

Statutory Auditor's Certificate on the Statement of Maintenance of Asset Cover in respect of debentures aggregating to Rs. 650 Crore (listed non-convertible debt securities) issued by the Company

1. We are the statutory auditors of the **GMR Pochanpalli Expressways Limited** ('the Company') having registered office at 25/1,SKIP House, Museum Road, Bangalore – 560025
2. The management of the Company has requested us to issue a certificate with respect to book values of the assets provided as security in respect of **Rated Redeemable Secured Rupee Non-Convertible Debentures (listed non-convertible debt securities)** of the Company as on **March 31, 2023** in terms of requirements of Regulation 54 read with Regulation 56(1)(d) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("LODR Regulations") and SEBI (Debenture Trustees) Regulations, 1993 as amended ("DT Regulations") and SEBI circular SEBI/ HO/ MIRSD_CRADT/ CIR/ P/ 2022/67 dated May 19, 2022 and other applicable circulars, as per respective information memorandum ('IM') and Debenture Trust Deeds, as amended.

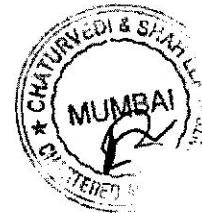
Management's Responsibility for the statement

3. The Compliance with the LODR Regulations, DT Regulations, SEBI Circular SEBI/HO/MIRSD/ MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022 and other applicable circulars, as per respective information memorandum ('IM') and Debenture Trust Deeds, as amended and calculation of asset cover as given in the Attached Annexure – A is the responsibility of the Company's management. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the information and computations and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

Our Responsibility

4. We have reviewed all the documents provided to us by the management of the Company related to this certificate and it is our responsibility is to certify the book values of the assets provided as security in respect of listed non-convertible debt securities of the Company as on **March 31, 2023** based on the audited standalone financial statements as prepared by the management of the company in accordance with Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended) as specified in SEBI Circular No. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022.
5. We have carried out the following procedures for providing reasonable assurance;
 - a. Checked the Debenture Trust Deed dated June 18, 2010, as amended.
 - b. Read the audited financial statement for the year ended March 31, 2023.
 - c. Read the SEBI Circular SEBI/HO/MIRSD/MIRSD_CRADT/ CIR/P/2022/67 dated May 19, 2022.
 - d. Verified the arithmetic accuracy of calculation of ratio mentioned in the accompanying statement under Annexure - A

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6. The audited standalone financial statements referred to in paragraph 4 above, have been audited by us on which, we have issued unmodified audit report dated April 27, 2023. The said audited standalone financial statements have been considered and approved by the Board of Directors of the Company in their meeting held on April 27, 2023, which is pending approval of the shareholders at the Annual General Meeting. Our audit was conducted in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.
7. We have conducted our examination of the certificate in accordance with the Guidance Note on Reports and Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

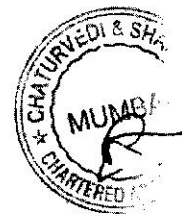
9. Based on our examination as above, and the information and explanations given to us by the Company's management, we certify that the following information and accompanying statement under Annexure - A, read together with explanatory notes thereon is derived from the audited standalone financial statements for the year ended March 31, 2023 as prepared by the management of the company in accordance with Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 (as amended):
 - a) The financial information stated below are extracted from information memorandum/offer document and under Debenture Trust Deeds, as amended with regard to Rated Redeemable Secured Rupee Non-Convertible Debentures (listed non-convertible debt securities) of the Company:

ISIN	Series/ Tranche	Private Placement/ Public Issue	Secured/ Unsecured	Sanctioned Amount / Issue Size
INE808H07010	9.38 NCD 15OT26 FVRS10LAC LOA UPTO20JU10	Private Placement	Secured	Rs.65,000 Lakhs

Balance outstanding amount of Rated Redeemable Secured Rupee Non-Convertible Debentures as on March 31, 2023, extracted from the audited standalone financial statements for the year ended March 31, 2023 is Rs.20,186.54 Lakhs (including interest accrued thereon).

- b) The Book values of the assets provided as security in respect of listed non-convertible debt securities of the company, extracted from the audited standalone financial statements for the year ended March 31, 2023 are as under:

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Particulars	Amount Rs. in Lakhs
a. Property Plant & Equipment (Fixed assets) - movable/immovable Property etc.	65.87
b. Loans /advances given (net of provisions, NPAs and sell down portfolio), Debt Securities, other credit extended etc.	26,914.01
c. Receivables including interest accrued on Term loan/ Debt Securities, loan to etc.	23,465.58
d. Cash and cash equivalents and other bank balances	8,001.29
e. Other current/ non-current assets (excluding prepaid expenses)	10,937.26
Total	69,384.01

The above information provided based on audited standalone financial statements for the year ended March 31, 2023 as prepared by the management of the company.

- c) The asset cover provided by the Company is 3.44 times of the amount borrowed through non-convertible debentures including interest accrued thereon, calculated using the formulas provided under clause 4 of the SEBI Circular No. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022, based on audited standalone financial statements of the Company as on March 31, 2023, as mentioned in the accompanying statement in Annexure - A which is in accordance with the terms of issue.

Restrictions on Use

10. This Certificate has been issued at the request of the Company solely for the purpose of submission by the Company to stock Exchange(s) and should not be used for any other purpose or by any person other than the Company and its Debenture Trustee(s) in the matter of Debentures issued by the Company. Accordingly, we, Chaturvedi & Shah LLP, do not accept or assume any liability or duty of care to any other person to whom this certificate is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

For **CHATURVEDI & SHAH LLP**

Chartered Accountants

Firm Registration Number: 101720W / W100355

Lalit R Mhalsekar

Lalit R Mhalsekar

Partner

Membership No. 103418

UDIN: 23103418BGXVHX8499



Place: Mumbai

Date: April 27, 2023

Enclosure:

1. Annexure - A "Details of Security Cover" in respect of Rated Redeemable Secured Rupee Non-Convertible Debentures issued by the Company, prepared based on the audited standalone financial statements for the year ending March 31, 2023, as specified in SEBI Circular No. SEBI/HO/MIRSD/MIRSD_CRADT/CIR/P/2022/67 dated May 19, 2022.

GMR POCHANPALLI EXPRESSWAYS LIMITED

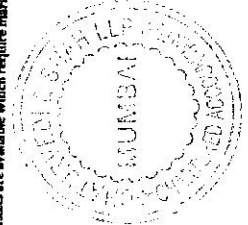
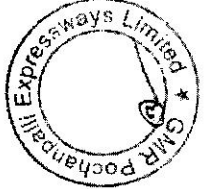
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Annexure - A

Column A Particulars	Column B Description of the assets for which this certificate relate	Column C Exclusive Charge	Column D Exclusive Charge	Column E Part Passu Charge	Column F Part Passu Charge	Column G Part Passu Charge	Column H Asset not offered as security	Column I Debit amount considered in excess of (due to) part passu charge	Column J Total (C to H)	Column K Carrying book value for charged assets where market value is not ascertainable	Column L Market Value per part passu charge assets	Column M Carrying book value for part passu charge assets where market value is not ascertainable or applicable	Column N Total value = K + L + M	Column O Rupees in Lakhs related to only those items covered by this certificate
ASSETS														
Property, plant and equipment	Refer Note no. 1 below	65.87							65.87				65.87	
Capital Work in progress							14.38							
Right of use Assets														
Goodwill														
Intangible assets		15.13							15.13				15.13	
Intangible Assets under development														
Loans														
Investments														
Trade Receivable														
Cash and cash equivalents		5,567.32							5,567.32				5,567.32	
Bank balances other than Cash and cash equivalents		2,493.97							2,493.97				2,493.97	
Others														
Total		61,801.72					137.68		61,801.72				61,801.72	
		69,394.01					152.06		69,396.07				69,396.07	
LIABILITIES														
Debt Security in which this security pertains	Refer Note no. 2 below													
Other Debt (including part-passu charge with above debt)														
Other Debt														
Subordinated Debt														
Borrowings														
Bank														
Debt Securities														
Others														
Trade payable														
Lease liabilities														
Provisions														
Others														
Total		20,186.54					19,496.45		39,682.99				20,186.54	
Exclusive security cover ratio		3.44											3.44	
Part-Passu Security cover Ratio														
Cover on Book Value														
Cover on Market value														

Note:

- 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 amount receivable) but excluding project assets (unless permitted by National Highways Authority of India (NHAI) under the Concession agreements).
- Debt Security to which this security pertains represents Secured Redeemable Non-Convertible Debentures including interest accrued but not due thereon.
- Calculation of Security Cover Ratio:
 - Exclusive Security Cover = Value of assets having exclusive charge divided by Outstanding value of corresponding debt + Interest accrued
 - Part-passu security cover = Value of assets having part-passu charge divided by Outstanding value of corresponding debt + Interest accrued
- The Company has not made any valuation of its assets as no such assets are available which require market valuation.



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

B. Ramadenti
Ramadenti Bommidala
Whole Time Director
DIN: 00575031

Place : New Delhi
Date : April 27, 2023