The Company needs to assess the risks in relation to excessive risk concentration and the measures adopted by the Company to mitigate such risks.

- ◁ 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 company's policies and procedures are designed to focus on the maintenance of a diversified portfolio. Concentrations of credit risks are controlled and managed accordingly. Selective hedging is used within the company to manage risk concentrations at both the relationship and industry levels.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

30.05 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.
- ↳ For the purpose of the Company's capital management, capital includes issued equity capital, Preference Share and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.
- ↳ 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 includes within net debt, borrowings, trade and other payables, less cash and cash equivalents.
- ↳ The Company monitors capital using a gearing ratio, which is total debt divided by total capital plus total debt.

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Debt - External long term borrowings	(a) 20,186.54	24,699.62
Capital Components		
Equity Share Capital		
Other equity	13,800.00	13,800.00
Liability component of preference share capital	16,053.08	11,647.75
Total Capital	3,105.21	2,805.51
Capital and debt	(b) 32,958.29	28,253.26
Gearing ratio (%)	(a+b) 53,144.83	52,952.88
	(a)/(a+b) 37.98%	46.64%

- ↳ 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 breaches in the financial covenants of any interest-bearing loans and borrowing in the current period.
- ↳ No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2023 and March 31, 2022.

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

31 Contingent liabilities and commitments

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
a. Contingent Liabilities (to the extent not provided for)		
Claims against the company not acknowledged as debt:		
i. Penalty levied by National Highways Authority of India (net of amount paid under protest) [Refer note no.32 below]		
ii. Income tax demand of Rs.132.61 Lakhs for the AY 2020-21 issued by the Income tax department vide Assessment Order dated September 21, 2022 under section 143(3) of the Income tax Act, 1961 by non grant of set off of brought forward loss and non considering deduction under section 80G and section 80IA. The Company has filed an appeal before the CIT(Appeals), Bengaluru against the demand and management is confident of getting a favourable order.	132.61	3.32
iii. Defaults in Tax Deducted at Source during FY 2020-21 and earlier years as per TRACES login		
b. Capital Commitments		
Deposit payable by the Company in terms of Deed of Adherence with Dehli International Airport Limited (DIAL)		53.93
c. Other Commitments		
The Company has provided an undertaking to ICICI Bank Limited to deposit the amount received against the sale of Compulsorily Convertible Debentures of Kakinada SEZ Limited to an account held with ICICI Bank designated account subject to realization of balance consideration in order to settle the facilities availed by GMR Power and Urban Infra Limited [GPUIL], the holding company.		3,147.85

32 Litigation

- ◀ The Company had received a penalty notice from National Highways Authority of India (NHAI) levying a penalty of Rs.1,031.00 Lakhs for delay in completion of First Periodic Maintenance of the Project which was subsequently enhanced by CAG to Rs.2,344.00 Lakhs. NHAI had subsequently deducted Rs.1,078.62 Lakhs as penalty and damages while releasing 18th Annuity in March 2018 and from 22nd Annuity an amount of Rs.1,430.48 Lakhs with further deduction of an amount of Rs.197.90 Lakhs from 25th Annuity towards non-fulfilment of O&M Obligations and non-curing of deficiencies in the time specified in Service Concession Agreement (CA) which is considered recoverable in the opinion of the management.
- ◀ The Company had invoked Arbitration proceedings against NHAI in respect of the dispute on applicability of carrying out periodic maintenance (overlay work) of the road project once in every five years in the Concession Agreement. On January 14, 2020, the Hon'ble Tribunal had pronounced the award wherein it had not agreed with the contention of the Company that overlay is to be carried out as and when the roughness index exceeds 2000 mm/km and had held that the Company has to carry out overlay irrespective of the condition of the road. In view of the finding, the Tribunal had directed the Company to commence second overlay work with effect from April 01, 2020 and complete by December 31, 2020 and also complete the third overlay work by April 01, 2025. The NHAI had challenged the award before the Hon'ble High Court of Delhi with regard to extending the timeline to commence and complete the second overlay work and third overlay work stating that such concession is not in accordance with Concession Agreement.
- ◀ The Arbitral Tribunal had further directed NHAI to refund the amount of Rs.1,078.62 Lakhs which was wrongly deducted from the annuity along with interest @12% p.a. from the date of deduction. The Arbitral Tribunal had also directed NHAI to pay Rs.30.00 Lakhs towards costs of litigation and the entire amount of fee paid to the Arbitrators by the Company on behalf of NHAI. NHAI had challenged the award with regard to directions for refund of amount before the Hon'ble High Court of Delhi.
- ◀ Aggrieved by the findings of the Tribunal, to the limited issue of requirement of overlay upon every 5 years, the Company had filed an application under Section 34 of the Arbitration and Conciliation Act, 1996 before Hon'ble High Court of Delhi by challenging the award to the extent of wrong interpretation of clause 4.3.1 of schedule "I" to CA and rejection of claims for reimbursement of cost of overlay incurred by the company which under given circumstance was not required pending disposal of appeal.
- ◀ The Honourable Delhi High Court vide its order dated April 06, 2022 had upheld the Company's contentions and held that the overlay is to be carried out as and when the roughness index exceeds 2000 mm/km and rejected the arbitration order which had held that the Company has to carry out overlay irrespective of the condition of the road every five years. It has further upheld the Company's claim in respect of the cost incurred on the first major maintenance and directed that the quantification of the claim to be done by the arbitrator appointed by it. The awards of tribunal on other matters favourable to the Company was further upheld by the High Court.
- ◀ NHAI has filed an appeal under section 37(1)(c) of the Arbitration and Conciliation Act, 1996 against the order of Single Judge of Hon'ble Delhi High Court before the Division bench of Hon'ble Delhi High Court and Court has directed on July 11, 2022 to maintain status quo of arbitration proceeding i.e. no stay on judgement and the matter has not yet attained finality. The implication of the favourable order to the Company would have affected the carrying value of Service Concession Receivables by reduction of the outflows on overlay cost which would have resulted in significant modification gain to the Company on reversal of those provisions. In view of NHAI's petition before the division bench of Hon'ble Delhi High Court against the order of single judge of Hon'ble Delhi High Court, the matter being sub-judice and pending finality and clarity, the Company has not affected the impact of the order in the financial asset pertaining to the service concession agreement and has carried the provision for overlay cost in the books considering that there would be outflows with regard to the second and third major maintenance (overlay work) for arriving at the financial income and modification gains and has not reversed the provisions done for overlay works. The impact of the modification gain and reversal of provision for overlay cost if any, would be given effect on finality of NHAI's petition before the division bench of Hon'ble Delhi High Court.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

- 33 The Supreme Court (SC) had passed an order dated February 28, 2019 stating that for the purpose of contribution to be made under the Employees Provident Fund and Miscellaneous Provisions Act, 1956 ('EPF Act'), the definition of basic wages includes all emoluments paid in cash to the employees in accordance with the terms of their contract of employment. In view of the same, the Company is liable to make further contribution towards Provident Fund ('PF') on the entire salary paid by it to its employees other than certain emoluments based on performance and variable. However, there is no clarity on effective date from when the liability is required to be paid by the Company. As a matter of caution, the Company has accounted and paid the PF liability in terms of the SC order on a prospective basis from the date of the SC order i.e., April 1, 2019 onwards. The Company further will account and pay the differential PF liability if any, on receiving further clarity on the subject from the Provident Fund Authorities and the impact if any which in view of the Company is not expected to be material.
- 34 The Indian Parliament has approved the Code on Social Security, 2020 ('Code') which may impact the contribution by the Company towards Provident Fund and Gratuity. The effective date from which the Code and its provisions would be applicable is yet to be notified and the rules which would provide the details based on which financial impact can be determined are yet to be framed. The Company will complete its evaluation and will give appropriate impact, if any, in the financial results/statement following the Code becoming effective and the related rules being framed and notified.
- 35 The Management of the Company is of the opinion that no provision is required to be made in its books of account other than those already provided if any, with respect to any material foreseeable losses under the applicable laws, accounting standards or long term contracts. The Company does not have any derivative contracts.
- 36 Non-consideration of Service Concession Agreement adjustment for the purpose of computing Income under section 115JB of the Income Tax Act, 1961:
- The Company had entered into concession agreement with National Highways Authority of India for rehabilitation and strengthening of existing 2-lane portion from km 367.000 (Adloor Yellareddy) to km 447.000 (Kalkallu), covering 80.745 kms, and Improvement, operation and maintenance of kms 447.000 (Kalkallu) - 464.000 (Gundla Pochanpalli) covering 17.00 kms on NH-7 in the state of Andhra Pradesh, to 4 lanes under a concession on build, operate and transfer (BOT).
- Indian Accounting Standards (Ind AS) was made applicable to the Company from financial year (FY) 2016-17. Under Ind AS the company being an operator under Service Concession Agreement (SCA) entitled to fixed annuity has classified Carriageways as financial assets. The company in terms of the same is apportioning proportionate amount of Annuity received by it every year to the financial assets so that at the end of concession period the assets becomes NIL and the balance towards financing income and service revenue towards operations. The company accordingly is not charging any depreciation on carriageways as was done under IGAAP. Accordingly the proportionate amount of annuity charges to carriageways is not shown as income / revenue in the profit and loss account and similarly depreciation is not claimed as expenses as was done under IGAAP.
- As per the provision of section 4 and 5 of the Income Tax Act, the above amount of Annuity which is not included in the profit and loss account is chargeable to tax under normal provision of Income Tax Act. Similarly, the company is eligible to claim expenses of periodic maintenance (overlay) and income tax depreciation under the normal provision of Act.
- The Company while Computing Book Profit in terms of Section 115 JB of Income Tax Act 1961 has offered the above amount of annuity for tax and corresponding depreciation on carriageways (original cost of project road) and expenses towards periodic maintenance has been claimed while computing book profit under section 115JB of the Act as against the book profit arrived at in the financials based on the financial model in terms of applicable Indian Accounting Standards.
- In this regard, the company had placed reliance on the rationale of introducing the MAT provisions (by way of section 80VVA of the Act), that actual income of the company without allowing deduction under any of the listed provision has to be taxable. The management is of the opinion that adjustment made towards SCA results in recognition of notional financial income ignoring annuity income, actual depreciation and will lead to taxability of notional income and expenses which will defeat the purpose of introduction of the provision of MAT. As such while computing the book profit under 115JB of the Act, the company has removed the notional adjustment as required for SCA model under IND-AS scenario and offered actual profit under MAT computed in lines with the IGAAP which it hitherto was following prior to introduction of Ind-As in FY 2016-17 in its income tax returns. The Company has been advised that the said treatment has not been challenged by the income tax department in the assessment proceedings held during the year for the accounts of first year of adoption of Ind As and the returns have been accepted.
- The Company for the purposes of preparation of financial statements for the current period and previous year has provided for the current tax expense considering profits arrived under financial statements as the most likely amount of tax liability for the year under prudence. The provisions would be crystallized on the finalization of the income tax assessment proceedings and necessary entries would be passed.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

37 The Company is engaged primarily in the business of Construction, Operation & Maintenance of Highways. As per the requirements of Ind AS 108, "Operating Segments", the principal revenue generating activities of the Company is from Operation & Maintenance of Highways which is regularly reviewed by the National Highways Authority of India (NHAI). Accordingly, the management is of the view the Company has a single reportable segment and the requirements of reporting on operating segments and related disclosures as envisaged in Indian Accounting Standard 108 is not applicable to the present activities of the Company.

The Company's only segment being Operation & Maintenance of Highways comprises of one customer which has contributed 100% of the revenue during the year.

38 The Company has initiated the process of Balance confirmations and is yet to receive balance confirmations in respect of certain financial assets and financial liabilities. The Management however does not expect any material difference affecting the current year's financial statements due to the same.

39 Employee Benefits

a) Defined Contribution Plans :

The Company's Contribution to Provident and Pension Fund and Superannuation Fund charged to Statement of Profit and Loss are as follows :

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
Contribution to provident fund and other funds	27.85	25.46
Contribution to Superannuation fund	14.55	15.22
Total	42.40	40.68

b) The disclosures required as per the revised Ind AS 19 are as under:

The following tables set out the funded status of the gratuity plans and the amounts recognised in the Company's financial statements as at March 31, 2023 and March 31, 2022:

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
i. Change in defined benefit obligation		
Defined benefit at the beginning		
Current Service Cost	84.31	71.33
Interest expenses	3.81	3.13
Acquisition Cost/(Credit)	5.99	4.85
Remeasurements - Actuarial loss / (gain)	-	5.90
Benefits paid	(8.38)	(0.90)
Defined benefit at the end	85.73	84.31
ii. Change in fair value of plan assets:		
Fair value of Plan Assets at the beginning		
Expected return on plan assets	40.34	33.23
Acquisition Adjustment	4.06	2.59
Actuarial gains/ (losses)	-	9.62
Contributions by employer	1.84	(5.14)
Benefits paid	33.76	0.04
Fair value of plan assets at the end	80.00	40.34
iii. Amount Recognized in the Balance Sheet		
Present Value of Obligation as at year end	85.73	84.31
Fair Value of plan assets at year end	(80.00)	(40.34)
Net (asset) / liability recognised	5.73	43.97
iv. Amount recognized in the Statement of Profit and Loss under employee benefit expenses.		
Current Service Cost	3.81	3.13
Past Service Cost	-	-
Service cost	3.81	3.13
Net interest on net defined benefit liability / (asset)	1.93	2.26
Total expense	5.74	5.39
v. Recognised in other comprehensive income for the year		
Remeasurement of actuarial gains/(losses) arising from		
- changes in experience adjustments	(7.42)	0.66
- changes in financial assumption	(0.96)	(1.56)
- changes in demographic assumptions	-	-
Actuarial (gains)/ losses	(8.38)	(0.90)
- return on plan assets excluding interest income	(1.84)	5.14
Actuarial (Gain) or Loss recognized in other comprehensive income	(10.22)	4.24



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
vi. Maturity profile of defined benefit obligation		
Within the next 12 months (next annual reporting period)		
1-2 year	24.86	24.56
2-3 year	5.08	4.91
3-4 year	5.24	5.19
4-5 year	5.41	5.36
5-10 year	6.05	5.54
	64.84	60.53
vii. Quantitative sensitivity analysis for significant assumptions is as below:		
Increase / decrease on present value of defined benefit obligation as at year end		
(i) one percentage point increase in discount rate		
(ii) one percentage point decrease in discount rate	(4.51)	(4.80)
(iii) one percentage point increase in salary escalation rate	5.04	5.42
(iv) one percentage point decrease in salary escalation rate	3.38	3.63
(v) one percentage point increase in employee turnover rate	(3.09)	(3.40)
(vi) one percentage point decrease in employee turnover rate	1.17	1.21
	(1.27)	(1.32)

Sensitivity Analysis Method

Sensitivity for significant actuarial assumptions is computed by varying one actuarial assumption used for the valuation of the defined benefit obligation by percentage, keeping all the other actuarial assumptions constant.

Risk Faced by Company:

The Gratuity scheme is a final salary 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:

Interest rate risk: The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase

Salary Inflation risk: Higher than expected increases in salary will increase the defined benefit obligation

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.

viii. The major category of plan assets as a percentage of the fair value of total plan assets are as follows:

	March 31, 2023	March 31, 2022
Investment with Insurer managed funds - conventional products	100%	100%

The Company contributes all ascertained liabilities towards gratuity to the Life Insurance Corporation of India (LIC). As of March 31, 2023 and March 31, 2022, the plan assets have been invested in insurer managed funds.

ix. The weighted average assumptions used to determine net periodic benefit cost for the year ended March 31, 2023 and March 31, 2022 are set out below:

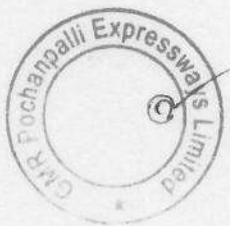
	March 31, 2023	March 31, 2022
Discount rate (p.a.)	7.30%	7.10%
Salary escalation Rate	6.00%	6.00%
Attrition rate	5.00%	5.00%
Retirement age	60 years	60 years
Mortality Table	Indian Assured Lives Mortality (2006-08) (modified) ULT	Indian Assured Lives Mortality (2006-08) (modified) ULT

The estimates of future salary increases considered in the actuarial valuation take into account inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.

The Company expects to contribute Rs.33.76 Lakhs to the gratuity fund during FY 2023-24.

c) Leave Encashment

Liability towards Leave Encashment based on Actuarial valuation amounts to Rs. 96.81 Lakhs as at March 31, 2023 [March 31, 2022: Rs. 124.16 Lakhs].



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

40 List of Related Parties with whom transactions have taken place during the year:

- a) Names of the related parties and description of relationship
- | | |
|---|---|
| Relationship | Name of the related parties |
| ↳ Holding Company | ↳ GMR Highways Limited (GHWL) |
| ↳ Enterprises having control over the Company | ↳ GMR Enterprises Private Limited [GEPL],
↳ (formerly known as GMR Holdings Private Limited) |
| | ↳ GMR Infrastructure Limited [GIL] till December 31, 2021 [refer note (ii) below] |
| | ↳ GMR Power and Urban Infra Limited [GPUIL] w.e.f. January 01, 2022 [refer note (ii) below] |
| | ↳ GMR Infrastructure Limited [GIL] w.e.f. January 01, 2022 [refer note (ii) below] |
| ↳ Fellow Subsidiary | ↳ GMR Energy Ltd (GEL) |
| | ↳ GMR Ambala Chandigarh Expressways Private Limited (GACEPL) |
| | ↳ GMR Tambaram Tindivanam Expressways Private Limited (GTEPL) [Refer note (iii)] |
| | ↳ GMR Tuni Anapalli Expressways Limited (GTAEL) [Refer note (iii)] |
| | ↳ GMR Hyderabad Vijayawada Expressways Private Ltd (GHVEPL) |
| | ↳ GMR Hyderabad International Airports Ltd (GHIAL) |
| | ↳ Raxa Security Services Limited (RSSL) |
| | ↳ Dhruvi Securities Private Limited (DSPL) |
| | ↳ Kakinada SEZ Limited [KSL] |
| | ↳ GMR SEZ & Port Holdings Limited [GSPHL] |
| | ↳ GMR Chennai Outer Ring Road Private Limited [GCORR] |
| | ↳ Delhi International Airports Limited [DIAL] |
| | ↳ GMR Warora Energy Limited [GWEL] |
| ↳ Other entities - Enterprise where Key Management Personnel and their relatives exercise significant influence | ↳ GMR Varalakshmi Foundation (GVF) |
| | ↳ GMR Projects Private Limited, (GPPL) |
| ↳ Key Management Personnel | ↳ Mrs. Ramadevi Bommidala, Whole time director (from August 01, 2022) |
| | ↳ Mrs. Ragini Kiran Grandhi, Director (Whole time director till April 30, 2022) |
| | ↳ Mr. O Bangaru Raju, President (from May 1, 2019) |
| | ↳ Mr. Arun Kumar Sharma, Director (from April 11, 2014) |
| | ↳ Mr. Mohan Rao M, Independent Director (Director from October 16, 2015) |
| | ↳ Mr. K.A.Somayajulu, Independent Director (till September 07, 2022) |
| | ↳ Mr. Bajrang Lal Gupta, Independent Director (from September 1, 2016) |
| ↳ Chief Financial Officer | ↳ Mr. Amit Kumar, CFO |
| ↳ Company Secretary | ↳ Mr. Paramjeet Singh, Company Secretary |
| ↳ Manager | ↳ Mr. Paranthaman Adimoolam (Manager, w.e.f. February 23, 2019) |

b) Details of the transactions with related parties are as follows :

Particulars	Relationship	Rupees in Lakhs	
		March 31, 2023	March 31, 2022
A. Items relating to statement of profit and loss			
a. Interest Income on Inter Corporate Deposit/Unsecured Loan given			
↳ GHWL	↳ Holding Company	1,655.22	1,454.50
↳ GPUIL	↳ Enterprises having control over the Company	484.06	346.41
↳ GIL	↳ Enterprises having control over the Company	930.86	930.86
↳ DSPL	↳ Fellow Subsidiary	25.19	23.46
↳ KSL	↳ Fellow Subsidiary	-	-
↳ GSPHL	↳ Fellow Subsidiary	301.20	235.79
↳ GTTEL [refer foot note (iii)]	↳ Fellow Subsidiary	40.95	110.24
↳ GTAEL [refer foot note (iii)]	↳ Fellow Subsidiary	14.44	37.60
↳ GACEPL	↳ Fellow Subsidiary	29.46	27.21
b. Modification Loss /(reversal) on Loan given to related parties			
↳ GHWL	↳ Holding Company	820.10	605.60
↳ GPUIL	↳ Enterprises having control over the Company	523.55	113.36
↳ GIL	↳ Enterprises having control over the Company	-	267.33
↳ DSPL	↳ Fellow Subsidiary	15.75	11.63
↳ KSL	↳ Fellow Subsidiary	-	(333.97)
↳ GSPHL	↳ Fellow Subsidiary	15.39	(32.98)
↳ GTTEL [refer foot note (iii)]	↳ Fellow Subsidiary	-	42.77
↳ GTAEL [refer foot note (iii)]	↳ Fellow Subsidiary	-	11.99
↳ GACEPL	↳ Fellow Subsidiary	8.42	3.61



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Relationship	Rupees in Lakhs	
		March 31, 2023	March 31, 2022
c. Interest on Liability portion of Preference Shares			
GPUIL	Enterprises having control over the Company	299.70	69.34
GIL	Enterprises having control over the Company	-	201.43
d. Share of Corporate Common expense			
GPUIL	Enterprises having control over the Company	21.73	7.56
GIL	Enterprises having control over the Company	-	38.24
e. Monthly Maintenance of Highways and toll construction			
GHWL	Holding Company	467.51	461.52
f. Change of scope work reimbursed			
GHWL	Holding Company	2,694.70	1,192.16
g. Periodic maintenance of Highways expenses recognised			
GHWL	Holding Company	1,007.16	1,264.06
Periodic maintenance of Highways not recognised as expenses as per Ind AS 115			
GHWL	Holding Company	1,872.41	1,562.84
h. Charges for Security & Toll management services			
RSSL	Fellow Subsidiary	113.26	108.95
i. Unwinding Interest on Periodic Maintenance / (reversal)			
GHWL	Holding Company	496.23	291.56
j. Corporate Social Responsibility Expenses			
GVF	Other Entities	26.91	15.47
k. Trademark & Logo fees			
GEPL	Enterprises having control over the Company	20.45	21.19
l. Electricity & Maintenance			
DIAL	Fellow Subsidiary	12.93	4.20
m. Unwinding Interest on lease liability			
DIAL	Fellow Subsidiary	7.39	21.87
n. Modification loss/ (gain) on right of use assets			
DIAL	Fellow Subsidiary	-	(45.04)
o. Depreciation on right of use assets			
DIAL	Fellow Subsidiary	116.07	116.07
p. Reimbursement of IT Support Services & Consultancy charges			
GHWL	Holding Company	2.98	10.86
q. Reimbursement of Repairs and Maintenance			
GHWL	Holding Company	1.42	10.75
r. Purchase of office equipment & assets			
GPUIL	Enterprises having control over the Company	-	6.30
B. Items relating to balance sheet			
a. Equity shares outstanding			
GHWL	Holding Company	13,593.00	13,593.00
GPUIL	Enterprises having control over the Company	138.00	138.00
GEL	Fellow Subsidiary	69.00	69.00
b. Equity component of preference shares			
GPUIL	Enterprises having control over the Company	3,620.95	3,620.95
c. Liability portion of preference shares			
GPUIL	Enterprises having control over the Company	3,105.21	2,805.51

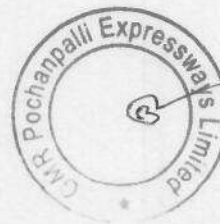


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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Relationship	Rupees in Lakhs	
		March 31, 2023	March 31, 2022
d. < Unsecured Loan / inter corporate deposits given			
< GPUIL / (GIL)	Enterprises having control over the Company		
< Opening balance			
< Add: Loan given during the year		12,150.56	8,301.12
< Less: Recovered during the year		(0.01)	3,849.44
< Closing Balance		0.01	-
		12,150.56	12,150.56
< GHWL	Holding Company		
< Opening balance			
< Add: Loan given during the year		10,820.46	10,820.46
< Add: Transferred from GTAEL & GTTEL on account of merger [refer note (iii)]		150.00	-
< Less: Recovered during the year		1,180.92	-
< Closing Balance		(341.46)	-
		11,809.92	10,820.46
< DSPL	Fellow Subsidiary		
< Opening balance			
< Less: Recovered during the year		177.00	177.00
< Closing Balance		-	-
		177.00	177.00
< GTTEL	Fellow Subsidiary		
< Opening balance			
< Less: Transferred to GHWL on account of merger [refer note (iii)]		861.00	861.00
< Closing Balance		(861.00)	-
		-	861.00
< GTAEL	Fellow Subsidiary		
< Opening balance			
< Less: Transferred to GHWL on account of merger [refer note (iii)]		319.92	319.92
< Closing Balance		(319.92)	-
		-	319.92
< KSL	Fellow Subsidiary		
< Opening balance			
< Less: Recovered during the year		-	3,515.48
< Less: Provision / (reversal) of loan modification loss		-	(3,849.45)
< Closing Balance		-	333.97
		-	-
< GSPHL	Fellow Subsidiary		
< Opening balance			
< Add: Conversion of Accrued Interest receivable into principal		2,510.00	1,967.07
< Closing Balance		-	542.93
		2,510.00	2,510.00
< GACEPL	Fellow Subsidiary		
< Opening balance			
< Less: Recovered during the year		266.53	266.53
< Closing Balance		-	-
		266.53	266.53
e. < Advance to supplier of goods / services			
< GHWL	Holding Company		
< Opening balance			
< Less: Utilised during the year		1,396.59	1,427.56
< Closing Balance		(84.64)	(30.97)
		1,311.95	1,396.59
f. < Conversion of Accrued interest receivable into Loan			
< GSPHL	Fellow Subsidiary		
		-	542.93
g. < Interest receivable on loan given (net of modification loss)			
< GPUIL	Enterprises having control over the Company		
< GIL	Enterprises having control over the Company	3,286.26	2,492.11
< GHWL	Holding Company		
< DSPL	Fellow Subsidiary	3,614.57	3,297.19
< KSL	Fellow Subsidiary	69.32	61.31
< GSPHL	Fellow Subsidiary		
< GTTEL	Fellow Subsidiary	305.36	44.72
< GTAEL	Fellow Subsidiary	365.44	249.57
< GACEPL	Fellow Subsidiary	113.85	76.59
		46.35	27.44



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

Particulars	Relationship	Rupees in Lakhs	
		March 31, 2023	March 31, 2022
h. Trade and other payables			
GPUIL	Enterprises having control over the Company	30.12	10.94
GIL	Fellow Subsidiary	-	122.15
GEPL	Enterprises having control over the Company	20.45	21.00
GHWL	Holding Company	1,728.89	1,517.42
DIAL	Fellow Subsidiary	8.87	-
RSSL	Fellow Subsidiary	117.93	89.30
GHIAL	Fellow Subsidiary	-	-
Mr. Bajrang Lal Gupta	Independent Director	1.53	-
Mr. K.A. Somayajulu	Independent Director	0.89	-
i. Right of use assets:			
DIAL	Fellow Subsidiary	-	116.07
j. Lease liability payable:			
DIAL	Fellow Subsidiary	275.23	437.73
k. Provision for periodic maintenance			
GHWL	Holding Company		
Opening balance			
Add: Provision made during the year		10,804.62	10,214.28
Less: Provision utilised during the year		2,368.64	1,854.40
Less: Reversal of excess provision during the year		(1,007.15)	(1,264.06)
Closing balance		1,420.83	-
Total		10,720.76	10,804.62
l. Receivable/(payable) towards other reimbursement			
GHVEPL	Fellow Subsidiary	-	-
GWEL	Fellow Subsidiary	-	-
GACEPL	Fellow Subsidiary	-	0.01
m. Other commitments			
GPUIL/GIL [Refer note no.31 above]	Enterprises having control over the Company	-	3,147.85
n. Capital commitments			
DIAL [Refer note no.31 above]	Fellow Subsidiary	-	53.93

Notes:

- Related Party Transactions given above are as identified by the Management.
- Transactions and balances with GMR Infrastructure Limited [GIL] is transferred in the name of GMR Power and Urban Infra Limited [GPUIL] w.e.f January 01, 2022 in terms of the Composite Scheme of Arrangements approved by the National Company Law Tribunal (NCLT) vide its Order dated December 22, 2021.
- Transactions and balances with GMR Tambaram Tindivanam Expressways Limited (GTTEL) and GMR Tuni Anakapalli Expressways Limited (GTAEL) were transferred in the name of GMR Highways Limited (GHWL) w.e.f August 11, 2022 as per the NCLT, Mumbai Bench-IV, CP(CAA)/207/MB/2021 in CA(CAA)/11/(MB)/2021 Merger order dated August 03, 2022.
- Commitments with related parties: As at year ended March 31, 2023 and March 31, 2022, there is no commitment outstanding with any of the related parties.
- Terms and conditions of transactions with related parties
 - The transaction from related parties are made on terms equivalent to those that prevail in arm's length transactions as approved by the Audit Committee. Outstanding balances at the year-end are unsecured and settlements occurs in cash. There have been no guarantees provided or received for any related party receivables or payables other than loans to related parties and support letter received for such loans granted from GMR Power and Urban Infra Limited [GPUIL]. For the year ended March 31, 2023 and March 31, 2022, the Company has assessed the credit risk of dues receivable from related parties in respect of loans outstanding and the management is of the view that there are no impairment/credit loss allowance to be considered other than those already provided under modification loss with regard to loss allowance and delay in repayment of interest. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.
- For terms and condition related to Preference Share please refer Note no14.

c. Compensation of key management personnel of the company

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
a. Short-term employee benefits	203.83	299.52
b. Post-employment benefits (provident fund and superannuation fund)	15.80	22.12
c. Any other payment/benefit given to KMPs	2.42	0.92
Total	222.05	322.56



GMR POCHANPALLI EXPRESSWAYS LIMITED

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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

d. Transaction with Key Management Personnel

Particulars	Remuneration ₹						Rupees in Lakhs Outstanding loans/advances receivables
	Short-term employee benefits	Post employment benefits	Other long-term employee benefits	Termination benefits	Sitting Fee	Others - Reimbursements	
Mr. Bajrang Lal Gupta	-	-	-	-	1.53	-	-
Mr. K.A.	-	-	-	-	(0.35)	-	-
Somayajulu	-	-	-	-	0.89	-	-
Mr. Mohan Rao *	-	-	-	-	(0.35)	-	-
Mrs. Ramadevi	54.08	4.72	-	-	0.71	-	-
Bommidala	-	-	-	-	-	-	-
Mrs. Ragini Kiran Grandhi	6.05	0.48	-	-	-	-	-
Mr. O Bangaru Raju	(82.33)	(5.76)	-	-	-	-	-
Mr. Paranthaman Adimoolam	180.44	13.87	-	-	-	-	-
	(199.64)	(15.00)	-	-	-	-	-
	17.34	1.45	-	-	-	(0.22)	-
	(17.55)	(1.36)	-	-	-	-	-

Previous year are in brackets

*- w.e.f. August 01, 2022

Note:

Key Managerial Personnel are entitled to post-employment benefits and other long term employee benefits recognised as per Ind AS 19 - 'Employee Benefits' in the financial statements. As these employee benefits are lump sum amounts provided on the basis of actuarial valuation, the same is not included above.

41 Ratio Analysis

Sl	Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	Variance	Remarks
a)	Current Ratio	Current Asset	Current liabilities	3.37	3.18	6% NA	
b)	Debt-Equity Ratio	Debt including lease liabilities and interest accrued thereon	Total Equity	0.79	1.10	-28%	On account of higher profit for the year other equity increased and lower debt outstanding thereof
c)	Debt Service Coverage Ratio	Earnings before Tax + Depreciation + Interest on secured debts + interest on lease liability	Debt redemptions and interest on debt and payment of lease liabilities and interest thereon	1.15	0.61	88%	On account of increase in Profit and decrease in the redemption of NCD as per schedules
d)	Return on Equity Ratio	Profit after tax	Average Shareholders equity (less DRR)	23.90%	10.59%	126%	Reversal of excess provision for overlay work led to increase in Modification gain, profit and return on equity
e)	Inventory turnover ratio	Revenue from operations	Average Inventories	210.70	204.04	3% NA	
f)	Trade/SCA Receivables turnover ratio	Revenue from operations	Average of service concession assets (SCA) receivables	0.46	0.42	9% NA	



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

SI	Ratios	Numerator	Denominator	March 31, 2023	March 31, 2022	Variance	Remarks
g)	Trade payables turnover ratio	Operating expenses, Employee benefits expense, Other expenses other than fair value changes (net of provisions movement)	Average Trade payable	1.58	1.22		30% Increase in payable on account of major maintenance works and change of scope works being carried out
h)	Net capital turnover ratio	Total Income	Working Capital (current assets minus current liabilities)	34.61%	25.51%		36% Due to huge increase in modification gain total income and net capital turnover ratio is increased
i)	Net profit ratio	Net profit after tax	Total Income	30.74%	15.69%		96% Due to higher Other income and lower finance cost, net profit ratio increased
j)	Return on Capital employed	Earning before Interest and taxes	Tangible net worth + Total Debt + Deferred Tax liabilities	13.61%	8.14%		67% Increase on account of reversal of excess provision towards major maintenance
k)	Return on investment	Interest Income	Investment (including Mutual fund, Interest bearable Unsecured Loan, deposit with banks)	10.81%	10.82%		0% NA

42 Corporate Social Responsibility

Company is covered under section 135 of the Companies Act, 2013 and the details thereof is given below

Particulars	Rupees in Lakhs	
	March 31, 2023	March 31, 2022
a) Amount required to be spent by the company for the year		
b) Amount of expenditure incurred	26.91	15.47
c) Shortfall at the end of the year	26.91	15.47
d) Total of previous year shortfall	Nil	Nil
e) Reason for shortfall	Nil	Nil
f) Nature of CSR activities	NA	NA
	Education & Community Development	Education & Community Development
	GMR Varalakshmi Foundation	GMR Varalakshmi Foundation
g) Name of the trust		
h) Whether provision is made in relation to liability incurred	NA	NA

The Company's social responsibility initiatives are implemented through GMR Varalakshmi Foundation (GMRVF), the CSR arm of the GMR Group. The activities cover awareness about Preventive Health Care & Sanitation and Promoting Education including Vocational Skills. The Company has spent CSR amount through GMRVF Rs. 26.91 Lakhs (March 31, 2022 : Rs.15.47 Lakhs). Amount spent directly by the Company is Rs.Nil (March 31, 2022 : Rs.Nil).

43 Other statutory information

- i) There are no balance outstanding on account of any transaction with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
- ii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- iii) The Company do not have any capital-work-in progress or intangible assets under development, whose completion is overdue or has exceeded its cost compared to its original plan.
- iv) The Company have not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (intermediaries) with the understanding that the intermediary shall:
 - (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

- v) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall:
- (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- vi) The Company has neither transacted in Crypto or Virtual Currency during the year nor held any Crypto or Virtual Currency as at the Balance Sheet date.
- vii) The Company has not declared wilful defaulter by any bank of financial institution of other lender.
- viii) The Company do not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- 44 Salient aspects of Service Concession Arrangement**
- National Highways Authority of India (NHAI) has granted the exclusive right and authority during the concession period for designing, engineering, financing, procurement, construction, completion, operation and maintenance of the Project Highway. It shall include Improvement, Operation and Maintenance of NH-7 in the state of Andhra Pradesh.
 - The Concession period is 20 year commencing from the commencement date .i.e. September 27, 2006
 - NHAI has further granted the exclusive right and authority during the concession period in accordance with terms and condition of the agreement to:
 - to develop, design, engineer, finance, procure, construct, operate and maintain the Project Highway during the Concession Period.
 - upon Completion of the Project Highway and during the Operation Period to manage, operate & maintain the Project Highway and regulate the use thereof by third parties.
 - to allow NHAI to levy, demand, collect and appropriate the Fees from vehicles and persons liable to payment of Fees for using the Project Highway or any part thereof.
 - perform and fulfil all of the obligations under this agreement.
 - bear and pay all expenses, costs and charges incurred in the fulfilment of all the obligations under this Agreement.
 - not assign or create any lien or Encumbrance on the Concession hereby granted on the whole or any part of the Project Highway nor transfer, lease or part possession therewith save and except as expressly permitted by this Agreement or the Substitution Agreement.
- Annuity**
- Subject to the provisions of the Concession Agreement and in consideration of the Company accepting the Concession and undertaking to perform and discharge its obligations in accordance with the terms, conditions and covenants set forth in this agreement, NHAI agrees and undertake to pay to the Concessionaire, on each Annuity Payment Date, the sum of Rs.5,418 Lakhs.
 - The Company should not levy, demand or collect from or in respect of any vehicle or Person, for the use of Project Facilities, any sum whatsoever in the nature of a toll or fee.
 - The Company should not permit or allow any advertisement/hoarding or other commercial activity and should not be entitled to charge, collect or receive any sums on account of any such activity. The Company agrees that unless otherwise provided in this Agreement, the project revenue shall consist of Annuity only.
- Concession Fee**
- In consideration of the grant of Concession under this Agreement, the Concession fee payable by the Company to the NHAI is Rs. 1 per year during the terms of the concession agreement.
- Operation and Maintenance**
- The Company shall operate and maintain the Project Highway by itself or through Operations and Maintenance (O&M) Contractor and if required, modify, repair or otherwise make improvement to the Project Highway to comply with Specifications and Standards, and other requirements set forth in this Agreement, Good Industry Practice, Applicable laws and Applicable Permits and manufacturer's guidelines and instructions with respect to toll systems and more specifically:
 - i. permitting safe, smooth and uninterrupted flow of traffic during normal operating conditions.
 - ii. to allow NHAI to levy, demand, collect and appropriate the Fees from vehicles and persons liable to payment of Fees for using the Project Highway or any part thereof as per Article VII of the Concession Agreement
 - iii. minimizing disruption to traffic in the event of accidents or other incidents affecting the safety and use of the Project Highway by providing a rapid and effective response and maintaining liaison procedures with emergency services.
 - iv. undertaking routine maintenance including prompt repairs of potholes, cracks, Concrete joints, drains, line marking, lighting and signage.
 - v. undertaking periodic maintenance such as resurfacing of pavements, repairs to structures and hardware and other equipment.
 - vi. carrying out periodic preventive maintenance to Project Highway.
 - vii. preventing with the assistance of concerned law enforcement agencies unauthorised entry to and exit from the Project Highway.
 - viii. preventing with the assistance of the concerned law enforcement agencies encroachments on the Project Highway including site and preserve the right of way of the Project Highway.
 - ix. maintaining a public relations unit to interface with and attend to suggestions from users of the Project Highway, the media, Government Agencies, and other external agencies.
 - x. adherence to the safety standards.



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NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2023

- ↳ Monitoring and Supervision during Operation
- ↳ The Company is required to undertake periodic inspection of the Project Highway to determine the condition of the Project Highway including its compliance or otherwise with the Maintenance Manual, the Maintenance Programme, Specifications and Standards and the maintenance required and shall submit report of such inspection ("Maintenance Report") to NHAI and the Independent Consultant.

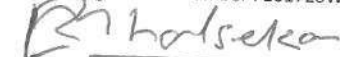
45 Figures of the previous year wherever necessary, have been regrouped and rearranged to conform with those of the current year.

↳ As per our report of even date attached

↳ **For Chaturvedi & Shah LLP**

↳ Chartered Accountants

↳ Firm Registration Number : 101720W / W100355



↳ **Lalit R Mhalsekar**

↳ Partner

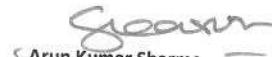
↳ Membership No.: 103418



↳ Date : April 27, 2023

↳ Place : Mumbai

↳ For and on behalf of the Board of Directors of
↳ **GMR Pochanpalli Expressways Limited**



↳ **Arun Kumar Sharma**

↳ Director

↳ DIN: 02281905



↳ **Amit Kumar**

↳ Chief Financial Officer

↳ Membership no. 500164

↳ Date : April 27, 2023

↳ Place : New Delhi



↳ **Bajrang Lal Gupta**

↳ Director

↳ DIN: 07175777



↳ **Paramjeet Singh**

↳ Company Secretary

↳ Membership no. A18789

