

Auditor's Report on Quarterly Consolidated Ind AS Financial Results and Year to Date Results of GMR Infrastructure Limited pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

To
The Board of Directors of
GMR Infrastructure Limited

1. We have audited the accompanying statement of consolidated Ind AS financial results of GMR Infrastructure Limited ('the Company') comprising its subsidiaries (together, 'the Group'), its associates and joint ventures/jointly controlled operations for the quarter and year ended March 31, 2019 ('the Statement'), attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('the Regulation'), read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016 ('the Circular'). The consolidated Ind AS financial results for the quarter and year ended March 31, 2019 have been prepared on the basis of the unaudited consolidated Ind AS financial results for the nine-month period ended December 31, 2018, the audited annual consolidated Ind AS financial statements as at and for the year ended March 31, 2019, and the relevant requirements of the Regulation and the Circular, which are the responsibility of the Company's management and have been approved by the Board of Directors of the Company.
2. Our responsibility is to express an opinion on these consolidated Ind AS financial results based on our review of the consolidated Ind AS financial results for the nine-month period ended December 31, 2018 which was prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard (Ind AS) 34 Interim Financial Reporting, specified under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting principles generally accepted in India; our audit of the annual consolidated Ind AS financial statements as at and for the year ended March 31, 2019; and the relevant requirements of the Regulation and the Circular.
3. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated Ind AS financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
4. a) As detailed in note 6(a) and 10 to the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019, GMR Chhattisgarh Energy Limited ('GCEL') and certain other entities have been incurring losses for reasons as more fully discussed in the aforesaid notes. Based on the valuation assessment carried out by an independent expert during the year ended March 31, 2018, there existed a further diminution in the value of Rs 2,250.00 crore for the Group's investment in GCEL and certain other entities which was not accounted by the management during the year ended March 31, 2018 and has been charged in the statement of profit and loss in the current year. In our opinion, the aforesaid accounting treatment is not in accordance with the relevant accounting standards. Had the management provided for the aforesaid diminution in the previous year, the loss after tax and minority interest for the quarter and the year ended March 31, 2019, would have been lower by Rs 2,250.00 crore and the loss after tax and minority interest for the year ended March 31, 2018, would have been higher by Rs 2,250.00 crore with no consequential impact on the consolidated reserves as at March 31, 2019.



- b) As detailed in note 6(d) to the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019, GMR Energy Limited ('GEL'), GMR Vemagiri Power Generation Limited ('GVPGL') and GMR Rajahmundry Energy Limited ('GREL') have ceased operations and have been incurring significant losses with a consequential erosion of net worth resulting from the unavailability of adequate supply of natural gas. Further, GREL has rescheduled the repayment of project loans due to implementation of the Strategic Debt Restructuring Scheme to convert part of the debt outstanding into equity and has signed a Resolution Plan with the lenders to restructure its debt obligations during the year. Continued uncertainty exists as to the availability of adequate supply of natural gas which is necessary to conduct operations by GEL, GVPGL and GREL in the future. The carrying value of the investments in GEL, GVPGL and GREL is significantly dependent on the achievement of key assumptions around availability of natural gas, future tariff and the outcome of the sale of the Barge mounted power plant. Accordingly, we are unable to comment on the carrying value of the Group's assets (including advances)/ obligations in these entities as at March 31, 2019.
- c) As detailed in note 4 to the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019, the Group has acquired the Class A Compulsory Convertible Preference Shares ('CCPS') of GMR Airport Limited ('GAL'), a subsidiary of the Group for a consideration of Rs. 3,560 crore from Private Equity Investors as per the settlement agreement. The said CCPS were converted into equity shares of an equivalent amount as per the investor agreements. Further, the Group has recognised other financial asset of Rs. 3,560.00 crore by adjusting other equity towards the proposed sale of equity shares based on the binding term sheet entered during the year, even though the transaction towards sale of such equity shares is pending conclusion as at the year end. In our opinion, the aforesaid accounting treatment is not in accordance with the relevant accounting standards. Had the management accounted for the aforesaid obligation as per the relevant accounting standards, other equity would have been lower by Rs 3,560.00 crore and other financial assets would have been lower by Rs 3,560.00 crore with a consequential impact on segment assets of Airport sector as at March 31, 2019.
- d) As detailed in note 5 to the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019, the tax authorities of Maldives have disputed certain transactions not considered by GMR Male International Airport Private Limited ('GMIAL'), a subsidiary of the Company, in the computation of business profit taxes and withholding tax and have issued notice of tax assessments on business profit taxes and withholding tax together with the applicable fines and penalties. The management of the Group is of the view that such disputes from the tax authorities are not tenable and have considered the tax exposures as a contingent liability. In the absence of comprehensive analysis on the above tax exposures, we are unable to determine whether any adjustments might be necessary to the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019.
5. In our opinion and to the best of our information and according to the explanations given to us, except for the effect of the matter described in paragraph 4(a) and 4(c) and possible effect of the matter described in paragraph 4(b) and 4 (d) above, and based on the consideration of the reports of other auditors on separate financial statements and the other financial information of subsidiaries, associates and joint ventures, these quarterly consolidated Ind AS financial results as well as the year to date results:
- i. includes the results of the entities listed in Annexure I to this Report;
 - ii. are presented in accordance with the requirements of the Regulation read with the Circular, in this regard; and
 - iii. give a true and fair view of the consolidated net loss including other comprehensive income and other financial information for the quarter and year ended March 31, 2019.



6. We draw attention to the following matters in the notes to the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019:

- a) Note 15 regarding the recovery / adjustment of costs incurred towards residential quarters for Central Industrial Security Force ('CISF') by GMR Hyderabad International Airport Limited ('GHIAL') and certain other costs as detailed in the aforesaid note out of the Passenger Service Fee (Security Component) ['PSF SC'] by GHIAL and Delhi International Airport Limited ('DIAL') pending the final decision from the Hon'ble High Court of respective jurisdictions and consequential instructions from the Ministry of Civil Aviation.

The auditors of the respective subsidiary, associates and joint venture companies have reported the following emphasis of matters in their reports for the respective entities:

- b) Note 11 and 12 with regard to the ongoing arbitration for compensation of losses being incurred by GMR Ambala Chandigarh Expressways Private Limited ('GACEPL') and GMR Hyderabad Vijayawada Expressways Private Limited ('GHVEPL'), subsidiaries of the Company since the commencement of commercial operations for reasons as detailed in the aforesaid notes. Pending outcome of the arbitration proceedings and finalisation of the proposed resolution plan with the lenders by GHVEPL, external legal opinion obtained by the management of GACEPL and GHVEPL and based on management's internal assessment of expected compensation inflows from the arbitration proceedings the management of the Group is of the view that the carrying value of the intangible assets / other assets of Rs. 2,444.34 crore as at March 31, 2019 in GACEPL and GHVEPL is appropriate.
- c) Note 6(e) regarding the cessation of construction of the 300 MW hydro based power plant on Alaknanda river, Uttarakhand being constructed by GMR Badrinath Hydro Power Generation Private Limited ('GBHPL'), a joint venture of the Group. The Hon'ble Supreme Court of India ('the Supreme Court'), while hearing a civil appeal in the matters of a hydro power company, directed that no further construction work shall be undertaken by certain projects until further orders. The management of the Group is confident of obtaining the requisite clearances and based on a business plan and valuation assessment by an external expert during the year ended March 31, 2019 is of the view that the carrying value of the investments in GBHPL as at March 31, 2019 is appropriate.
- d) Note 6(b), 6(c), 7, and 9 in connection with certain claims / counter claims, receivables as detailed in the aforesaid notes from customers of GMR Warora Energy Limited ('GWEL') and GMR Kamalanga Energy Limited ('GKEL'), joint ventures of the Group, and GMR Power Corporation Limited ('GPCL'), a subsidiary of the Company pending settlement / realisation as at March 31, 2019. The management of the Group based on its internal assessment, legal expert advice and certain interim favourable regulatory orders is confident of a favourable outcome and accordingly no adjustments have been made in the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019.
- e) Note 11 as regards the process of 'change of control' of GMR Chhattisgarh Energy Limited ('GCEL'), an associate of the Company initiated by Consortium of lenders' of GCEL, who are also the majority shareholders. The Company has accounted for investments in GCEL at fair value and is of the view that no consequential liability would arise pertaining to (a) settlement of dues to the EPC contractor (b) exposure relating to deposits and guarantees given by the



Company along with its subsidiaries and (c) surrender of coal mines and transmission lines for reasons as detailed in the aforesaid note.

Our opinion is not qualified in respect of these aforesaid matters.

7. The financial results and other financial information of 2 subsidiaries, with total assets of Rs. 17,144.92 crore as at March 31, 2019 and total revenue (including other income) of Rs. 1,462.77 crore and Rs. 5,362.70 crore (before adjustments for consolidation) for the quarter and year ended March 31, 2019 respectively have been audited by us jointly with other auditors.
8. We did not audit the financial results and other financial information of (i) 85 subsidiaries (including 12 subsidiary consolidated for the quarter and year ended December 31, 2018, with a quarter lag of three months and 4 subsidiaries consolidated for the period April 1, 2018 to August 31, 2018) and 1 joint operation consolidated for the quarter and year ended December 31, 2018, with a quarter lag of three months, whose Ind AS financial results include total assets of Rs. 34,997.99 crore as at March 31, 2019, and total revenues of Rs 2,142.84 crores and Rs 4,534.50 crore for the quarter and year ended on that date respectively (before adjustments for consolidation); (ii) 54 joint ventures / associates (including 26 joint ventures / associates consolidated for the year ended December 31, 2018 , and 4 joint ventures consolidated for the period September 01, 2018 to December 31, 2018 with a quarter lag of three months)) with Group's share of total profit of Rs. 354.19 crore and Rs. 132.66 crore for the quarter and year ended March 31, 2019 (before adjustments for consolidation) respectively. The financial results and other financial information for these subsidiaries, joint ventures and associates have been audited by other auditors whose reports have been furnished to us, and our conclusion in so far as it relates to each of such subsidiaries / joint venture/associates is based solely on the reports of the other auditors.

Certain of these subsidiaries/associates/ joint ventures and joint operations are located outside India whose financial results /statements and other financial information have been prepared in accordance with accounting principles generally accepted in their respective countries and which have been audited by other auditors under generally accepted auditing standards applicable in their respective countries. The Group's management has converted the financial results / statements of such subsidiaries/associates/ joint ventures and joint operations located outside India from accounting principles generally accepted in their respective countries to accounting principles generally accepted in India. These conversion adjustments have been made by the Group's management and have been subject to audit as per the accounting principles generally accepted in India. Our opinion in so far as it relates to the balances and affairs of such subsidiaries/associates/ joint ventures and joint operations located outside India is based on the report of other auditors and the conversion adjustments prepared by the management of the Group and audited by the respective auditors.

9. We did not audit the financial results and other financial information of (i) 5 subsidiary (including 2 subsidiary consolidated for the quarter and year ended December 31, 2018, with a quarter lag of three months) with total assets of Rs. 404.45 crore as at March 31, 2019 and total revenue (including other income) of Rs. 1.71 crore and Rs. 13.88 crore for the quarter and year ended (before adjustments for consolidation) (ii) 4 joint ventures / associates (including 1 joint ventures / associates consolidated for the quarter and period ended December 31, 2018, with a quarter lag of three months) with Group's share of total profit of Rs. 0.14 and Rs. 0.54 for the quarter and year ended March 31, 2019 (before adjustments for consolidation) respectively. The financial results and other financial information for these subsidiaries, joint ventures and associates have been incorporated in the accompanying consolidated financial results of the Group based on the financial information as certified by the management of the Group as audited financial results of such component entities as at and for the quarter and year ended March 31, 2019 are not available and our audit report in so far as it relates to the affairs of such subsidiaries, joint ventures and associates



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is based solely on the basis of management certified financial information. Our audit opinion is not qualified in respect of this matter.

10. Further, read with paragraph 1 above, we report that the figures for the quarter ended March 31, 2019 represent the derived figures between the audited figures in respect of the financial year ended March 31, 2019 and the published year-to-date figures up to December 31, 2018, being the date of the end of the third quarter of the current financial year, which were subjected to a limited review as stated in paragraph 1 above, as required under the Regulation and the Circular.

For S.R. BATLIBOI & ASSOCIATES LLP
Chartered Accountants
ICAI Firm Registration Number: 101049W/E300004


per Sandeep Karnani

Partner

Membership number: 061207

Place: New Delhi

Date: May 29, 2019



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Annexure 1

Parent	Name of the entity	Relationship
1	GMR Infrastructure Limited (GIL)	Holding Company
2	GMR Energy Trading Limited (GETL)	Subsidiaries
3	GMR Power Corporation Limited (GPCL)	Subsidiaries
4	GMR Coastal Energy Private Limited (GCEPL)	Subsidiaries
5	GMR Londa Hydropower Private Limited (GLHPPL)	Subsidiaries
6	GMR Kakinada Energy Private Limited (GKEPL)	Subsidiaries
7	SJK Powergen Limited (SJK)	Subsidiaries
8	GMR Genco Assets Limited (GGEAL)	Subsidiaries
9	GMR Generation Assets Limited (GGAL)	Subsidiaries
10	GMR Power Infra Limited (GPIL)	Subsidiaries
11	GMR Highways Limited (GMRHL)	Subsidiaries
12	GMR Tambaram Tindivanam Expressways Limited (GTTEPL)	Subsidiaries
13	GMR Tuni Anapakalli Expressways Limited (GTAEPL)	Subsidiaries
14	GMR Ambala Chandigarh Expressways Private Limited (GACEPL)	Subsidiaries
15	GMR Pochanpalli Expressways Limited (GPEL)	Subsidiaries
16	GMR Hyderabad Vijayawada Expressways Private Limited (GHVEPL)	Subsidiaries
17	GMR Chennai Outer Ring Road Private Limited (GCCRPL)	Subsidiaries
18	GMR Kishangarh Udaipur Ahmedabad Expressways Limited (GKUAEPL)	Subsidiaries
19	GMR Hyderabad International Airport Limited (GHIAL)	Subsidiaries
20	Gateways for India Airports Private Limited (GFIAL)	Subsidiaries
21	Hyderabad Menzies Air Cargo Private Limited (HMACPL)	Subsidiaries
22	Hyderabad Airport Security Services Limited (HASSL)	Subsidiaries
23	Asia Pacific Flight Training Academy Limited (APFT)	Subsidiaries
24	GMR Aerostructure Services Limited (GASL)	Subsidiaries
25	GMR Hyderabad Aerotropolis Limited (HAPL)	Subsidiaries
26	GMR Hyderabad Aviation SEZ Limited (GHASL)	Subsidiaries
27	GMR Aerospace Engineering Limited (GAEL)	Subsidiaries
28	GMR Aero Technic Limited (GATL)	Subsidiaries
29	GMR Airport Developers Limited (GADL)	Subsidiaries
30	GMR Hospitality and Retail Limited (GHRL)	Subsidiaries
31	GMR Hyderabad Airport Power Distribution Limited (GHAPDL)	Subsidiaries
32	Delhi International Airport Limited (DIAL)	Subsidiaries
33	Delhi Aerotropolis Private Limited (DAPL)	Subsidiaries
34	Delhi Airport Parking Services Private Limited (DAPSL)	Subsidiaries
35	GMR Airports Limited (GAL)	Subsidiaries
36	GMR Aviation Private Limited (GAPL)	Subsidiaries
37	GMR Krishnagiri SIR Limited (GKSEZ)	Subsidiaries
38	Advika Properties Private Limited (APPL)	Subsidiaries
39	Aklima Properties Private Limited (AKPPL)	Subsidiaries
40	Amartya Properties Private Limited (AMPPL)	Subsidiaries
41	Baruni Properties Private Limited (BPPL)	Subsidiaries
42	Bougainvillea Properties Private Limited (BOPPL)	Subsidiaries
43	Camelia Properties Private Limited (CPPL)	Subsidiaries
44	Deepesh Properties Private Limited (DPPL)	Subsidiaries
45	Eila Properties Private Limited (EPPL)	Subsidiaries
46	Gerbera Properties Private Limited (GPL)	Subsidiaries
47	Lakshmi Priya Properties Private Limited (LPPPL)	Subsidiaries
48	Honeysuckle Properties Private Limited (HPPL)	Subsidiaries
49	Idika Properties Private Limited (IPPL)	Subsidiaries
50	Krishnapriya Properties Private Limited (KPPL)	Subsidiaries
51	Larkspur Properties Private Limited (LAPPL)	Subsidiaries
52	Nadira Properties Private Limited (NPPL)	Subsidiaries
53	Padmapriya Properties Private Limited (PAPPL)	Subsidiaries
54	Prakalpa Properties Private Limited (PPPL)	Subsidiaries
55	Purnachandra Properties Private Limited (PUPPL)	Subsidiaries



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56	Shreyadita Properties Private Limited (SPPL)	Subsidiaries
57	Pranesh Properties Private Limited (PRPPL)	Subsidiaries
58	Sreepa Properties Private Limited (SRPPL)	Subsidiaries
59	Radhapriya Properties Private Limited (RPPL)	Subsidiaries
60	Asteria Real Estates Private Limited (AREPL)	Subsidiaries
61	Lantana Properties Private Limited (GHICL)	Subsidiaries
62	Namitha Real Estates Private Limited (NREPL)	Subsidiaries
63	Honey Flower Estates Private Limited (HFEPL)	Subsidiaries
64	GMR SEZ and Port Holdings Limited (GSPHPL)	Subsidiaries
65	East Godavari Power Distribution Company Private Limited (EGPDCPL)	Subsidiaries
66	Suzone Properties Private Limited (SUPPL)	Subsidiaries
67	GMR Utilities Private Limited (GUPL)	Subsidiaries
68	Lillian Properties Private Limited (LPPL)	Subsidiaries
69	GMR Corporate Affairs Private Limited (GCAPL)	Subsidiaries
70	Dhruvi Securities Private Limited (DSPL)	Subsidiaries
71	Kakinada SEZ Limited (KSPL)	Subsidiaries
72	GMR Business Process and Services Private Limited (GBPSPL)	Subsidiaries
73	Raxa Security Service Limited (RSSL)	Subsidiaries
74	GMR SEZ Infra Services Limited (GSISL)	Subsidiaries
75	Kakinada Gateway Port Limited (KGPL)	Subsidiaries
76	GMR Goa International Airport Limited (GIAL)	Subsidiaries
77	GMR Infra Developers Limited (GIDL)	Subsidiaries
78	GMR Energy (Mauritius) Limited (GEML)	Subsidiaries
79	GMR Lion Energy Limited (GLEL)	Subsidiaries
80	Himtal Hydro Power Company Private Limited (HHPPL)	Subsidiaries
81	GMR Upper Kamali Hydropower Limited (GUKPL)	Subsidiaries
82	Kamali Transmission Company Private Limited (KTCPL)	Subsidiaries
83	Marsyangdi Transmission Company Private Limited (MTCPL)	Subsidiaries
84	GMR Energy (Cyprus) Limited (GECL)	Subsidiaries
85	GMR Energy (Netherlands) B.V. (GENBV)	Subsidiaries
86	GMR Logistics Park Private Limited (GLPPL)	Subsidiaries
87	PT Dwikarya Sejati Utama (PTDSU)	Joint ventures
88	PT Duta Sarana Internusa (PTDSI)	Joint ventures
89	PT Barasentosa Lestari (PTBSL)	Joint ventures
90	PT Unsoco (PT)	Joint ventures
91	GMR Energy Projects (Mauritius) Limited (GEPML)	Subsidiaries
92	GMR Infrastructure (Singapore) Pte Limited (GISPL)	Subsidiaries
93	GMR Coal Resources Pte Limited (GCRPL)	Subsidiaries
94	GADL International Limited (GADLIL)	Subsidiaries
95	GADL (Mauritius) Limited (GADLML)	Subsidiaries
96	GMR Male International Airport Private Limited (GMIAL)	Subsidiaries
97	GMR Airports (Mauritius) Limited (GAML)	Subsidiaries
98	GMR Infrastructure (Mauritius) Limited (GIML)	Subsidiaries
99	GMR Infrastructure (Cyprus) Limited (GJCL)	Subsidiaries
100	GMR Infrastructure Overseas Limited	Subsidiaries
101	GMR Infrastructure (UK) Limited (GIUL)	Subsidiaries
102	GMR Infrastructure (Global) Limited (GIGL)	Subsidiaries
103	GMR Energy (Global) Limited (GEGL)	Subsidiaries
104	Indo Tausch Trading DMCC (Indo Tausch)	Subsidiaries
105	GMR Infrastructure (Overseas) Limited (GIOL)	Subsidiaries
106	GMR Kamalanga Energy Limited (GKEL)	Joint ventures
107	GMR Energy Limited	Joint ventures
108	GMR Vemagiri Power Generation Limited (GVPGL)	Joint ventures
109	GMR (Badrinath) Hydro Power Generation Private Limited (GBHPL)	Joint ventures
110	GMR Consulting Services Limited (GCSPL)	Joint ventures
111	GMR Bajoli Holi Hydropower Private Limited (GBHHPL)	Joint ventures
112	GMR Warora Energy Limited (GWEL)	Joint ventures
113	GMR Bundelkhand Energy Private Limited (GBEPL)	Joint ventures



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114	GMR Rajam Solar Power Private Limited (GRSPPL)	Joint ventures
115	GMR Maharashtra Energy Limited (GMAEL)	Joint ventures
116	GMR Gujarat Solar Power Limited (GGSPPL)	Joint ventures
117	GMR Indo-Nepal Energy Links Limited (GINELL)	Joint ventures
118	GMR Indo-Nepal Power Corridors Limited (GINPCL)	Joint ventures
119	Rampia Coal Mine and Energy Private Limited (RCMEPL)	Joint ventures
120	Delhi Duty Free Services Private Limited (DDFS)	Joint ventures
121	Laqshya Hyderabad Airport Media Private Limited (Laqshya)	Joint ventures
122	Delhi Aviation Services Private Limited (DASPL)	Joint ventures
123	Delhi Aviation Fuel Facility Private Limited (DAFF)	Joint ventures
124	Wipro Airport IT Services Limited (WAISL)	Joint ventures
125	GMR Mining & Energy Private Limited (GMEL)	Joint ventures
126	GMR Megawide Cebu Airport Corporation (GMCAC)	Joint ventures
127	Limak GMR Construction JV (CJV)	Joint ventures
128	Megawide GISPL Construction Joint Venture (MGCV)	Joint ventures
129	Megawide GISPL Construction Joint Venture Inc. (MGCV Inc.)	Joint ventures
130	PT Golden Energy Mines Tbk (PTGEMS)	Joint ventures
131	PT Roundhill Capital Indonesia (RCI)	Joint ventures
132	PT Borneo Indobara (BIB)	Joint ventures
133	PT Kuansing Inti Makmur (KIM)	Joint ventures
134	PT Karya Cemerlang Persada (KCP)	Joint ventures
135	PT Bungo Bara Utama (BBU)	Joint ventures
136	PT Bara Harmonis Batang Asam (BHBA)	Joint ventures
137	PT Berkat Nusantara Permai (BNP)	Joint ventures
138	PT Tanjung Belit Bara Utama (TBBU)	Joint ventures
139	PT Trisula Kencana Sakti (TKS)	Joint ventures
140	PT Era Mitra Selaras (EMS)	Joint ventures
141	PT Wahana Rimba (WRL)	Joint ventures
142	PT Berkat Satria Abadi (BSA)	Joint ventures
143	GEMS Trading Resources Pte Limited (GEMSCR)	Joint ventures
144	PT Bumi Anugerah Semesta (BAS)	Joint ventures
145	PT Kuansing Inti Sejahtera (KIS)	Joint ventures
146	PT Bungo Bara Makmur (BBM)	Joint ventures
147	PT GEMS Energy Indonesia (PTGEI)	Joint ventures
148	Shanghai Jingguang Energy Co Ltd (SJECL)	Joint ventures
149	SSP Mactan Cebu Corporation (SMCC)	Joint ventures
150	Mactan Travel Retail Group Corp. (MTRG)	Joint ventures
151	Tenaga Operations & Maintenance Private Limited (GTOM)	Joint ventures
152	Celebi Delhi Cargo Terminal Management India Private Limited (CDCTM)	Associates
153	Travel Food Services (Delhi Terminal 3) Private Limited (TFS)	Associates
154	TIM Delhi Airport Advertising Private Limited (TIM)	Associates
155	GMR Chhattisgarh Energy Limited (GCEL)	Associates
156	GMR Rajahmundry Energy Limited (GREL)	Associates
157	GMR OSE Hungund Hospet Highways Private Limited (GOSEHHHPL)	Associates
158	Digi Yatra Private Limited (DYPL)	Associates
159	Heraklion Crete International Airport S.A. (Crete)	Joint ventures



Notes to consolidated Ind AS financial results for the year ended March 31, 2019

1. Consolidated Statement of assets and liabilities

(in Rs. crore)

	Particulars	As at March 31, 2019 (Audited)	As at March 31, 2018 (Audited)
A	Assets		
1	Non-current assets		
	Property, plant and equipment	9,614.42	9,422.35
	Capital work-in-progress	857.03	587.84
	Investment property under construction	3,139.79	2,804.61
	Goodwill on consolidation	458.56	458.56
	Other intangible assets	2,867.05	2,957.95
	Intangible assets under development	1.25	1.21
	Financial assets		
	Investment in joint ventures and associates	7,659.94	8,736.14
	Other Investments	105.13	95.43
	Trade receivables	109.22	81.63
	Loans	276.83	145.24
	Other financial assets	2,038.01	1,720.07
	Non-current tax assets (net)	293.99	243.76
	Deferred tax assets (net)	593.06	388.93
	Other non-current assets	1,791.31	340.05
		29,805.59	27,983.77
2	Current assets		
	Inventories	112.57	104.19
	Financial assets		
	Investments	2,350.34	4,039.31
	Trade receivables	1,447.37	1,769.65
	Cash and cash equivalents	918.66	1,647.16
	Bank balances other than cash and cash equivalents	710.99	331.91
	Loans	109.78	481.88
	Other financial assets	4,685.27	733.09
	Other current assets	234.52	253.26
		10,569.50	9,360.45
3	Assets classified as held for disposal	28.91	942.77
	Total assets (1+2+3)	40,404.00	38,286.99
B	Equity and liabilities		
4	Equity		
	Equity share capital	603.59	603.59
	Other equity	(1,423.65)	3,214.75
	Equity attributable to equity holders of the parent	(820.06)	3,818.34
	Non-controlling interests	2,061.95	1,826.47
	Total equity	1,241.89	5,644.81
5	Liabilities		
	Non-current liabilities		
	Financial liabilities		
	Borrowings	21,663.81	20,552.95
	Other financial liabilities	722.19	643.56
	Provisions	123.33	178.12
	Deferred tax liabilities (net)	328.52	400.06
	Other non-current liabilities	2,079.46	1,824.39
		24,917.31	23,599.08
6	Current liabilities		
	Financial liabilities		
	Borrowings	2,298.59	542.37
	Trade payables	1,959.86	1,957.24
	Other financial liabilities	7,488.93	3,596.58
	Provisions	1,059.96	1,061.62
	Other current liabilities	1,312.57	1,299.17
	Liabilities for current tax (net)	64.81	55.32
		14,184.72	8,512.30
	Liabilities directly associated with assets classified as held for disposal	60.08	530.80
		14,244.80	9,043.10
	Total equity & liabilities (4+5+6)	40,404.00	38,286.99



PART I

Statement of consolidated financial results for the quarter and year ended March 31, 2019

(in Rs. crore)

Particulars	Quarter ended			Year ended	
	March 31, 2019	December 31, 2018	March 31, 2018	March 31, 2019	March 31, 2018
	(Refer Note 18)	Unaudited	(Refer Note 18)	Audited	Audited
A. Continuing Operations					
1. Income					
a) Revenue from Operations					
i) Sales/ Income from operations	1,879.40	1,821.34	1,979.51	7,102.03	8,225.19
ii) Other Operating income (refer note 19)	103.14	127.49	129.85	462.85	496.02
b) Other Income					
i) Foreign exchange fluctuations gain (net)	-	-	10.53	-	70.00
ii) Other income - others	311.09	162.03	114.99	719.84	483.04
Total Income	2,293.63	2,110.86	2,234.88	8,284.72	9,274.25
2. Expenses					
a) Revenue share paid/ payable to concessionaire grantors	452.76	451.80	401.36	1,764.75	1,911.50
b) Cost of materials consumed	89.07	82.17	146.91	348.16	388.33
c) Purchase of traded goods	216.08	145.54	445.10	606.08	1,530.20
d) (Increase) or Decrease in stock in trade	3.61	(1.21)	(6.76)	1.82	(0.07)
e) Sub-contracting expenses	80.22	210.56	147.96	516.37	528.89
f) Employee benefit expenses	189.56	185.79	194.17	759.88	690.35
g) Finance costs	785.69	719.36	587.47	2,684.15	2,316.34
h) Depreciation and amortisation expenses	250.49	244.41	260.71	983.96	1,028.40
i) Other expenses	638.75	387.43	367.83	1,717.50	1,486.11
j) Foreign exchange fluctuations loss (net)	3.51	74.51	-	155.69	-
Total expenses	2,709.74	2,500.36	2,544.75	9,538.36	9,880.05
3. (Loss) / profit before share of (loss) / profit of associates and joint ventures, exceptional items and tax expenses from continuing operations (1) - (2)	(416.11)	(389.50)	(309.87)	(1,253.64)	(605.80)
4. Share of (loss) / profit of associates and joint ventures	271.07	(149.28)	284.58	(87.89)	(431.36)
5. (Loss) / profit before exceptional items and tax from continuing operations (3) + (4)	(145.04)	(538.78)	(25.29)	(1,341.53)	(1,037.16)
6. Exceptional items					
a) Loss on impairment of investments in associates / joint ventures (refer note 6(a) and 10)	(2,212.30)	-	-	(2,212.30)	-
7. (Loss) / profit before tax expenses from continuing operations (5) + (6)	(2,357.34)	(538.78)	(25.29)	(3,553.83)	(1,037.16)
8. Tax expenses / (credit) on continuing operations (net)	(4.71)	3.01	(38.29)	(87.42)	45.49
9. (Loss) / Profit after tax from continuing operations (7) - (8)	(2,352.63)	(541.79)	13.00	(3,466.41)	(1,082.65)
B. Discontinued operations					
10. Profit / (loss) before tax expenses from discontinued operations	7.19	(15.96)	(12.25)	117.84	(31.96)
11. Tax expenses / (credit) on discontinued operations (net)	(4.19)	3.29	(4.12)	7.72	(0.02)
12. Profit / (loss) after tax from discontinued operations (10) - (11)	11.38	(19.25)	(8.13)	110.12	(31.94)
13. (Loss) / profit after tax for the respective periods (9) + (12)	(2,341.25)	(561.04)	4.87	(3,356.29)	(1,114.59)



Particulars	(in Rs. crore)				
	Quarter ended			Year ended	
	March 31, 2019 (Refer Note 18)	December 31, 2018 Unaudited	March 31, 2018 (Refer Note 18)	March 31, 2019 Audited	March 31, 2018 Audited
14. Other Comprehensive income					
(A) (i) Items that will be reclassified to profit or loss	(86.60)	301.99	(48.51)	190.71	(101.06)
(ii) Income tax relating to items that will be reclassified to profit or loss	(33.33)	(53.93)	0.06	(14.73)	(6.53)
(B) (i) items that will not be reclassified to profit or loss	1.88	(3.43)	(0.31)	(2.70)	(2.86)
(ii) Income tax relating to items that will not be reclassified to profit or loss	(0.61)	0.60	(0.09)	0.35	(0.24)
15. Total other comprehensive income, net of tax for the respective periods	(118.66)	245.23	(48.85)	173.63	(110.69)
16. Total comprehensive income attributable to (13) + (15)	(2,459.91)	(315.81)	(43.98)	(3,182.66)	(1,225.28)
a) Owners of the Company	(2,474.94)	(458.35)	(141.02)	(3,420.29)	(1,482.23)
b) Non Controlling Interest	15.03	142.54	97.04	237.63	256.95
17. Paid-up equity share capital (Face value - Re. 1 per share)	603.59	603.59	603.59	603.59	603.59
Weighted average number of shares used in computing Earnings per share	6,017,945,475	6,017,945,475	6,017,945,475	6,017,945,475	6,017,945,475
18. Earnings per share - Basic and Diluted - (Rs.) (not annualised)					
a) Basic and diluted EPS	(3.92)	(1.17)	(0.15)	(5.98)	(2.28)
b) Basic and diluted EPS from continuing operations	(4.13)	(1.14)	(0.14)	(6.16)	(2.24)
c) Basic and diluted EPS from discontinued operations	0.21	(0.03)	(0.01)	0.18	(0.04)



GMR Infrastructure Limited

Report on Consolidated Segment Revenue, Results, Assets and Liabilities

[in Rs. crore]

Particulars	Quarter ended			Year ended	
	March 31, 2019	December 31, 2018	March 31, 2018	March 31, 2019	March 31, 2018
	(Refer Note 18)	Unaudited	(Refer Note 18)	Audited	Audited
1. Segment Revenue					
a) Airports	1,357.44	1,358.28	1,215.06	5,278.01	5,433.83
b) Power	220.40	145.74	453.47	617.23	1,565.36
c) Roads	151.02	158.21	152.36	570.52	589.70
d) EPC	213.25	236.42	228.79	911.16	931.12
e) Others	163.16	148.94	209.26	597.76	581.40
	2,105.27	2,047.59	2,258.94	7,974.68	9,101.41
Less: Inter Segment	(122.73)	(98.76)	(149.58)	(409.80)	(380.20)
Segment revenue from operations	1,982.54	1,948.83	2,109.36	7,564.88	8,721.21
2. Segment Results					
a) Airports	271.02	364.74	296.51	1,306.48	1,605.26
b) Power	153.06	(183.48)	248.73	(392.79)	(599.88)
c) Roads	119.56	78.37	42.95	292.17	207.59
d) EPC	25.15	(90.82)	(32.25)	(36.45)	15.89
e) Others	(138.20)	(36.31)	(25.54)	(198.17)	(119.15)
Total Segment Results	430.59	132.50	530.40	971.24	1,109.71
Less: Finance costs (net)	(575.63)	(671.28)	(555.69)	(2,312.77)	(2,146.87)
(Loss)/Profit before tax and exceptional items from continuing operations	(145.04)	(538.78)	(25.29)	(1,341.53)	(1,037.16)
Add /Less: Exceptional Items					
Loss on impairment of investments in associates / joint ventures (net) (refer note 6(a) and 10)	(2,212.30)	-	-	(2,212.30)	-
(Loss)/Profit before tax from continuing operations	(2,357.34)	(538.78)	(25.29)	(3,553.83)	(1,037.16)
3. Segment Assets					
a) Airports	21,311.81	17,102.34	17,080.76	21,311.81	17,080.76
b) Power	7,747.41	8,755.26	9,174.53	7,747.41	9,174.53
c) Roads	3,856.26	3,913.42	4,088.81	3,856.26	4,088.81
d) EPC	1,261.87	1,280.86	1,102.79	1,261.87	1,102.79
e) Others	4,461.18	4,341.67	4,567.75	4,461.18	4,567.75
f) Unallocated	1,736.56	1,926.73	1,329.58	1,736.56	1,329.58
g) Assets classified as held for disposal	28.91	28.77	942.77	28.91	942.77
Total Assets	40,404.00	37,349.05	38,286.99	40,404.00	38,286.99
4. Segment Liabilities					
a) Airports	5,212.75	3,834.69	3,749.69	5,212.75	3,749.69
b) Power	2,864.97	1,902.01	2,642.66	2,864.97	2,642.66
c) Roads	909.70	917.14	714.60	909.70	714.60
d) EPC	819.47	861.54	706.69	819.47	706.69
e) Others	379.02	301.75	333.06	379.02	333.06
f) Unallocated	28,916.12	28,393.70	23,964.68	28,916.12	23,964.68
g) Liabilities directly associated with the assets classified as held for disposal	60.08	63.61	530.80	60.08	530.80
Total Liabilities	39,162.11	36,274.44	32,642.18	39,162.11	32,642.18



2. Consolidation and Segment Reporting

- a. GMR Infrastructure Limited ('the Company' or 'GIL') carries on its business through various subsidiaries, joint ventures, jointly controlled operations and associates (hereinafter referred to as 'the Group'), being special purpose vehicles exclusively formed to build and operate various infrastructure projects.
- b. The segment reporting of the Group has been prepared in accordance with Ind AS-108 on 'Operating Segments' prescribed under section 133 of the Companies Act, 2013, read with relevant rules thereunder.

The business segments of the Group comprise of the following:

Segment	Description of Activity
Airports	Development and operation of airports
Power	Generation of power, transmission of power, mining and exploration and provision of related services
Roads	Development and operation of roadways
EPC	Handling of engineering, procurement and construction solutions in the infrastructure sector
Others	Urban infrastructure and other residual activities

- c. Investors can view the standalone results of the Company on the Company's website www.gmrgroup.in or on the websites of BSE (www.bseindia.com) or NSE (www.nse-india.com).
3. The Group entered into a binding term sheet with Tata Group "Tata", Singapore's sovereign wealth fund, an affiliate of GIC, "GIC" and SSG Capital Management "SSG" ("Investors") whereby the investors will acquire equity stake in GMR Airport Limited's ('GAL') assets on a fully diluted basis for a consideration of Rs 8,000 crore through issuance of equity shares of GAL of Rs 1,000 crore and purchase of GAL's equity shares held by the Group of Rs 7,000 crore. The proposed transaction is subject to definitive documentation, regulatory approvals, lender consents and other approvals which are currently in progress.
4. Pursuant to the investor agreements (including amendments thereof) entered into during the years ended March 31, 2011 and 2012 (hereinafter collectively referred to as "investor agreements"), GAL, a subsidiary of the Company, had issued 3,731,468 Class A Compulsorily Convertible Preference Shares ("CCPS A") of Rs. 1,000 each at a premium of Rs. 2,885.27 each and Rs. 3,080.90 each aggregating to Rs. 663.31 crore and Rs. 441.35 crore respectively, to certain Private Equity Investors ('Investors'). Further, GAL had allotted bonus shares of 11,046,532 class B Compulsorily Convertible Preference Shares ("CCPS B") to the Company by utilising the securities premium account.

As per the terms of the investor agreement, the Company had a call option to buy CCPS A from the Investors for a call price to be determined as per the terms of the investor agreement.

The Company vide its letter dated April 1, 2015, had exercised the call option to buy the CCPS A, subject to obtaining the requisite regulatory approvals. However, Investors had initiated arbitration proceedings against GAL and the Company, seeking conversion of the CCPS A.

The Company together with GAL has executed settlement agreement dated August 13, 2018 with Investors to amicably settle all outstanding disputes pertaining to the matters which were the subject of the aforesaid arbitration. As per the settlement, the Company through its wholly owned subsidiary has purchased 2,714,795 CCPS A of GAL for consideration of Rs. 3,560.00 crore from the Investors and



balance 932,275 CCPS A have been converted into equity shares representing 5.86% shareholding of GAL in the hands of the Investors with a put option given by the Group to acquire the same at fair value.

However pursuant to the binding term sheet with prospective investors as detailed in Note 3 the management has considered the aforesaid additional obligation as recoverable from the prospective investors and have recognized the same as a financial asset in its consolidated financial results. Considering that the transaction is pending conclusion, the statutory auditors of the Company have qualified the Audit Report in this regard.

5. GMR Male International Airport Private Limited ('GMIAL'), a subsidiary of the Company entered into an agreement on June 28, 2010 with Maldives Airports Company Limited ('MACL') and Ministry of Finance and Treasury ('MoFT'), Republic of Maldives, for the Rehabilitation, Expansion, Modernization, Operation and Maintenance of Male International Airport ('MIA') for a period of 25 years ("the Concession Agreement"). On November 27, 2012, MACL and MoFT issued notices to GMIAL stating that the Concession Agreement was void ab initio and that neither MoFT nor MACL had authority under the laws of Maldives to enter into the agreement and MACL took over the possession and control of the MIA and GMIAL vacated the airport effective December 8, 2012. The matter was under arbitration. During the year ended March 31, 2017, the arbitration tribunal delivered its final award in favour of GMIAL.

During the year ended March 31, 2018, Maldives Inland Revenue Authority ('MIRA') has issued tax audit reports and notice of tax assessments demanding business profit tax amounting to USD 1.44 crore, USD 0.29 crore as the additional withholding tax excluding fines and penalties. During the year ended March 31, 2019, MIRA has issued additional demands of USD 0.21 crore and USD 0.13 crore on account of fines on business profit tax and withholding taxes respectively. However, management of the Group is of the view that the notice issued by MIRA is not tenable.

On 23rd May 2019, the Attorney General's office has issued statement on this matter to MIRA stating that in the event of the Maldives parties deducting any sum from this award in respect of taxes, the amount payable under the award shall be increased to enable the GMIAL to receive the sum it would have received if the payment had not been liable to tax.

Accordingly, no adjustments have been made to the accompanying consolidated financial results of the Group for the quarter and year ended March 31, 2019. The statutory auditors of the Company have qualified their Audit Report in this regard.

6. (a) The Group has investments of Rs 3,087.96 crore in GMR Energy Limited ('GEL'), a joint venture of the Company as at March 31, 2019. GEL has certain underlying subsidiaries / joint ventures which are engaged in energy sector. GEL and some of its underlying subsidiaries / joint ventures, as further detailed in notes 6(b), 6(c), 6(d) and 6(e) below have been incurring losses. Based on the valuation assessment by an external expert during the year ended March 31, 2019 and the sensitivity analysis carried out for some of the aforesaid assumptions, the value so determined after discounting the projected cash flows using discount rate ranging from 11.30% to 18.00% across various entities, the management has accounted for an impairment loss of Rs 1,242.72 crore in the value of Group's investment in GEL and its subsidiaries/joint ventures which has been disclosed as an exceptional item in the consolidated financial results of the Group for the quarter and year ended March 31, 2019. Had the management provided for the aforesaid impairment loss in the previous year, the loss after tax and minority for the quarter and the year ended March 31, 2019, would have been lower by Rs 765.00 crore and the loss after tax and minority for the quarter and the year ended March 31, 2018, would have been higher by Rs 765.00 crore with no consequential impact on the consolidated reserves as at March 31, 2019. The statutory auditors of the Company have qualified their Audit Report in this regard.



(b) GMR Warora Energy Limited ('GWEL') is engaged in the business of generation and sale of electrical energy from its coal based power plant of 600 MW situated at Warora. GWEL has accumulated losses of Rs. 426.71 crore as at March 31, 2019 which has resulted in substantial erosion of GWEL's net worth. GWEL had claimed compensation for coal cost pass through and various "change in law" events from its customers under the Power Purchase Agreements ('PPA') and have filed petitions with the regulatory authorities for settlement of such claims in favour of GWEL. GWEL has trade receivables, other receivables and unbilled revenue (including claims) of Rs 690.08 crore and the payment from the customers against the claims including interest on such claims is substantially pending receipt. Based on certain favourable interim regulatory orders, the management is confident of a favourable outcome towards the outstanding receivables. Though the net worth of GWEL is substantially eroded, the management of GWEL expects that the plant will generate sufficient profits in the future years and will be able to recover the receivables and based on business plans and valuation assessment by an external expert during the year ended March 31, 2019, the management of the Group is of the view that the carrying value of the net assets in GWEL by GEL as at March 31, 2019 is appropriate. The statutory auditors of the Company have drawn an Emphasis of Matter in their Audit Report in this regard.

(c) GMR Kamalanga Energy Limited ('GKEL') is engaged in development and operation of 3*350 MW under Phase I and 1*350 MW under Phase II, coal based power project in Kamalanga village, Orissa and has commenced commercial operation of Phase I of the project. GKEL has accumulated losses of Rs. 1,760.92 crore as at March 31, 2019, which has resulted in substantial erosion of GKEL's net worth due to operational difficulties faced during the early stage of its operations. Further, GKEL has trade receivables, other receivables and unbilled revenue (including claims) of Rs. 1,072.16 crore as at March 31, 2019, for coal cost pass through and various "change in law" events from its customers under the PPAs and have filed petitions with the regulatory authorities for settlement of such claims in favour of GKEL. The payment from the customers against the claims is substantially pending receipt. Based on certain favourable interim regulatory orders with regard to its petition for 'Tariff Determination' and 'Tariff Revision' with its customers, the management is confident of a favourable outcome towards the outstanding receivables of GKEL. In view of these matters, business plans, valuation assessment by an external expert during the year ended March 31, 2019, the management is of the view that the carrying value of the net assets in GKEL by GEL as at March 31, 2019 is appropriate. The statutory auditors of the Company have drawn an Emphasis of Matter in their Audit Report in this regard.

(d) In view of lower supplies / availability of natural gas to the power generating companies in India, GEL, GMR Vemagiri Power Generation Limited ('GVPGL') and GMR Rajahmundry Energy Limited ('GREL') are facing shortage of natural gas supply and delays in securing gas linkages. As a result, GEL has not generated and sold electrical energy since April 2013. GVPGL and GREL emerged as successful bidders in the auction process organised by the Ministry of Power and operated on an intermittent basis from August 2015 and October 2015 respectively till September 2016 by using Regasified Liquefied Natural Gas ('RLNG') as natural gas. These entities have ceased operations and have been incurring losses including cash losses on account of the aforesaid shortage of natural gas supply. Presently, the management of the Company is actively identifying the customers for the barge mount plant held by GEL.

GREL had not commenced commercial operations pending linkages of natural gas supply from the Ministry of Petroleum and Natural Gas till the period ended September 30, 2015. As a result, the consortium of lenders of GREL decided to implement Strategic Debt Restructuring Scheme, under the Framework of Reserve Bank of India for Revitalizing Distressed Assets in the Economy, whereby the lenders have to collectively hold 51% or more of the equity share capital in such assets by converting part of the debt outstanding into equity and to undertake flexible structuring of balance debt post conversion as a Corrective Action Plan for improving viability and revival of the project. Pursuant to the scheme, borrowings aggregating to Rs. 1,308.57 crore and interest accrued thereon amounting to Rs. 105.42 crore was converted into equity shares of GREL on May 12, 2016 for 55% stake in equity share



capital of GREL and the Group had given a guarantee of Rs 2,571.71 crore to the lenders against the remaining debt. Under the SDR Scheme, the bankers had to find new promoters for GREL within the period as prescribed under the scheme, which expired during the year ended March 31, 2018.

Consequent to the SDR and the conversion of loans into equity share capital by the consortium of lenders, GREL ceased to be a subsidiary of the Group and the Group has accounted its investments in GREL under the Equity Method as per the requirements of Ind AS – 28.

During the year ended March 31, 2019, considering that GREL continued to incur losses in absence of commercial operations, the consortium of lenders have decided to implement the resolution plan which has been approved by all the lenders and accordingly the lenders have restructured the debt. Additionally, based on the resolution plan the Group has accounted for waiver/reduction of accrued interest/penal interest amounting to Rs 596.79 crore (Group share is Rs 268.56 crore for the quarter and year ended March 31, 2019).

During the year ended March 31, 2018, pursuant to the appeal filed by APDISCOMs, the Hon'ble Supreme Court held that RLNG is not natural gas for the purpose of the said PPA and accordingly GVPGL cannot be entitled for capacity charges based on availability declaration for generation of power on the basis of RLNG.

GVPGL had filed petition claiming losses of Rs. 447.00 crore pertaining to capacity charges pertaining to period 2006 to 2009 before Andhra Pradesh Electricity Regulatory Commission ('APEREC'). Over the years, the case was heard for deciding the jurisdiction to adjudicate the proceedings before Central Electricity Regulatory Commission ('CERC') and the Hon'ble High Court of Andhra Pradesh. During the year ended March 31, 2019, the Hon'ble High Court of Andhra Pradesh passed its Judgment and held that the CERC has the jurisdiction to adjudicate the present dispute. The matter is pending to be heard before the CERC.

The management of the Group is evaluating various approaches / alternatives to deal with the situation and is confident that Government of India ('GoI') would take further necessary steps / initiatives in this regard to improve the situation regarding availability of natural gas from alternate sources in the foreseeable future. The management of the Group carried out a valuation assessment of GVPGL and GREL during the year ended March 31, 2019 which includes certain assumptions relating to availability and pricing of domestic and imported gas, future tariff, tying up of PPA, realization of claims for losses incurred in earlier periods from the customer and other operating parameters, which it believes reasonably reflect the future expectations from these projects. The business plan of GREL considered for valuation assessment has been approved by the consortium of lenders at the time of execution of the resolution plan. The management of the Group will monitor these aspects closely and take actions as are considered appropriate and is confident that these gas based entities will be able to generate sufficient profits in future years and meet their financial obligations as they arise. Based on the aforementioned reasons and business plans, the management is of the view that the carrying value of the investment of Rs. 771.00 crore of GEL and GVPGL as at March 31, 2019 is appropriate. The Group has provided for its investment in full in GREL and the management is confident that no further impairment would arise on the implementation of the resolution plan with the lenders for the guarantees amounting to Rs. 2,353.22 crore provided to the lenders against the remaining debt. The statutory auditors of the Company have qualified their Audit Report in this regard.

- (e) GMR Badrinath Hydro Power Generation Private Limited ('GBHPL'), a subsidiary of GEL is in the process of setting up 300 MW hydro based power plant in Alaknanda River, Chamoli District of Uttarakhand. The Hon'ble Supreme Court of India ('the Court'), while hearing a civil appeal in the matters of Alaknanda Hydro Power Company Limited, directed vide its order dated May 7, 2014 that no further construction work shall be undertaken by the 24 projects coming up on the Alaknanda and Bhagirathi basins until further orders. Further, during the year ended March 31, 2016, Ministry of Environment Forest and Climate Change ('MoEF') has represented to the Supreme Court of India that



of the six hydro projects in Uttarakhand, two projects including GBHPL requires certain design modifications as per the policy stipulations. During the year ended March 31, 2018, the validity of Environmental Clearance ('EC') granted to GBHPL by the MoEF ceased to exist. Pursuant to an application made by GBHPL, the MoEF vide its letter dated April 17, 2018, proposed to extend the EC granted to GBHPL for a period of 3 years, subject to the final outcome of the matter pending before the Court. Based on its internal assessment and a legal opinion, the management of the Group is confident of obtaining the requisite clearances and based on business plan and a valuation assessment carried out by an external expert during the year ended March 31, 2019, the management of the Group is of the view that the carrying value of net assets of GBHPL as at March 31, 2019 is appropriate. The statutory auditors of the Company have drawn an emphasis of matter in their Audit Report in this regard.

7. ('GWEL'), a subsidiary of GEL entered into a PPA with Maharashtra State Electricity Distribution Company Limited ('MSEDCL') on March 17, 2010 for sale of power for an aggregate contracted capacity of 200 MW, wherein power was required to be scheduled from power plant's bus bar. MSEDCL disputed place of evacuation of power with Maharashtra Electricity Regulatory Commission ('MERC'), wherein MERC has directed GWEL to construct separate lines for evacuation of power through State Transmission Utility ('STU') though GWEL was connected to Central Transmission Utility ('CTU'). Aggrieved by the MERC Order, GWEL preferred an appeal with APTEL. APTEL vide its interim Order dated February 11, 2014 directed GWEL to start scheduling the power from GWEL's bus bar and bear transmission charges of inter-state transmission system towards supply of power. GWEL in terms of the interim order scheduled the power from its bus bar from March 17, 2014 and paid inter-state transmission charges. APTEL vide its final Order dated May 8, 2015 upheld GWEL's contention of scheduling the power from bus bar and directed MSEDCL to reimburse the inter-state transmission charges hitherto borne by GWEL as per its interim order. Accordingly as at March 31, 2019, GWEL has raised claim of Rs. 414.09 crore (Group's share is Rs. 288.12 crore) towards reimbursement of transmission charges from March 17, 2014 till March 31, 2019. MSEDCL preferred an appeal with Hon'ble Supreme Court of India and also applied for stay proceedings for the above order of APTEL, which was rejected by the Hon'ble Supreme Court of India.

In view of the favorable Order from APTEL, rejection of stay petition of MSEDCL by the Hon'ble Supreme Court of India, receipt of substantial amount towards reimbursement of transmission charges and also considering the legal opinion received from legal counsel that GWEL has tenable case with respect to the appeal filed by MSEDCL against the said Order which is pending before Hon'ble Supreme Court of India, GWEL has recognized the reimbursement of transmission charges of Rs. 414.09 crore relating to the period from March 17, 2014 to March 31, 2019 (including Rs. 30.18 crore (Group's share is Rs. 21.00 crore) and Rs 103.05 crore (Group's share is Rs. 71.70 crore) for the quarter and year ended March 31, 2019) in the Statement of profit and loss. The statutory auditors of the Company have drawn an Emphasis of Matter in their Audit Report in this regard.

8. a) During the year ended March 31, 2018, the Group had entered in to a Memorandum of Understanding (MOU) with PT Golden Energy Mines ('PTGEMS') for the sale of entire stake in PT Dwikarya Sejati Utama ('PTDSU') for a consideration of USD 6.56 crore towards purchase of share and mandatory convertible bonds issued by PTDSU, subject to fulfillment of various conditions as specified in the said agreement. The transaction was completed on August 31, 2018 and accordingly the Group has transferred its equity shares and mandatory convertible bonds to PTGEMS for the said consideration. Pursuant to the aforesaid transaction, PTDSU ceased to be subsidiary of the Company. In addition to the shares and mandatorily convertible bonds, the Group had receivable on account of interest free loan amounting to USD 2.98 crore which is repayable in four annual installments starting from January 31, 2019 as per the MOU. The Group is confident of recovery of the same as and when it is due. Pursuant to the aforesaid transfer of equity shares and mandatorily convertible bonds, the Group has recognized profit of Rs 124.64 crore which has been disclosed as an exceptional item under discontinuing operations in the consolidated financial results of the Company for the period ended March 31, 2019.



b) The Group has investments of Rs 3,443.26 crore in PTGEMS, a joint venture of the Group as at March 31, 2019. PTGEMS along with its subsidiaries is engaged in the business of coal mining and trading activities. The cost of investments made by the Group is significantly higher than the book value of assets of PTGEMS and includes certain future benefits including Coal Supply Agreement ('CSA') of GCRPL with PTGEMS whereby the Group is entitled to offtake stated quantity of coal as per the terms of the CSA at an agreed discount. The Group has not significantly commenced the offtake of the coal under the CSA. The coal prices in the international markets had exhibited stability in 2018 making the operations of the mines more profitable, however there has been a decline in the price of the coal in last 5-6 months. Though the shares of PTGEMS are listed on the overseas exchanges, the management is of the view that the quoted prices are not reflective of the underlying value of the mines as in the past few years the shares have been very thinly traded. Based on these factors and valuation assessment carried out by an external expert during the year ended March 31, 2019, the management of the Group believes that the carrying value of aforesaid investments in PTGEMS as at March 31, 2019 is appropriate.

9. GMR Power Corporation Limited ('GPCL'), a subsidiary of the Company, approached Tamil Nadu Electricity Regulatory Commission ('TNERC') to resolve the claims / counterclaims arising out of the PPA and Land Lease Agreement ('LLA') in respect of the dues recoverable from Tamil Nadu Generation and Distribution Corporation Limited ('TAGENDCO') on account of sale of energy including reimbursement towards interest on working capital, Minimum Alternate Tax ('MAT'), rebate, start / stop charges and payment of land lease rentals to TAGENDCO. GPCL received a favourable order from TNERC and in pursuance of the Order, filed its claim on April 30, 2010 amounting to Rs. 481.68 crore and recognised Rs. 79.55 crore as income in the books of account.

TAGENDCO filed a petition against TNERC Order in Appellate Tribunal for Electricity ('APTEL'). In terms of an interim Order from APTEL, TAGENDCO deposited Rs. 537.00 crore including interest on delayed payment of the claim amount. APTEL vide its Order dated February 28, 2012, upheld the claim of GPCL and further directed GPCL to verify and pay counterclaims of TAGENDCO in respect of the benefits earned if any, by GPCL with regard to the delayed payment towards fuel supply that are not as per the terms of the FSA. GPCL had appealed to the Hon'ble Supreme Court in Civil Appeals seeking certain interim relief with respect to the benefits pointed out by APTEL on credit period of Fuel Supplies in terms of the FSA. The Hon'ble Supreme Court vide its Order dated April 24, 2014, has referred the dispute to TNERC for examining the claim of the contesting parties in so far as the quantum of amount is concerned. GPCL and TAGENDCO have filed their respective petitions before TNERC during August 2014. Further, TAGENDCO has filed the petition in the Hon'ble Supreme Court against APTEL order which is pending before the Hon'ble Supreme Court. During the period ended December 31, 2018, GPCL has received an order from TNERC whereby TNERC has upheld the TAGENDCO's claim amounting to Rs 121.37 crore. GPCL's counter claim of Rs 191.00 crore under old PPA towards interest on delayed payments, start and stop charges and invoice for nil dispatches and invoice for differential rates for the period from July 2011 to February 2014 has not yet been adjudicated by TNERC. The management has filed an appeal before APTEL and the same is yet to be listed for hearing.

GPCL was availing tax holiday under Section 80IA of the Income Tax Act, 1961 ('IT Act') in respect of its income from power generation. Considering that the substantial amount, though under protest, has been received by GPCL, based on an expert opinion, GPCL offered the claims upto March 31, 2014 as income in its tax returns and claimed the deduction as available under Section 80IA of the IT Act.

In accordance with the above, the amount received towards the above mentioned claims is being disclosed as advance from the customer in the books of account. Further, GPCL has been legally advised that pending adjudication of petition, the entire matter is now sub-judice and has not attained the finality.

Hence, pending acceptance of claims by TAGENDCO and pending adjudication of petition before the Hon'ble Supreme Court, the Group has not recognised the aforesaid claim in the books of account. The statutory auditors of the Company have drawn an Emphasis of Matter in their Audit Report in this regard.



10. GMR Chhattisgarh Energy Limited ('GCEL'), an associate of the Group, is engaged in development and operation of 2*685 MW, coal based power project and had declared commercial operations of Unit I on November 1, 2015 and Unit II on March 31, 2016 of its 1,370 MW coal based thermal power plant at Raipur district, Chhattisgarh. GCEL does not have any long-term PPAs currently and has been incurring losses since the commencement of its commercial operations and has accumulated losses of Rs. 4,228.51 crore as at March 31, 2019.

During the year ended March 31, 2018, GCEL has been successful in its bid under the Tolling Linkage initiative of the Government of India and has won a Power Purchase Agreement for supply of power to the extent of 500MW to Gujrat Urja Vikas Nigam Limited ('GUVNL') for which power was supplied by GCEL upto November 30, 2018. GCEL has also entered into a PPA with GUVNL for 1,000MW for a period of six months for which generation has commenced and will be continuing till June 30, 2019.

During the year ended March 31, 2017, under a Framework for Revitalizing Distressed Assets in the Economy by RBI, the lenders of GCEL have implemented the Strategic Debt Restructuring ('SDR') Scheme on February 21, 2017 pursuant to which borrowings of GCEL aggregating to Rs. 2,992.22 crore (including interest accrued thereon of Rs. 654.73 crore) got converted into equity shares. The aforesaid conversion has resulted in loss of control by the Group over GCEL and the Consortium of bankers had taken over 52.38% of the paid up equity share capital of GCEL and the bankers have to find a new promoter for GCEL within the period as prescribed under the scheme, which expired during the year ended March 31, 2018. Further, majority of the lenders have reduced interest rates for GCEL. Consequent to the SDR as stated above, GCEL ceased to be a subsidiary of the Group and has been considered as an associate as per the requirement of Ind AS -28.

GCEL has experienced certain delays and incurred cost overruns in the completion of the project including receipt of additional claims from the EPC contractors. The claims of the key EPC contractor of USD 14.36 crore, Doosan Power Systems India Private Limited ('DPS') was under arbitration in the Singapore International Arbitration Centre (SIAC). During the year ended March 31, 2019, Final Settlement Agreement has been entered into between the Company, GGAL and GCEL on January 03, 2019 with DPS wherein all the parties have agreed to withdraw respective claims arising out of the EPC Agreements. As per the settlement agreement, the final liability payable to DPS is settled at Rs. 573.52 crore, against which, Rs. 172.01 crore has been paid by GGAL during the quarter ended March 31, 2019 and for the balance Rs. 401.51 crore, the Company has issued Optionally Convertible Debentures ('OCD's') to DPS which were redeemable in 8 quarterly instalments starting March 2019. However, subsequent to issue of OCD's, based on interpretative letter received from SEBI, OCD's to the extent of Rs. 229.68 crore were cancelled by the Company and would be reissued in future. The management has accounted Rs 134.00 crore as recoverable from GCEL/ successful bidder on account of above settlement.

GCEL has also obtained provisional Mega Power status certificate from the Ministry of Power, GoI, and accordingly has availed an exemption of customs and excise duty against bank guarantees of Rs. 954.68 crore and pledge of deposits of Rs. 59.68 crore. The grant of final mega power status of GCEL is dependent on its achieving tie up for supply of power for 70% of its installed capacity through the long term power purchase agreements by way of competitive bidding and the balance through regulated market within stipulated time (i.e. March 2022) The management of GCEL is certain of fulfilling the conditions relating to Mega Power status in the foreseeable future, pending which cost of customs and excise duty has not been included in the cost of the project.

Further, GCEL was allotted two coal mines at Ganshpur and Talabira to meet its fuel requirements. During the period ended September 30, 2017, GCEL has filed writ petition with Delhi High Court for surrendering both the coal blocks allotted during the year ended March 31, 2015. The Delhi High court subsequent to balance sheet date, on April 15, 2019 has passed an order rejecting the writ petitions filed by GCEL. GCEL is in the process of filing a Special Leave Petition at the Supreme Court against the



order of the Delhi High Court. Based on the legal opinion, the management is of the opinion that no adjustments will be required to the accompanying consolidated financial results of the Group in connection with the surrender of mines.

GCEL had entered into Bulk Power Transmission Agreement ('BPTA') with Power Grid Corporation of India Limited ('PGCIL'), per which GCEL was granted Long Term Access (LTA) of 386MW in Western Region and 430MW in Northern Region. GCEL has written letters to PGCIL for surrendering these transmission lines and has filed a petition before Central Electricity Regulatory Commission ('CERC') for acceding to GCEL's request. During the year ended March 31, 2018, PGCIL operationalized the LTA and issued two letters calling upon the GCEL to schedule the transfer of power against LTA and establish a letter of credit failing which regulatory action would be initiated. GCEL has filed a petition before the Delhi High Court against the letters issued by PGCIL. The Delhi High Court issued an interim order during the year ended March 31, 2018 staying the operation of the impugned letters till GCEL has the opportunity to approach CERC for such relief and accordingly GCEL has submitted an application with CERC on October 21, 2017 to restrain PGCIL from operationalizing LTA and consequently raising the bill for the same. The Company had requested the CERC to take up the matter after its decision in petition no 92/MP/2015 and to continue the interim protection granted by CERC till the last date of hearing, which has been accepted by the CERC. The CERC has passed the order in case of 92/MP/2015 dated March 08, 2019 wherein CERC has held that relinquishment charges are payable in certain circumstances using the methodology for such computation as specified in the Order. The CERC further ordered PGCIL to assess the transmission capacity which is likely to be stranded due to relinquishment of LTA. GCEL based on a legal opinion is of the view that the factors adversely impacting the supply of power by GCEL is "Force Majeure" as per BPTA and accordingly, believes that this will not have financial implications on GCEL.

The Consortium of lenders are in the process of identifying investors for GCEL so as to revive the operational and financial position of GCEL. As informed by the lenders vide consortium meeting dated November 28, 2018 and March 15, 2019, the process is in final stages with one bidder being identified as H1 Qualified interested bidder for which negotiations are in progress. The prospective bid value quoted by the H1 Qualified interested bidder is not considered for disclosure in view of confidentiality involved in the matter. GCEL expects the entire process of change in control to be completed in due course and is not in receipt of any further information from the lenders on conclusion of the bidding process and the approved bid values.

The management has accounted for an impairment loss of Rs 969.58 crore in the value of Group's investment in GCEL which has been disclosed as an exceptional item in the consolidated financial results of the Group for the quarter and year ended March 31, 2019. Further the Group has accounted Rs 515.42 crore as its share of loss of associates and joint venture during the year ended March 31, 2019.

Had the management provided for the aforesaid impairment loss in the previous year, the loss after tax and minority for the quarter and the year ended March 31, 2019, would have been lower by Rs 1,485.00 crore and the loss after tax and minority for the quarter and the year ended March 31, 2018, would have been higher by Rs 1,485.00 crore with no consequential impact on the consolidated reserves as at March 31, 2019. The statutory auditors of the Company have qualified their Audit Report in this regard.

The management of the Group is of the view that the no consequential liability would arise, on account of aforesaid matters in view of bidding process and negotiations being in the final stages. The statutory auditors of the Company have drawn an emphasis of matter in their Audit Report in this regard.

11. GMR Ambala Chandigarh Expressways Private Limited ('GACEPL'), a subsidiary of the Company has been incurring losses since the commencement of its commercial operations and has accumulated losses of Rs. 417.67 crore as at March 31, 2019. The management of the Group believes that these losses are



primarily attributable to the loss of revenue arising as a result of diversion of partial traffic on parallel roads. The matter is currently under arbitration and the arbitration tribunal has passed an interim order staying the payment of negative grant, till further orders. Based on an internal assessment and a legal opinion, the management of the Group is confident that it will be able to claim compensation from relevant authorities for the loss it has suffered due to such diversion of traffic and considering expected future traffic flow, the management of the Group believes that the carrying value of carriage ways in GACEPL of Rs. 400.72 crore as at March 31, 2019 is appropriate. The statutory auditors of the Company have drawn an Emphasis of Matter in their Audit Report in this regard.

12. GMR Hyderabad Vijayawada Expressways Private Limited ('GHVEPL') a subsidiary of the Company has been incurring losses since the commencement of its commercial operations and has accumulated losses of Rs. 970.51 crore as at March 31, 2019. The management believes that these losses are primarily due to loss of revenue arising as a result of drop in commercial traffic on account of bifurcation of State of Andhra Pradesh and ban imposed on sand mining in the region. The management of the Group based on its internal assessment and a legal opinion, believes that these events constitute a Change in Law as per the Concession Agreement and GHVEPL is entitled to a claim for losses suffered on account of the aforementioned reasons and accordingly filed its claim for the loss of revenue till the year ended March 31, 2017 with National Highways Authority of India ('NHAI'). The claim of GHVEPL was rejected by NHAI and accordingly during the year ended March 31, 2018, GHVEPL has decided to proceed with arbitration and accordingly Arbitral Tribunal was constituted and claims were filed. Further, the project was initially developed from existing 2 lanes to 4 lane and will be further developed to 6 laning subsequently (before 14th anniversary of the appointed date). If 6 laning is not carried out (if so required by NHAI/desired by the GHVEPL), concession period will be restricted to 15 years as against 25 years from the appointed date if 6 laning is carried out.

During the year ended March 31, 2019, NHAI has directed GHVEPL to pay outstanding additional concession fees including interest of Rs. 451.25 crore, failure to which, it will terminate the concession agreement. GHVEPL has approached the Tribunal to restrain NHAI from seeking any such recovery / demand / claim and / or taking any coercive action including termination of concession agreement, till the completion of present arbitration proceedings. The Tribunal has heard both the parties and is yet to pronounce the order. Further the management is evaluating a resolution plan as per the RBI circular on "Framework on Resolution of Stressed Assets" and has informed the lenders towards the same. Resolution plan is still under preparation. The Management is hopeful that appropriate resolution plan would be approved by the lenders and would resolve the expected cash flow issues arising due to existing accelerated loan repayment schedule from April 01, 2019.

The management of the Group is confident that it will be able to claim compensation from the relevant authorities for the loss it suffered due to aforementioned reasons. Accordingly, based on the aforesaid legal opinion, expected future traffic flow over a concession period of 25 years based on valuation assessment by an external expert and expected compensation claim inflows, the management of the Group believes that the carrying value of carriage ways of Rs. 2,043.62 crore of GHVEPL as at March 31, 2019, is appropriate. The statutory auditors of the Company have drawn an Emphasis of Matter in their Audit Report in this regard.

13. The Group through GMR Infrastructure Mauritius Limited ('GIML') has an investment in GMR Infrastructure (Cyprus) Limited ('GICL'), a subsidiary of GIML. GICL has fixed deposits of Rs. 139.55 crore (USD 2.00 crore) with Eurobank, Cyprus. The Republic of Cyprus is presently facing economic difficulties. During the year ended March 31, 2019, the bank has released USD 0.83 crore and the management of the Group is of the view that despite such economic difficulties, the amount held as fixed deposit with Eurobank is good for recovery, though withdrawal of the amount from the Republic of Cyprus would be subject to restriction as may be imposed by the Central Bank of Cyprus.



14. (a) In case of GMR Hyderabad International Airport Limited ('GHIAL'), a subsidiary of the Company, the Airport Economic Regulatory Authority ('AERA') passed Aeronautical tariff order in respect of control period from April 1, 2011 to March 31, 2016. GHIAL filed an appeal, challenging the disallowance of pre-control period losses and other issues for determination of its tariff with the AERA Appellate Tribunal ('AERAAT') against the aforesaid order. Due to non-constitution of AERAAT Bench, GHIAL had filed a writ petition with the Hon'ble High court at Hyderabad which is yet to be heard. GHIAL filed an application with AERA for determination of Aeronautical tariff in respect of second control period from April 1, 2016 to March 31, 2021 including true up for shortfall of receipt vis a vis entitlement for the first control period.

On December 19, 2017, AERA also issued a Consultation paper inviting comments from all stakeholders in connection with determination of tariff of the Hyderabad airport for the second control period. However, as the aforesaid consultation paper does not address the existing issues arising out of the tariff order for the first control period, GHIAL filed a writ petition against the aforesaid consultation paper before the Hon'ble High court at Hyderabad on February 6, 2018. Pending disposal of the existing matters of the Tariff Order for the first control period, the Hon'ble High court issued a stay order dated February 7, 2018 in respect of further proceedings in determination of Tariff order for the second control period.

Pending determination of Aeronautical tariff, AERA vide its order dated March 25, 2019 has allowed to continue to the Aeronautical tariff as prevailed on March 31, 2019 for a period of 6 months w.e.f April 1, 2019 or till determination of tariff for the aforesaid period whichever is earlier.

(b) In case of Delhi International Airport Limited ('DIAL'), a subsidiary of the Company, the AERA passed an Aeronautical tariff order Viz. 03/2012-13 issued on April 24, 2012 which determined the Aeronautical tariff to be levied at Delhi Airport for the fourth and fifth year of tariff period of first five year control period (i.e. 2009 - 2014). DIAL had filed an appeal before AERAAT on certain disputed issues in the aforesaid Tariff order.

Subsequently, AERA also released the tariff order No. 40/2015-16 dated December 08, 2015 for second control period i.e. 2014 -2019. DIAL filed an appeal with AERAAT against some of the matters in the tariff order for the second control period. Subsequently, the Hon'ble Delhi High Court vide its Final Order dated January 22, 2016 ordered that the tariff determined by AERA for the First Control Period shall continue till the disposal of the appeals pending against the said tariff order by AERAAT.

Further, Ministry of Finance vide the notification dated May 26, 2017, directed the merger of Appellate Tribunal under the Airports Economic Regulatory Authority Act, 2008 ("AERA Act") i.e. AERAAT into Telecom Disputes Settlement and Appellate of Tribunal ('TDSAT').

The Hon'ble Supreme Court of India, on SLP filed by Air India, vide its judgement dated July 03, 2017, vacated the order of Hon'ble High Court of Delhi and directed TDSAT to dispose of the appeals of DIAL in the next two months.

As per the directions of Director General of Civil Aviation dated July, 2017, DIAL implemented the Tariff order No. 40/2015-16 dated December 08, 2015 with immediate effect i.e., from July 07, 2017

DIAL's appeal no. 10/2012 with respect to first control period has been concluded along with the appeal by certain airlines. TDSAT vide its order dated April 23, 2018 has passed the order, which provides clarity on the issues which were pending for last six years and has laid down the principles to be followed by AERA in determination of tariff of the third control period starting from April 1, 2019. DIAL expects the uplift impact of the TDSAT order to be factored in the tariff determination by AERA for the next period i.e., 2019-2024. DIAL's appeal against the second control period shall be heard in due course. Further, DIAL has filed an appeal in the Hon'ble Supreme Court of India on July 21, 2018 for few matters



in respect of TDSAT order dated April 23, 2018 and same was listed on September 4, 2018 wherein Hon'ble Supreme Court of India has issued notices in the matter. The appeal before Hon'ble Supreme Court shall be further taken up in due course of time.

During the year ended March 31, 2019, AERA has issued tariff order with respect to Base Airport Charges for the second control period, which the airport operator is entitled to receive as minimum charges in accordance with Schedule 6 of State Support Agreement (SSA) read with Schedule 8 of the SSA. The order on the Base Airport Charges was issued on November 19, 2018 (except the order for X-ray baggage charges), and made applicable from December 1, 2018. The order for X-ray baggage charges has been issued on January 10, 2019 and is effective from February 1, 2019.

DIAL has filed tariff proposal for the third control period starting April 1, 2019 to March 31, 2024 with the regulator on November 27, 2018. Further, as the second control period completed on March 31, 2019, DIAL requested the AERA to extend the current tariff till the tariff for third control period is determined. Accordingly, AERA vide order no 48/2018-19 dated March 25, 2019 extended the prevailing tariff for DIAL till September 30, 2019 or determination of tariff for third control period, whichever is earlier.

Basis the cash projections prepared by the management of DIAL for next one year, the management expects to have cash profit. Further, considering DIAL's business plans and the availability of sufficient cash reserve as at March 31, 2019, the management do not foresee any uncertainty in continuing its business/ operations and meeting its liabilities for the foreseeable future and accordingly, the financial results of DIAL are continued to be prepared and consolidated on a going concern basis.

15. (a) The Ministry of Civil Aviation (MoCA) issued orders to DIAL and GHIAL, subsidiaries of the Company (collectively 'Airport Operations') requiring the Airport Operators to reverse the expenditure incurred, since inception towards procurement and maintenance of security systems/ equipment and on creation of fixed assets out of Passenger Service Fee (Security Component) ['PSF (SC)'] escrow account opened and maintained by the Airport Operators in a fiduciary capacity. Managements of the Airport Operators are of the view that such orders are contrary to and inconsistent with Standard Operating Procedure (SOPs), guidelines and clarification issued by the MoCA from time to time and challenged the said orders before Hon'ble High court of their respective jurisdictions by way of a writ petition. The Hon'ble Courts had stayed the MoCA order with an undertaking that, in the event the decision of the writ petitions goes against the Airport Operators, it shall reverse all the expenditure incurred from PSF (SC).

The Airport Operators had incurred Rs. 416.03 crore towards capital expenditure (including the construction cost and cost of land mentioned below and excluding related maintenance expense and interest thereon) till March 31, 2019 out of PSF (SC) escrow account as per SOPs, guidelines and clarification issued by the MoCA from time to time.

Further, in case of DIAL, MoCA had issued an order dated September 18, 2017 stating the approximate amount of reversal to be made by the Company towards capital expenditure and interest thereon amounting to Rs. 295.58 crore and Rs. 368.19 crore respectively, subject to the order of the Hon'ble High court of Delhi.

During the year ended March 31, 2019, pursuant to AERA order No. 30/ 2018-19 dated November 19, 2018 with respect to DIAL's entitlement to collect X-ray baggage charges from airlines, DIAL has remitted Rs. 119.66 crore to PSF (SC) account against the transfer of screening assets to DIAL from PSF (SC) to DIAL with an undertaking to MoCA by DIAL that in case the matter pending before the Hon'ble High Court is decided in DIAL's favour, DIAL will not claim this amount back from MoCA.

Based on the internal assessments and pending final outcome of the aforesaid writ petitions, no adjustments have been made to the accompanying consolidated financial results of the Group for the



quarter and year ended March 31, 2019. The statutory auditors of the Company have drawn an Emphasis of Matter in their Audit Report in this regard.

(b) Further, as per the advice from the Ministry of Home Affairs and the Standard Operating Procedures ('SOP') issued by MoCA on March 6, 2002, GHIAL, through its wholly owned subsidiary, Hyderabad Airport Security Services Limited ('HASSL') constructed residential quarters for Central Industrial Security Forces ('CISF') deployed at the Hyderabad airport. After completion of such construction, the total construction cost including the cost of land amounting to Rs. 69.92 crore was debited to the PSF (SC) Fund with intimation to MoCA. The Comptroller and Auditor General of India ('CAG'), during their audits of PSF (SC) Fund, observed that, GHIAL had not obtained prior approval from MoCA for incurring such cost from the PSF (SC) Fund as required by the guidelines dated January 8, 2010 and April 16, 2010 issued by MoCA. However, management of the Group is of the opinion that these guidelines were issued subsequent to the construction of the said residential quarters and approached MoCA for approval to debit such costs to the PSF (SC) Fund account and also, made an application for increase in PSF (SC) tariff to recover these dues and to meet the shortfall in discharging other liabilities from PSF (SC) Fund.

In earlier years, MoCA responded that, it was not in a position to consider the request for enhancement in the PSF (SC) tariff. As a result, GHIAL requested MoCA to advise the AERA for considering the cost of land/ construction and other related costs with regard to the aforesaid residential quarters in determination of Aeronautical Tariff for the Hyderabad airport. Pending final instruction from MoCA, cost of residential quarters continued to be accounted in the PSF (SC) Fund and no adjustments have been made to the accompanying consolidated financial results of the Group for the quarter and year ended March 31, 2019.

The statutory auditors of the Company have drawn an Emphasis of Matter in their Audit Report in this regard.

c) In case of DIAL and GHIAL, as per the Operations, Management and Development Agreement ('OMDA') / concession agreement, DIAL and GHIAL are liable to pay a certain percentage of the revenue as Monthly Annual Fee ("MAF") / Concession Fee ("CF") to Airport Authority of India / Ministry of Civil Aviation respectively. The management is of the view that certain income / credits arising on adoption of Ind AS, mark to market gain on valuation of Interest Rate Swap, gain on reinstatement of 4.25% Senior Secured Notes and Scrips received under Services Export from India Scheme ('SEIS') in the nature of government grant, interest income from Air India, etc were not contemplated by the parties to the agreements at the time of entering the agreements and these income / credit do not represent receipts from business operations from any external sources and therefore should not be included as revenue for the purpose of calculating MAF / CF. Accordingly, DIAL and GHIAL based on a legal opinion, has provided for MAF / CF on the basis of revenue adjusted for such income / credits.

16. The Group has incurred losses primarily on account of losses in the energy and highway sector as detailed in notes 6, 10, 11 and 12 above with a consequent erosion of its networth and lower credit ratings for some of its borrowings. Management is taking various initiatives including monetisation of assets raising finances from financial institutions and strategic investors, refinancing of existing debt and other strategic initiatives to address the repayment of borrowings and debt. Pursuant to such initiatives, during the current quarter as detailed in note 3 the management has signed a binding term sheet with certain investors to divest equity stake in GAL on a fully diluted basis for a consideration of Rs 8,000 crore which will address its financial obligations and meets its cash flow requirements. Accordingly, the financial results continue to be prepared on a going concern basis which contemplates realisation of current assets and settlement of current liabilities in an orderly manner.



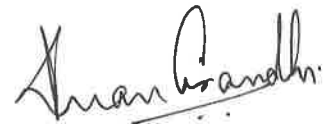
17. The accompanying consolidated financial results of the Group for the quarter and year ended March 31, 2019 have been reviewed by the Audit Committee in their meeting held on May 29, 2019 and approved by the Board of Directors in their meeting held on May 29, 2019.
18. The figures of last quarter of current and previous years are the balancing figure between the audited figures for the respective full financial year and the published unaudited year to date figures for the nine months ended of the respective financial years.
19. Other operating income includes interest income on financial assets of annuity companies in roads sector, dividend income, income from management and other services, commercial property development, profit on sale of current investments and interest income for companies which undertake investment activities and other operating income for other companies.



Notes to the standalone financial results for the quarter and year ended March 31, 2019

20. Previous quarter / period / year's figures have been regrouped/ reclassified, wherever necessary to conform to current period's classification.

For GMR Infrastructure Limited



Grandhi Kiran Kumar
Managing Director & CEO

New Delhi
May 29, 2019



ANNEXURE I

GMR Infrastructure Limited

Statement on Impact of Audit Qualifications (for audit report with modified opinion) submitted by GMR Infrastructure Limited along with its consolidated financial results for the year ended March 31, 2019

(in Rs. crore except for earning per share)

I.		Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
Sl. No.	Particulars		
1	Turnover / Total income (including other income)	8,284.72	8,284.72
2	Total Expenditure (including finance cost, tax expenses, share of loss/profit with associates and loss/profit from discontinued operations before exceptional items)	9,428.71	9,428.71
3	Exceptional items (gain) / loss (net)	2,212.30	2,212.30
4	Net profit/(loss)	(3,356.29)	(1,106.29)
5	Earnings Per Share (in Rs.) - Basic	(5.98)	(2.24)
6	Total Assets	40,404.00	36,844.00
7	Total Liabilities	39,162.11	39,162.11
8	Net Worth (refer note 1)	1,241.89	(2,318.11)
9	Any other financial item(s) (as felt appropriate by the management)		
Refer Emphasis of Matter paragraph in the Auditor's Report on Year to Date Consolidated Financial Results			
Note 1. Net worth has been calculated as per the definition of net worth in Guidance Note on "Terms used in Financial Statements" issued by the Institute of Chartered Accountants of India			
II. Audit Qualification (each audit qualification separately):			
(i) Qualification 1			
a. Details of audit qualification:			
As detailed in note 6(a) and 10 to the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019, GMR Chhattisgarh Energy Limited ('GCEL') and certain other entities have been incurring losses for reasons as more fully discussed in the aforesaid notes. Based on the valuation assessment carried out by an independent expert during the year ended March 31, 2018, there existed a further diminution in the value of Rs 2,250.00 crore for the Group's investment in GCEL and certain other entities which was not accounted by the management during the year ended March 31, 2018 and has been charged in the statement of profit and loss in the current year. In our opinion, the aforesaid accounting treatment is not in accordance with the relevant accounting standards. Had the management provided for the aforesaid diminution in the previous year, the loss after tax and minority interest for the quarter and the year ended March 31, 2019, would have been lower by Rs 2,250.00 crore and the loss after tax and minority interest for the year ended March 31, 2018, would have been higher by Rs 2,250.00 crore with no consequential impact on the consolidated reserves as at March 31, 2019.			
b. Type of Audit Qualification: Qualified Opinion			
c. Frequency of qualification: Second year of qualification			
d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Management view is documented in note 6(a) and 10 of the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019			
e. For Audit Qualification(s) where the impact is not quantified by the auditor: Not applicable			
(i) Management's estimation on the impact of audit qualification: Not applicable			
(ii) If management is unable to estimate the impact, reasons for the same: Not applicable			
(iii) Auditors' Comments on (i) above: Refer (a) above			
2a. Details of Audit Qualification:			
As detailed in note 6(d) to the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019, GMR Energy Limited ('GEL'), GMR Vemagiri Power Generation Limited ('GVVGL') and GMR Rajahmundry Energy Limited ('GREL') have ceased operations and have been incurring significant losses with a consequential erosion of net worth resulting from the unavailability of adequate supply of natural gas. Further, GREL has rescheduled the repayment of project loans due to implementation of the Strategic Debt Restructuring Scheme to convert part of the debt outstanding into equity and has signed a Resolution Plan with the lenders to restructure its debt obligations during the year. Continued uncertainty exists as to the availability of adequate supply of natural gas which is necessary to conduct operations by GEL, VVVGL and GREL in the future. The carrying value of the investments in GEL, VVVGL and GREL is significantly dependent on the achievement of key assumptions around availability of natural gas, future tariff and the outcome of the sale of the Barge mounted power plant. Accordingly, we are unable to comment on the carrying value of the Group's assets (including advances)/ obligations in these entities as at March 31, 2019.			
2b. Type of Audit Qualification: Qualified Opinion			
2c. Frequency of qualification: Second year of qualification			
2d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable			
2e. For Audit Qualification(s) where the impact is not quantified by the auditor: Management view is presented in Note 6(d) to the consolidated Ind AS financial statements. As detailed in the notes, on account of non availability of gas, both VVVGL and GREL plants were not operated for significant time resulting in erosion of economic value. Various stakeholders, including Central and State Governments have formulated schemes for efficient utilisation of these facilities, though these efforts have not brought in permanent resolutions to the operations. GREL have recently implemented resolution plan to restructure its debt obligation which would improve the profitability and consequently the carrying cost of these companies. Taking into account the uncertainties associated with the efforts of various stakeholders, management is not in a position to assess the impact of these measures on the carrying values.			
(i) Management's estimation on the impact of audit qualification:			
(ii) If management is unable to estimate the impact, reasons for the same: Non Ascertainable			
(iii) Auditors' Comments on (i) or (ii) above:			



3a. Details of Audit Qualification:

As detailed in note 4 to the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019, the Group has acquired the Class A Compulsory Convertible Preference Shares ('CCPS') of GMR Airport Limited ('GAL'), a subsidiary of the Group for a consideration of Rs. 3,560 crore from Private Equity Investors as per the settlement agreement. The said CCPS were converted into equity shares of an equivalent amount as per the investor agreements. Further, the Group has recognised other financial asset of Rs. 3,560.00 crore by adjusting other equity towards the proposed sale of equity shares based on the binding term sheet entered during the year, even though the transaction towards sale of such equity shares is pending conclusion as at the year end. In our opinion, the aforesaid accounting treatment is not in accordance with the relevant accounting standards. Had the management accounted for the aforesaid obligation as per the relevant accounting standards, other equity would have been lower by Rs 3,560.00 crore and other financial assets would have been lower by Rs 3,560.00 crore with a consequential impact on segment assets of Airport sector as at March 31, 2019.

3b. Type of Audit Qualification : Qualified Opinion

3c. Frequency of qualification: First year of qualification

3d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:

Management view is documented in note 4 of the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019.

3e. For Audit Qualification(s) where the impact is not quantified by the auditor:

Not Applicable

(i) Management's estimation on the impact of audit qualification: Not applicable

(ii) If management is unable to estimate the impact, reasons for the same: Not applicable

(iii) Auditors' Comments on (i) or (ii) above: refer 3(a) above

4a. Details of Audit Qualification:

As detailed in note 5 to the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019, the tax authorities of Maldives have disputed certain transactions not considered by GMR Male International Airport Private Limited ('GMIAL'), a subsidiary of the Company, in the computation of business profit taxes and withholding tax and have issued notice of tax assessments on business profit taxes and withholding tax together with the applicable fines and penalties. The management of the Group is of the view that such disputes from the tax authorities are not tenable and have considered the tax exposures as a contingent liability. In the absence of comprehensive analysis on the above tax exposures, we are unable to determine whether any adjustments might be necessary to the accompanying consolidated Ind AS financial results for the quarter and year ended March 31, 2019.

4b. Type of Audit Qualification : Qualified Opinion

4c. Frequency of qualification: Second year of qualification

4d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views: Not applicable

4e. For Audit Qualification(s) where the impact is not quantified by the auditor:

AS detailed in Note 5, On 23rd May 2019, the Attorney General's office has issued statement on this matter to MIRA stating that in the event of the Maldives parties deducting any sum from this award in respect of taxes, the amount payable under the award shall be increased to enable the GMIAL to receive the sum it would have received if the payment had not been liable to tax. Accordingly, no adjustments have been made to the accompanying consolidated financial results of the Group for the quarter and year ended March 31, 2019.

4e. For Audit Qualification(s) where the impact is not quantified by the auditor:

Not applicable

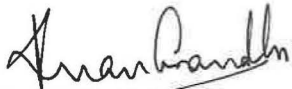


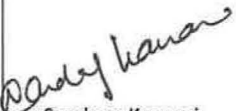
(i) Management's estimation on the impact of audit qualification: Not ascertainable

(ii) If management is unable to estimate the impact, reasons for the same:

(iii) Auditors' Comments on (i) or (ii) above:



III. Signatories:

Managing Director	 Grandhi Kiran Kumar
CFO	 Saurabh Chawla
Audit Committee Chairman	 N.C. Sarabeswaran
Statutory Auditor	S R Batliboi & Associates LLP Chartered Accountants ICAI Firm Registration Number: 101049W / E300004  per Sandeep Karnani Partner Membership Number: 061207
Place:	New Delhi
Date:	May 29, 2019

