

**GMR Highways**

**GMR Pochanpalli Expressways Limited**



**Corporate Office:**

T&UI Office, Terminal-2, Opp. Departure  
Gate No. 1, IGI Airport, New Delhi-  
110037

CIN U45200KA2005PLC049327

T +91 011 40052455

F +91 011 40052482

E- [highways.secretarial@gmrgroup.in](mailto:highways.secretarial@gmrgroup.in)

W [www.gmrpui.com](http://www.gmrpui.com)

**Date:** August 05, 2022

**To**  
**National Stock Exchange of India Limited**  
**Exchange Plaza, Plot no. C/1, G Block,**  
**Bandra Kurla Complex,**  
**Bandra (E), Mumbai 400 051, India**

Dear Sir/Madam,

**Sub: Submission of Annual Report and Notice of Annual General Meeting of the Company pursuant to Regulation 53(2) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.**

Pursuant to Regulation 53(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we hereby submitting the annual report and notice of annual general meeting of GMR Pochanpalli Expressways Limited ('the Company') for the year ended March 31, 2022.

Request you to please take the same on record.

**Thanking you**

**For GMR Pochanpalli Expressways Limited**

**PARAMJEET** Digitally signed by  
PARAMJEET SINGH  
**SINGH** Date: 2022.08.05 15:11:13  
+05'30'

**Paramjeet Singh**  
**Company Secretary**

CC : Mr. Sameer Kabra  
The Debenture Trustee - Axis Trustee Services Limited  
The Ruby, 2nd Floor, SW, 29, Senapati Bapat Marg,  
Dadar West, Mumbai- 400 028



**GMR POCHANPALLI EXPRESSWAYS LIMITED**

CIN NO U45200KA2005PLC049327

Registered Office: 25/1, SKIP House, Museum Road, Bangalore – 560 025,  
Karnataka

E-mail: [highways.secretarial@gmrgroup.in](mailto:highways.secretarial@gmrgroup.in)

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

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**Notice of  
17<sup>th</sup> Annual General Meeting**

**Day, Date & Time**

**Tuesday, the 30<sup>th</sup> day of August, 2022**

**At**

**10:00 AM**

**Venue**

**Transportation Business Board Room,  
GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1,  
IGI Airport, New Delhi – 110037**

## NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the 17<sup>th</sup> Annual General Meeting of the Members of **GMR Pochanpalli Expressways Limited** will be held on **Tuesday, the 30<sup>th</sup> day of August 2022** at **10:00 AM** at Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1, IGI Airport, New Delhi - 110037, to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the audited Financial Statements for the year ended March 31, 2022 together with the Reports of the Directors and the Auditors thereon.
2. To appoint Director in place of Mr. Arun Kumar Sharma (DIN 02281905), who is liable to be retire by rotation and being eligible offers himself for re-appointment.

### **Special Business**

3. **To ratify the remuneration of M/s. G. R. & Co., Cost Auditor of the Company for the Financial Year 2022-23.**

To consider and, if thought fit, to pass with or without modification/(s), the following Resolutions as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Shareholders hereby ratify the remuneration of Rs. 60,000/- plus applicable taxes and out of pocket expenses payable to M/s. G. R. & Co., Cost Accountants, as appointed by the Board of Directors as Cost Auditors of the Company to conduct the audit of cost records of the Company for the financial year 2022-23.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

4. **Appointment of Mr. Mohan Rao Murthy (DIN 02506274) as Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Mohan Rao Murthy (DIN 02506274) who has submitted a declaration confirming he meets the criteria of independence under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and the Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, to hold

office for a term of five years, with effect from September 01, 2022 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized, to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution."

**5. Approval for appointment of Mr. Paranthaman Adimoolam as Manager of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 read with Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions of the Companies Act, 2013, if any, the consent of the members be and is hereby accorded to the appointment of Mr. Paranthaman Adimoolam as 'Manager' of the Company for a period of 3 years w.e.f. February 23, 2022 on the following terms:

- a. Remuneration not exceeding Rs. 19,00,000 p.a. inclusive of all perquisites and facilities with an annual increment as per HR Policy of the Company and with the authority to Board to fix the salary within the said maximum amount from time to time.
- b. the following shall not be included for the purpose of computation of the Manager's gross remuneration as aforesaid:
  - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.
  - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
  - iii. Encashment of leave at the end of tenure or the time of ceasing to be Manager pursuant to the HR policy of the Company.

**RESOLVED FURTHER THAT** all other terms and conditions including annual increment, earned/ privilege leave shall be as per the HR Policy of the Company and contribution to Provident Fund, Superannuation fund or Annuity Fund, Gratuity, etc. shall be in terms of applicable provisions of the relevant statutes.

**RESOLVED FURTHER THAT** Mr. Paranthaman Adimoolam shall be responsible, inter-alia, to discharge his duties as may be assigned by the Board from time to time and to manage the day to day affairs and general management of the Company subject to superintendence and control of the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of the company of the Company be and is hereby authorized to take all the actions and to do all such acts, deeds and things including filing of requisite e-forms, returns, applications with the Ministry of Corporate Affairs, Government of India as may be necessary to give effect to the resolution."

6. **Approval for appointment of Mrs. Ramadevi Bommidala (DIN 00575031) as Whole Time Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following Resolutions as an **Ordinary Resolution**:

**“RESOLVED THAT** Mrs. Ramadevi Bommidala (DIN 00575031), who was appointed as Additional Director of the Company with effect from August 01, 2022 by the Board of Directors in their meeting held on July 20, 2022, who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section of 196 and 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof), consent of the members be and is hereby accorded for appointment of Mrs. Ramadevi Bommidala (DIN 00575031), as Whole Time Director of the Company for a period of 3 (three) years with effect from August 01, 2022, on such remuneration and upon such terms and conditions as set out below, with an authority to the Board of Directors to alter and vary terms of appointment and remuneration during the continuance of her tenure from time to time, so as to not exceed the limits specified in Section 197 of the Companies Act, 2013:

- a. Gross Remuneration: Rs. 88,50,000/- (Rupees Eighty Eight Lakhs Fifty Thousand only) per annum inclusive of all perquisites and facilities with an annual increment of 10% of the gross remuneration.
- b. In addition to gross monthly remuneration as above, the Company will reimburse Mrs. Ramadevi Bommidala, travelling and other expenses incurred by her in furtherance of or in connection with the business of the Company.
- c. The following shall not be included for the purpose of computation of the Whole time Director's gross remuneration as aforesaid:
  - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.
  - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
  - iii. Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the HR policy of the Company.

**RESOLVED FURTHER THAT** all other terms and conditions including annual increment, earned/ privilege leave shall be as per the prevalent HR Policy of the Company and contribution to Provident Fund, Superannuation fund or Annuity Fund, Gratuity, etc. shall be in terms of applicable provisions of the relevant statutes.

**RESOLVED FURTHER THAT** Mrs. Ramadevi Bommidala shall be responsible, inter-alia, to discharge her duties as may be assigned by the Board from time to time and to manage the day to day affairs and general management of the company subject to superintendence and control of the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorized to take all such actions and to do all acts, deeds and things including filing of requisite forms, returns, applications with the Ministry of Corporate Affairs, Government of India as may be necessary to give effect to the resolution.”

**By the Order of the Board of Directors  
For GMR Pochanapalli Expressways Limited**



*Samle*  
**Paramjeet Singh  
Company Secretary  
M.No. A18789**

Place: New Delhi  
Date: 20.07.2022

## **NOTES:**

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business is annexed hereto
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DELIVERED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, provided that, a member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
4. Members and/or proxies are requested to bring their copy of the notice to the meeting and should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative/(s) to attend and vote at the General Meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. In terms of the requirements of the Secretarial Standards -2 on "General Meetings" issued by the Institute of the Company Secretaries of India and approved & notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.
8. In terms of Section 20 of the Companies Act, 2013, the Notice is being sent to all the Members on the electronic mail address as provided by the Registrar or the Member from time to time for sending communications unless any Member has requested for a hard copy of the same. Members are requested to register their E-mail Id with their Depository Participant/the Company and inform any changes to the same from time to time. However, Members who prefer physical copy to be delivered may write to the Company at its Registered Office by providing their DP Id and Client Id/ledger folio number as reference.
9. Members are requested to notify any change in their registered address along with pin code and quote their respective ledger folio number/ DP Id and Client Id on every communication with the Company/Depository Participant.
10. The Register of Directors and Key Managerial Personnel and their Shareholding, maintained under Section 170 of Companies Act, 2013 and the Register of Contracts and Arrangements in which directors are Interested maintained under Section 189 of Companies Act, 2013 will be available for inspection by the members at the AGM.
11. All documents referred to in accompanying Notice and Explanatory statement are open for inspection at the registered/corporate office of the Company during the office hours on all working days except Saturdays/Sundays and holidays between 11.00 A.M. and 1.00 P.M till the date of meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 FOR THE ITEMS SET OUT IN THE ACCOMPANYING NOTICE ARE AS UNDER:**

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**Item No 3:**

**To ratify the remuneration of M/s. G. R. & Co., Cost Accountant of the Company for the financial year 2022-23.**

M/s. G.R & Co., Practicing Cost Accountants, is carrying out the Cost Audit of the Company since the Financial Year 2014-15 at the same fees and has requested to increase the fees. Accordingly, The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. G. R. & Co., Cost Accountant to conduct the audit of the cost records of the Company for the financial year 2022-23 at remuneration as detailed in the resolution.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company.

Accordingly, consent of the members is being sought for ratification of the remuneration payable to the Cost Auditors for the financial year ending 2022-23.

None of the Directors and Key Managerial Personnel of the Company & their relatives is in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the **Ordinary Resolution** at Item No. 3 for approval of the members.

**Item No 4:**

**Appointment of Mr. Mohan Rao Murthy (DIN 02506274) as Independent Director of the Company.**

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 will end by September 07, 2022. Hence, another Independent Director need to be appointed on the Board to meet the statutory requirement as prescribed under the provisions of Companies Act, 2013.

Further, Mr. Mohan Rao Murthy was appointed as Non-Executive Director of the Company w.e.f. October 10, 2015 in the professional capacity and now as per the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on July 20, 2022 has accorded its approval to recommended to appoint Mr. Mohan Rao Murthy as an Independent Director for a term of five years with effect from September 01, 2022.

Further, pursuant to the requirements of the Act and based on his expertise, skills, rich experience, knowledge, continued valued guidance to the management and the substantial contributions made by him, it is proposed to seek approval of the members by way of Ordinary Resolution to appoint Mr. Mohan Rao Murthy, as an Independent Director for a term of five years commencing from September 01, 2022. Further, Mr. Mohan Rao Murthy shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.



### **Brief Profile of Mr. Mohan Rao Murthy**

Mr. Mohan Rao Murthy is a Chartered Accountant and Company Secretary with rich experience of more than 38 years in Banking, Finance, Manufacturing and Infra sectors. Enriched his knowledge by participating in various National & International programmes and shared his acumen through seminars and articles. He also contributed as Director in more than 25 companies.

He headed various functions of Credit, Risk management, Treasury, Merchant Banking, Strategic alliances, in Banking & Financial sectors. He established new business verticals of Financial Leasing and Merchant Banking in a leading Private Sector Bank. Board of the Bank appreciated his strategic contribution in Treasury management, capital raising assignment and successful strategic alliance with an International bank.

He also contributed more than 16 years in GMR Group as Head / Chief Financial Officer of Subsidiaries, Airports, Highways and Infra verticals. He participated very actively in various innovative fund raising exercises of the Group. He also made significant contribution in some of the divestment plans as Project Lead in the Group. As Joint Ventures Head, he played key role in establishment of various Joint Ventures and their funding in the Airport sector. As a Director, he nurtured those Joint Venture companies in terms of Corporate Governance, Business planning, Profitability, Systems & Processes, Internal controls etc.

Mr. Mohan Rao Murthy has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mr. Mohan Rao Murthy fulfils the conditions specified in the Act, for his appointment as an Independent Director.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

The Company has received a notice in writing from a member, pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Mohan Rao Murthy for his appointment to the office of Independent Director.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Mohan Rao Murthy is annexed in **Annexure I** to this Notice.

Mr. Mohan Rao Murthy does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mr. Mohan Rao Murthy and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the **Ordinary Resolution** at Item No. 4 for approval of the members.

## Item No 5:

### **Approval for appointment of Mr. Paranthaman Adimoolam as Manager of the Company.**

Section 196 (4) of the Companies Act, 2013 provides that Subject to the provisions of section 197 and Schedule V, a managing director, whole-time director or **manager** shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions specified in Part I of that Schedule.

Further, in terms of provisions of Section 203 of the Companies Act, 2013 & the Companies (Appointment & Remuneration of Managerial Personnel) Rules 2014, every listed company and every other public company having a paid-up share capital of ten crore rupees or more shall have the following whole-time key managerial personnel-

- (i) Managing Director; or Chief Executive Officer or **Manager** and in their absence, a whole-time Director
- (ii) Company Secretary; and
- (iii) Chief Financial Officer

Also, no person shall be appointed as manager for a term exceeding five years at a time.

In terms of Section 203 of the Companies Act, 2013 read with rules made there under, being a public company having paid up share capital of Rs. 182.50 crores as on 31st March, 2021, the Company shall have to appoint a Key Managerial Personnel.

As per the recommendations of the Nomination and Remuneration Committee, the Board at its meeting held on January 20, 2022 had appointed Mr. Paranthaman Adimoolam as Manager of the Company for a term of three years with effect from February 23, 2022 at remuneration as detailed in the resolution.

In terms of Section 196(4) of the Companies Act, 2013 read with rules made there under, it is proposed to obtain the approval of Shareholders for appointment including terms and conditions, of Mr. Paranthaman Adimoolam as Manager of the Company.

#### **Brief Profile of Mr. Paranthaman Adimoolam**

Mr. Paranthaman Adimoolam is a B.Tech in Civil Engineering from Janardhan Rai Nagar Rajasthan Vidyabeeth University. He possesses over 29 years of professional experience in the area of civil engineering, Construction, Supervision and Monitoring of Power plant, Residential & Industrial Buildings, industrial structures, Marine structures, Railway bridges, Highway projects Implementation / operations & Maintenance in GMR and other construction companies.

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mr. Paranthaman Adimoolam is annexed in **Annexure I** to this Notice.

Except Mr. Paranthaman Adimoolam and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the **Ordinary Resolution** at Item No. 5 for approval of the members.

**Item No 6:**

**Approval for appointment of Mrs. Ramadevi Bommidala (DIN 00575031) as Whole Time Director of the Company.**

Mrs. Ramadevi Bommidala has been appointed as an Additional Director and Whole Time Director of the Company by Board in its meeting held on July 20, 2022. As Additional Director she will hold office till the date of next Annual General Meeting.

Pursuant to the provisions of Section 196 & 197 read with schedule V of the Companies Act, 2013 and based upon the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on July 20, 2022, appointed Mrs. Ramadevi Bommidala, as an Additional Director of the Company and also a Whole Time Director for a period of 3 years w.e.f August 01, 2022, subject to the approval of Shareholders, at the following terms & Conditions:

- a. Gross Remuneration: Rs. 88,50,000/- (Rupees Eighty Eight Lakhs Fifty Thousand only) per annum inclusive of all perquisites and facilities with an annual increment of 10% of the gross remuneration.
- b. In addition to gross monthly remuneration as above, the Company will reimburse Mrs. Ramadevi Bommidala, travelling and other expenses incurred by her in furtherance of or in connection with the business of the Company.
- c. The following shall not be included for the purpose of computation of the Whole time Director's gross remuneration as aforesaid:
  - i. The Company's contribution to Provident Fund and Superannuation Fund pursuant to the HR policy of the Company.
  - ii. Gratuity payable at the rate not exceeding half a month's salary for each completed year of service.
  - iii. Encashment of leave at the end of tenure or the time of ceasing to be Whole-time Director pursuant to the HR policy of the Company.

Further, Section 196(4) of the Companies Act, 2013 states that subject to the provisions of Section 197 and Schedule V, a Managing Director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions Specified in Part I of that Schedule.

In terms of Section 196(4) of the Companies Act, 2013 read with rules made there under, it is proposed to obtain the approval of Shareholders for appointment including terms and conditions, of Mrs. Ramadevi Bommidala as Whole Time Director of the Company.

The Net Profit of the Company as at 31.03.2022 calculated as per Section 198 of the Companies Act, 2013 except the remuneration of the directors is Rs. 232,275,183/-.

Further note that the remuneration payable to any Whole-Time Director or manager individually is not exceeding five percent of the net profits of the company and also remuneration of such director and manager in aggregate is not exceeding ten percent of the net profits.

The appointment is in compliance of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications(s) or re-enactment thereof).

Pursuant to Secretarial Standards-2 issued by the Institute of Company Secretaries of India, additional information about Mrs. Ramadevi Bommidala is annexed in Annexure I to this Notice.

Except Mrs. Ramadevi Bommidala and her relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends an **Ordinary Resolution** set out at Item No. 6 of the Notice, for approval by the members.

**By the Order of the Board of Directors  
For GMR Pochanpalli Expressways Limited**

  
  
**Paramjeet Singh  
Company Secretary  
M.No. A18789**

Place: New Delhi  
Date: 20.07.2022

**ANNEXURE I**

**Details pursuant to the requirements of Secretarial Standards-2**

<b>Name of the Director or Manager</b>	Mr. Mohan Rao Murthy	Mrs. Ramadevi Bommidala	Mr. Paranthaman Adimoolam
<b>Age</b>	64 Years	49 Years	51 Years
<b>Qualifications</b>	Chartered Accountant and Company Secretary	Graduate in B.Sc. Home Science from Andhra University, Visakhapatnam	B. Tech in Civil Engineering
<b>Experience</b>	More than 38 years in Banking, Finance, Manufacturing and Infra sectors	More than 24 years	over 29 years of professional experience in the area of civil engineering, Construction, Supervision and Monitoring of Power plant, Residential & Industrial Buildings, industrial structures, Marine structures, Railway bridges, Highway projects Implementation / operations & Maintenance.
<b>Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid and the remuneration last drawn by such person, if</b>	Appointed as an Independent Director of the Company and will be paid sitting fees for attending Board and Committee meetings of the Company during his tenure.	As detailed in the resolution.	As detailed in the resolution.  Remuneration received as Manager of the Company during the Financial Year 2021-22 is Rs. 1,754,915/-

<b>applicable</b>																		
<b>Date of First appointment on the Board</b>	October 16, 2015	August 01, 2022	February 23, 2019															
<b>Shareholding in the Company</b>	Nil	Nil	Nil															
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the Company</b>	NA	NA	NA															
<b>Number of Board Meetings attended during the financial year 2020 - 21</b>	Four Board meetings were held in the Financial Year 2021-22 wherein Mr. Mohan Rao Murthy had attended all the Board meetings.	NA	NA															
<b>Other Directorships</b>	<ol style="list-style-type: none"> <li>GMR Tuni-Anakapalli Expressways Limited</li> <li>GMR Krishnagiri SIR Limited</li> <li>BSN Corporate Advisory Services Private Limited</li> <li>GMR SEZ &amp; Port Holdings Limited</li> </ol>	<ol style="list-style-type: none"> <li>GMR Energy Trading Limited</li> <li>GMR Enterprises Private Limited</li> <li>BSR Holdings Private Limited</li> <li>GMR Varalakshmi Foundation</li> <li>Parampara Family Business Institute</li> </ol>	Nil															
<b>Memberships / Chairmanship of Committees of other Boards</b>	<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Committee</th> <th>Member /Chairman</th> </tr> </thead> <tbody> <tr> <td>GMR Tuni-Anakapalli Expressways Limited</td> <td>Nomination and Remuneration Committee</td> <td>Member</td> </tr> <tr> <td></td> <td>Corporate Social</td> <td></td> </tr> </tbody> </table>	Name of the Company	Committee	Member /Chairman	GMR Tuni-Anakapalli Expressways Limited	Nomination and Remuneration Committee	Member		Corporate Social		<table border="1"> <thead> <tr> <th>Name of the Company</th> <th>Committee</th> <th>Member /Chairman</th> </tr> </thead> <tbody> <tr> <td>GMR Varalakshmi Foundation</td> <td>Audit Committee</td> <td>Member</td> </tr> </tbody> </table>	Name of the Company	Committee	Member /Chairman	GMR Varalakshmi Foundation	Audit Committee	Member	NA
Name of the Company	Committee	Member /Chairman																
GMR Tuni-Anakapalli Expressways Limited	Nomination and Remuneration Committee	Member																
	Corporate Social																	
Name of the Company	Committee	Member /Chairman																
GMR Varalakshmi Foundation	Audit Committee	Member																

		Respo nsibilit y Commi tee			
		Manag ement Commi tee			

**GMR POCHANPALLI EXPRESSWAYS LIMITED**

CIN: U45200KA2005PLC049327

Registered Office: 25/1, SKIP House, Museum Road, Bangalore - 560 025, Karnataka

E-mail: highways.secretarial@gmrgroup.in

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

**ATTENDANCE  
SLIP**

DP ID		FOLIO NO. / CLIENT ID		No. of shares	
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Name(s) and address of the member in full:

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I/We hereby record my/our presence at the 17<sup>th</sup> Annual General Meeting of the Company to be held **on Tuesday, the 30<sup>th</sup> day of August 2022 at 10:00 AM at Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1, IGI Airport, New Delhi - 110037.**

MEMBER  PROXY

\_\_\_\_\_  
Signature of Member / Proxy

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**GMR POCHANPALLI EXPRESSWAYS LIMITED**

**CIN: U45200KA2005PLC049327**

Registered Office: 25/1, SKIP House, Museum Road, Bangalore - 560 025, Karnataka

E-mail: highways.secretarial@gmrgroup.in

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

**FORM NO.MGT-11**

**PROXY  
FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rule, 2014)

CIN	U45200KA2005PLC049327
Name of the Company	GMR Pochanpalli Expressways Limited
Registered Address	25/1, Skip House, Museum Road, Bangalore - 560 025, Karnataka

Name of the member(s)	
Registered Address	
E-Mail ID	
DPID and Client ID /Folio No	

I/We, being the member(s) holding \_\_\_\_\_ shares of the above named Company, hereby appoint

1	Name			
	Address			
	E-Mail ID		Signature	

or failing him

2	Name			
	Address			
	E-mail ID		Signature	

or failing him

3	Name			
	Address			
	E-Mail ID		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 17<sup>th</sup> Annual General Meeting of the Company, to be held on **Tuesday, the 30<sup>th</sup> day of August 2022 at 10:00 AM** at **Transportation Business Board Room, GMR T&UI Office, Terminal-2, Opp. Departure Gate No. 1, IGI Airport, New Delhi - 110037** and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Ordinary Business</b>	
1.	To receive, consider and adopt the audited Financial Statements for the year ended March 31, 2022 together with the Reports of the Directors' and the Auditors' thereon.
2.	To appoint Director in place of Mr. Arun Kumar Sharma (DIN 02281905), who is liable to be retire by rotation and being eligible offers himself for re-appointment.
<b>Special Business</b>	
3.	To ratify the remuneration of M/s. G. R. & Co., Cost Auditor of the Company for the financial year 2022-23.
4.	Appointment of Mr. Mohan Rao Murthy (DIN 02506274) as Independent Director of the Company.
5.	Approval for appointment of Mr. Paranthaman Adimoolam as Manager of the Company.
6.	Approval for appointment of Mrs. Ramadevi Bommidala (DIN 00575031) as Whole Time Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

\_\_\_\_\_  
Signature of Member

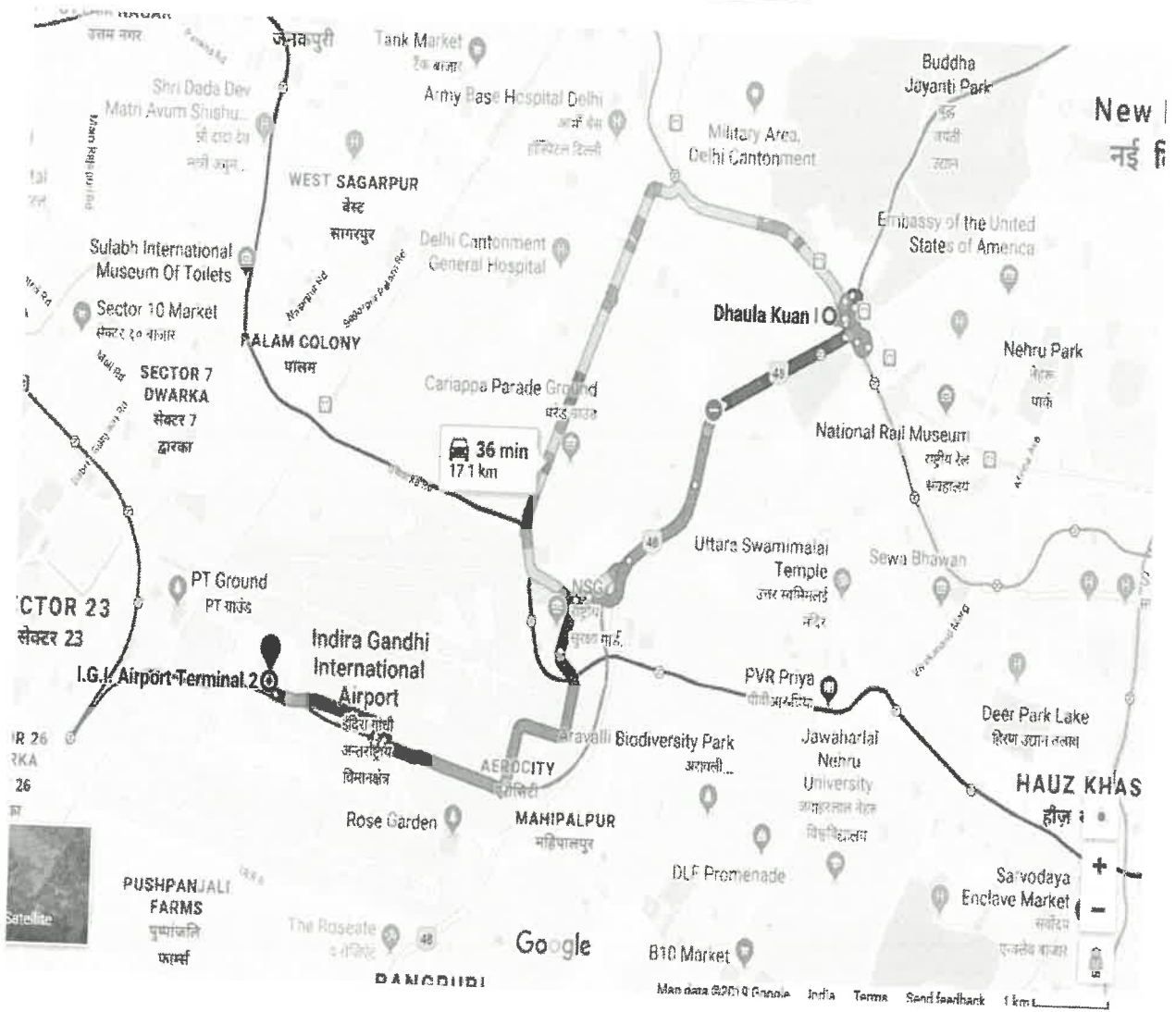
\_\_\_\_\_  
Signature of Proxy holder(s)

Affix Revenue  
Stamp of Re.1

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- 2. A proxy need not be a member of the Company.**

# ROUTE MAP OF THE VENUE



# GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN: U45200KA2005PLC049327

Registered Office: 25/1, SKIP House, Museum Road, Bangalore – 560 025, Karnataka

E-mail: [highways.secretarial@gmrgroup.in](mailto:highways.secretarial@gmrgroup.in)

Website: [www.gmrpui.com](http://www.gmrpui.com)

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

## Director's Report

Dear Shareholders,

Your Directors have pleasure in presenting the 17<sup>th</sup> Annual Report together with the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022.

### **Financial Performance Summary**

The financial highlights of your Company, for the year ended March 31, 2022 are as presented below: (Rs. in Lakh)

<b><u>Particulars</u></b>	<b><u>March 31, 2022</u></b>	<b><u>March 31, 2021</u></b>
Gross Income	10,375.84	11,040.06
Expenditure	4,122.01	4,728.90
<b>Earnings before interest, depreciation and tax</b>	<b>6,253.83</b>	<b>6,311.16</b>
Depreciation & amortization expense	128.32	358.55
<b>Profit before Interest</b>	<b>6,125.51</b>	<b>5,952.61</b>
Finance costs	4,153.50	4,857.05
<b>Profit/ (Loss) before Tax</b>	<b>1,972.01</b>	<b>1095.56</b>
Tax Expense	343.81	296.64
<b>Profit/ (Loss) after Tax</b>	<b>1,628.20</b>	<b>798.92</b>

During the year ended March 31, 2022, your Company has earned a profit of Rs. 1,628.20 Lakh as compared to Rs. 798.92 Lakh during the previous year. Increase in profits during the Financial Year 2021-22 is mainly on account of reduction in operating expenses and finance cost.

### **The State of the Company's Affairs**

Your Company has entered into 14<sup>th</sup> 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 National Highways Authority of India. Vehicular underpass has been completed and ROB work is in progress. This will enhance the road user safety.

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.

### **Global Pandemic -COVID-19**

Due to second wave of Covid-19, restrictions/lockdown were imposed by various State Government from April 2021 which got extended till June 2021 with certain relaxations in place, which impacted our business. However, business is on recovery path post lockdown. By staying true to its purpose and its values, the top-most priority for the Company was to ensure the safety of its employees. The Company has taken several measures to ensure their well-being including leveraging the power of technology to enable them to work from home and decided to adopt remote working as an integral part of our business and continuity plans. However, those working in operations and maintenance from office, post relaxation in lockdown norms, their safety is being ensured by stringent use of protective gear, abiding by social distancing norms and taking all safety precautions including weekly RT-PCR Testing, vaccination facilities for employees and its families at various GMR Locations. After reduction of Covid infections, routine RT-PCR testing is done away, however, necessary safety precaution is still taken at the offices

Further, a support measure policy providing following assistance has been put in place to support the families of deceased employees, if any, due to Covid:

1. 50% of the monthly gross salary for 3 years as living allowance (maximum limit of 2 Lacs per month) to be paid on a monthly basis.
2. Children Education Assistance of Rs. 10,000/- per month per child up to the age of 21 Years.
3. Medical Insurance Coverage of Rs. 1.5 Lacs to the family for 3 years  
all of the above OR
4. Consideration of either spouse/children for job opportunities within the company on the basis of skill sets, education qualification and availability of vacant position.

The company is continuously adapting to the situation and has focused on the following measures to mitigate the COVID- 19 challenges:

- Cash conservation through rescheduling of Capex plan, if any and control on operational costs.
- Reviewed all budgets which has resulted in reducing operating expenses significantly.
- Ensuring maximum security & safety to our customers and other stakeholders to restore their confidence such as adapting to effective hygiene standard at our assets/ facilities.

### **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 2021-22.

### **Transfer to Reserves**

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

### **Changes in Share Capital**

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

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.

### **Listing with Stock Exchange**

The Non-Convertible Debentures issued by your Company in the month of March 2010 are listed on NSE and CARE has assigned CARE B-; Stable (Single B Minus; Outlook: Stable) rating to the debentures issued by the Company. Currently, debentures of Rs. 23,709 Lakh are outstanding at the end of the year.

### **Subsidiaries/ Joint Ventures/ Associate Companies**

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.

### **Names of the Companies which have become or ceased to be its Subsidiaries, Joint Ventures or Associate Companies during the year**

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

### **Directors or Key Managerial Personnel**

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

<b>Changes in Directors</b>	<ul style="list-style-type: none"><li>Mr. Mohan Rao M., Director retired by Rotation in the Annual General meeting held during the year and being eligible was re-appointed as Director of the Company.</li><li>Mr. Bajrang Lal Gupta (DIN: 07175777) re-appointed as Independent Director of the Company for a second term w.e.f. September 01, 2021 by passing of special resolution at the Annual General Meeting held during the year.</li></ul>
<b>Changes in KMP's</b>	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 also been included in the Notice of the ensuing Annual General Meeting.

<b>Proposals for forthcoming AGM</b>	<ul style="list-style-type: none"> <li>• Mr. Arun Kumar Sharma, 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 &amp; Remuneration Committee in their meeting held April 29, 2022 recommends his re-appointment. The proposal for his re-appointment has also been included in the Notice of the ensuing Annual General Meeting.</li> <li>• Mr. Mohan Rao Murthy (DIN: 02506274) proposed to be appointed as Independent Director of the Company w.e.f. September 01, 2022 by passing of ordinary resolution at the ensuing Annual General Meeting. The Board of Directors on the recommendation of Nomination &amp; Remuneration Committee in their meeting held July 20, 2022 recommends his re-appointment The proposal for his re-appointment has also been included in the Notice of the ensuing Annual General Meeting.</li> <li>• Mrs. Ramadevi Bommidala (DIN 00575031) appointed as an Additional and Whole Time Director of the Company w.e.f. August 01, 2022 and is holding office till the date of AGM The proposal for approval of her appointment has also been included in the Notice of the ensuing Annual General Meeting.</li> </ul>
--------------------------------------	---

**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.

**Number of Meetings of the Board**

During the year under review, **4 (Four)** meetings of the Board of Directors were held-

Date of Meeting	Director Attendance Details				
	Mr. Arun Kumar Sharma	Mr. Mohan Rao M.	Mr. K. A. Somayajulu	Mr. B. L Gupta	Mrs. Grandhi Ragini
07.06.2021	Present	Present	Present	Present	Present
27.07.2021	Present	Present	Present	Present	Absent
08.11.2021	Present	Present	Present	Present	Present
20.01.2022	Present	Present	Present	Present	Absent

Ministry of Corporate Affairs vide its circular number 08/2021 dated May 03,2021 extended the time gap between the two meetings from 120 days to 180 days till next two quarters i.e. till

September 30, 2021. Hence, the intervening gap between the meetings was within the limit prescribed under the Companies Act, 2013 read with the abovementioned circular.

### **Annual Return**

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2022 is available on the Company's website at <https://gmrpui.com/pdf/GPEL-Annual-Return-2021-22.pdf>

### **Declaration given by Independent Directors**

All the Independent Directors have provided declarations that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013 and they have registered their names in the Independent Directors' Databank.

### **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, (Regn. No. 101720W), were appointed as Statutory Auditors in the AGM of the company held on 27<sup>th</sup> August, 2018 for a period of 5 years commencing from F.Y. 2018-19.

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

Commenting on Note 33 and 5(a) & 5(b) to the financial statements of the Company for the year ended March 31, 2022 the Statutory Auditors without qualifying the Audit Report had placed the following observations under Emphasis of Matter:



- a. *We draw attention to Note No. 33 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. The management is of the opinion that National Highways Authority of India (NHAI) has time to challenge the order in the appellate court, hence Company has not given financial effect to the impact of the order.*
- b. *We draw attention to Note No. 5(a) & 5(b) to the accompanying standalone financial statements, with regard to contingent consideration receivable of Rs. 1,456 Lakhs (net of fair valuation loss of Rs. 1,239.45 Lakhs) towards sale of investment in compulsorily convertible debentures (CCD's). The recoverability of such contingent consideration is dependent on recoverability of consideration post achievement of the milestones as detailed in the aforementioned note, the achievement of which in their inherent nature are uncertain.*

**Explanation given by the Management:**

**Note No. 33:**

*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 has 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 has 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 has 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 has 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.*

*The Management of the Company has been further advised by its legal counsel that the order of the single bench of the Honourable High Court of Delhi would be challenged by NHA before the Appellate Court 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. Pending finality and clarity in the matters the Company under prudence 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 modification gains to give effect to the order of the single bench of the Honourable High Court of Delhi would be given on the finality of legal proceedings.*

#### **Note No. 5**

- (a) GMR Power and Urban Infra Limited<sup>^</sup> (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<sup>^</sup>) 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 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'.*

*During the year, the Company has fair valued the contingent consideration receivable through 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 and accounted for the fair value loss in excess of carrying value of the contingent consideration receivable amounting to Rs. 1,239.45 Lakhs [March 31, 2021: Rs.422.45 Lakhs].*

*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 March 31, 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.*

### **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 2021-22. The Secretarial Audit Report, in Form MR-3, for the Financial Year 2021-22, 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 2022-23.

### **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 2021-22 for auditing the cost records of the Company. M/s G.R. & Co. has submitted the Cost Audit Report for financial year 2021-22 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 2022-23 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, 2022 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.

During the year, there was no change in the constitution of CSR Committee

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

Date of Meeting	Committee Member's Attendance Details		
	Mr. Arun Kumar Sharma	Mr. Mohan Rao M.	Mr. K. A. Somayajulu (Chairman)
27.07.2021	Present	Present	Present

**Details about the Policy developed & implemented**

The Corporate Social Responsibility Policy, formulated and recommended by the CSR Committee, as approved by the Board is annexed as **Annexure VI**. The Corporate Social Responsibility 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 Rs. 15.47 Lakh 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**.

### **Audit Committee**

During the year under review, the Audit Committee of the Board duly complied the requirements of Section 177 of the Companies Act, 2013 read with Rules framed thereunder and all recommendations made by the Audit Committee were accepted by the Board.

During the year, there was no change in the constitution of Audit Committee

The Audit Committee met 4 (Four) times during the year, the details of which are given below:

<b>Date of Meeting</b>	<b>Committee Member's Attendance Details</b>		
	<b>Mr. Arun Kumar Sharma</b>	<b>Mr. K. A. Somayajulu</b>	<b>Mr. B. L Gupta</b>
07.06.2021	Present	Present	Present
27.07.2021	Present	Present	Present
08.11.2021	Present	Present	Present
20.01.2022	Present	Present	Present

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**

During the year under review, the Nomination and Remuneration Committee duly complied with the requirements of Section 178 of the Companies Act, 2013 read with Rules framed thereunder.

During the year under review, there was no change in the constitution of Nomination and Remuneration Committee.

During the year under review, the Nomination and Remuneration Committee met Two (2) times, the details of which are given below:

Date of Meeting	Committee Member's Attendance Details			
	Mr. Arun Kumar Sharma	Mr. Mohan Rao M.	Mr. K. A. Somayajulu	Mr. B. L Gupta
27.07.2021	Present	Present	Present	Present
20.01.2022	Present	Present	Present	Present

### **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>

### **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.

**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 2021-22. 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:

<b>S. No.</b>	<b>In the accounts of an issuer who is a-</b>	<b>Disclosures of amounts at the year end and the maximum amount of loans/ advances/ investments Outstanding during the year 2020-21:</b>
1.	GMR Highways Limited - (Holding Company)	Loan given and outstanding as at 31.03.2022, Rs. 10,820.46 Lakh Maximum Amount outstanding during the year, Rs. 10,820.46 Lakh
2.		Loan given and outstanding as at 31.03.2022, Rs. 12,150.56 Lakh



	GMR Power and Urban Infra Limited-(Holding Company)	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 31.03.2022, Rs. 177 Lakh Maximum Amount outstanding during the year, Rs. 177 Lakh
4.	GMR Tambaram Tindivanam Expressways Limited - (Fellow subsidiary Company)	Loan given and outstanding as at 31.03.2022, Rs. 861 Lakh Maximum Amount outstanding during the year, Rs. 861 Lakh
4.	GMR Tuni-Anakapalli Expressways Limited - (Fellow subsidiary Company)	Loan given and outstanding as at 31.03.2022, Rs. 319.92 Lakh Maximum Amount outstanding during the year, Rs. 319.92 Lakh
5.	Kakinada SEZ Limited - (Fellow subsidiary Company)	Loan given and outstanding as at 31.03.2022, Rs. NIL Maximum Amount outstanding during the year, Rs. 3,849.45 Lakh
6.	GMR SEZ and Port Holdings Private Limited - (Fellow subsidiary Company)	Loan given and outstanding as at 31.03.2022, Rs. 2,510 Lakh Maximum Amount outstanding during the year, Rs. 2,510 Lakh
7.	GMR Ambala-Chandigarh Expressways Private Limited - (Fellow subsidiary Company)	Loan given and outstanding as at 31.03.2022, 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

#### **Prevention, Prohibition and Redressal of Sexual Harassment at Workplace**

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:

<b>Category</b>	<b>No. of complaints pending at the beginning of FY</b>	<b>No. of complaints filed during the FY</b>	<b>No of complaints pending as on end of FY</b>
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

### **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.

### **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: 20.07.2022

Place: New Delhi

**Annexure I****Particulars of Employees and related disclosures**

Name	Designation	Gross Remuneration (Rs.)	Nature of Employment (Whether contractual or otherwise)	Qualification	Experience (Yrs.)	Date of Commencement of Employment	Age (Yrs.)	Last Employment
Mr. O Bangaru Raju	President (Operations)	19,964,155	Permanent	CA	40	01.05.2019	65	Suryavamshi Spinning Mills Ltd.
Ms. G Ragini	Whole-time Director	8,233,006	Permanent	Graduate in Commerce	18	01.05.2016	45	-
Mr. Amit Kumar	CFO	5,950,270	Permanent	CA	20	22.01.2015	42	GMR Hyderabad Vijayawada Expressways Pvt. Ltd.
Mr. Barathi Renganathan	Project Manager	3,408,437	Permanent	B.E.	31	08.09.2010	51	Theme Engineering Services Pvt Ltd
Ms. Priyanka Sharma	AGM	2,871,690	Permanent	MBA	19	05.05.2009	43	KSA Technopark
Mr. Venkata Satya Sarabha Srikanth	Project Manager	2,762,815	Permanent	B.E.	29	15.12.2007	53	KMC Limited
Mr. Paranthaman Adimoolam	Manager	1,754,915	Permanent	B.Tech	34	02.11.1999	50	Simplex Concrete Piles Ltd
Mr. Vilas Radhakrishna Khobrekar	Head - O&M	1,932,404	Permanent	B.E, M.S.	27	16.03.2017	61	GMR Highways Limited
Mr. N V V s Rao	Associate Manager - O&M	1,399,089	Permanent	B.Tech	26	27.03.2006	45	Nagarujuna Construction Co Ltd
Mr. Lakshman Oduri	Junior Manager - O&M	1,315,378	Permanent	Graduate	22	06.09.2010	43	Soma Enterprise limited

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

**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) The Capital Investment on energy conservation Equipments - NIL**

**(B) Technology absorption-**

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, sim-card technology based connectivity is implemented.

**(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 31<sup>st</sup> MARCH, 2022**

*[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 1<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022 (**'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 31<sup>st</sup> March, 2022, 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 31<sup>st</sup> March, 2022 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 Debt Securities) Regulations, 2008;
- (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: F005781D000471191

**Date: June 07, 2022**

**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 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022, 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 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022.
  - (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: F005781D000471191

**Date: June 07, 2022**  
**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, in respect of Construction and Infrastructure industry for the year 2021-22 maintained by the company.

- i. I have obtained all the information and explanation, which to the best of my knowledge and belief were necessary for the purpose of audit.
- ii. 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.
- iii. In my opinion, proper returns adequate for the purpose of the cost audit have been received from the branches not visited by me.
- iv. 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.
- v. 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.
- vi. 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.

Detailed project wise 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: 20.07.2022  
PLACE: BANGALORE**

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

**Annexure V****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 <sup>rd</sup> 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 <sup>rd</sup> 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: 20.07.2022  
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 2021-22**

- Brief outline on CSR Policy of the Company:** Refer Section: Corporate Social Responsibility (CSR) in the Board's Report
- 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. K. A. Somayajulu	Chairman	1	1
2.	Mr. Arun Kumar Sharma	Member	1	1
3.	Mr. Mohan Rao M.	Member	1	1

- 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	<a href="https://www.gmrpui.com/adloor-gundla-pochannpalli/">https://www.gmrpui.com/adloor-gundla-pochannpalli/</a>
CSR Policy	<a href="https://www.gmrpui.com/pdf/Corporate-Social-Responsibility-Committee-Policy.pdf">https://www.gmrpui.com/pdf/Corporate-Social-Responsibility-Committee-Policy.pdf</a>
CSR projects	<a href="https://gmrpui.com/pdf/Annual-CSR-Activity-Report-GPEL-2021-22.pdf">https://gmrpui.com/pdf/Annual-CSR-Activity-Report-GPEL-2021-22.pdf</a>

- 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.
- 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			

- Average net profit of the Company as per Section 135(5):** Rs. 773.51 Lakh
- (a) Two percent of average net profit of the Company as per section 135(5):** Rs. 15.47 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):** Rs. 15.47 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 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 districts and Krishna District	2.72	No	GMR Varalakshmi Foundation	CSR00000851
2	Promoting Education including Vocational Skills	Schedule VII-ii	Yes	Telangana & Andhra Pradesh	Medak, Medchal, Kamareddy, Yadadri-Bhuvanagiri, Nalgonda districts and Krishna District	7.25	No	GMR Varalakshmi Foundation	CSR00000851
3	Promoting Empowerment, Community Development & Livelihoods	Schedule VII-iii	Yes	Telangana & Andhra Pradesh	Medak, Medchal, Kamareddy, Yadadri-Bhuvanagiri,	4.73	No	GMR Varalakshmi Foundation	CSR00000851

					Nalgonda districts and Krishna District				
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**(d) Amount spent in Administrative Overheads: Rs. 0.77 Lakh**

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

**(f) Total amount spent for the Financial Year: Rs. 15.47 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)	15.47 Lakh
(ii)	Total amount spent for the Financial Year	15.47 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 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)
Sl 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 the reporting Financial Year. (in Rs.)	Status of the project - Complete /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

Sd/-

**Arun Kumar Sharma**  
**Director**  
**DIN: 02281905**

Sd/-

**K A Somayajulu**  
**Chairman**  
**DIN: 02535927**

**Nomination and Remuneration Policy**

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## INTRODUCTION

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of every listed Company shall constitute a Nomination and Remuneration Committee. As the Company is subsidiary of GMR Infrastructure Limited, a listed company, by virtue of Section 2(87) of the Companies Act, 2013, Company has constituted a Nomination and Remuneration Committee as required by the Listing Agreement entered into by GMR Infrastructure Limited with the Stock Exchanges and as required under the Companies Act, 2013.

This Committee and the Policy is formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement.

### 1.1. Purpose of the Policy

---

The Key Objectives of the Committee are:

- (a) To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- (b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation.
- (c) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

The Policy ensures that:

- (a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- (b) Relationship of remuneration to performance is clear and meets appropriate performance benchmark; and
- (c) Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.

### 1.2. Definitions

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1.2.1. **“Board”** means the Board of Directors of the Company.

1.2.2. **“Company”** means “GMR Pochanpalli Expressways Limited.”

1.2.3. **“Employees’ Stock Option”** means the option given to the directors, officers or employees of a company or of its holding company or subsidiary company or companies, if any, which gives such directors, officers or employees, the benefit or right to purchase, or to subscribe for, the shares of the company at a future date at a pre-determined price.

1.2.4. **“Independent Director”** means a director referred to in Section 149 (6) of the Companies Act, 2013.

- 1.2.5. **“Key Managerial Personnel”** or **“KMP”** means Key Managerial Personnel of the Company in terms of the Companies Act, 2013 and the Rules made thereunder.  
*(As per Section 203 of the Companies Act, 2013, the following are whole-time Key Managerial Personnel:*
- (i) Managing Director or Chief Executive Officer or the Manager and in their absence a whole-time Director;*
  - (ii) Company Secretary; and*
  - (iii) Chief Financial Officer.)*
- 1.2.6. **“Nomination and Remuneration Committee”** shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and the Listing Agreement.
- 1.2.7. **“Policy or This Policy”** means, “Nomination and Remuneration Policy.”
- 1.2.8. **“Remuneration”** means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.
- 1.2.9. **“Senior Management”** means personnel of the Company who are members of its core management team excluding Board of Directors. This would include all members of management one level below the executive directors, including all the functional heads.

### **1.3. Interpretation**

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Words and expressions used in this Policy shall have the same meanings respectively assigned to them in the following acts, listing agreement, regulations, rules.

- (i) The Companies Act, 2013 or the rules framed thereon;
- (ii) Listing Agreement with Stock Exchanges;
- (iii) Securities Contracts (Regulation) Act, 1956;
- (iv) Securities and Exchange Board of India Act, 1992;
- (v) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009;
- (vi) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992.

## **2. NOMINATION AND REMUNERATION COMMITTEE**

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### **2.1. Role of the Committee**

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- (a) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- (b) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- (c) Formulating the criteria for evaluation of Independent Directors and the Board;
- (d) Devising a policy on Board diversity
- (e) Ensuring that the Board comprises of a balanced combination of Executive Directors and Non-Executive Directors;
- (f) All information about the Directors/ Managing Directors / Whole time Directors / Key Managerial Personnel i.e., background details, past remuneration, recognition or awards, job profile shall be considered and disclosed to shareholders, where required;
- (g) The Committee shall take into consideration and ensure the compliance of provisions under Schedule V of the Companies Act, 2013 for appointing and fixing remuneration of Managing Directors / Whole-time Directors;
- (h) While approving the remuneration, the Committee shall take into account financial position of the Company, trend in the industry, qualification, experience and past performance of the appointee;
- (i) The Committee shall be in a position to bring about objectivity in determining the remuneration package while striking the balance between the interest of the Company and the shareholders;

## **2.2. Composition of the Committee**

---

- (a) The Committee shall comprise of at least three (3) Directors, all of whom shall be non-executive Directors and at least half shall be Independent.
- (b) The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- (c) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- (d) Membership of the Committee shall be disclosed in the Annual Report.
- (e) Term of the Committee shall be continued unless terminated by the Board of Directors.

## **2.3. Chairman of the Committee**

---

- (a) Chairman of the Committee shall be an Independent Director.



- (b) Chairman of the Company may be appointed as a member of the Committee but shall not Chair the Committee.
- (c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- (d) Chairman of the Nomination and Remuneration Committee shall be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

#### **2.4. Frequency of the Meetings of the Committee**

---

The meeting of the Committee shall be held at such regular intervals as may be required.

#### **2.5. Committee Member's Interest**

---

- (a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- (b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

#### **2.6. Voting at the Meeting**

---

- (a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- (b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

#### **2.7. Minutes of the Meeting**

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Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Committee meeting will be tabled at the subsequent Board and Committee meeting.

### **3. APPLICABILITY**

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This Policy is Applicable to:

- (a) Directors (Executive, Non-Executive and Independent)
- (b) Key Managerial Personnel
- (c) Senior Management Personnel
- (d) Other employees as may be decided by the Nomination and Remuneration Committee

### **4. APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL**

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#### **4.1. Appointment criteria and qualifications**

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- (a) Subject to the applicable provisions of the Companies Act, 2013, the Listing Agreement, other applicable laws, if any and GMR Group HR Policy, the Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- (b) The Committee has discretion to decide the adequacy of qualification, expertise and experience for the concerned position.
- (c) The Company shall not appoint or continue the employment of any person as Managing Director / Whole-time Director / Manager who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

#### **4.2. Term / Tenure**

---

##### **4.2.1. Managing Director / Whole-time Director / Manager (Managerial Personnel)**

The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

##### **4.2.2. Independent Director**

- (a) An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- (b) No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.  
Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.
- (c) At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.
- (d) The maximum number of public companies in which a person can be appointed as a director shall not exceed ten.  
For reckoning the limit of public companies in which a person can be appointed as director, directorship in private companies that are either holding or subsidiary company of a public company shall be included.

### **4.3. Familiarization Programme for Independent Directors**

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The company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes.

### **4.4. Evaluation**

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Subject to Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Committee shall carry out the evaluation of Directors periodically.

### **4.5. Removal**

---

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable laws, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP, subject to the provisions and compliance of the applicable laws, rules and regulations.

### **4.6. Retirement**

---

The Director, KMP and Personnel of Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Personnel of Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, in the interest and for the benefit of the Company.

## **PROVISIONS RELATING TO REMUNERATION OF MANAGERIAL PERSONNEL, KMP AND SENIOR MANAGEMENT PERSONNEL**

### **4.7. General**

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- (a) The remuneration / compensation / commission etc. to Managerial Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the approval of the shareholders of the Company and Central Government, wherever required.
- (b) The remuneration and commission to be paid to the Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- (c) Increments to the existing remuneration / compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Personnel.
- (d) Where any insurance is taken by a company on behalf of its Managing Director, Whole-time Director, Manager, Chief Executive Officer, Chief Financial Officer or Company Secretary for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the

company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

#### **4.8. Remuneration to Managerial Personnel, KMP, Senior Management and Other Employees**

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##### **4.8.1. Fixed Pay**

Managerial Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to provident fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

##### **4.8.2. Minimum Remuneration**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

##### **4.8.3. Provisions for excess remuneration**

If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

4.8.4. The remuneration to Personnel of Senior Management shall be governed by the GMR Group HR Policy.

4.8.5. The remuneration to other employees shall be governed by the GMR Group HR Policy.

#### **4.9. Remuneration to Non-Executive / Independent Director**

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##### **4.9.1. Remuneration / Commission**

The remuneration / commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

##### **4.9.2. Sitting Fees**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

The sitting fee paid to Independent Directors and Women Directors, shall not be less than the sitting fee payable to other directors.

#### **4.9.3. Limit of Remuneration / Commission**

Remuneration / Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

#### **4.9.4. Stock Options**

An Independent Director shall not be entitled to any stock option of the Company.

### **5. DISCLOSURES**

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The Company shall disclose the Policy on Nomination and Remuneration on group's website [www.gmrpui.com](http://www.gmrpui.com)

### **6. AMENDMENT**

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Any amendment or modification in the Listing Agreement and any other applicable regulation relating to Nomination and Remuneration Committee shall automatically be applicable to the Company.

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**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, 2022, 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, 2022 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**

- a) We draw attention to Note no. 33 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. The management is of the opinion that National Highways Authority of India (NHAI) has time to challenge the order in the appellate Court, hence Company has not given financial effect to the impact of the order.

Contd...2



- b) We draw attention to Note no. 5(a) & 5(b) to the accompanying standalone financial statements, with regard to contingent consideration receivable of Rs.1,456.00 Lakhs (net of fair valuation loss of Rs.1,239.45 Lakhs) towards sale of investment in compulsorily convertible debentures (CCD's). The recoverability of such contingent consideration is dependent on recoverability of consideration post achievement of the milestones as detailed in the aforementioned note, the achievement of which in their inherent nature are uncertain.

Our opinion is not modified in respect of above matters.

### 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.

#### a. 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 charge with in 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.

Contd...3



- 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.

**b. Loans and advances to the Group Companies including fellow subsidiaries and holding Companies**

The Company's loans and advances to the Group Companies amounting to Rs.27,105.47 Lakhs, represents 39.84% of total assets. The evaluation of the recoverable amount of these assets requires significant estimates and key assumptions supporting the expected future cash flows from these assets. In this regard :

- We obtained an understanding of the process for identifying group company loans, performed a walkthrough and verified the related documentation.
- We have obtained the note on creditworthiness of the borrower companies and the financials of the Group Companies along with other supporting documents and discussed with company on their assertions that the loans are good and recoverable.
- We have considered the support letter from the Holding Company, GMR Power and Urban Infra Limited to support the borrower companies to pay the outstanding loans and interests due to the Company for mitigating the credit risk for dues from the borrower companies.

**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.

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### **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.

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.

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- 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.

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.

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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 paragraph (b) above, in our opinion, may have an adverse effect on the functioning of the Company;
- f) On the basis of the written representations received from the directors as on March 31, 2022 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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.;

- 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. 33 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. 36 to the standalone financial statements;

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- 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 it's 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 it's 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.
- 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: 22103418AIBYAI4984**

Place: Mumbai  
Date: April 29, 2022



**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, 2022, 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 program of verification to cover all the items of property plant and equipment (PPE) once in three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, the management of the Company has physically verified the PPE during the previous year and no physical verification is done during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- 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.

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-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.2,510.00 Lakhs	Rs.4,134.45 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.3,849.45 Lakhs	Rs.22,971.02 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 seven 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.27,105.47 Lakhs and interest accrued thereon of Rs 7,338.68 Lakhs 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.27,105.47 Lakhs and the percentage of the aggregate to the loans granted during the year is 100.00% with interest accrued there on of Rs 7,338.68 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	Percentage of the aggregate to the total loans or advances in the nature of loans granted during the year
GMR Highways Limited	Rs.10,820.46 Lakhs	39.92%
GMR Power and Urban Infra Limited	Rs. 12,150.56 Lakhs	44.83%
Dhruvi Securities Private Limited	Rs.177.00 Lakhs	0.65%
GMR SEZ & Port Holdings Limited	Rs.2,510.00 Lakhs	9.26%
GMR Tambaram Tindivanam Expressways Private Limited	Rs.861.00 Lakhs	3.18%
GMR Tuni Anakapalli Expressways Private Limited	Rs. 319.92 Lakhs	1.18%
GMR Ambala Chandigarh Expressways Private Limited	Rs. 266.53 Lakhs	0.98%

- 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.

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- 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, 2022 for a period of more than six months from the date they became payable. Refer Note no. 37 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 and reduction of MAT credit etc.	AY 2020-21	Rs.3.32 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(xviii) 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: 22103418AIBYAI4984**



Place: Mumbai

Date: April 29, 2022

**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, 2022 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 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. 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 internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the 'Guidance Note') issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Act, 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 were 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 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 judgement, 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 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the 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, 2022, 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: 22103418AIBYAI4984

Place: Mumbai

Date: April 29, 2022



**GMR POCHANPALLI EXPRESSWAYS LIMITED**

CIN - U45200KA2005PLC049327

**BALANCE SHEET AS AT MARCH 31, 2022**

Particulars	Note	Rupees in Lakhs	
		March 31, 2022	March 31, 2021
<b>ASSETS</b>			
<b>Non-current Assets</b>			
Property, plant and equipment	2	67.48	43.10
Other intangible assets	3	12.37	-
Right of use Assets	4	116.07	696.44
<b>Financial Assets</b>			
Investments	5	-	-
Loans	6	2,510.00	-
Other financial assets	7	8,855.05	13,703.14
Other non-current assets	8	3,323.84	1,536.20
Income tax assets (net)	9	139.10	139.10
<b>Total Non-Current Assets</b>		<b>15,023.91</b>	<b>16,117.98</b>
<b>Current Assets</b>			
Inventories	10	39.71	22.10
<b>Financial Assets</b>			
Investments	5	-	3,341.10
Cash and cash equivalents	11	4,122.47	5,545.73
Bank balances other than above	12	1,941.50	734.98
Loans	6	24,595.47	26,274.69
Other financial assets	7	14,439.78	11,343.78
Other current assets	8	7,879.47	9,391.84
<b>Total Current Assets</b>		<b>53,018.40</b>	<b>56,654.22</b>
<b>TOTAL ASSETS</b>		<b>68,042.31</b>	<b>72,772.20</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
Equity share capital	13	13,800.00	13,800.00
Other equity	14	11,647.75	10,023.78
<b>Total Equity</b>		<b>25,447.75</b>	<b>23,823.78</b>
<b>LIABILITIES</b>			
<b>Non-current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	15	22,155.73	26,210.75
Lease Liabilities	16	-	419.12
Provisions	17	3,474.35	1,595.84
Other non-current liabilities	20	295.94	139.65
Deferred tax liabilities (net)	21	-	-
<b>Total Non-current Liabilities</b>		<b>25,926.02</b>	<b>28,365.36</b>
<b>Current Liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	15	4,325.79	4,769.21
Trade payables			
a) Total outstanding dues of micro enterprises and small enterprises	18	156.03	22.89
b) Total outstanding dues of creditors other than (a) above	18	1,845.05	2,423.71
Lease Liabilities	16	437.73	726.70
Other financial liabilities	19	1,023.61	1,230.15
Other current liabilities	20	600.64	2,038.90
Provisions	17	7,542.31	8,825.34
Current tax liabilities (net)	21	737.38	546.16
<b>Total Current Liabilities</b>		<b>16,668.54</b>	<b>20,583.06</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>68,042.31</b>	<b>72,772.20</b>


Significant accounting policies  
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

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 29, 2022

Place : New Delhi

  
**Mohan Rao Murthy**

Director

DIN: 02506274

  
**Paramjeet Singh**

Company Secretary  
Membership no. A18789

Date : April 29, 2022

Place : Mumbai



**GMR POCHANPALLI EXPRESSWAYS LIMITED**

CIN - U45200KA2005PLC049327

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2022**

Particulars	Note	Rupees in Lakhs	
		March 31, 2022	March 31, 2021
<b>INCOME</b>			
Revenue from operations	22	6,305.89	7,866.67
Other income	23	4,069.95	3,173.39
<b>Total Income</b>		<b>10,375.84</b>	<b>11,040.06</b>
<b>EXPENSES</b>			
Operating expenses	24	1,947.01	2,797.74
Employee benefits expense	25	687.82	670.71
Finance costs	26	4,153.50	4,857.05
Depreciation and amortization expense	27	128.32	358.55
Other expenses	28	1,487.18	1,260.45
<b>Total Expenses</b>		<b>8,403.83</b>	<b>9,944.50</b>
<b>Profit before tax</b>		<b>1,972.01</b>	<b>1,095.56</b>
<b>Tax Expense:</b>			
Current Tax [Refer note no.37]	21	343.81	296.64
Deferred tax	21	-	-
		<b>343.81</b>	<b>296.64</b>
<b>Profit for the year</b>		<b>1,628.20</b>	<b>798.92</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
<i>Items that will not be reclassified to profit or loss in subsequent periods:</i>			
Re-measurement gains (losses) on defined benefit plans	41(b)(v.)	(4.23)	1.70
Income tax effect		-	-
<b>Other comprehensive income/(expenses) for the year, net of tax</b>		<b>(4.23)</b>	<b>1.70</b>
<b>Total comprehensive income for the year</b>		<b>1,623.97</b>	<b>800.62</b>

Earnings per equity share: (face value of equity shares of Rs.10 each)

Basic	29	1.18	0.58
Diluted	29	1.18	0.58

Significant accounting policies

1

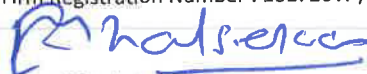
The accompanying notes form an integral part of the standalone financial statements.

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

For and on behalf of the Board of Directors of  
**GMR Pochanpalli Expressways Limited**
  
Arun Kumar Sharma

Director

DIN: 02281905


**Mohan Rao Murthy**

Director

DIN: 02506274


  
Amit Kumar

Chief Financial Officer


Membership no. 500164

Date : April 29, 2022

Place : New Delhi

Date : April 29, 2022

Place : Mumbai

  
Paramjeet Singh  
Company Secretary  
Membership no. A18789


**GMR POCHANPALLI EXPRESSWAYS LIMITED**

CIN - U45200KA2005PLC049327

**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022****A. Equity Share Capital**

Particulars	Note	Rupees in Lakhs	
		March 31, 2022	March 31, 2021
Balance at the beginning of the year	13	13,800.00	13,800.00
Changes in equity share capital during the year	13	-	-
<b>Balance at the end of the year</b>	<b>13</b>	<b>13,800.00</b>	<b>13,800.00</b>

**B. Other Equity**

Particulars	Equity component of financial instruments - preference shares	Reserves and surplus		Total [Refer Note No.14]
		Debenture redemption reserve	Retained earnings	
<b>Changes in equity for the year ended March 31, 2021</b>				
Balance as at April 1, 2020	3,620.95	9,259.44	(3,657.23)	9,223.16
Profit for the year			798.92	798.92
Other comprehensive income				
Re-measurement gains/(loss) on defined benefit plans			1.70	1.70
<b>Balance as at March 31, 2021</b>	<b>3,620.95</b>	<b>9,259.44</b>	<b>(2,856.61)</b>	<b>10,023.78</b>
<b>Changes in equity for the year ended March 31, 2022</b>				
Balance as at April 1, 2022	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)
<b>Balance as at March 31, 2022</b>	<b>3,620.95</b>	<b>9,259.44</b>	<b>(1,232.64)</b>	<b>11,647.75</b>

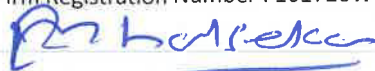
The accompanying notes form an integral part of the standalone financial statements.

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

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 29, 2022

Place : New Delhi

  
**Mohan Rao Murthy**

Director

DIN: 02506274

  
**Paramjeet Singh**

Company Secretary

Membership no. A18789

Date : April 29, 2022

Place : Mumbai





**GMR POCHANPALLI EXPRESSWAYS LIMITED**

CIN - U45200KA2005PLC049327

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2022**

Rupees in Lakhs

Particulars	March 31, 2022	March 31, 2021
<b>A CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Profit before tax	1,972.01	1,095.56
<b>Adjustments For :</b>		
Depreciation and amortisation	128.32	358.55
Interest and finance charges	4,153.50	4,857.05
Major maintenance expenses	1,562.85	1,396.55
Profit on sale of Investment	(0.14)	(19.79)
Fixed assets written off	-	-
Reameasurements of defined benefit plans	(4.23)	1.70
Interest income on bank deposit and others	(3,250.15)	(3,136.80)
Reversal of modification loss on Loan to related parties	(366.95)	-
Modification gain on right of use assets	(45.04)	-
Fair value gain/(loss) on financial instruments at fair value through profit or loss	817.01	423.36
	4,967.18	4,976.18
<b>Adjustments for Movement in Working Capital:</b>		
Decrease / (increase) in financial assets	169.62	(208.02)
Decrease / (increase) in other current/non-current assets	53.40	(22.06)
Decrease / (increase) in Inventories	(17.61)	(1.82)
Increase / (decrease) in trade payables	(445.52)	1,122.36
Increase / (decrease) in other current/non-current liabilities	(277.73)	171.23
Increase / (decrease) in Provision	(1,258.93)	(2,100.29)
<b>Cash From/(used In) Operating activities</b>	3,190.41	3,937.58
Tax (paid)/refund	(152.59)	17.09
<b>Net Cash From/(used In) Operating activities</b>	<b>3,037.82</b>	<b>3,954.67</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchase of property, plant and equipment and intangible assets	(49.01)	(0.34)
Decrease/(increase) in current Investments in mutual funds	34.11	1,605.82
Sale/(Investments) in compulsorily convertible debentures with related party	-	(3,729.57)
Advance received against sale of current investments	-	1,034.12
Interest Income on bank deposit and others	830.38	3,282.02
Decrease/(increase) in Loan to Related Parties	(542.93)	2,752.53
Decrease/(increase) in Other Bank Balance	(1,206.52)	639.48
Annuity received (net of payment) under service concession agreement	4,116.44	3,756.24
<b>Cash From/(used In) Investing Activities</b>	<b>3,182.47</b>	<b>9,340.30</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES:</b>		
Repayment of debentures	(4,784.00)	(4,725.00)
Payment of Lease Liability	(220.62)	(0.03)
Interest and finance charges paid	(2,638.93)	(3,351.59)
<b>Cash From/(used In) Financing Activities</b>	<b>(7,643.55)</b>	<b>(8,076.62)</b>
<b>D Net Increase / decrease in Cash and Cash Equivalents [A+B+C]</b>	<b>(1,423.26)</b>	<b>5,218.35</b>
Cash and Cash Equivalents as at beginning of the year	5,545.73	327.38
<b>Cash and Cash Equivalents as at end of the year</b>	<b>4,122.47</b>	<b>5,545.73</b>

Contd..



**GMR POCHANPALLI EXPRESSWAYS LIMITED**

CIN - U45200KA2005PLC049327

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED MARCH 31, 2022**

Rupees in Lakhs

Particulars	March 31, 2022	March 31, 2021
<b>Components of Cash and Cash Equivalents:</b>		
Cash in hand	-	0.09
Balances with banks		
- Current account	392.36	5,478.56
- Fixed deposits	3,730.11	67.08
<b>Total</b>	<b>4,122.47</b>	<b>5,545.73</b>

## 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

Rupees in Lakhs

Particulars	Opening balance	Non-cash / accruals / fair value changes	Cash flows - repayments	Closing balance
<b>For the year ended March 31, 2022</b>				
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
<b>For the year ended March 31, 2021</b>				
Liability portion of preference shares	2,290.10	244.64	-	2,534.74
Long-term external borrowings	33,152.47	17.75	(4,725.00)	28,445.22
Interest accrued on long-term external borrowings	1,433.84	3,052.03	(3,255.72)	1,230.15
Lease liability	-	1,145.85	(0.03)	1,145.82

3 The previous year 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**

Partner

Membership No.: 103418

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 29, 2022

Place : New Delhi



**Mohan Rao Murthy**

Director

DIN: 02506274



**Paramjeet Singh**

Company Secretary

Membership no. A18789

Date : April 29, 2022

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, to 4 lanes under a concession on build, operate and transfer (BOT) through with private sector participation thereof.

The Company is public limited company incorporated and domiciled in India and has its registered office at 25/1, Skip House, Museum Road, Bangalore, Karnataka - 560025. The Company has principal place of business 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 Marc 31, 2022 were authorised for issue in accordance with a resolution of the Board of Directors on April 29, 2022.

### 1.2 Composite scheme of amalgamation and arrangement at group level

The 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 (formal order received on December 24, 2021). The said Tribunal order was filed to 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 Parent Company. The Balance Sheet and Statement of Profit and Loss on the date of demerger (i.e. December 31, 2021), as reviewed is given below:

	Rupees in Lakhs December 31, 2021
<b>a. Balance Sheet as at December 31, 2021</b>	
<b>ASSETS</b>	
<b>Non-current Assets</b>	
Property, plant and equipment	50.26
Right of use Assets	144.69
Financial Assets	13,310.05
Other financial assets	2,886.61
Other non-current assets	139.10
Income tax assets (net)	<u>16,530.71</u>
<b>Total Non-Current Assets</b>	
<b>Current Assets</b>	36.63
Inventories	
Financial Assets	740.95
Cash and cash equivalents	1,689.29
Bank balances other than above	26,573.89
Loans	15,495.22
Other financial assets	7,821.11
Other current assets	<u>52,357.09</u>
<b>Total Current Assets</b>	<u>68,887.80</u>
<b>TOTAL ASSETS</b>	



# GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLC049327

## 1 Company Overview and Significant Accounting Policies:

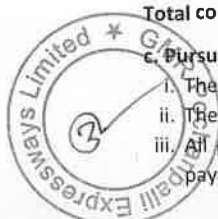
	Rupees in Lakhs December 31, 2021
<b>EQUITY AND LIABILITIES</b>	
<b>EQUITY</b>	
Equity share capital	13,800.00
Other equity	11,541.71
<b>Total Equity</b>	<b>25,341.71</b>
<b>LIABILITIES</b>	
<b>Non-current Liabilities</b>	
Financial Liabilities	
Borrowings	22,083.56
Lease Liabilities	36.43
Provisions	2,981.85
Other non-current liabilities	255.76
Deferred tax liabilities (net)	-
<b>Total Non-current Liabilities</b>	<b>25,357.60</b>
<b>Current Liabilities</b>	
Financial Liabilities	
Borrowings	4,325.15
Trade payables	
a) Total outstanding dues of micro enterprises and small enterprises	102.03
b) Total outstanding dues of creditors other than (a) above	3,678.94
Lease Liabilities	419.88
Other financial liabilities	475.25
Other current liabilities	981.85
Provisions	7,534.85
Current tax liabilities (net)	670.54
<b>Total Current Liabilities</b>	<b>18,188.49</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>68,887.80</b>

## b. Statement of Profit and Loss for the period from April 01, 2021 to December 31, 2021

	Rupees in Lakhs December 31, 2021
<b>INCOME</b>	
Revenue from operations	5,057.99
Other income	2,788.29
<b>Total Income</b>	<b>7,846.28</b>
<b>EXPENSES</b>	
Operating expenses	1,744.49
Employee benefits expense	504.04
Finance costs	3,157.32
Depreciation and amortization expense	95.59
Other expenses	494.13
<b>Total Expenses</b>	<b>5,995.57</b>
<b>Profit before tax</b>	<b>1,850.71</b>
<b>Tax Expense:</b>	
Current Tax [Refer note no.37]	321.36
Deferred tax	-
	<b>321.36</b>
<b>Profit for the year</b>	<b>1,529.35</b>
<b>OTHER COMPREHENSIVE INCOME</b>	
<i>Items that will not be reclassified to profit or loss in subsequent periods:</i>	
Re-measurement gains (losses) on defined benefit plans	(11.42)
Income tax effect	-
<b>Other comprehensive income/(expenses) for the year, net of tax</b>	<b>(11.42)</b>
<b>Total comprehensive income for the year</b>	<b>1,517.93</b>

## c. Pursuant to the Scheme as referred above, the following impact has been given in the financial statements of the Company:

- i. The Equity Share, Preference Share held by GIL has been transferred to GPUIL.
- ii. The unsecured loans granted GIL has been transferred to GPUIL
- iii. All payables to GIL / receivables from GIL (pertaining to EPC division) shall be payable to GPUIL / receivables from GPUIL, except for payable towards Corporate Cost Sharing, up to December 31, 2021



## 1 Company Overview and Significant Accounting Policies:

### 1.3 Significant accounting policies

The significant accounting policies applied by the company in the preparation of its financial statements are listed below. Such accounting policies have been applied consistently to all the 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.

##### 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

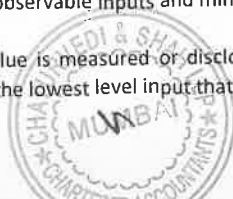
The principal or the most advantageous market must be accessible by the Company.

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:



**1 Company Overview and Significant Accounting Policies:**

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.

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.



# GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLC049327

## 1 Company Overview and Significant Accounting Policies:

### 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:

- it is probable that future economic benefits associated with the item will flow to the entity; and
- 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 derecognised.

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/discharged off during the year is being provided up to the dates on which such assets are sold/discharged 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.

### 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.



# GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLC049327

## 1 Company Overview and Significant Accounting Policies:

### 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.

### 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

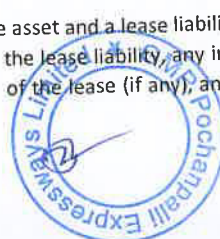
##### Right-of-use assets

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).





**1 Company Overview and Significant Accounting Policies:**

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.

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 is also 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.



**1 Company Overview and Significant Accounting Policies:****Provisions**

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

**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.

**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, 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.



**1 Company Overview and Significant Accounting Policies:****Debt instruments at amortised cost**

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the profit or loss. The losses arising from impairment are recognised in the profit or loss. This category generally applies to trade and other receivables.

**Derecognition**

A financial asset (or, where applicable, a part of a financial asset or part of a Company's of similar 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 its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the company has transferred substantially all the risks and rewards of the asset, or (b) the company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the company continues to recognise the transferred asset to the extent of the company's continuing involvement. In that case, the company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the company has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the company could be required to repay.

**Impairment of financial assets**

In accordance with Ind AS 109, the company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Financial guarantee contracts which are not measured as at FVTPL

The company follows 'simplified approach' for recognition of impairment loss allowance on Trade receivables that do not contain a significant financing component.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

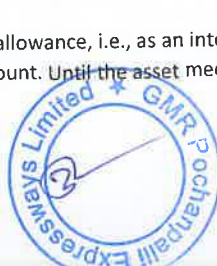
Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider:

- > All contractual terms of the financial instrument (including prepayment, extension, call and similar options) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.
- > Cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECL impairment loss allowance (or reversal) recognized during the period is recognized as income/ expense in the statement of profit and loss (P&L). This amount is reflected under the head 'other expenses' in the P&L. The balance sheet presentation for various financial instruments is described below:

- > Financial assets measured as at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write-off criteria, the company does not reduce impairment allowance from the gross carrying amount.



**1 Company Overview and Significant Accounting Policies:****ii) Financial liabilities****Initial recognition and measurement**

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings etc.

**Subsequent measurement****Loans and borrowings**

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

This category generally applies to borrowings and security deposits received.

**Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit or loss.

**Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to off set the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

**Derivative financial instruments**

The Company uses derivative financial instruments, such as forward currency contracts and interest rate swaps to hedge its foreign currency risks and interest rate risks respectively. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered in to and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Any gains or losses arising from changes in the fair value of derivatives are taken directly to Statement of profit or loss.

**Embedded Derivative financial instruments**

Derivatives embedded in non-derivative host contracts that are not financial assets within the scope of Ind AS109 are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contracts and the host contracts are not measured at FVTPL.

**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.

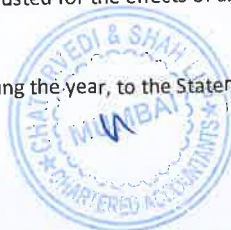
**r) Earnings per share**

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.



**1 Company Overview and Significant Accounting Policies:****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.

**1.4 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 an 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.

**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.21.04

**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.30 for further disclosures.

**c) Contingencies**

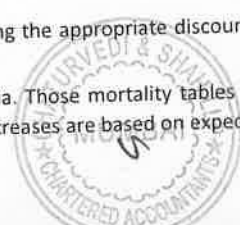
Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal and contractual claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, 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.32]

**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.



# GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLC049327

## 1 Company Overview and Significant Accounting Policies:

### 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.17

#### 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. 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.6.

### 1.5 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 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, as below:

#### i. Ind AS 101 First time adoption of Ind AS

The Company does not expect the amendment to have any significant impact in its financial statements.

#### ii. Ind AS 103 Reference to Conceptual Framework

The amendments specify that to qualify for recognition as part of applying the acquisition method, the identifiable assets acquired and liabilities assumed must meet the definitions of assets and liabilities in the Conceptual Framework for Financial Reporting under Indian Accounting Standards (Conceptual Framework) issued by the Institute of Chartered Accountants of India at the acquisition date. These changes do not significantly change the requirements of Ind AS 103. The Company does not expect the amendment to have any significant impact in its financial statements.

#### iii. Ind AS 109 Annual Improvements to Ind AS (2021)

The amendment clarifies which fees an entity includes when it applies the '10 percent' test of Ind AS 109 in assessing whether to derecognise a financial liability. The Company does not expect the amendment to have any significant impact in its financial statements.

The amendments remove the illustration of the reimbursement of leasehold improvements by the lessor in order to resolve any potential confusion regarding the treatment of lease incentives that might arise because of how lease incentives were described in that illustration. The Company does not expect the amendment to have any significant impact in its financial statements.

#### iv. Ind AS 16 Proceeds before intended use

The amendments mainly prohibit an entity from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, an entity will recognise such sales proceeds and related cost in profit or loss. The Company does not expect the amendments to have any impact in its recognition of its property, plant and equipment in its financial statements.

#### v. Ind AS 37 – Onerous Contracts - Costs of Fulfilling a Contract

The amendments specify that that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts. The amendment is essentially a clarification and the Company does not expect the amendment to have any significant impact in its financial statements.

#### vi. Ind AS 41 – Agriculture

The Company does not expect the amendment to have any significant impact in its financial statements.



**GMR POCHANPALLI EXPRESSWAYS LIMITED**

CIN - U45200KA2005PLC049327

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022****2 Property, plant and equipment**

Particulars	Rupees in Lakhs						Total
	Plant and machinery	Electrical Fittings	Computers	Office Equipments	Vehicles	Furniture and Fixtures	
<b>Gross block</b>							
As at April 1, 2020	55.36	2.41	1.26	7.08	35.75	1.00	102.86
Additions	-	-	-	0.34	-	-	0.34
Disposals / Adjustments	(0.14)	(2.41)	-	(0.76)	(0.11)	(0.37)	(3.79)
As at March 31, 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
<b>Depreciation</b>							
As at April 1, 2020	28.18	2.41	0.42	3.38	14.40	0.97	49.76
Charge for the year	5.64	-	0.42	1.19	3.07	0.01	10.33
Disposals / Adjustments	(0.08)	(2.41)	-	(0.81)	(0.11)	(0.37)	(3.78)
As at March 31, 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
<b>Net block</b>							
As at March 31, 2021	21.48	-	0.42	2.90	18.28	0.02	43.10
As at March 31, 2022	36.74	-	0.61	2.04	23.05	5.04	67.48

**Notes:**

1 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.

- 2 Assets are owned and are used for own use, unless otherwise mentioned.  
3 For charges created on property, plant and equipments refer note no.15

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**GMR POCHANPALLI EXPRESSWAYS LIMITED**

CIN - U45200KA2005PLC049327

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022****3 Other Intangible Assets**

Particulars	Rupees in Lakhs	
	Software	Total
<b>Gross block</b>		
As at April 1, 2020	-	-
Additions	-	-
Disposals / Adjustments	-	-
As at March 31, 2021	12.53	12.53
Additions	-	-
Disposals / Adjustments	12.53	12.53
As at March 31, 2022	-	-
<b>Depreciation</b>		
As at April 1, 2020	-	-
Charge for the year	-	-
Disposals / Adjustments	-	-
As at March 31, 2021	0.16	0.16
Charge for the year	-	-
Disposals / Adjustments	0.16	0.16
As at March 31, 2022	-	-
<b>Net block</b>		
As at March 31, 2021	12.37	12.37
As at March 31, 2022	-	-

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**GMR POCHANPALLI EXPRESSWAYS LIMITED**

CIN - U45200KA2005PLC049327

**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022****4 Right of use Assets**

Particulars	Rupees in Lakhs	
	Leashold Buildings	Total
<b>Gross block</b>		
As at April 1, 2020	1,044.66	1,044.66
Additions	-	-
Disposals / Adjustments	1,044.66	1,044.66
As at March 31, 2021	-	-
Additions	(464.29)	(464.29)
Disposals / Adjustments	580.37	580.37
As at March 31, 2022		
<b>Depreciation</b>		
As at April 1, 2020	348.22	348.22
Charge for the year	-	-
Disposals / Adjustments	348.22	348.22
As at March 31, 2021	116.08	116.08
Charge for the year	-	-
Disposals / Adjustments	464.30	464.30
As at March 31, 2022		
<b>Net block</b>		
As at March 31, 2021	696.44	696.44
As at March 31, 2022	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.16 below.

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# GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLCO49327

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

### 5 Investments

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Current Investments</b>		
<b>Other than trade investments, Unquoted</b>		
<b>At fair value through profit and loss</b>		
<b>Investment in compulsory convertible debentures (CCD's) with related party</b>		3,307.12
Kakinada SEZ Ltd [Refer note nos. (a) and (b) below]		
Nil (March 31, 2021 : 3,72,95,676) 12% Compulsorily Convertible Debentures with a face value of Rs.10 each		
<b>Investments in Mutual Funds</b>		33.98
Baroda Banking and PSU Bond Fund - Regular Plan Growth		
Nil units, NAV of Rs. Nil (March 31, 2021 : 3,39,618.291 units, NAV of Rs.10.0047)		
<b>Total</b>		<b>3,341.10</b>
Aggregate amount of unquoted non-current investments		3,307.12
Aggregate amount of unquoted current investments		33.98
Aggregate net asset value of unquoted current investments		

#### Notes:

- a) GMR Power and Urban Infra Limited<sup>^</sup> (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<sup>^</sup>) 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 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'.
- During the year, the Company has fair valued the contingent consideration receivable through 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 and accounted for the fair value loss in excess of carrying value of the contingent consideration receivable amounting to Rs.1,239.45 Lakhs [March 31, 2021 : Rs.422.45 Lakhs].
- 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 March 31, 2022 is appropriate. The above sale transaction is subject to receipt of Regulatory and other Statutory Approvals.
- <sup>^</sup> 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.



# GMR POCHANPALLI EXPRESSWAYS LIMITED

CIN - U45200KA2005PLC049327

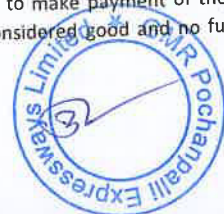
## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

6 Loans	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Particulars</b>		
<b>Non-current:</b>		
<i>Carried at amortised cost</i>		
Loan Receivables – considered good - secured	-	-
Loan Receivables – considered good - unsecured	-	-
Loans and advances to :	2,510.00	-
Related parties [Refer note no.42 and note (a) below]	-	-
Loan Receivables which have significant increase in credit risk [Refer note no. (b) below]	-	-
Loan Receivables – credit impaired [Refer note no. (b) below]	-	-
<b>Total</b>	<b>2,510.00</b>	<b>-</b>
<b>Current:</b>		
<i>Carried at amortised cost</i>		
Loan Receivables – considered good - secured	-	-
Loan Receivables – considered good - unsecured	-	-
Loans and advances to :	24,595.47	26,228.57
Related parties [Refer note no.42 and note (a) below]	-	46.12
Employees	-	-
Loan Receivables which have significant increase in credit risk [Refer note no. (b) below]	-	-
Loan Receivables – credit impaired [Refer note no. (b) below]	-	-
<b>Total</b>	<b>24,595.47</b>	<b>26,274.69</b>
<b>Total</b>	<b>27,105.47</b>	<b>26,274.69</b>

\* - includes advance to key managerial personnel Rs.Nil [March 31, 2021 Rs. 36.52 Lakhs] [Refer note no.42]

### Notes:

- a) Details of loan given to related parties:
- An unsecured loan of Rs.10,820.46 Lakhs (March 31, 2021 : Rs.10,820.46 Lakhs) given to GMR Highways Limited shall be repayable within 1 year from date of renewed agreement.
  - An unsecured loan of Rs.12,150.56 Lakhs (March 31, 2021 : Rs.8,301.12 Lakhs) given to GMR Power and Urban Infra Limited (earlier GMR Infrastructure Ltd) shall be repayable within 1 year from date of renewed agreement.
  - An unsecured loan of Rs.177.00 Lakhs (March 31, 2021 : Rs.177.00 Lakhs) given to Dhruvi Securities Limited shall be repayable within 1 year in terms of renewed agreement.
  - An unsecured loan of Rs.861.00 Lakhs (March 31, 2021 : Rs.861.00 Lakhs) given to GMR Tambaram Tindivanam Expressways Limited shall be repayable within 1 year from date of renewed agreement.
  - An unsecured loan of Rs.319.92 Lakhs (March 31, 2021 : Rs.319.92 Lakhs) given to GMR Tuni Anakapalli Expressways Limited shall be repayable within 1 year from date of renewed agreement.
  - Holding Company, GMR Power & Urban Infra Ltd (GPUIL) [earlier GMR Infrastructure Ltd (GIL)] had divested its entire 51% equity stake held in Kakinada SEZ Ltd (KSEZ) to Aurobindo Realty & Infrastructure Pvt Ltd (ARIPL). As part of the transaction, during the previous year, the Company had converted portion of existing unsecured loan of Rs.3,650.55 Lakhs (out of Rs.7,500.00 Lakhs) and balance interest accrued of Rs.79.02 Lakhs into Compulsorily Convertible Debentures (CCD's). During the year ended March 31, 2022, the Company has recovered entire loan from KSEZ through GPUIL in terms of divestment plan.
  - Loan granted during earlier years of Rs.1,967.07 Lakhs to GMR SEZ and Port Holdings Private Limited shall be repayable within 1 year from date of renewal. During the year, the 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, shall be repayable within 3 years or further extended period as mutually agreed between the parties.
  - An unsecured loan of Rs.266.53 Lakhs (March 31, 2021 : 266.53 Lakhs) given to GMR Ambala Chandigarh Expressways Private Limited shall be repayable within 1 year from date of renewed agreement.
- 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.



# GMR POCHANPALLI EXPRESSWAYS LIMITED

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

- b) 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.
- c) 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.
- d) The fair value of Non current and current loans are not materially different from the carrying value presented.

### 7 Other financial assets

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Non-current:</b>		
<i>Carried at amortised cost</i>		
Unsecured, considered good	8,799.26	13,692.16
Receivable under service concession arrangements	44.72	-
Interest accrued on loan to related parties [Refer note no.42]		
Security deposits	0.31	0.31
with others	10.76	10.67
Deposit with government departments and exchanges *		
<b>Total</b>	<b>8,855.05</b>	<b>13,703.14</b>
<b>Current:</b>		
<i>Carried at amortised cost</i>		
Unsecured, considered good	3,943.47	3,646.52
Receivable under service concession arrangements	176.94	298.97
Receivable towards change of scope work and claims receivable		
Security deposits	0.11	0.16
with others		
Interest accrued on loan to related parties (net of modification loss) [Refer note no.42]	6,204.20	4,876.63
Interest accrued on deposits with banks	35.07	10.89
Insurance claims receivable		1.51
Amount receivable towards sale of CCD's (net) [Refer note nos.(5)(b) above]	1,456.00	-
Penalty paid under protest [Refer note no.33]	2,623.99	2,509.10
<b>Total</b>	<b>14,439.78</b>	<b>11,343.78</b>
<b>Total</b>	<b>23,294.83</b>	<b>25,046.92</b>

\* - includes Recovery Expense Fund (REF) with National Stock Exchange of India Ltd of Rs.2.85 Lakhs [March 31, 2021 : Rs.2.85 Lakhs]

### 8 Other assets

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Non-current:</b>		
Unsecured, considered good		
Deferred Contract assets under service concession arrangements [Refer note (a) below]	3,255.33	1,536.20
Prepaid expenses	68.51	-
<b>Total</b>	<b>3,323.84</b>	<b>1,536.20</b>
<b>Current:</b>		
Unsecured, considered good		
Advances other than capital advances		
Advance to suppliers of goods/services	1,396.60	1,433.15
to related parties [Refer note no.42]	107.27	142.72
to others	15.28	0.39
Advance to employees for expenses	6,094.26	7,484.72
Deferred Contract assets under service concession arrangements [Refer note (a) below]	192.68	242.63
Prepaid expenses	73.38	88.23
Balances with government departments		
<b>Total</b>	<b>7,879.47</b>	<b>9,391.84</b>
<b>Total</b>	<b>11,203.31</b>	<b>10,928.04</b>



**GMR POCHANPALLI EXPRESSWAYS LIMITED**

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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022****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.

**9 Income tax assets (net)**

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Non-current:</b>		
Advance income tax and tax deducted at source (net) [refer note no.21.03]	139.10	139.10
<b>Total</b>	<b>139.10</b>	<b>139.10</b>

**10 Inventories**

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Stores and spares [Refer note (b) below]	39.71	22.10
<b>Total</b>	<b>39.71</b>	<b>22.10</b>

**Notes:**

- a) Inventories are valued at lower of cost or net realizable value.  
b) For charges created on inventories refer note no.15.

**11 Cash and cash equivalents**

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Cash in hand		0.09
Balances with banks	392.36	5,478.56
- Current account	3,730.11	67.08
- Fixed deposits	4,122.47	5,545.73
<b>Total</b>		

**Note:**

- a) For charges created on cash and bank balances refer note no.15.

**12 Other bank balances**

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Fixed deposit with banks	1,941.50	734.98
<b>Total</b>	<b>1,941.50</b>	<b>734.98</b>

**Note:**

- a) For charges created on cash and bank balances refer note no.15.  
b) Includes margin deposit of Rs.1,551.70 Lakhs [March 31, 2021 : Rs.350.08 Lakhs] kept against bank guarantee.  
c) Includes debenture redemption investment of Rs.650.99 Lakhs [March 31, 2021 : Rs.384.90 Lakhs] deposited to the extent of 15% of debentures maturing during the year.  
d) The fair value of other bank balances are not materially different from the carrying value presented.



# GMR POCHANPALLI EXPRESSWAYS LIMITED

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Break-up of financial assets Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Financial assets carried at amortised cost</b>	27,105.47	26,228.57
Loans to group companies	-	46.12
Loans to employees	0.42	0.47
Security deposit	12,742.73	17,338.68
Receivable under service concession	4,122.47	5,545.73
Cash and cash equivalents	1,976.57	745.87
Fixed deposit with banks (including interest accrued)	10,516.61	7,696.88
Other financial assets	-	-
<b>Financial assets measured at fair value</b>	-	3,307.12
Investments in compulsorily convertible debentures	-	33.98
Investments in mutual funds	-	-
<b>Total</b>	<b>56,464.27</b>	<b>60,943.42</b>

13 Equity share capital Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Authorised</b>	13,810.00	13,810.00
13,81,00,000 [March 31, 2021 : 13,81,00,000 equity shares of Rs.10 each]	4,590.00	4,590.00
45,90,000 [March 31, 2021 : 45,90,000 preference shares of Rs.100 each]	18,400.00	18,400.00
<b>Issued, subscribed and fully paid-up</b>	13,800.00	13,800.00
13,80,00,000 [March 31, 2021 : 13,80,00,000 equity shares of Rs.10 each]	13,800.00	13,800.00
<b>Total</b>	<b>13,800.00</b>	<b>13,800.00</b>

Notes:

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

	March 31, 2022		March 31, 2021	
	Numbers	Rupees In Lakhs	Numbers	Rupees in Lakhs
<b>Equity shares of Rs. 10 each</b>				
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
<b>Preference shares of Rs. 100 each*</b>				
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, 2021: Rs.3,620.95 Lakhs) is classified under Other Equity (refer note no.14) and liability portion of preference shares is classified as Long term Borrowings (refer note no.15).

### 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.14 and 15 for equity and liabilities portion of Preference Shares.



# GMR POCHANPALLI EXPRESSWAYS LIMITED

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

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

Name of Shareholder	Numbers	% of holding
<b>Equity shares of Rs. 10 each</b>		
<b>March 31, 2022</b>		
GMR Highways Limited, the immediate holding Company	13,59,29,996	98.50%
<b>March 31, 2021</b>		
GMR Highways Limited, the immediate holding Company	13,59,29,996	98.50%
<b>Preference shares of Rs.100 each</b>		
<b>March 31, 2022</b>		
GMR Power and Urban Infra Limited, the ultimate holding Company w.e.f. 01.01.2022 <sup>^</sup>	44,50,000	100.00%
GMR Infrastructure Limited, the ultimate holding Company till 31.12.2021 <sup>^</sup>	-	-
<b>March 31, 2021</b>		
GMR Infrastructure Limited, the ultimate holding Company till 31.12.2021 <sup>^</sup>	44,50,000	100.00%

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

Name of Shareholder	Numbers	Rupees in Lakhs
<b>Equity shares of Rs. 10 each</b>		
<b>March 31, 2022</b>		
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 <sup>^</sup>	13,80,000	138.00
GMR Energy Limited, a subsidiary of GIL and an associate company	6,90,000	69.00
<b>March 31, 2021</b>		
GMR Highways Limited, the immediate holding Company	13,59,29,996	13,593.00
GMR Infrastructure Limited, the ultimate holding Company till 31.12.2021 <sup>^</sup>	13,80,000	138.00
GMR Energy Limited, a subsidiary of GIL and an associate company	6,90,000	69.00
<b>Preference shares of Rs.100 each</b>		
<b>March 31, 2022</b>		
GMR Power and Urban Infra Limited, the ultimate holding Company w.e.f. 01.01.2022 <sup>^</sup>	44,50,000	4,450.00
<b>March 31, 2021</b>		
GMR Infrastructure Limited, the ultimate holding Company till 31.12.2021 <sup>^</sup>	44,50,000	4,450.00

### f) Shareholding of promoters as at March 31, 2022

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
<b>Fully paid up equity shares of INR 10 each</b>					
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%
<b>Preference shares of Rs.100 each</b>					
GMR Power and Urban Infra Limited *	44,50,000	-	44,50,000	100.00%	0.00%

<sup>^</sup> 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, 2022

### 14 Other equity

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Equity component of Preference shares</b>	3,620.95	3,620.95
Opening balance	-	-
Add: Adjustment for the year	3,620.95	3,620.95
Closing balance	-	-
<b>Debenture Redemption Reserve</b>	9,259.44	9,259.44
Opening balance	-	-
Add: Transferred from the statement of profit and loss [refer note (a) below]	9,259.44	9,259.44
Closing balance	-	-
<b>Surplus / (deficit) in the statement of Profit and Loss</b>	(2,857.71)	(3,656.63)
Opening balance	1,628.20	798.92
Add: Profit for the year	-	-
Less: Transferred to Debenture redemption reserve during the year [refer note (a) below]	(1,229.51)	(2,857.71)
Closing balance	-	-
<b>Other comprehensive income</b>	1.10	(0.60)
Opening balance	(4.23)	1.70
Remeasurements gains/(loss) on defined benefit plans, net of tax effect	(3.13)	1.10
Closing balance	-	-
<b>Total</b>	<b>11,647.75</b>	<b>10,023.78</b>

#### 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.

### 15 Borrowings

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Long-term borrowings:</b>		
<b>Secured, at amortized cost</b>		
Non-convertible debenture [Refer note (a) below]	19,350.22	23,676.01
<b>Unsecured, at amortized cost</b>		
<b>Liability component of compound financial instruments</b>	2,805.51	2,534.74
Non-cumulative non-convertible preference shares issued to the ultimate holding company [Refer Note (b) below]	-	-
<b>Total</b>	<b>22,155.73</b>	<b>26,210.75</b>
<b>Short-term borrowings:</b>		
<b>Secured, at amortized cost</b>		
Current maturities of Non-convertible debenture [Refer note (a) below]	4,325.79	4,769.21
<b>Total</b>	<b>4,325.79</b>	<b>4,769.21</b>
<b>Total</b>	<b>26,481.52</b>	<b>30,979.96</b>





# GMR POCHANPALLI EXPRESSWAYS LIMITED

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

### 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	No. of Debentures	Date of redemption	Rupees in Lakhs
227.90	15-10-2026	2,279.00	235.60	15-10-2023	2,356.00
269.10	15-04-2026	2,691.00	221.00	15-04-2023	2,210.00
218.90	15-10-2025	2,189.00	214.40	15-10-2022	2,144.00
265.00	15-04-2025	2,650.00	219.40	15-04-2022	2,194.00
257.20	15-10-2024	2,572.00	212.40		
242.40	15-04-2024	2,424.00			

iii. Installments falling due within a year in respect of all the above NCDs (net of unamortised transaction cost) aggregating to Rs.4,325.79 Lakhs (March 31, 2021 : Rs.4,769.21 Lakhs) have been grouped under "Current maturities of long-term secured debt" (Refer Note no.19)

#### 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.14 for equity portion of Preference Shares.

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Opening balance	4,450.00	4,450.00
Add: Issued during the year	4,450.00	4,450.00
Closing balance	3,620.95	3,620.95
Less: Equity component transferred to Other Equity	829.05	829.05
Financial liability portion of preference shares	1,976.46	1,705.69
Add: Notional Interest recognized up to date	2,805.51	2,534.74
<b>Liability portion of non convertible preference shares</b>		

### 16 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, 2022 and March 31, 2021:

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Non-current lease liabilities	437.73	726.70
Current lease liabilities*	437.73	1,145.82
<b>Total</b>		

\* includes lease liability due but not paid as on balance sheet date of Rs.298.03 Lakhs (March 31, 2021: 381.82 Lakhs)

The movement in lease liabilities during the year ended March 31, 2022 and March 31, 2021 is as follows:

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Opening balance	1,145.82	-
Additions/(reversal on modification of lease terms)	(464.29)	1,044.66
Interest on lease liability	21.86	101.19
Modification gain on right of use assets	(45.04)	-
Payment of lease liabilities	(220.62)	(0.03)
<b>Closing balance</b>	<b>437.73</b>	<b>1,145.82</b>



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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

Details regarding the contractual maturities of lease liabilities as at March 31, 2022 and March 31, 2021 on an undiscounted basis is as follows:

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Less than one year	445.12	792.30
One to five years	-	441.28
More than five years	445.12	1,233.58
<b>Total</b>		

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.

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Amortisation on right to use asset	116.07	348.22
Interest on lease liability	21.86	101.19
Expenses related to short term/low value lease (included under other expenses)	4.95	3.71
<b>Total</b>	<b>142.88</b>	<b>453.12</b>

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

### 17 Provisions

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Non-current:</b>		
Provision for gratuity [Refer note no.41(b)]	43.97	38.10
Provision for leave encashment	78.26	60.02
Provision for periodic maintenance	3,352.12	1,497.72
	<b>3,474.35</b>	<b>1,595.84</b>
<b>Total</b>		
<b>Current:</b>		
Provision for variable performance pay	42.71	32.75
Provision for superannuation	1.20	2.29
Provision for leave encashment	45.90	73.74
Provision for periodic maintenance	7,452.50	8,716.56
	<b>7,542.31</b>	<b>8,825.34</b>
<b>Total</b>	<b>11,016.66</b>	<b>10,421.18</b>

#### 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 year which the overlay is 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.33 below. With regard to third periodic maintenance, the company has straight-lined the project cost 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.

##### b) Movement of provision for periodic maintenance

Particulars	Rupees in Lakhs			
	March 31, 2022		March 31, 2021	
	Non-current	Current	Non-current	Current
Opening Balance	1,497.72	8,716.56	-	10,900.00
Accretion during the year	1,854.40	-	1,497.72	-
Utilised/Reversed during the year	-	(1,264.06)	-	(2,183.44)
<b>Closing Balance</b>	<b>3,352.12</b>	<b>7,452.50</b>	<b>1,497.72</b>	<b>8,716.56</b>



# GMR POCHANPALLI EXPRESSWAYS LIMITED

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

### 18 Trade payables

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Current:</b>		
Carried at amortised cost:		
Dues of micro enterprises and small enterprises [Refer Notes (a) below]	156.03	22.89
Dues of creditors other than micro enterprises and small enterprises	1,671.86	2,171.89
Payable to related parties [Refer note no.42 below]	173.19	251.82
Dues to others		
<b>Total</b>	<b>2,001.08</b>	<b>2,446.60</b>

#### Notes:

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

	89.30	16.22
Dues to related parties [Refer note no.42]	66.73	6.67
Dues to others	156.03	22.89
<b>Total</b>		

#### b) Trade payables ageing analysis

Particulars	Amount not Due	Outstanding for following periods from due date of payment				Total
		Rupees in Lakhs				
		< 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						
<b>Total</b>	<b>49.08</b>	<b>1,868.95</b>	<b>32.75</b>	<b>29.74</b>	<b>20.56</b>	<b>2,001.08</b>

#### Trade payable ageing as at March 31, 2021

Particulars	Amount not Due	Outstanding for following periods from due date of payment				Total
		Rupees in Lakhs				
		< 1 year	1-2 years	2-3 years	> 3 years	
Total outstanding dues of micro enterprises and small enterprises [MSME]	4.40	18.49				22.89
Total outstanding dues of creditors other than MSME	17.25	2,327.76	57.05	15.58	6.07	2,423.71
Disputed dues of MSME						
Disputed dues of creditors other than MSME						
<b>Total</b>	<b>21.65</b>	<b>2,346.25</b>	<b>57.05</b>	<b>15.58</b>	<b>6.07</b>	<b>2,446.60</b>

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, 2022	March 31, 2021
The principal amount due thereon remaining unpaid to any supplier as at the end of each accounting year	156.03	22.89
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		



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Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
The amount of interest accrued but not accounted and remaining unpaid at the end of accounting year; and	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.

### 19 Other financial liabilities

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Current</b>		
<b>Other financial current liabilities at amortized cost</b>		
Interest accrued but not due on debt	1,023.61	1,230.15
<b>Total</b>	<b>1,023.61</b>	<b>1,230.15</b>

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Break-up of financial liabilities</b>		
<b>Financial liabilities carried at amortised cost</b>		
Borrowings	23,676.01	28,445.22
Lease liability	437.73	1,145.82
Liability component of preference share capital	2,805.51	2,534.74
Trade payables	2,001.08	2,446.60
Interest accrued but not due on debt	1,023.61	1,230.15
<b>Total</b>	<b>29,943.94</b>	<b>35,802.53</b>

### 20 Other liabilities

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Non-current:</b>		
Deferred contract revenue under service concession arrangement [Refer note (a) below]	295.94	139.65
<b>Total</b>	<b>295.94</b>	<b>139.65</b>
<b>Current:</b>		
Advance received from Customers and others *	-	209.53
Advance received against sale of CCDs [Refer note no.5(b)]	554.02	1,034.12
Deferred contract revenue under service concession arrangement [Refer note (a) below]	46.62	680.43
Statutory dues	-	114.82
<b>Total</b>	<b>600.64</b>	<b>2,038.90</b>
<b>Total</b>	<b>896.58</b>	<b>2,178.55</b>

\* - includes advance received from Insurance Company against company's claim for road damages due to flood Rs.Nil [March 31, 2021 : Rs.200.00 Lakhs]

Notes:

a) Deferred contract revenue represents 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.



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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

### 21 Income Tax

The major components of income tax expense

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

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Profit or loss section</b>	343.81	296.64
Current Tax [Refer note no.37 below]	-	-
Deferred Tax [Refer note no.21.04 below]	-	-
Income tax for earlier years	343.81	296.64
<b>Tax expense / (credit) to Statement of Profit and Loss</b>		
<b>Other comprehensive income section (OCI)</b>		
Deferred tax related to items recognised in OCI during in the year:	-	-
Re-measurement gains (losses) on defined benefit plans	-	-
<b>Tax expense / (credit) to Other Comprehensive Income</b>	343.81	296.64
<b>Tax expense / (credit) to Total Comprehensive Income</b>		

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

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Profit before tax (PBT)	1,972.01	1,095.56
Applicable tax rate	29.12%	29.12%
Tax effect of income / (loss) (a)	574.25	319.03
<b>Adjustments:</b>		
Tax effect on non-taxable income	(0.15)	(24.50)
Tax effect on non-deductible expenses	(33.37)	5.90
Effect of change in tax rates	(370.81)	(19.04)
Deduction under section 80IA [Refer note no.21.04(a) below]	(332.45)	(340.79)
Impact of minimum alternate tax credit (b)	(736.78)	(378.43)
Deferred tax asset /(liability) is not recognised as the same will be reversed during section 80IA period [Refer note no.21.04 below] (c)=(a+b)	(162.53)	(59.40)
	(d)	506.34
	(e)=(c+d)	343.81
<b>Tax expense/(credit) for the year</b> (f)		296.64
Income tax for earlier years (g)=(e-f)	343.81	296.64
<b>Tax expense / (credit) to Statement of Profit and Loss</b> (e)/PBT	17.43%	27.08%
<b>Effective tax rate for the year</b>		

21.03 Provision for Income tax / Non-current tax assets

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Net current income tax asset/ (liability) at the beginning	407.06	93.33
Current tax payable for the year	343.81	296.64
Earlier year tax reversed	(152.59)	17.09
Current taxes (paid)/refund (net)	598.28	407.06
<b>Net current income tax asset/ (liability) at the end *</b>		
* - refer note no.37		
<b>The details of income tax assets and income tax liabilities</b>	737.38	546.16
Provision for Income tax (net)	(139.10)	(139.10)
Income tax assets (net)	598.28	407.06
<b>Net current income tax asset/ (liability) at the end</b>		



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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

### 21 Income Tax

#### 21.04 Major components of deferred tax assets and liabilities

Particulars	Rupees in Lakhs				
	As at April 01, 2020	For the year ended March 31, 2021	As at March 31, 2021	For the year ended March 31, 2022	As at March 31, 2022
<b>Deferred tax liability</b>					
Service concession assets	2,947.42	(363.90)	2,583.52	(368.20)	2,215.32
Right of use assets	-	202.80	202.80	(169.00)	33.80
Borrowings	19.08	(5.17)	13.91	(4.30)	9.61
Equity Component of preference shares	1,054.42	-	1,054.42	-	1,054.42
Fair value of investments through profit or loss	0.27	(0.26)	0.01	(0.01)	-
<b>Total</b>	<b>4,021.19</b>	<b>(166.53)</b>	<b>3,854.66</b>	<b>(541.51)</b>	<b>3,313.15</b>
<b>Deferred tax asset</b>					
Property, plant and equipments	24.70	(3.01)	21.69	(3.07)	18.62
Right of use lease liability	-	222.48	222.48	(181.80)	40.68
Liability portion of preference shares	425.46	71.24	496.70	78.85	575.55
Loans	-	97.25	97.25	(97.25)	-
Interest accrued on Loan to related Parties	353.40	(26.11)	327.29	138.23	465.52
Fair value of investments / receivables through profit or loss	-	123.02	123.02	237.91	360.93
Provision for major maintenance	1,857.92	(320.98)	1,536.94	(217.13)	1,319.81
Provision for leave encashment	16.80	22.15	38.95	(2.79)	36.16
Provision for gratuity	2.07	9.02	11.09	1.71	12.80
Provision for bonus	16.89	(5.55)	11.34	10.17	21.51
Unused tax losses	-	-	-	-	-
Unabsorbed tax depreciation	-	-	-	-	-
<b>Total</b>	<b>2,697.24</b>	<b>189.51</b>	<b>2,886.75</b>	<b>(35.17)</b>	<b>2,851.58</b>
<b>Net deferred tax (assets) / liability</b>	<b>1,323.95</b>	<b>(356.04)</b>	<b>967.91</b>	<b>(506.34)</b>	<b>461.57</b>
Deferred tax asset/(liability) not recognised [Refer note (a) below]	(1,323.95)	356.04	(967.91)	506.34	(461.57)
<b>Net deferred tax (assets) / liability</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

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.

#### 21.05 The unused business loss and allowances is allowable in future period against taxable profit as follows:

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Unused depreciation allowances available for future taxable profit for unlimited period	-	-
Unused business loss available for future taxable profit upto:	-	-

21.06 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, 2022****22 Revenue from operations**

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Operations and maintenance income	3,602.45	4,705.14
Finance income on financial assets	2,703.44	3,161.53
<b>Total</b>	<b>6,305.89</b>	<b>7,866.67</b>

**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 though 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, 2022 and March 31, 2021:**

The Company has presented disaggregated revenue from contracts with customers (under service concession arrangements) for the year ended March 31, 2022 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, 2022	March 31, 2021
Revenue by offering	3,602.45	4,705.14
Operations and maintenance	2,703.44	3,161.53
Financial asset	6,305.89	7,866.67
<b>Total</b>		

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, 2022 is Rs.9,349.59 Lakhs. The company will recognise revenue on completion of the performance obligation on attaining finality of pending litigation [refer note no.33]. 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.8 and 20 above.

**23 Other income**

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Interest Income on Bank Deposit and others	84.06	83.87
Interest on loan to related parties	3,166.09	3,052.93
Reversal of modification loss on Loan to related parties	366.95	-
Modification gain on right of use assets	45.04	-
Profit on sale of Investments	0.14	19.79
Reversal of excess provision for leave encashment	13.07	-
Scrap Sale	-	16.50
Insurance claim received	394.53	-
Other non-operating income	0.07	0.30
<b>Total</b>	<b>4,069.95</b>	<b>3,173.39</b>



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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022****24 Operating expenses**

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Sub-contracting expenses	1,947.01	2,797.74
Concession fee [Re.1, (March 31, 2021 : Re.1)]		-
<b>Total</b>	<b>1,947.01</b>	<b>2,797.74</b>
<b>Details of sub-contracting expenses</b>		
Highway maintenance expenses	588.78	513.07
Toll/Highway management services	94.17	101.23
Periodic maintenance expenses	1,264.06	2,183.44
<b>Total</b>	<b>1,947.01</b>	<b>2,797.74</b>

**25 Employee benefit expenses**

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Salaries, perquisites & allowance	634.24	603.47
Contribution to provident and other funds	40.69	54.62
Gratuity expense	5.39	3.22
Staff welfare expenses	7.50	9.40
<b>Total</b>	<b>687.82</b>	<b>670.71</b>

**26 Finance costs**

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>Interest measured at amortised cost</b>		
Interest on debts and borrowings	2,341.00	3,052.03
Interest others	1,640.48	1,166.01
Other borrowing cost	172.02	639.01
<b>Total</b>	<b>4,153.50</b>	<b>4,857.05</b>
<b>Details of finance cost (Interest measured at amortised cost)</b>		
<b>Interest on debts and borrowings</b>		
Interest on debentures	2,341.00	3,052.03
<b>Interest others</b>		
Unwinding interest on liability portion of preference shares	270.77	244.64
Interest loss on modification of Loan to related parties	1,056.28	718.23
Unwinding Interest on periodic maintenance provision	291.56	101.17
Interest on lease liability	21.87	101.19
Interest on delay in payment of statutory dues	-	0.78
<b>Other borrowing cost</b>		
Modification charge on service concession asset	65.84	526.17
Bank and other finance charges	106.18	112.84
<b>Total</b>	<b>4,153.50</b>	<b>4,857.05</b>

**27 Depreciation and amortization expense**

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Depreciation of property, plant and equipment [Refer note no.2]	12.09	10.33
Amortization of intangible assets	0.16	-
Amortization of right of use assets [Refer note no.4]	116.07	348.22
<b>Total</b>	<b>128.32</b>	<b>358.55</b>





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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022****28 Other expenses**

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
Consumption of Stores and Spares	16.32	18.27
Utility Expenses (including Electricity charges)	88.21	78.70
Rent	4.95	3.71
License fee and Trademark fee	21.19	26.43
Rates and taxes	1.39	4.03
Insurance	118.64	272.98
Repairs and maintenance	0.05	0.98
- Plant and Machinery	56.74	46.47
- Others	2.98	0.20
Safety expense	29.04	22.63
Vehicle running expense	36.29	26.74
Travelling and conveyance	11.39	8.34
Communication costs	2.63	2.35
Printing and stationery	182.35	239.66
Legal and professional fees	43.98	34.97
Manpower outsourcing	3.13	3.72
Directors' sitting fees	8.72	10.71
Payment to auditors [Refer note no. (a) below]	1.48	0.77
Advertisement and business promotion	-	-
Fixed Assets written off	-	0.09
Staff recruitment and training cost	0.35	0.26
Bank charges	15.52	12.43
Security Charges	-	0.03
Books and Periodicals	15.47	17.91
Corporate Social responsibility Expenses	817.01	423.36
Fair value loss/(gain) (net) on financial instruments at fair value through profit or loss [Refer note no.5 and note (b) below]	9.35	4.71
General expenses	-	-
<b>Total</b>	<b>1,487.18</b>	<b>1,260.45</b>

**Notes:****a) Details of payment to auditors**

Statutory audit fee (including fee for limited review, interim financial reporting)	6.90	6.90
Tax audit fee	1.18	1.18
Certification charges	0.64	2.63
<b>Total</b>	<b>8.72</b>	<b>10.71</b>

**b) Fair value loss (gain) (net) on financial instruments at fair value through profit or loss:**

Investment in compulsorily convertible debentures [Refer note no.5]	817.00	422.45
Investment in mutual funds	0.01	0.91
<b>Total</b>	<b>817.01</b>	<b>423.36</b>

**29 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, 2022 and March 31, 2021. 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, 2022	March 31, 2021
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)	1,628.20	798.92
d) Basic/Diluted Earning per share of Rs 10/- each (in Rs.) [(c)/(b)]	1.18	0.58



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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

### 30 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.

#### 30.01 Financial instruments by category

Financial instruments comprise financial assets and financial liabilities.

Particulars	Refer note no.	The carrying value and fair value of financial instruments by categories are as follows					
		As at March 31, 2022			As at March 31, 2021		
		Amortised cost	Fair value through profit or loss	Fair value through OCI	Amortised cost	Fair value through profit or loss	Fair value through OCI
<b>Financial assets:</b>							Rupees in Lakhs
Investments:							3,307.12
in CCD's of related party	5	-	-	-	-	-	33.98
in Mutual Funds	5	-	-	-	26,274.69	-	-
Loans to group companies	6	27,105.47	-	-	0.47	-	-
Security deposit	7	0.42	-	-	17,338.68	-	-
Receivable under service concession	7	12,742.73	-	-	-	-	-
Cash and cash equivalents	11	4,122.47	-	-	5,545.73	-	-
Other bank balances (including	12	1,976.57	-	-	745.87	-	-
Other financial assets	7	10,516.61	-	-	7,696.88	-	-
<b>Total</b>		<b>56,464.27</b>	-	-	<b>57,602.32</b>	<b>3,341.10</b>	-
<b>Financial liabilities:</b>							
Borrowings (including interest accrued)	15	24,699.62	-	-	29,675.37	-	-
Liability component of preference share capital	15	2,805.51	-	-	2,534.74	-	-
Trade payables	18	2,001.08	-	-	2,446.60	-	-
Lease liability	16	437.73	-	-	1,145.82	-	-
Other financial liabilities	19	-	-	-	-	-	-
<b>Total</b>		<b>29,943.94</b>	-	-	<b>35,802.53</b>	-	-

#### 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.

#### 30.02 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, 2022**

a) 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:				
Investments in compulsorily convertible debentures (CCD's) in related party	-	-	-	-
Investments in mutual funds	-	-	-	-
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, 2021:

Particulars	Rupees in Lakhs			
	Total	Level 1	Level 2	Level 3
Assets measured at fair value through profit or loss:				
Investments in compulsorily convertible debentures (CCD's) in related party	3,307.12	-	3,307.12	-
Investments in mutual funds	33.98	33.98	-	-
Liabilities measured at fair value through profit or loss:				

During the period/year ended March 31, 2022 and March 31, 2021 there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

The fair value of liquid mutual funds is based on net asset value quoted price. The fair value of CCD's are based on valuation by the expert valuer.

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 fair value hierarchy.

**31 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.

**31.01 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, 2022 and March 31, 2021.

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 Marc 31 , 2022 and March 31, 2021.



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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

### 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 as 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, 2022	March 31, 2021	March 31, 2022	March 31, 2021
Increase of profit	INR	(+)50	103.06	124.79	103.06	124.79
Decrease of profit	INR	(-)50	(103.06)	(124.79)	(103.06)	(124.79)

### 31.02 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.

### 31.03 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.

No credit limits were exceeded during the reporting period other than those under litigation, and management does not expect any losses from non-performance by these counterparties.

Credit risk from balances with bank and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Loans are non-derivative financial instruments which generate a fixed or variable interest income for the Company. The carrying value of loans may be affected by the changes in the credit risk of the counter parties. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty. The limits are set to minimise the concentration of risks and therefore mitigate financial loss through counterparty's potential failure to make payments.

Credit risk on cash and cash equivalents is limited as the Company generally invest in deposits with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies. Investments primarily include investment in liquid mutual fund units for a specified time period.

The carrying values of the financial assets approximate its fair values. The above financial assets are not impaired as at the reporting date. Other financial assets are neither past due nor impaired at reporting date. The cash and cash equivalents are maintained with reputed banks. Hence the Company believes no impairment is necessary in respect of the above financial instruments.



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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022****31.04 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, 2022, the Company had a working capital of Rs.36,349.86 Lakhs including cash and cash equivalents of Rs.4,122.47 Lakhs and current investments of Rs.0.00 Lakhs. As at March 31, 2021, the Company had a working capital of Rs.36,071.16 Lakhs including cash and cash equivalents of Rs.5,545.73 Lakhs and current investments of Rs.3,341.10 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	Rupees in Lakhs		
				Due within 1 year	Due between 1 to 5 years	Due after 5 years
<b>As at March 31, 2022</b>						
Borrowings	23,676.01	23,709.00	-	4,338.00	17,092.00	2,279.00
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	-	-	-	-	-	-
<b>Total</b>	<b>29,943.94</b>	<b>31,628.81</b>	<b>49.08</b>	<b>7,675.68</b>	<b>17,175.05</b>	<b>6,729.00</b>
<b>As at March 31, 2021</b>						
Borrowings	28,445.22	28,493.00	-	4,784.00	18,739.00	4,970.00
Lease liability	1,145.82	1,233.58	-	792.30	441.28	-
Interest accrued on debt	1,230.15	1,230.15	-	1,230.15	-	-
Preference shares	2,534.74	4,450.00	-	-	-	4,450.00
Trade payable	2,446.60	2,446.60	21.65	2,346.25	78.70	-
Other financial liabilities	-	-	-	-	-	-
<b>Total</b>	<b>35,802.53</b>	<b>37,853.33</b>	<b>21.65</b>	<b>9,152.70</b>	<b>19,258.98</b>	<b>9,420.00</b>

**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 include specific guidelines to focus on the maintenance of a diversified portfolio. Identified 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, 2022****31.05 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, 2022	March 31, 2021
Debt - External long term borrowings	(a) 24,699.62	29,675.37
<b>Capital Components</b>		
Equity Share Capital	13,800.00	13,800.00
Other equity	11,647.75	10,023.78
Liability component of preference share capital	2,805.51	2,534.74
Total Capital	(b) 28,253.26	26,358.52
Capital and debt	(a+b) 52,952.88	56,033.89
Gearing ratio (%)	(a)/(a+b) 46.64%	52.96%

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, 2022 and March 31, 2021.

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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

### 32 Contingent liabilities and commitments

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<i>a. Contingent Liabilities (to the extent not provided for)</i>		
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.33 below]	-	-
ii. Income tax demand of Rs.3.32 Lakhs for the AY 2020-21 issued by the Income tax department vide intimation dated March 22, 2022 under section 143(1) of the Income tax Act, 1961 by disallowing certain expenses, disallowing deduction claimed for donations, reduction in MAT credit etc as against the returned income. The Company has filed an appeal before the CIT(Appeals), Bengaluru against the demand and management is confident of getting a favourable order.	3.32	-
iii. Defaults in Tax Deducted at Source during FY 2020-21 and earlier years as per TRACES login	-	0.13
<i>b. Capital Commitments</i>		
Deposit payable by the Company in terms of Deed of Adherence with Delhi International Airport Limited (DIAL)	53.93	161.80
<i>c. Other Commitments</i>		
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] <sup>^</sup> (erstwhile holding company, GMR Infrastructure Limited), the holding company. The payment to the ICICI Bank Limited towards settlement of the facilities of GPUIL will be considered as Loan given to the holding company.	3,147.85	3,147.85

<sup>^</sup> transactions with/commitments by 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.

### 33 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 has 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 has 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 has 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 has 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.

The Management of the Company has been further advised by its legal counsel that the order of the single bench of the Honourable High Court of Delhi would be challenged by NHAI before the Appellate Court 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. Pending finality and clarity in the matters the Company under prudence 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 modification gains to give effect to the order of the single bench of the Honourable High Court of Delhi would be given on the finality of legal proceedings.



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### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

- 34 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.
- 35 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.
- 36 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.
- 37 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.

#### 38 Impact of Covid-19 pandemic

The COVID-19 pandemic has impacted businesses globally and in India. The Company has continued its assessment of likely adverse impact on economic environment in general and financial risks on account of COVID-19. The Company, however, believes strongly that its offerings to the customer falls in essential services and would not significantly impact its revenue.

The Company is engaged in development of highways on build, operate and transfer model for which the consideration is received on fixed half-yearly annuity from NHAI. The management hence is of the opinion that there is no impact on the cash inflows and consequently on revenue recognition. The Company proposes to claim compensation if any, under Force Majeure to the extent it deems can be claimed once its impacts are ascertained.

The impact assessment of COVID-19 is a continuing process given the uncertainties associated with its nature and duration. However, management does not anticipate significant negative impact on operational activities of the Company.

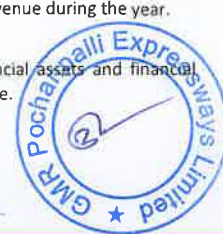
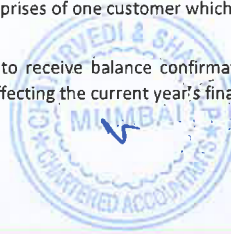
The Company on the basis of their assessment believes that the probability of the occurrence of their forecasted transactions is not much impacted by COVID-19 pandemic. The Company has also considered the effect of changes, if any, in both counterparty credit risk and own credit risk.

However due to the nature of the pandemic and emerging multiple new variants of COVID 19 and treatment for its eradication, the Company will continue to be vigilant on various developments / impacts in the future so as to insulate itself from any material adverse impact.

- 39 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.

- 40 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.





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## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

### 41 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, 2022	March 31, 2021
Contribution to provident fund and other funds	25.46	28.53
Contribution to Superannuation fund	15.22	26.08
<b>Total</b>	<b>40.68</b>	<b>54.61</b>

#### 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, 2022 and March 31, 2021:

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>i. Change in defined benefit obligation</b>		
Defined benefit at the beginning	71.33	38.25
Current Service Cost	3.13	2.74
Past Service Cost	-	-
Interest expenses	4.85	2.60
Acquisition Cost/(Credit) *	5.90	29.62
Remeasurements - Actuarial loss / (gain)	(0.90)	(1.88)
Benefits paid	-	-
<b>Defined benefit at the end</b>	<b>84.31</b>	<b>71.33</b>
<b>ii. Change in fair value of plan assets:</b>		
Fair value of Plan Assets at the beginning	33.23	31.14
Expected return on plan assets	2.59	2.12
Acquisition Adjustment *	9.62	-
Actuarial gains/ (losses)	(5.14)	(0.17)
Contributions by employer	0.04	0.14
Benefits paid	-	-
<b>Fair value of plan assets at the end</b>	<b>40.34</b>	<b>33.23</b>
* -the net acquisition adjustment pertains to transfer out/transfer in of employees of the Company. However, the effective LIC transfer in of Rs.3.72 Lakhs is pending as on balance sheet date.		
<b>iii. Amount Recognized in the Balance Sheet</b>		
Present Value of Obligation as at year end	84.31	71.33
Fair Value of plan assets at year end	(40.34)	(33.23)
<b>Net (asset) / liability recognised</b>	<b>43.97</b>	<b>38.10</b>
<b>iv. Amount recognized in the Statement of Profit and Loss under employee benefit expenses.</b>		
Current Service Cost	3.13	2.74
Past Service Cost	-	-
Service cost	3.13	2.74
Net interest on net defined benefit liability / (asset)	2.26	0.48
<b>Total expense</b>	<b>5.39</b>	<b>3.22</b>
<b>v. Recognised in other comprehensive income for the year</b>		
<i>Remeasurement of actuarial gains/(losses) arising from</i>		
- changes in experience adjustments	0.66	(1.88)
- changes in financial assumption	(1.56)	-
- changes in demographic assumptions	-	-
Actuarial (gains)/ losses	(0.90)	(1.88)
- return on plan assets excluding interest income	5.14	0.17
<b>Actuarial (Gain) or Loss recognized in other comprehensive income</b>	<b>4.24</b>	<b>(1.71)</b>
<b>vi. Maturity profile of defined benefit obligation</b>		
Within the next 12 months (next annual reporting period)	24.56	23.61
1-2 year	4.91	3.75
2-3 year	5.19	4.04
3-4 year	5.36	4.29
4-5 year	5.54	4.46
5-10 year	60.53	32.50



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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
<b>vii. Quantitative sensitivity analysis for significant assumptions is as below:</b>		
<b>Increase / decrease on present value of defined benefit obligation as at year end</b>		
(i) one percentage point increase in discount rate	(4.80)	(4.19)
(ii) one percentage point decrease in discount rate	5.42	4.78
(iii) one percentage point increase in salary escalation rate	3.63	3.13
(iv) one percentage point decrease in salary escalation rate	(3.40)	(2.85)
(v) one percentage point increase in employee turnover rate	1.21	1.02
(vi) one percentage point decrease in employee turnover rate	(1.32)	(1.13)

**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, 2022	March 31, 2021
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, 2022 and March 31, 2021, 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, 2022 and March 31, 2021 are set out below:**

	March 31, 2022	March 31, 2021
Discount rate (p.a.)	7.10%	6.80%
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.0.04 Lakhs to the gratuity fund during FY 2022-23.

**c) Leave Encashment**

Liability towards Leave Encashment based on Actuarial valuation amounts to Rs. 124.16 Lakhs as at March 31, 2022 [March 31, 2021: Rs. 133.76 Lakhs].

**42 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 Limited (GTTEL) GMR Tuni Anakapalli Expressways Limited (GTAEL) 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]



**GMR POCHANPALLI EXPRESSWAYS LIMITED**

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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**

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. Ragini Kiran Grandhi, Whole time director (from May 1, 2016) Mr. O Bangaru Raju, President (from May 1, 2019) Mr. Arun Kumar Sharma, Director (from April 11, 2014) Mr. Mohan Rao M, Director (from October 16, 2015) Mr. K.A.Somayajulu, Independent Director (from March 31, 2015) 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 :**

Rupees in Lakhs

Particulars	Relationship	March 31, 2022	March 31, 2021
<b>A. Items relating to statement of profit and loss</b>			
a. Interest Income on Inter Corporate Deposit/Unsecured Loan given			
GHWL	Holding Company	1,454.50	1,369.82
GPUIL	Enterprises having control over the Company	346.41	-
GIL	Enterprises having control over the Company	930.86	850.32
DSPL	Fellow Subsidiary	23.46	20.44
KSL	Fellow Subsidiary	-	452.71
GSPHL	Fellow Subsidiary	235.79	208.40
GTTEL	Fellow Subsidiary	110.24	97.61
GTAEL	Fellow Subsidiary	37.60	48.91
GACEPL	Fellow Subsidiary	27.21	4.72
b. Modification Loss /(reversal) on Loan given to related parties			
GHWL	Holding Company	605.60	266.16
GPUIL	Enterprises having control over the Company	113.36	-
GIL	Enterprises having control over the Company	267.33	317.36
DSPL	Fellow Subsidiary	11.63	10.05
KSL	Fellow Subsidiary	(333.97)	30.42
GSPHL	Fellow Subsidiary	(32.98)	57.31
GTTEL	Fellow Subsidiary	42.77	28.36
GTAEL	Fellow Subsidiary	11.99	8.58
GACEPL	Fellow Subsidiary	3.61	-
c. Interest on Liability portion of Preference Shares			
GPUIL	Enterprises having control over the Company	69.34	-
GIL	Enterprises having control over the Company	201.43	244.64
d. Fair value loss on investment in compulsorily convertible debentures			
KSL	Fellow Subsidiary	-	422.45
e. Share of Corporate Common expense			
GPUIL	Enterprises having control over the Company	7.56	-
GIL	Enterprises having control over the Company	38.24	32.77
f. Monthly Maintenance of Highways and toll construction			
GHWL	Holding Company	461.52	486.32
g. Change of scope work reimbursed			
GHWL	Holding Company	1,192.16	1,483.47
h. Periodic maintenance of Highways expenses recognised			
GHWL	Holding Company	1,264.06	2,183.44
Periodic maintenance of Highways not recognised as expenses as per Ind AS 115			
GHWL	Holding Company	1,562.84	1,396.55
i. Charges for Security & Toll management services			
RSSL	Fellow Subsidiary	108.95	103.58
j. Unwinding Interest on Periodic Maintenance / (reversal)			
GHWL	Holding Company	291.56	101.17
k. Corporate Social Responsibility Expenses			
GVF	Other Entities	15.47	17.91
l. Trademark & Logo fees			
GEPL	Enterprises having control over the Company	21.19	26.43
m. Electricity & Maintenance			
DIAL	Fellow Subsidiary	4.20	7.64



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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**

Particulars	Relationship	Rupees in Lakhs	
		March 31, 2022	March 31, 2021
n. Unwinding Interest on lease liability DIAL	Fellow Subsidiary	21.87	101.19
o. Modification loss/ (gain) on right of use assets DIAL	Fellow Subsidiary	(45.04)	-
p. Depreciation on right of use assets DIAL	Fellow Subsidiary	116.07	348.22
q. Reimbursement of IT Support Services & Consultancy charges GHWL	Holding Company	10.86	-
r. Reimbursement of Repairs and Maintenance GHWL	Holding Company	10.75	-
s. Sale of scrap materials / spares GHVEPL GCORR	Fellow Subsidiary Fellow Subsidiary	- -	5.58 4.72
t. Purchase of office equipment & assets GPUIL	Enterprises having control over the Company	6.30	-

**B. Items relating to balance sheet**

Particulars	Relationship	Rupees in Lakhs	
		March 31, 2022	March 31, 2021
a. Equity shares outstanding			
GHWL	Holding Company	13,593.00	13,593.00
GPUIL	Enterprises having control over the Company	138.00	-
GIL	Enterprises having control over the Company	-	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	-
GIL	Holding Company	-	3,620.95
c. Liability portion of preference shares			
GPUIL	Enterprises having control over the Company	2,805.51	-
GIL	Holding Company	-	2,534.74
d. Investment in compulsorily convertible debentures (CCD's)			
KSL	Fellow Subsidiary	-	3,307.12
e. Unsecured Loan / inter corporate deposits given			
GPUIL/(GIL)	Enterprises having control over the Company		
Opening balance		8,301.12	7,267.00
Add: Loan given during the year		3,849.44	1,034.12
Less: Recovered during the year		-	-
Closing Balance		12,150.56	8,301.12
GHWL	Holding Company		
Opening balance		10,820.46	10,969.00
Add: Loan given during the year		-	-
Less: Recovered during the year		-	(148.54)
Closing Balance		10,820.46	10,820.46
DSPL	Fellow Subsidiary		
Opening balance		177.00	177.00
Add: Loan given during the year		-	-
Less: Recovered during the year		-	-
Closing Balance		177.00	177.00
GTTEL	Fellow Subsidiary		
Opening balance		861.00	861.00
Add: Loan given during the year		-	-
Less: Recovered during the year		-	-
Closing Balance		861.00	861.00
GTAEL	Fellow Subsidiary		
Opening balance		319.92	574.00
Add: Loan given during the year		-	-
Less: Recovered during the year		-	(254.08)
Closing Balance		319.92	319.92



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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**

Particulars	Relationship	Rupees in Lakhs	
		March 31, 2022	March 31, 2021
KSL	Fellow Subsidiary		
Opening balance		3,515.48	7,500.00
Add: Loan given during the year		-	-
Less: Recovered during the year		(3,849.45)	-
Less: Converted into CCD's during the year		-	(3,650.55)
Less: Provision / (reversal) of loan modification loss		333.97	(333.97)
Closing Balance		-	3,515.48
GSPHL	Fellow Subsidiary		
Opening balance		1,967.07	1,967.07
Add: Loan given during the year		-	-
Add: Conversion of Accrued Interest receivable into principal		542.93	-
Closing Balance		2,510.00	1,967.07
GACEPL	Fellow Subsidiary		
Opening balance		266.53	-
Add: Loan given during the year		-	266.53
Less: Recovered during the year		-	-
Closing Balance		266.53	266.53
f. Advance to supplier of goods / services			
GHWL	Holding Company		
Opening balance		1,427.56	1,496.78
Add: Advance given during the year		-	-
Less: Utilised during the year		(30.97)	(69.22)
Closing Balance		1,396.59	1,427.56
g. Conversion of Accrued interest receivable into Loan			
GSPHL	Fellow Subsidiary	542.93	-
h. Interest receivable on loan given (net of modification loss)			
GPUIL	Enterprises having control over the Company	2,492.11	-
GIL	Enterprises having control over the Company	-	1,678.65
GHWL	Holding Company	3,297.19	2,582.46
DSPL	Fellow Subsidiary	61.31	49.82
KSL	Fellow Subsidiary	-	-
GSPHL	Fellow Subsidiary	44.72	325.91
GTTEL	Fellow Subsidiary	249.57	183.81
GTAEL	Fellow Subsidiary	76.59	51.61
GACEPL	Fellow Subsidiary	27.44	4.37
i. Trade and other payables			
GPUIL	Enterprises having control over the Company	10.94	-
GIL	Fellow Subsidiary	122.15	81.16
GEPL	Enterprises having control over the Company	21.00	43.46
GHWL	Holding Company	1,517.42	2,044.49
DIAL	Fellow Subsidiary	-	1.81
RSSL	Fellow Subsidiary	89.30	16.22
GHIAL	Fellow Subsidiary	-	0.42
Mr. Bajrang Lal Gupta	Independent Director	-	0.28
Mr. K.A. Somayajulu	Independent Director	-	0.28
j. Right of use assets:			
DIAL	Fellow Subsidiary	116.07	696.44
k. Lease liability payable:			
DIAL	Fellow Subsidiary	437.73	1,145.82
l. Provision for periodic maintenance			
GHWL	Holding Company		
Opening balance		10,214.28	10,900.00
Add: Provision made during the year		1,854.40	1,497.72
Less: Provision utilised during the year		(1,264.06)	(2,183.44)
Closing Balance		10,804.62	10,214.28
m. Receivable/(payable) towards other reimbursement			
GHVEPL	Fellow Subsidiary	-	5.58
GWEL	Fellow Subsidiary	0.01	0.01
GACEPL	Fellow Subsidiary	-	-
n. Other commitments			
GPUIL/GIL [Refer note no.32 above]	Enterprises having control over the Company	3,147.85	3,147.85
o. Capital commitments			
DIAL [Refer note no.32 above]	Fellow Subsidiary	53.93	161.80



**GMR POCHANPALLI EXPRESSWAYS LIMITED**

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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**
**Notes:**

- i. Related Party Transactions given above are as identified by the Management.
- ii. 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.
- iii. Commitments with related parties: As at year ended March 31, 2022 and March 31, 2021, there is no commitment outstanding with any of the related parties.
- iv. 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, 2022 and March 31, 2021, 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.
- v. For terms and condition related to Preference Share please refer Note no15.

**c. Compensation of key management personnel of the company**

Rupees in Lakhs

Particulars	Rupees in Lakhs	
	March 31, 2022	March 31, 2021
a. Short-term employee benefits	299.52	365.42
b. Post-employment benefits (provident fund and superannuation fund)	22.12	38.62
c. Termination benefits	-	-
d. Any other payment/benefit given to KMPs	0.92	4.68
<b>Total</b>	<b>322.56</b>	<b>408.72</b>

**d. Transaction with Key Management Personnel**

Rupees In Lakhs

Particulars	Remuneration						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	-	-	-	-	0.35	-	-
Gupta	-	-	-	-	(1.83)	-	-
Mr. K.A.	-	-	-	-	0.35	-	-
Somayajulu	-	-	-	-	(1.89)	-	-
Mrs. Ragini Kiran	82.33	5.76	-	-	-	-	-
Grandhi *	(55.12)	(4.80)	-	-	-	(0.53)	(5.04)
Mr. O Bangaru Raju	199.64	15.00	-	-	-	0.22	-
	(294.35)	(32.54)	-	-	-	(0.43)	(30.96)
Mr. Paranthaman	17.55	1.36	-	-	-	-	-
Adimoolam	(15.95)	(1.28)	-	-	-	-	(0.52)

Previous year are in brackets

\*- includes arrears of previous year.

**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.

**43 Ratio Analysis**

Sl	Ratios	Numerator	Denominator	March 31, 2022	March 31, 2021	Variance	Remarks
a)	Current Ratio	Current Asset	Current liabilities	3.18	2.75	16% NA	
b)	Debt-Equity Ratio	Debt including lease liabilities and interest accrued thereon	Total Equity	1.10	1.40	-22% NA	
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	0.61	0.56	10% Redemption of NCD as per schedules	
d)	Return on Equity Ratio	Profit after tax	Average Shareholders equity (less DRR)	10.59%	5.64%	88% Higher Other income and Lower Operation/ Interest & amortisation	



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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**

Sl	Ratios	Numerator	Denominator	March 31, 2022	March 31, 2021	Variance	Remarks
e)	Inventory turnover ratio	Revenue from operations	Average Inventories	204.04	371.24	-45%	Higher Operation income in previous year on account of higher major maintenance work carried out and lower inventory
f)	Trade/SCA Receivables turnover ratio	Revenue from operations	Average of service concession assets (SCA) receivables	0.42	0.41	2%	NA
g)	Trade payables turnover ratio	Operating expenses, Employee benefits expense, Other expenses other than fair value changes (net of provisions movement)	Average Trade payable	1.22	2.60	-53%	Increase in payable on account of major maintenance works being carried out
h)	Net capital turnover ratio	Total Income	Working Capital (current assets minus current liabilities)	25.51%	27.03%	-6%	NA
i)	Net profit ratio	Net profit after tax	Total Income	15.69%	7.24%	117%	Higher Other income and Lower Operation/ Interest & amortisation
j)	Return on Capital employed	Earning before Interest and taxes	Tangible net worth + Total Debt + Deferred Tax liabilities	8.14%	7.52%	8%	NA
k)	Return on investment	Interest Income	Investment (including Mutual fund, Interest bearable Unsecured Loan, deposit with banks)	10.82%	10.82%	0%	NA

**44 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, 2022	March 31, 2021
a) Amount required to be spent by the company for the year	15.47	17.91
b) Amount of expenditure incurred	15.47	17.91
c) Shortfall at the end of the year	Nil	Nil
d) Total of previous year shortfall	Nil	Nil
e) Reason for shortfall	NA	NA
f) Nature of CSR activities	Education & Community Development	Education & Community Development
g) Name of the trust	GMR Varalakshmi Foundation	GMR Varalakshmi Foundation
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. 15.47 Lakhs (March 31, 2021 : Rs.17.91 Lakhs). Amount spent directly by the Company is Rs.Nil (March 31, 2021 : Rs.Nil).



## GMR POCHANPALLI EXPRESSWAYS LIMITED

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### NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022

#### 45 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.
- v) The Company have 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.

#### 46 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.





**GMR POCHANPALLI EXPRESSWAYS LIMITED**

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**NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2022**

**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.

47 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 29, 2022

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 29, 2022

Place : New Delhi



**Mohan Rao Murthy**

Director

DIN: 02506274



**Paramjeet Singh**

Company Secretary

Membership no. A18789