

Independent Auditor's Limited Review Report on unaudited financial Results of GMR Pochanpalli Expressways Limited pursuant to the Regulation 52 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended.

To the Board of Directors of GMR Pochanpalli Expressways Limited

1. We have reviewed the accompanying statement of unaudited financial results of **GMR Pochanpalli Expressways Limited** ('the Company') for the three months period ended June 30, 2022 ('the Statement') attached herewith, being submitted by the Company pursuant to the requirement of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended ("Listing Regulations").
2. This statement is the responsibility of the Company's Management and approved by the Company's Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 ('the Act') as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to issue a report on the statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410 - "Review of Interim Financial Information Performed by the Independent Auditor of the Entity", issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited financial results prepared in accordance with applicable accounting standards and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement.
5. We draw attention to
 - a. Note no. 5 to the statements with regard to implications of the order of Hon'ble High Court of Delhi dated April 06, 2022 which upheld Company's contentions that applicability of overlay work is only on increase in roughness index of roads, which has not been given effect to in the financials pending finality of the proceedings. The management is of the opinion that, pending finality of the petition filed by the National Highways Authority of India (NHAI) before the division bench of Hon'ble Delhi High Court against the order of single judge of Hon'ble Delhi High Court, the matter is sub-judice and pending finality and clarity, the Company has not given financial effect to the impact of the order.

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- b. We draw attention to Note no. 4 to the statement, with regard to amount receivable towards sale of investment in compulsorily convertible debentures (CCD's) of Kakinada SEZ Limited (KSEZ) amounting to Rs.1,456.00 Lakhs (net of fair valuation loss of Rs.1,239.45 Lakhs). The total consideration for sale of CCD's includes contingent consideration that will be paid on milestone basis. The recoverability of such amount is dependent on receipt of the contingent consideration post achievement of the milestones as detailed in the afore mentioned note, the achievement of which in their inherent nature are uncertain.

Our review report is not modified in respect of above matters.

For Chaturvedi & Shah LLP

Chartered Accountants

Firm Registration Number: 101720W/W100355



Lalit R Mhalsekar

Partner

Membership Number: 103418

UDIN: 22103418ANHVAA7685



Place: Mumbai

Date: July 20, 2022

GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLC049327

[Format prescribed in Regulation 52 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 as amended]

Rupees in Lakhs

Unaudited statement of financial results for the quarter ended June 30, 2022

Sl. No.	Particulars	Quarter ended			Year ended
		30-Jun-22	31-Mar-22	30-Jun-21	31-Mar-22
		Unaudited	Refer note 1	Unaudited	Audited
1	Income				
	Income from operations	1,341.16	1,247.90	2,555.92	6,305.89
	Other income	957.05	1,281.66	780.27	4,069.95
	Total income	2,298.21	2,529.56	3,336.19	10,375.84
2	Expenses				
	(a) Operating expenses	322.39	202.52	1,384.78	1,947.01
	(b) Employee benefits expense	151.00	183.78	195.09	687.82
	(c) Finance costs	1,076.25	996.18	972.73	4,153.50
	(d) Depreciation and amortisation expenses	33.83	32.73	31.51	128.32
	(e) Other expenses	197.85	993.05	131.12	1,487.18
	Total expenses	1,781.32	2,408.26	2,715.23	8,403.83
3	Profit/(loss) before tax expense and before exceptional item (1-2)	516.89	121.30	620.96	1,972.01
4	Exceptional items	-	-	-	-
5	Profit/(loss) before tax expense and after exceptional item (3 ± 4)	516.89	121.30	620.96	1,972.01
6	Tax expenses				
	(a) Current tax	81.11	22.45	103.66	343.81
	(b) Deferred tax	-	-	-	-
7	Net Profit/ (Loss) for the period/year after tax (5 ± 6)	435.78	98.85	517.30	1,628.20
8	Other Comprehensive Income				
	(A) (i) Items that will not be reclassified to profit or loss	(30.99)	7.19	0.04	(4.23)
	(ii) Income tax relating to items that will not be reclassified to profit or loss	-	-	-	-
	(B) (i) Items that will be reclassified to profit or loss	-	-	-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss	-	-	-	-
	Total other comprehensive income, net of tax 8(A)+(B) for the period/year	(30.99)	7.19	0.04	(4.23)
9	Total Comprehensive Income for the period (Comprising Profit/ (Loss) for the period/year (after tax) and Other Comprehensive Income (after tax) (7 ± 8)	404.79	106.04	517.34	1,623.97
10	Paid-up equity share capital (Face Value of Rs. 10 each)	13,800.00	13,800.00	13,800.00	13,800.00
11	Other Equity (excluding revaluation reserve) (as per latest audited financials)				11,647.75
12	Earnings Per Share (EPS) (of Rs.10 each) (not annualised for quarters/half years)				
	i) Basic	0.32	0.07	0.37	1.18
	ii) Diluted	0.32	0.07	0.37	1.18

Refer note nos. 1 to 15 forming part of unaudited financial results in terms of SEBI Regulation 52.

For and on behalf of the Board of Directors of
GMR POCHANPALLI EXPRESSWAYS LIMITED

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Date: 2022.07.20 16:59:33 +05'30'

Arun Kumar Sharma
Director
DIN: 02281905
Date : July 20, 2022
Place : New Delhi

AMIT KUMAR
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Date: 2022.07.20 17:00:20 +05'30'
Amit Kumar
Chief Financial Officer
Membership no. 500164

GMR POCHANPALLI EXPRESSWAYS LIMITED

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Notes to the financial information for the quarter ended June 30, 2022

- 1 Figures for the quarter ended March 31, 2022, represent the difference between the audited figures in respect of the full financial year and the unaudited figures for the nine months period ended December 31, 2021.
- 2 The unaudited financial results for the quarter ended June 30, 2022 has been reviewed and approved by the Audit Committee and approved by the Board of Directors at their meeting conducted on July 20, 2022.
- 3 The above unaudited financial results have been prepared as per format prescribed in Regulation 52 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.
- 4 GMR Power and Urban Infra Limited[^] (GPUIL/holding Company) [erstwhile holding Company GMR Infrastructure Ltd (GIL)] had divested during the previous year 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.

The Company had further entered into Debenture Purchase Agreement (DPA) on March 31, 2021 with ARIPL and 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 over next 2 to 3 years 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, 2022 and 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'.

The Company has not carried out a separate fair valuation of amount receivable towards sale of investment in CCD's as at June 30, 2022 as the management is of the opinion that there is no significant change in the market conditions and assumptions since issuance of the valuation report and fair valuation carried out as at March 31, 2022 is continuing to hold good as at June 30, 2022 and no further impairment is considered necessary. Accordingly, the fair value loss recognised upto June 30, 2022 in excess of carrying value of amount receivable towards sale of Investment in CCD's in KSEZ over the fair value amounting to 1,239.45 Lakhs is sufficient.

The Company/Group expects in next 2-3 years there will be significant development in the Kakinada SEZ which includes the development of Bulk Drug Park, Commercial Sea port, establishment of various port based industries, manufacturing industries, development of new International Airport in Bhogapuram. Based on assessment of the achievement of the aforementioned milestones by an independent property consultancy agency, management of the company is confident of achieving the aforementioned milestones and is of the view that the carrying value of amount receivable towards sale of Investment in CCD's in KSEZ being fair valued contingent consideration as at June 30, 2022 is appropriate. The above sale transaction is subject to receipt of Regulatory and other Statutory Approvals.

[^] 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.

- 5 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.

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Notes to the financial information for the quarter ended June 30, 2022

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.

- 6 There are numerous interpretative issues till now relating to the Hon'ble Supreme Court (SC) judgement on Provident Fund dated February 28, 2019. As a matter of caution, the Company has made a provision on a prospective basis from the date of the SC order. The Company will update its provision, on receiving further clarity on the subject.
- 7 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 following the Code becoming effective and the related rules being framed and notified.
- 8 The Company is engaged primarily in the business of Construction, Operation & Maintenance of Highways and accordingly, there are no separate reportable segments as per Ind AS 108 dealing with Operating Segment.
- 9 The Company has created Debenture Redemption Reserve (DRR) upto March 31, 2022 Rs.9,259.44 Lakhs which is 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.
- 10 The Company's NCD Credit rating is CARE B- (Single B Minus) as per CARE Credit Rating Report dated 02.09.2021.
- 11 Asset cover available, in case of non-convertible debt securities: 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).

GMR POCHANPALLI EXPRESSWAYS LIMITED

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Notes to the financial information for the quarter ended June 30, 2022

12 Additional information provided pursuant to Regulation 52(4) of Securities and Exchange Board of India [Listing Obligations and Disclosure requirements] Regulations 2015, amended.

Sl. No.	Particulars	Rupees in Lakhs			
		Quarter ended		Year ended	
		30-Jun-22	31-Mar-22	30-Jun-21	31-Mar-22
		Unaudited	Refer note 1	Unaudited	Audited
1	Debt Equity Ratio (in times) <i>[Debt / Equity Ratio : [(Debt means secured debt + interest accrued on secured debt + liability portion of preference shares + lease liability) / (Equity Share Capital plus other equities including debenture redemption reserve and equity component of preference shares)]]</i>	0.98	1.10	1.21	1.10
2	Debt Service Coverage Ratio (in times) * <i>[Debt Service Coverage Ratio (DSCR) : (Earnings before Tax + Depreciation + Interest on secured debts + interest on lease liability) / (Interest on secured debts + interest on lease liability + equated redemption amount of NCDs and payment of Lease liability during the year)]</i>	0.65	0.40	0.69	0.61
3	Interest Service Coverage Ratio (in times) * <i>[Interest Service Coverage Ratio (ISCR) : (Earnings before Tax + Depreciation + Interest on secured debt + interest on lease liability) / (Interest on secured debts + interest on lease liability)]</i>	2.07	1.28	2.05	1.89
4	Unlisted Outstanding Redeemable Preference Shares <i>(44,50,000 8% Redeemable, Non-cumulative and Non-Convertible preference shares of Rs.100 each) [Unlisted Outstanding Redeemable Preference Shares are disclosed only to the extent of liability portion of outstanding preference shares as per Ind AS Financial statements]</i>	2,877.41	2,805.51	2,599.70	2,805.51
5	Capital Redemption Reserve	-	-	-	-
6	Debenture redemption reserve	9,259.44	9,259.44	9,259.44	9,259.44
7	Net-worth <i>[Net worth represents Equity Share Capital plus other equities less Debenture Redemption Reserve]</i>	16,593.10	16,188.31	15,081.68	16,188.31
8	Net profit/(loss) after tax	435.78	98.85	517.30	1,628.20
9	Earnings Per Share (EPS) (of Rs.10 each) (not annualised for quarters/half years)				
	i) Basic	0.32	0.07	0.37	1.18
	ii) Diluted	0.32	0.07	0.37	1.18
10	Current ratio (in times) <i>[Current assets/Current liabilities]</i>	3.05	3.18	2.67	3.18
11	Long term debt to working capital (in times) <i>[(Long term debt including current maturities of loan term debt + liability portion of preference shares) / (Current assets-current liabilities+current maturities of loan term debt)]</i>	0.64	0.65	0.78	0.65
12	Bad debts to Account receivable ratio (%) [not annualised] <i>[Bad debts / average of service concession assets receivables]</i>	-	-	-	-
13	Current liability ratio (in times) <i>[Current liability / Total liabilities]</i>	0.40	0.39	0.42	0.39
14	Total debts to total assets (in times) <i>[(Long term debt including current maturities of loan term debt and interest accrued thereon + liability portion of preference shares + current and non current portion of lease liability)/Total assets]</i>	0.38	0.41	0.42	0.41
15	Debtors turnover (in times) [not annualised] <i>[Revenue from operations / average of service concession assets receivables]</i>	0.10	0.08	0.14	0.42
16	Inventory turnover (in times) [not annualised] <i>[Revenue from operations / average inventory]</i>	34.10	40.38	77.72	204.04
17	Operating margin (%) <i>[(Profit before tax + Finance Costs - Other income) / Revenue from operations]</i>	47.43%	-13.16%	31.82%	32.60%
18	Net profit margin (%) <i>[Profit after tax / Total Income]</i>	18.96%	3.91%	15.51%	15.69%
19	Paid up Debt Capital/ Outstanding secured Debt (including interest accrued thereon) <i>[Paid-up debt capital represents outstanding non-convertible debentures (secured debt) including accrued interest thereon]</i>	21,910.97	24,699.62	26,300.27	24,699.62

* - For the purpose of debt coverage and interest service coverage ratio, IndAS adjustments like liability portion of preference shares and notional unwinding interest on liability portion of preference shares are not considered.

GMR POCHANPALLI EXPRESSWAYS LIMITED

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Notes to the financial information for the quarter ended June 30, 2022

- 13 Following information provided pursuant to Regulation 54(3) of Securities and Exchange Board of India [Listing Obligations and Disclosure requirements] Regulations 2015, amended.

Sl. No.	Particulars	Rupees in Lakhs			
		Quarter ended		Year ended	
		30-Jun-22	31-Mar-22	30-Jun-21	31-Mar-22
		Unaudited	Refer note 1	Unaudited	Audited
1	Asset cover available in case of secured non-convertible debentures <i>[Asset Coverage Ratio : [(PPE movable and immovable + loans and advances given net of provisions + investments + receivable including interest accrued on term loans and debt securities (if any) + cash and cash equivalents + other current and non-current assets excluding prepaid expenses)/(Debt means secured debt (+) IND - AS adjustment for effective Interest rate on secured Debt + interest accrued on secured debt)]</i>	3.03	2.74	2.65	2.74

- 14 Disclosure required under Regulation 52(7) and Regulation 52(7A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended for the quarter ended June 30, 2022.

- a) The proceeds as received on issue of Non-Convertible Debentures in March 2010 have been fully utilized for the purpose for which these proceeds were raised.
- b) There was no deviation in the use of proceeds of Non-Convertible Debentures as compared to the objects of the issue.

- 15 Figures relating to previous quarter / year have been regrouped and rearranged, wherever necessary.

For and on behalf of the Board of Directors of
GMR POCHANPALLI EXPRESSWAYS LIMITED

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SHARMA**

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Arun Kumar Sharma

Director

DIN: 02281905

Date : July 20, 2022

Place : New Delhi

**AMIT
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Amit Kumar

Chief Financial Officer

Membership no. 500164